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DRAFT RED HERRING PROSPECTUS
Dated July 26, 2024
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC)*
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

SENORES PHARMACEUTICALS LIMITED

Corporate Identity Number: U24290GJ2017PLC100263

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
1101 to 1103, 11th floor, South Tower, ONE 42 opposite Jayantilal Park, Ambali Bopal Road, Ahmedabad, Ahmedabad, Gujarat, India, 380054	Nidhi Dilipbhai Kapadia, Company Secretary and Compliance Officer	**Tel:** +91-79-29999857 **Email:** cs@senorespharma.com	www. senorespharma.com

OUR PROMOTERS: SWAPNIL JATINBHAI SHAH AND ASHOKKUMAR VIJAYSINH BAROT

DETAILS OF THE OFFER

Type	Fresh Issue Size	Offer for Sale size	Total Offer size	Eligibility and Reservations
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 5,000 million	Up to 2,700,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million.	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") as our Company does not fulfil the requirements under Regulation 6(1)(a) and Regulation 6(1)(b) of the SEBI ICDR Regulations. For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 411. For details in relation to share reservation among QIBs, NIIs, RIBs and Eligible Employees, see "*Offer Structure*" on page 429.

The Offer includes a reservation of up to [●] Equity Shares, aggregating up to ₹ [●] million, for subscription by Eligible Employees (as defined herein) not exceeding 5% of our post-Offer paid-up Equity Share capital.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number of Equity Shares Offered	Weighted Average Cost of Acquisition per Equity Share (in ₹)*
Swapnil Jatinbhai Shah	Promoter Selling Shareholder	Up to 850,000 Equity Shares aggregating up to ₹ [●] million	51.31
Ashokkumar Vijaysinh Barot	Promoter Selling Shareholder	Up to 550,000 Equity Shares aggregating up to ₹ [●] million	57.54
Sangeeta Mukur Barot	Promoter Group Selling Shareholder	Up to 300,000 Equity Shares aggregating up to ₹ [●] million	37.20
Prakash M Sanghvi	Other Selling Shareholder	Up to 1,000,000 Equity Shares aggregating up to ₹ [●] million	60.97

**As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountant, by way of their certificate dated July 26, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Floor Price, Cap Price, and the Offer Price (as determined and justified by our Company, in consultation with the BRLMs by way of the Book Building Process, in accordance with SEBI ICDR Regulations, and as stated in "*Basis for Offer Price*" on page 129) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 35.

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 the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accept responsibility for and confirms the statements made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Selling Shareholders assume no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business 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 being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS			
Logo of Book Running Lead Manager	**Name of Book Running Lead Manager**	**Contact Person**	**Email and Telephone**
equirus	Equirus Capital Private Limited	Jenny Bagrecha	**Email:** senores.ipo@equirus.com **Tel:** +91 22 4332 0735
AMBIT Acumen at work	Ambit Private Limited	Miraj Sampat	**Email:** senores.ipo@ambit.co **Tel:** +91 22 6623 3030
nuvama	Nuvama Wealth Management Limited *(formerly known as Edelweiss Securities Limited)*	Lokesh Shah	**Email:** senores@nuvama.com **Tel:** +91 22 4009 4400
REGISTRAR TO THE OFFER			
Logo of the Registrar	**Name of Registrar**	**Contact Person**	**Email and Telephone**
LINKIntime	**Link Intime India Private Limited**	Shanti Gopalkrishnan	**Email:** senorespharma.ipo@linkintime.co.in **Tel:** +91 8108114949

BID/ OFFER PROGRAMME					
ANCHOR INVESTOR BID/ OFFER PERIOD	**[●]***	**BID/OFFER OPENS ON**	**[●]**	**BID/OFFER CLOSES ON****	**[●]**^**

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

** *Our Company, in consultation with the BRLMs, may decide to close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

SENORES PHARMACEUTICALS LIMITED

Our Company was originally incorporated as "Senores Pharmaceuticals Private Limited" a private limited company under the Companies Act, 2013 through a certificate of incorporation dated December 26, 2017, issued by the Registrar of Companies, Central Registration Centre. Thereafter, the name of the Company was changed to "Senores Pharmaceuticals Limited" upon conversion to a public limited company pursuant to a Board resolution dated August 1, 2023 and a special resolution passed in the general meeting of the Shareholders held on August 24, 2023 and the approval of the central government dated September 4, 2023, and consequently a fresh certificate of incorporation dated September 4, 2023, was issued by the RoC to reflect the change in name. For further details, see "*History and Certain Corporate Matters – Brief History of our Company*" on page 227.

Registered and Corporate Office: 1101 to 1103, 11th floor, South Tower, ONE 42 opposite Jayantilal Park, Ambali Bopal Road, Ahmedabad, Gujarat, India, 380054

Contact Person: Nidhi Dilipbhai Kapadia , Company Secretary and Compliance Officer; **Tel:** +91-79-29999857

E-mail: cs@senorespharma.com; **Website**: www. senorespharma.com; **Corporate Identity Number:** U24290GJ2017PLC100263

OUR PROMOTERS: SWAPNIL JATINBHAI SHAH AND ASHOKKUMAR VIJAYSINH BAROT.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SENORES PHARMACEUTICALS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UPTO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UPTO ₹ 5,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,700,000 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), COMPRISING UP TO 850,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY SWAPNIL JATINBHAI SHAH, UP TO 550,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY ASHOKKUMAR VIJAYSINH BAROT, UP TO 300,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY SANGEETA MUKUR BAROT AND UP TO 1,000,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY PRAKASH M SANGHVI (THE "SELLING SHAREHOLDERS"). THE OFFER SHALL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION (NOT EXCEEDING 5% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY OFFER A DISCOUNT OF UP TO [●] % OF THE OFFER PRICE (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO ELIGIBLEEMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT") THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POSTOFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER ISSUE OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 1,000.00 MILLION, AT ITS DISCRETION, 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 BRLMS. 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 SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. 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. 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 RHP AND PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE [●], AN ENGLISH LANGUAGE NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, AND [●] EDITIONS OF [●], A GUJARATI LANGUAGE NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 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 SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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. 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 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 members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR"**), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations, through the Book Building Process wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs"**) (such portion referred to as "**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 (the "**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) (the "**Net QIB Portion"**). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors 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 Investors and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. 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 potential Bidders (except Anchor Investors) are required to mandatorily use the Application Supported by Blocked Amount ("**ASBA"**) process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see '*Offer Procedure*' on page 433.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price/Floor Price/Cap Price, as determined and justified by our Company, in consultation with the BRLMs, by way of the Book Building Process, in accordance with the SEBI ICDR Regulations and as stated in '*Basis for Offer Price*' on page 129 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the 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 35.

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 the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accept responsibility for and confirms the statements made by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to it and/or its respective portion of the Offered Shares and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. Each of the Selling Shareholder assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any of the statements made by or relating to our Company or our Company's business or any other Selling Shareholders.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 481.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai – 400013 Maharashtra, India **Tel.:** +91 22 4332 0735 **E-mail**: senores.ipo@equirus.com **Website:** www.equirus.com **Investor grievance e-mail:** investorsgrievance@equirus.com **Contact person:** Jenny Bagrecha **SEBI Registration Number:** INM000011286	**Ambit Private Limited** Ambit House, 449 Senapati Bapat Marg Lower Parel, Mumbai 400 013 Maharashtra, India **Tel**.: + 91 22 6623 3030 **E-mail** : senores.ipo@ambit.co **Website**: www.ambit.co **Investor grievance e-mail**: customerservicemb@ambit.co **Contact Person**: Miraj Sampat **SEBI Registration Number**: INM000010585	**Nuvama Wealth Management Limited** *(formerly known as Edelweiss Securities Limited)* 801 - 804, Wing A, Building No 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Maharashtra, India **Tel**.: +91 22 4009 4400 **E-mail** : senores@nuvama.com **Website**: www.nuvama.com **Investor grievance e-mail**: customerservice.mb@nuvama.com **Contact Person**: Lokesh Shah **SEBI Registration Number**: INM000013004	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Maharashtra, India 400083 **Tel:** +91 8108114949 **E-mail:** senorespharma.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance e-mail:** senorespharma.ipo@linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI Registration No.**: INR000004058

BID/OFFER PROGRAMME					
ANCHOR INVESTOR BID/ OFFER PERIOD	**[●]***	**BID/ OFFER OPENS ON**	**[●]**	**BID/ OFFER CLOSES ON**	**[●]**^**

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*

** *Our Company, 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.*

^ *UPI mandate end time and date shall be at 5:00 pm 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 otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

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

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "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 111,140,149,218, 227,267,370,402,411, and 481 respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term(s)	Description
"Our Company" or "the Company" or "the Issuer"	Senores Pharmaceuticals Limited, a public limited company incorporated under the Companies Act, 2013, whose registered office is situated at 1101 to 1103, 11th floor, South Tower, ONE 42 opposite Jayantilal Park, Ambali Bopal Road, Ahmedabad, Gujarat, India, 380054.
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiaries, on a consolidated basis.

Company related terms

Term(s)	Description
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 248.
"Auditors" or "Statutory Auditors"	The statutory auditors of our Company, namely, Pankaj R Shah and Associates, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company, as described in *"Our Management – Board of Directors*" on page 240
Chairman	The chairman of our Company, being Sanjay Shaileshbhai Majmudar. For further details, see *"Our Management – Board of Directors"* on page 240
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Deval Rajnikant Shah. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 256
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Nidhi Dilipbhai Kapadia. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 256.
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management – Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 253
Director(s)	The director(s) on the Board of Directors
Equity Shares	The equity shares of our Company of face value of ₹10 each
"Executive Director(s)" or "Whole-time Director(s)"	The executive or whole-time director(s) on the Board of Directors. For further details of the Executive Directors, see "*Our Management – Board of Directors*" on page 240
Group	The Company, together with its Subsidiaries
Group Companies	Our group companies as identified and described in "*Our Group Companies*" on page 263
Havix	Havix Group, Inc. d/b/a Aavis Pharmaceuticals
F&S Report	Industry report titled "*Overview of the Global Pharma Market*" dated July 24, 2024 prepared by Frost & Sullivan, which is exclusively prepared for the purpose of the Offer and is commissioned

Term(s)	Description
	and paid for by our Company. Frost & Sullivan was appointed on March 29, 2024 pursuant to an engagement letter entered into with our Company. The F&S Report will be available on the website of our Company at https://senorespharma.com/reports from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 256
Managing Director	The managing director of our Company, being Swapnil Jatinbhai Shah. For further details, see *"Our Management – Board of Directors"* on page 240
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated July 11, 2024 for identification of group companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Material Subsidiary	The material subsidiaries of our Company, being Ratnatris Pharmaceuticals Private Limited, Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceuticals Inc.
"Memorandum of Association" or "Memorandum" or "MoA"	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page 251
Non-Executive, Independent Director(s)	An independent Director appointed as per the Companies Act, 2013 and the Listing Regulations. For further details of our Non-Executive, Independent Directors, see "*Our Management – Board of Directors*" on page 240
Non-Executive, Non-Independent Director(s)	A non-executive Director appointed as per the Companies Act, 2013 and the Listing Regulations, who is not a Non-Executive, Independent Director. For further details of our Non-Executive Directors, Non-Independent Directors, see "*Our Management – Board of Directors*" on page 240
Non-Executive Director(s)	Collectively, the Non-Executive, Independent Directors and the Non-Executive, Non-Independent Directors
Preference Shares	The preference shares of our Company of face value of ₹ 100 each
Promoters	Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 259
Promoter Selling Shareholders	Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot
Promoter Group Selling Shareholder	Sangeeta Mukur Barot
Other Selling Shareholder	Prakash M Sanghvi
"Registered and Corporate Office" or "Registered Office"	The registered and corporate office of our Company, 1101 to 1103, 11th floor, South Tower, ONE 42 opposite Jayantilal Park, Ambali Bopal Road, Ahmedabad, Ahmedabad, Gujarat, India, 380054
"Registrar of Companies" or "RoC"	Registrar of Companies, Gujarat at Ahmedabad
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of Senores Pharmaceuticals Limited, together with its subsidiaries ("**Group**") comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Consolidated Statement of Significant Accounting Policies and other explanatory notes of our Company, derived from audited consolidated financial statements as at and for each of the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, each prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI
Selling Shareholders	Collectively, the Promoter Selling Shareholders, the Promoter Group Selling Shareholder and the Other Selling Shareholder

Term(s)	Description
"Shareholder(s)"	The holders of the Equity Shares from time to time.
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 256
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Committees of our Board of Directors – Stakeholders' Relationship Committee*" on page 253
Subsidiaries	The subsidiaries of our Company, being Ratnatris Pharmaceuticals Private Limited, Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceutical Inc., the details of which are set out in "*Our Subsidiaries*" on page 236. Our Company also has a step-down subsidiary, namely, 9488 Jackson Trail, LLC, the details of which are set out in "*Our Subsidiaries*" on page 236

Offer related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or Allotted"	Allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which allocation will be done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, 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. 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 to authorise an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder

Term	Description
ASBA Bidders	Bidder(s), 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
Bankers to the Offer	The Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 433
Bid	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut- off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, 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 such Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut- Off Price and the Bid Amount shall be Cap Price net of Employee Discount, if any, multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation. 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. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation
Bid/Offer Period	Except in relation to any Bids received from Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, and the terms of the Red Herring Prospectus. Provided, however, that the Bid/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors 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 which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor

Term	Description
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the 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 described in 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, being Equirus Capital Private Limited, Ambit Private Limited and Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*)
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). 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), updated from time to time
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and 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 exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into among our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member(s) and the Banker(s) to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account
"Collecting Depository Participant" or "CDPs"	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), in terms of the Red Herring Prospectus and the Prospectus, following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer 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, Registered Brokers, CDPs and RTAs

Term	Description
	In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub- syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated July 26, 2024 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 hereto
Eligible FPIs	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Eligible Employees	Permanent employees of our Company or of our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiaries until the submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any)
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees which shall be announced at least two Working Days prior to the Bid / Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating up to ₹ [●] million which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares

Term	Description
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹ 5,000 million by our Company Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, 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 BRLMs. 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. 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 RHP and Prospectus.
Fugitive Economic Offender	A fugitive economic offender as defined under Section 12 of the Fugitive Economic Offenders Act, 2018 and Regulation 2(1)(p) of the SEBI ICDR Regulations.
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	[●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Gross Proceeds of the Fresh Issue less our Company's share of the Offer-related expenses. For further details regarding the use of the Net Proceeds and the Offer-related expenses, see "*Objects of the Offer*" on page 111
Net Offer	The Offer, less the Employee Reservation Portion
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not more than 15% of the Net Offer being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, out of which (a) one-third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and (b) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million.
"Non-Institutional Bidders" or "NIBs" or "Non-Institutional Investors"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders or Eligible Employees who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million, comprising of the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer and Employee Reservation. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, 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 BRLMs. 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. 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 RHP and Prospectus

Term	Description
Offer Agreement	The agreement dated July 26, 2024 entered into among 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 2,700,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares. 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. The Offer Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus A discount of up to [●] % on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 111.
Offered Shares	Up to 2,700,000 Equity Shares aggregating up to ₹ [●] million, being offered in the Offer for Sale by the Selling Shareholders
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (*i.e.*, the Floor Price) and the maximum price of ₹ [●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band, Employee Discount (if any) and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati also being the regional language of Gujarat, where our Registered 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
Pricing Date	The date on which our Company, in consultation with the BRLMs, shall finalise the Offer Price
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, 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 BRLMs. 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. 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 RHP and Prospectus
Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters and certain members of the Promoter Group, which shall be locked-in for a period of eighteen months from the date of Allotment
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date

Term	Description
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●]
QIB Portion	The portion of this Offer being not less than 75% of the Net Offer, being not less than [●] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price.
"Qualified Institutional Buyer(s)" or "QIB Bidders" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus for the Offer 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 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 after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated July 24, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidders" or "RIBs" or "RII" or "Retail Individual Investors"	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through the *karta* and Eligible NRIs)
Retail Portion	The portion of the Offer, being not more than 10% of the Net Offer being not more than [●] Equity Shares, available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹200,000) can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self-Certified Syndicate Banks" or "SCSBs"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the

Term	Description
	website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43, as updated from time to time
Share Escrow Agent	[●]
Share Escrow Agreement	The agreement to be entered into among the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
"Syndicate" or "members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Selling Shareholders and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and Eligible Employees in the Employee Reservation Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 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 recognised 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	The 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/P/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, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited 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, as updated from time to time
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28,

Term	Description
	2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry and business-related terms

Term(s)	Description
ACE Inhibitor	Angiotensin-converting-enzyme inhibitors
ACL Inhibitor	ATP Citrate Lyase Inhibitors
Acme	Acme Lifetech LLP
Ajanta Pharma	Ajanta Pharma Limited
Akum	Akums Drugs & Pharmaceuticals Limited
Alkem Laboratories	Alkem Laboratories Limited
Ambicare	Ambicare Pharmaceuticals Inc.
Amici	Amici Pharmaceuticals LLC
ANDA	Abbreviated New Drug Application
APIs	Active Pharmaceutical Ingredient
ARN Inhibitor	Angiotensin Receptor-Neprilysin Inhibitor
Atlanta Facility	Facility set up by our Subsidiary, Havix Group Inc. d/b/a Aavis Pharmaceuticals
ATTR Cardiomyopathy	Transthyretin amyloid cardiomyopathy
Buy American Act	Buy American Act, 1993
CDMO	Contract Development and Manufacturing Organization
cGMPs	Current Good Manufacturing Practices
CGT	Competitive Generic Therapy
Chhatral Facility	Facility set up by our Subsidiary, Ratnatris Pharmaceuticals Private Limited
Cintex	Cintex Services LLC
Cipla	Cipla USA, Inc.
CMO	Contract Manufacturing Operations
CMS	Centre for Medicare & Medicaid Services
Critical Care Injectables Business	Critical Care Injectables Business launched by our Company in August, 2022 for supply of critical care injectables across India
DEA	Drug Enforcement Administration
Distributor Model	Model in which we manufacture formulations which are showcased to distributors in different geographies in the Emerging Markets and the distributors distribute the products under their brands
Dr. Reddy's Laboratories	Dr. Reddy's Laboratories, Inc.
ER	Extended Release
Emerging Markets	All other countries except those included in Regulated Markets are classified as emerging markets and includes semi-regulated markets such as South Africa, Israel, India, and KSA and unregulated markets such as Somalia and Haiti.
GMP	Good Manufacturing Practices
HMG-CoA	Hydroxymethylglutaryl-coenzyme A reductase inhibitor
JAK Inhibitor	Janus kinase inhibitor
Jubilant Cadista	Jubilant Cadista Pharmaceuticals Inc.
KSA	Kingdom of Saudi Arabia

Term(s)	Description
Lannett	Lannett Company, Inc.
La Renon	La Renon Healthcare Private Limited
Lincoln Pharma	Lincoln Pharmaceuticals Limited
LMHRA	Liberia Medicines & Health Products Regulatory Authority
Marketed Products	Model in which we collaborate with marketing partners to ensure widespread distribution of its products in target markets. This includes ANDA Products and Sourced Products.
Mascot Industries	Mascot Industries
Mint Pharmaceuticals	Mint Pharmaceuticals Inc.
MTPA	Millions of Tonnes per Annum
Naroda Facility	Facility directly operated under our Company in Naroda, Gujarat
NAFDAC	National Agency for Food and Drug Administration and Control of Nigeria
NDA	New Drug Applications
NSAID	Nonsteroidal anti-inflammatory drug
ORS	Oral Rehydration Solution
OSD	Oral Solid Dosage
Prasco	Prasco, LLC
Proposed Expansion	Our intended expansion of operations in our Atlanta Facility in the US to increase our capacity of Tablets and Capsules
P2P Model	Principal to Principal
Regulated Markets	Regulated markets as defined by WHO as 'Stringent Regulatory Authority' including 38 countries as of 2024.
QMS	Quality Management System
Report Date	Date of the F&S Report
R&D	Research and Development
RLSPL	Ratnagene Lifescience Private Limited
RM/PM	Raw Material/ Packaging Material
"RPPL" or "Ratnatris"	Ratnatris Pharmaceuticals Private Limited
Semi-Regulated Markets	All other countries except those included in Regulated Markets and unregulated emerging markets. Includes markets such as South Africa, Israel, India and Saudi Arabia
Solco Healthcare	Solco Healthcare US, LLC
Sourced Products	Products that are sourced from other companies to meet certain specific requirements of our customers (our marketing partners).
SPI	Senores Pharmaceuticals Inc.
Sun Pharmaceuticals	Sun Pharmaceutical Industries Limited
Trade Agreements Act	Trade Agreements Act, 1979
USFDA	U.S. Food and Drug Administration
UV	Ultraviolet
Waymade	Waymade PLC
WHO	World Health Organization
WHO-GMP	World Health Organization - Good Manufacturing Practice

Conventional Terms/Abbreviations

Term	Description
AGM	Annual General Meeting
"Alternative Investment Funds" or "AIFs"	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards issued by the ICAI
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF
Category I FPIs	FPIs 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
Category II FPIs	FPIs 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
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder

Term	Description
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
"Companies Act" or "Companies Act, 2013"	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder
CSR	Corporate social responsibility
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the year, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) income tax expense
EGM	Extraordinary General Meeting
FCNR	Foreign Currency Non-Resident
EPS	Earnings per share
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020 effective from October 15, 2020
FEMA	Foreign Exchange Management Act, 1999, as amended, read with rules and regulations notified thereunder
"FEMA Non-debt Instruments Rules" or the "NDI Rules"	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India
"Financial Year" or "Fiscal(s)" or "Fiscal Year" or "FY"	The period of 12 months ending March 31 of that particular calendar year
FPIs	Foreign portfolio investor(s) as defined in, and registered with SEBI under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
"Government of India" or "Central Government" or "GoI"	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961, as amended
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended
"INR" or "Rupee" or "₹" or "Rs."	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016

Term	Description
IST	Indian Standard Time
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprises
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
NPCI	National Payments Corporation of India
"NR" or "Non-resident"	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRE Account	Non-Resident External Account
NRI	A person resident outside India, as defined under FEMA
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax
PDP	Personal Data Protection Bill, 2019
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth which is the restated profit for the year divided by the net worth
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SMS	Short message service
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, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094, dated June 21, 2023
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, as amended

Term	Description
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
STT	Securities Transaction Tax
Systemically Important NBFCs	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Stock Exchanges	The BSE and the NSE
TAN	Tax deduction and collection account number
U.S. / USA / United States	United States of America
U.S. GAAP	Generally accepted accounting principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
"US$" or "USD" or "US Dollar"	United States Dollar, the official currency of the United States of America
"USA" or "U.S." or "US"	United States of America
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Year" or "calendar year"	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the 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 Promoter and Promoter Group", "Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 35, 81, 96, 111, 149, 188, 259, 267, 402, 433 *and* 452, *respectively.*

Summary of the primary business of our Company

We are a global research driven pharmaceutical company engaged in developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across various therapeutic areas and dosage forms. Our Regulated Markets business is primarily focused on the Regulated Markets of US and Canada. We have adopted a strategy of identifying, developing and commercializing specialty and complex niche products in the mid-market range and as of March 31, 2024, we have received approvals for 19 ANDAs. We develop and manufacture pharmaceutical products across various therapeutic areas for the Emerging Markets, having a presence across 43 countries. We also operate a Critical Care Injectables Business, supplying critical care injectables to hospitals across India through distributors, and manufacture APIs for the domestic market and SAARC countries.

Summary of the industry in which our Company operates

As per the F&S Report, in CY 2023, the US accounted for nearly 43% of the global pharmaceutical market, 56% of the Regulated Market and 91% of the North American market. The pharmaceutical sector in the United States was USD 493.0 billion in CY 2018, and USD 711.0 billion in CY 2023, growing at a CAGR of 7.6% between CY 2018 and CY 2023. The US CDMO market was valued at USD 32.1 billion in CY 2018 and reached USD 44.7 billion in CY 2023, growing at a CAGR of 6.8% (Source: F&S Report). As per the F&S Report, the Emerging Pharmaceutical Market was valued at USD 269.6 billion in CY 2018 and reached USD 376.3 billion in CY 2023, growing at a CAGR of 6.9%. As per the F&S Report, the Indian hospital channel market was valued between USD 3.0-3.6 billion in CY 2018 and reached USD 4.7-5.7 billion in CY 2023, As per the F&S Report, the India API market was valued at USD 7.7 billion in CY 2018 and reached USD 13.1 billion in CY 2023.

Name of our Promoters

Our Promoters are Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot. For details, see "*Our Promoters and Promoter Group*" on page 259.

Offer size

The details of the Offer are summarised below:

Offer [(1)]^	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue[(1)]^	Up to [●] Equity Shares aggregating up to ₹ 5,000 million
(ii) Offer for Sale[(2)]	Up to 2,700,000 Equity Shares aggregating up to ₹ [●] million
Less: Employee Reservation Portion[(3)]	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million

(1) *The Offer has been authorised by a resolution of our Board of Directors at their meetings held on April 9, 2024 and July 22, 2024 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution passed on May 25, 2024.*

(2) *The Selling Shareholders confirm that the Offered Shares have been held by them, severally not jointly, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Selling Shareholders holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully-diluted basis).The Board of Directors have taken on record the offer of the Offered Shares in the Offer by way of a resolution dated July 26, 2024. For details on the authorization of the Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 81 and 411.*

(3) *Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000 (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount, if any). 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, for a value in excess of ₹200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). For further details, see "Offer Structure" and "Offer Procedure" on pages 429 and 433, respectively.*

^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 1,000 million, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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 RHP and Prospectus.

Objects of the Offer

The objects for which the Net Proceeds from the Fresh Issue shall be utilised are as follows:

Particulars	Amount (in ₹ million)^
Funding the capital expenditure requirements by investment in of one of our Subsidiaries, Havix, for setting up a manufacturing facility for the production of sterile injections in our Atlanta Facility	1,070.00
Re-payment/pre-payment, in full or in part, of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris and SPI	937.00
Funding the working capital requirements of our Company and our Subsidiaries, namely, SPI and Ratnatris	1,027.42
Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes	[●]
Net Proceeds[(1)]	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for inorganic growth through acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds in accordance with Regulation 7(3) of the ICDR Regulations out of which the amounts to utilised towards each of (i) general corporate purposes, or (ii) inorganic growth through acquisitions and strategic initiatives, will not exceed 25% of the Gross Proceeds of the Fresh Issue.

^ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 1,000 million, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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 RHP and Prospectus.

For further details, see "*Objects of the Offer*" on page 111.

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

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

Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters			
Ashokkumar Vijaysinh Barot (*Promoter Selling Shareholder*)	3,977,780	11.96	[●]
Swapnil Jatinbhai Shah (*Promoter Selling Shareholder*)	3,803,531	11.43	[●]
Total (A)	7,781,311	23.39	[●]
Selling Shareholders			
Prakash M Sanghvi (*476,190 Equity Shares held jointly with Rashmidevi Prakashmal Sanghvi*)	1,476,190	4.44	[●]
Total (B)	1,476,190	4.44	[●]
Promoter Group			
Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,294,500	6.90	[●]
Pinkyben Jatinbhai Shah (*held jointly with Jatin Siddharth Shah*)	30,500	0.09	[●]
Sangeeta Mukur Barot (*also a Selling Shareholder*)	1,342,955	4.04	[●]
Shantaben Babulal Sanghvi (*95,269 Equity Shares held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*)	328,569	0.99	[●]
Dhananjay Ashokkumar Barot	330,000	0.99	[●]
Aviraj Group LLC	684,750	2.06	[●]
Aviraj Overseas LLC	1,895,190	5.70	[●]
Renosen Pharmaceuticals Private Limited	2,694,219	8.10	[●]
Espee Therapeutics LLP	495,000	1.49	[●]
Mukurdhvaj Yogeshkumar Barot	456,825	1.37	[●]

Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Percentage of the post-Offer paid-up Equity Share capital (%)
Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*)	488,516	1.47	[●]
Remus Pharmaceuticals Limited	3,261,744	9.81	[●]
Hemant Ishwarlal Modi (*held jointly with Sonal Hemantbhai Modi*)	62,000	0.19	[●]
Jatin Siddharth Shah (*held jointly with Pinky Jatin Shah*)	30,000	0.09	[●]
Total (C)	1,43,94,768	43.27	[●]
Total (A + B + C)	**2,36,52,269**	**71.10**	**[●]**

Summary of Financial Information

Summary of selected financial information derived from our Restated Consolidated Financial Information is as follows:

(in ₹ million, except per share data)

Particulars	As at and for the Fiscal		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share capital	305.05	98.15	87.42
Net worth	2,042.68	454.99	365.90
Total Income	2,173.42	390.21	146.31
Restated profit/(loss) for the year	327.08	84.33	9.91
Earnings per share (in ₹/share)			
-Basic	13.67	8.87	1.81
-Diluted	12.21	6.65	1.81
Net asset value per share (in ₹/share)	66.96	46.36	41.86
Total borrowings	2,483.84	607.63	142.07

Notes:

(1) Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated consolidated statement of assets and liabilities, but does not include reserves created out of revaluation of assets, write-back of depreciation as at period /year end, as per Restated Consolidated Statement of Assets and Liabilities of our Company.

(2) Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of our Company by the weighted average number of equity shares outstanding during the year.

(3) Diluted EPS amounts are calculated by dividing the profit attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential Equity Shares into Equity Shares.

(4) Net Asset Value per share (NAV) is computed as Net worth as per the Restated Consolidated Financial Information/ Number of equity shares outstanding as at the end of year/period.

(5) Total borrowings = Total borrowings are current and non-current borrowings as per the restated audited balance sheet.

For further details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" on pages 267 and 367, respectively.

Qualifications which have not been given effect to in the Restated Consolidated Financial Information

There are no auditor qualifications that have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters, in accordance with the SEBI ICDR Regulations and the Materiality Policy, as of the date of this Draft Red Herring Prospectus is disclosed below:

Name of the Individual/ Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (in ₹ million)*
Company						
By the Company	Nil	Nil	Nil	Not applicable	Nil	Nil
Against the Company	Nil	7	1	Not applicable	Nil	2.90
Directors[#]						
By the Directors	Nil	Nil	Nil	Not applicable	Nil	Nil
Against the Directors	1	13	Nil	Not applicable	Nil	201.85

Name of the Individual/ Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (in ₹ million)*
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	4	Nil	Nil	Nil	1.25
Subsidiaries						
By the Subsidiaries	7	Nil	Nil	Not applicable	Nil	4.27
Against the Subsidiaries	1	2	3	Not applicable	Nil	205.13

* *To the extent quantifiable*

Excluding the Promoters

There are no pending litigations against our Group Companies which may have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 402.

Risk Factors

Investors should please see the section entitled "*Risk Factors"* beginning on page 35 to have an informed view before making an investment decision.

Summary of contingent liabilities

The details of our contingent liabilities (as per Ind AS 37) derived from the Restated Consolidated Financial Information are set forth below:

(in ₹ million)

Particulars	As of March 31, 2024
Outstanding Standby Letter of Credit	191.72
Disputed Income Tax Demand	205.13
Outstanding Bank Guarantees	2.46
Commitments:	
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	17.79
Total	**417.10**

For further details of our contingent liabilities (as per Ind AS 37) as at March 31, 2024, see "*Restated Consolidated Financial information– Note 43*" on page 337.

Summary of related party transactions

A summary of the related party transactions for the Fiscals ended March 31, 2024, 2023 and 2022 as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Consolidated Financial Information is set out below:

(in ₹ million)

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Aelius Projects LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Property tax	Senores Pharmaceuticals Limited	0.05	-	0.04
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Rent Expense	Senores Pharmaceuticals Limited	2.08	1.80	1.35
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close	Repair & Maintenance expense	Senores Pharmaceuticals Limited	0.19	0.19	0.19

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	members exercise significant influence					
Anar Swapnil Shah	Close members of Key Management Personnel as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	-	-	6.58
	Close members of Key Management Personnel as per 1(a)	Interest expense	Senores Pharmaceuticals Limited	-	-	0.08
	Close members of Key Management Personnel as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	6.30	-	32.28
	Close members of Key Management Personnel as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	-	-	8.35
Arpit Deepakkumar Shah	Key Management Personnels as per 1(a)	Remuneration to Directors	Ratnatris Pharmaceuticals Private Limited	0.72	-	-
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Ratnatris Pharmaceuticals Private Limited	0.01	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Borrowing availed	Havix Group Inc	10.50	-	-
	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	35.50	24.00	9.38
	Key Management Personnels as per 1(a)	Interest expense	Senores Pharmaceuticals Limited	-	0.04	0.97
	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	187.76	-	-
	Key Management Personnels as per 1(a)	Remuneration to Directors	Havix Group Inc	3.78	-	-
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Havix Group Inc	13.77	-	-
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	55.77	14.41	15.36
Aviraj Group LLC	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Limited	43.14	-	-
Aviraj Overseas LLC	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Limited	119.40	-	-
Aviraj Charitable Foundation	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Donation expense	Senores Pharmaceuticals Limited	-	0.80	-
Chetan Bipinchandra Shah	Key Management Personnels as per 1(a)	Reimbursement of Expenses	Senores Pharmaceuticals Limited	0.18	-	-
	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Limited	4.78	-	-
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	3.15	-	-
	Key Management Personnels as per 1(a)	Consultancy Service	Ratnatris Pharmaceuticals Private Limited	0.45	-	-
	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	3.15	-	25.00
	Key Management Personnels as per 1(a)	Reimbursement of Expenses	Senores Pharmaceuticals Limited	0.22	0.24	0.22
	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Limited	6.11	6.11	5.59

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	3.15	1.00	1.52
Dhananjay Ashokkumar Barot	Key Management Personnels as per 5(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	20.79	-	-
	Key Management Personnels as per 5(a)	Remuneration to Directors	Havix Group Inc	9.01	-	-
Di-Cal Pharma Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest income	Senores Pharmaceuticals Limited	-	-	0.98
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Refund of Deposit	Senores Pharmaceuticals Limited	-	9.38	16.75
Espee Life Science Private Limited	Enterprises over which Key Management Personnel and/or their Close members exercise significant influence	Purchase of material, consumables etc	Ratnatris Pharmaceuticals Private Limited	0.04	-	-
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Ratnatris Pharmaceuticals Private Limited	0.72	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest income	Senores Pharmaceuticals Limited	-	-	0.98
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Limited	31.19	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of Expenses	Senores Pharmaceuticals Limited	-	0.26	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Refund of Deposit	Senores Pharmaceuticals Limited	-	-	26.47
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Limited	0.03	0.14	0.33
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Licence fees income	Senores Pharmaceuticals Limited	-	-	28.01

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Inc	0.87	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Limited	4.37	6.97	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Senores Pharmaceuticals Inc	10.06	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Senores Pharmaceuticals Limited	3.08	36.43	-
	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Investments in Shares	Senores Pharmaceuticals Limited	-	-	139.52
	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Recovery of expenses	Senores Pharmaceuticals Limited	-	2.59	2.02
Hemanshu Nitinchandra Pandya	Key Management Personnels as per 1(a)	Remuneration to Directors	Havix Group Inc	3.02	-	-
Jatin Siddharthbhai Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Limited	9.60	-	-
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	19.84	74.00	-
	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	30.78	-	-
	Key Management Personnels as per 1(a)	Remuneration to Directors	Ratnatris Pharmaceuticals Private Limited	1.43	-	-
	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Limited	0.20	-	-
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	19.84	74.00	-
Kalpit R Gandhi	Key Management Personnels as per 1(b)	Issue of Debentures	Senores Pharmaceuticals Limited	6.40	-	-
Manoj P Sanghvi	Key Management Personnels as per 6	Borrowing availed	Senores Pharmaceuticals Limited	13.62	12.00	-
	Key Management Personnels as per 6	Issue of Debentures	Senores Pharmaceuticals Limited	-	-	20.00
	Key Management Personnels as per 6	Issue of Equity shares	Senores Pharmaceuticals Limited	33.62	-	-
	Key Management Personnels as per 6	Repayment of Borrowings	Senores Pharmaceuticals Limited	25.62	-	-
Mansi Aadarsh Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Limited	4.80	-	-

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Mascot Industries	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Limited	0.02	6.69	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Limited	4.79	1.07	-
Miraj Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Limited	1.60	-	-
Nidhi Kapadia	Key Management Personnels as per 1(c)	Remuneration	Senores Pharmaceuticals Limited	0.17	-	-
Pinkyben Jatinbhai Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Limited	9.60	-	-
Ratnagene Lifescience Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Ratnatris Pharmaceuticals Private Limited	0.05	-	-
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Technical Services	Senores Pharmaceuticals Limited	-	14.40	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Limited	-	18.01	-
	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Limited	-	0.13	-
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Senores Pharmaceuticals Limited	-	13.00	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Corporate Guarantee Commission Expense	Senores Pharmaceuticals Limited	-	0.05	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest expense	Senores Pharmaceuticals Limited	-	0.09	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close	Recovery of Expenses	Senores Pharmaceuticals Limited	-	5.71	-

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	members exercise significant influence					
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Limited	14.16	33.32	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Limited	3.41	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Limited	10.07	3.00	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Ratnatris Pharmaceuticals Private Limited	40.94	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Senores Pharmaceuticals Limited	-	0.50	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Corporate Guarantee Commission Expense	Ratnatris Pharmaceuticals Private Limited	0.06	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest expense	Ratnatris Pharmaceuticals Private Limited	0.44	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Limited	205.49	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Limited	11.18	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of material, consumables etc	Ratnatris Pharmaceuticals Private Limited	0.35	-	-
	Enterprises over which Key Management Personnel as per 1(a)	Recovery of expenses	Ratnatris Pharmaceuticals Private Limited	0.17	-	-

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	and/or their Close members exercise significant influence					
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of expenses	Senores Pharmaceuticals Limited	1.50	1.19	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Ratnatris Pharmaceuticals Private Limited	2.57	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Limited	2.09	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Limited	0.11	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Havix Group Inc	5.15	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Ratnatris Pharmaceuticals Private Limited	11.19	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Limited	2.39	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Ratnatris Pharmaceuticals Private Limited	12.50	-	-
Renosen Pharmaceuticals Private Limited.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Senores Pharmaceuticals Limited	41.00	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Senores Pharmaceuticals Limited	1.25	-	-
	Enterprises over which Key Management	Interest Income	Ratnatris Pharmaceuticals Private Limited	0.34	-	-

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Personnel as per 1(a) and/or their Close members exercise significant influence					
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Limited	169.74	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Limited	41.00	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of loan received	Ratnatris Pharmaceuticals Private Limited	3.50	-	-
Ruchita Shah	Key Management Personnels as per 5(a)	Remuneration to Directors	Havix Group Inc	1.74	-	-
Sangeeta Mukur Barot	Close members of Key Management Personnel as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	25.01	-	1.57
	Close members of Key Management Personnel as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	25.54	-	-
	Close members of Key Management Personnel as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	25.01	1.57	-
Senores Pharmaceuticals Inc.	Enterprises over which Key Management Personnel as per 1(a) and/or their close members exercise significant influence	Recovery of expenses	Havix Group Inc	0.87	-	-
	Enterprises over which Key Management Personnel as per 1(a) and/or their close members exercise significant influence	Sale of Services	Havix Group Inc	9.99	-	-
Shalin Shah	Close members of Key Management Personnel as per 5(a)	Salaries & Wages	Havix Group Inc	4.61	-	-
Shantaben Babulal Sanghvi	Close members of Key Management Personnel as per 1(a)	Issue of Equity Shares	Senores Pharmaceuticals Limited		-	23.33
Shivani Dhananjay Barot	Close members of Key Management Personnel as per 5(a)	Salaries & Wages	Havix Group Inc	1.61	-	-
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Limited	14.09	92.67	21.74
	Key Management Personnels as per 1(a)	Interest Expense	Senores Pharmaceuticals Limited	-	0.11	1.02
	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Limited	86.39	-	32.28
	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Limited	8.91	7.50	7.13
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Ratnatris Pharmaceuticals Private Limited	0.01	-	-

Name of Related Party	Category	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Limited	62.92	43.44	25.39
Tapan Shah	Close members of Key Management Personnel as per 1(a)	Consultancy Service	Senores Pharmaceuticals Limited	0.12	0.05	0.10

For further details of the related party transactions, see "*Restated Consolidated Financial Information – Note 47*" on page 347.

Details of all financing arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors or their relatives have financed the purchase by any person of securities of our Company (other than in the normal course of business of the relevant financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters and the Selling Shareholders, in the last 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 Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus are:

Name	Number of Equity Shares acquired in the one year preceding the date of the DRHP	Weighted average price of acquisition per Equity Share (in ₹)*
Promoter (also Selling Shareholders)		
Swapnil Jatinbhai Shah	1,541,531	90.11
Ashokkumar Vijaysinh Barot	862,280	80.88
Selling Shareholders		
Sangeeta Mukur Barot	405,455	63.00
Prakash M Sanghvi (*476,190 Equity Shares held jointly with Rashmidevi Prakashmal Sanghvi*)	476,190	63.00

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, by way of their certificate dated July 26, 2024.*

Average cost of acquisition of shares for our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares for our Promoters and Selling Shareholders is as set out below:

Name of acquirer	Number of Equity Shares	Acquisition price per Equity Share (in ₹)*#
Promoters (also Selling Shareholders)		
Swapnil Jatinbhai Shah	3,803,531	51.31
Ashokkumar Vijaysinh Barot	3,977,780	57.54
Selling Shareholders		
Sangeeta Mukur Barot	1,342,955	37.20
Prakash M Sanghvi (*476,190 Equity Shares held jointly with Rashmidevi Prakashmal Sanghvi*)	1,476,190	60.97

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, by way of their certificate dated July 26, 2024.*

The weighted average cost of acquisition of all shares transacted by our Promoters, the Promoter Group, the Selling Shareholders or Shareholder(s) with rights to nominate Director(s) or other special rights, in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of specified securities transacted by our Promoters, the Promoter Group, the Selling Shareholders or Shareholder(s) with rights to nominate Director(s) or other special rights, in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹)*	Upper end of the price band (₹[●]) is 'X' times the weighted average cost of acquisition**	Range of acquisition price: Lowest price – Highest price (in ₹)
Last eighteen months	69.19	[●]	63.00-320.00
Last one year	73.96	[●]	63.00-320.00
Last three years	63.07	[●]	25.00-320.00

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, by way of their certificate dated July 26, 2024.*

** *Information to be included in the Prospectus.*

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, the Promoter Group, the Selling Shareholders or Shareholder(s) with rights to nominate Director(s) or other 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 our Promoter Group and Selling Shareholders. There are no Shareholders with nominee director or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)**
Swapnil Jatinbhai Shah	June 17, 2024	156,250	320.00
Swapnil Jatinbhai Shah	April 9, 2024	14,000	180.00
Swapnil Jatinbhai Shah	February 10, 2024	450,000	63.00
Swapnil Jatinbhai Shah	August 19, 2023	921,281	63.00
Swapnil Jatinbhai Shah	July 6, 2023	67,500	64.44
Swapnil Jatinbhai Shah	November 24, 2021	12,91,000	25.00
Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	February 10, 2024	100,000	63.00
Anar Swapnil Shah	November 24, 2021	1,291,000	25.00
Ashokkumar Vijaysinh Barot	June 17, 2024	60,000	320.00
Ashokkumar Vijaysinh Barot	August 19, 2023	802,280	63.00
Ashokkumar Vijaysinh Barot	July 6, 2023	33,750	64.44
Ashokkumar Vijaysinh Barot	May 3, 2023	2,178,000	63.00
Sangeeta Mukur Barot	August 19, 2023	405,455	63.00
Sangeeta Mukur Barot	July 3, 2023	135,000	64.45
Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	August 19, 2023	216,193	63.00
Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	August 19, 2023	31	63.00
Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	August 19, 2023	317,460	63.00
Manoj Sanghvi	November 30, 2021	333,000	60.00
Renosen Pharmaceuticals Private Limited	August 19, 2023	650,793	63.00
Renosen Pharmaceuticals Private Limited	May 3, 2023	2,043,426	63.00
Espee Therapeutics LLP	August 19, 2023	495,000	63.00
Mukur Barot	June 17, 2024	60,000	320.00
Mukur Barot	August 19, 2023	396,825	63.00
Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)	December 14, 2023	411,664	63.00
Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)	August 19, 2023	76,852	63.00
Shantaben Sanghvi (*held jointly with Babulal Misrimal Sanghvi Prakash Mishrimal Sanghvi*)	August 19, 2023	31	63.00
Shantaben Sanghvi (*held jointly with Babulal Misrimal Sanghvi Prakash Mishrimal Sanghvi*)	August 19, 2023	95,283	63.00
Shantaben Sanghvi	November 30, 2021	233,300	60.00
Prakash M Sanghvi (*held jointly with Rashmidevi Prakashmal Sanghvi*)	August 19, 2023	476,190	63.00
Prakash M Sanghvi	November 30, 2021	1,000,000	60.00
Hemant Ishwarlal Modi (*held jointly with Sonal Hemantbhai Modi*)	June 17, 2024	62,000	320.00

Name of the acquirer	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)**
Jatin Siddharth Shah (*held jointly with Pinky Jatin Shah*)	June 17, 2024	30,000	320.00
Pinky Jatin Shah (*held jointly with Jatin Siddharth Shah*)	June 17, 2024	30,000	320.00
Remus Pharmaceuticals Limited	December 12, 2023	3,261,744	63.00
Dhananjay Barot	May 3, 2023	330,000	63.00
Aviraj Group LLC	May 3, 2023	684,750	63.00
Aviraj Overseas LLC	May 3, 2023	1,895,190	63.00

Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 1,000 million, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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 RHP and Prospectus.

Issuance of equity shares in the last one year for consideration other than cash or bonus issue

Except for as disclosed in the section titled "*Capital Structure – Issue of shares issued for consideration other than cash or by way of bonus issue*" on page 101, our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash or bonus issue.

Split/consolidation of Equity Shares in the last one year

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

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI, as on the date of this Draft Red Herring Prospectus.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

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

All references to the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial data

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, 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 the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company, together with its subsidiaries, comprising the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and restated consolidated statement of profit and loss (including other comprehensive income), and restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the consolidated statement of significant accounting policies, and other explanatory information of our Company, derived from audited financial statements as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set forth in *"Offer Document Summary",* "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 16, 35, 188 and 372. Restated Consolidated Financial Information for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 included in this Draft Red Herring Prospectus are derived from audited consolidated financial statements as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Ind AS, the provisions of the Companies Act and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

Our Company has not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which the prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information 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. For further details of the impact of the IFRS or US GAAP, see "*Risk Factors - Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies.*" on page 66.

All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row; any such discrepancies are due to rounding off.

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or million, as applicable.

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") measures presented in this Draft Red Herring Prospectus such as Adjusted EBITDA, adjusted EBITDA margin, EBITDA, EBITDA margin, Return on Net Worth, Net Asset Value are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP measures, and other 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, a comparison of similarly titled Non-GAAP measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company's management believes that they are useful information in relation to our business and financial performance. For further details, see "*Risk Factors - Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies.*" on page 66.

Currency and units of presentation

All references to:

- "₹" or "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "US$" or "USD" are to United States Dollars, the official currency of the United States of America; and

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

Exchange rates

This Draft Red Herring Prospectus contains conversions 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 information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar, as on the dates indicated, is set forth below:

(in ₹)

Currency	Exchange Rate as on		
	March 31, 2024*	March 31, 2023*	March 31, 2022*
1 US$	83.37	82.22	75.81

Source: www.fbil.org.in

Note: Exchange rate is rounded off to two decimal places

**In any case, date of any of the respective years is a public holiday, the previous working day, not being a public holiday, has been considered.*

Industry and market data

Unless stated otherwise, industry related information and market data contained in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 149, 188 and 372, respectively, have been obtained or derived from the report titled "*Overview of the Global Pharma Market*" dated July 24, 2024 that has been prepared by Frost & Sulivan ("**F&S Report**") which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company. Frost & Sullivan was appointed by our Company and does not have direct/ indirect interest or relationship with our Company, the Selling Shareholders, Promoters, Directors, Subsidiaries or KMPs or SMPs of our Company as confirmed pursuant to their consent letter dated July 24, 2024, except to the extent of issuing the F&S Report. For risks in relation to the F&S Report, see "*Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we have commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* on page 68. The F&S Report is available on the website of our Company at https://senorespharma.com/reports from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

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

*"This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("**Frost & Sullivan**") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.*

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision within the limitations of, among others, secondary statistics and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

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

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the draft red herring prospectus/ red herring prospectus/ prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. Industry analysis is also prepared based on information as of specific dates and may no longer be current or reflect current trends."

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 129 includes information relating to our peer group companies. Such information relating to our peer group has been derived from publicly available sources or the F&S Report, and neither we, nor the BRLMs or any of their affiliates have independently verified such information. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "seek to", "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 are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, 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, volatility 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 laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence.

Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

1. Dependence on the sale of our products through third party marketing partners and distributors and the loss of one or more marketing partners or distributors, the deterioration of their financial condition or prospects, or a reduction in their demand for our products or our inability to maintain and increase the number of our arrangements for the marketing and distribution of our products;

2. Strict technical specifications, quality requirements, regular inspections and audits by our customers and our failure to comply with the quality standards and technical specifications prescribed by such customers;

3. Reliance on one or more of customers who may choose not to source their requirements from us or to terminate our contracts or purchase orders;

4. The pharmaceutical market being subject to extensive regulation and failures to comply with the existing and future regulatory requirements in any pharmaceutical market;

5. A reduction in demand for our products in the United States;

6. Any manufacturing or quality control problems may damage our reputation for high quality production and expose us to potential litigation or other liabilities;

7. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities;

8. Dependence on some customers for a significant part of our revenue;

9. Limited operating history making it difficult for investors to assess our future growth prospects and business;

10. Inability to meet working capital requirements.

Certain information in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 149, 188 and 372, respectively, of this Draft Red Herring Prospectus have been obtained from the F&S Report prepared by Frost & Sullivan.

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 35, 188

and 372, 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 gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given the uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, our Directors, our KMPs, Senior Management, the Selling Shareholders, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment pursuant to the Offer.

In accordance with regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, each of the Selling Shareholders will ensure that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholders to the extent of information pertaining to it and/or its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

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 below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we operate or to India. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial, may also impair our business, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company and our business, you should read this section in conjunction with "Our Business", "Industry Overview", "Restated Consolidated Financial Information", "Other Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 188, 149, 267, 367 and 372, respectively, as well as the other financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, you must rely on your own examination of the terms of the Offer, the Company and its business including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

This Draft Red Herring Prospectus also contains certain 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. See "Forward-Looking Statements" on page 33.

Our Subsidiaries, SPI, 9488 Jackson Trail LLC and Havix are situated in United States of America, and such Subsidiaries are subject to the legal and regulatory environment prevalent in United States of America, which will be different from the legal and regulatory framework governing our Company. For details, see "Our Subsidiaries – Foreign Subsidiaries" on page 236.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Overview of the Global Pharma Market " dated July 24, 2024 (the "**F&S Report**", and the date of the F&S Report, the "**Report Date**") which is exclusively prepared for the purpose of the Offer and issued by Frost & Sullivan ("**F&S**") and is exclusively commissioned for an agreed fee and paid for by the Company in connection with the Offer. F&S was appointed pursuant to an engagement letter entered into with our Company dated March 29, 2024. F&S is not related in any other manner to our Company. A copy of the F&S Report will be available on the website of our Company at www.senorespharma.com/reports from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.*

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. You should pay particular attention to the fact that Senores Pharmaceuticals Limited 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.

INTERNAL RISKS

1. ***Our business is dependent on the sale of our products through third party marketing partners and distributors. The loss of one or more marketing partners or distributors, the deterioration of their financial condition or prospects, or a reduction in their demand for our products or our inability to maintain and increase the number of our arrangements for the marketing and distribution of our products could adversely affect our business, results of operations, financial conditions and cash flows.***

Our business is and may continue to be dependent on the continued growth of the Regulated Markets in United States Canada, and other geographies such as Europe as well as our Emerging Markets. If market growth for our products decreases in these regions, market acceptance for our competitors' products in these regions increase and results in substitution of our products, or we fail to respond to changes in market conditions or customer preferences in these regions, our business, results of operations, financial condition and cash flows could be adversely affected. The table below sets out our breakdown of revenue from our business segments, for the indicated periods:

Sr. No	Business Segment	Fiscal 2024		Fiscal 2023#		Fiscal 2022#*	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(A)	Regulated Markets Business	1,451.52	67.66%	207.40	58.69%	8.87	6.26%

Sr. No	Business Segment	Fiscal 2024		Fiscal 2023[#]		Fiscal 2022[#*]	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(B)	Emerging Markets Business	442.02	20.60%	-	-	-	-
(C)	Critical Care Injectables Business	57.10	2.66%	17.05	4.83%	-	-
(D)	API Business	139.02	6.48%	19.78	5.60%	-	-
(E)	Other Operational income	55.58	2.59%	109.14	30.89%	132.83	93.74%
	Total Revenue from Operations	**2,145.24**	**100.00%**	**353.37**	**100.00%**	**141.70**	**100.00%**

[#] *RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024.*

* *Our API Business does not have any revenue from operations in Fiscal 2022 since this business was commenced by us in Fiscal 2023.*

We typically enter into long term marketing agreements for a period ranging between 5-7 years with our marketing partners in the Regulated Markets which results in predictable and stable cash flows. There is no assurance that our business from arrangements with marketing partners will not decline in the future as a result of increased competition, pricing pressures or fluctuation in the demand or supply of our products. Similarly, in the event of any breakthroughs in the development or invention of alternative products, we may be exposed to the risk of our products being substituted to a greater or lesser extent by these alternatives, and we may fail to introduce new products that would cater to the demand by our marketing partners. Further, some of our marketing partners may start manufacturing their own products or switch production to our competitors and may discontinue their arrangement with us. Although we have long-term contracts with such key customers, with an average period of 5-7 for the Regulated Markets years with options for renewal, our dependence on such parties subjects us to a number of other risks, including (i) not being able to control the amount and timing of resources that our partners may devote to the marketing, selling and distribution of our products, (ii) our partner's marketing, selling or distributing our products outside their designated territory, possibly in violation of the exclusive distribution rights of other distributors, (iii) our partners making important marketing and other commercial decisions concerning our products without our input, (iv) financial difficulties, (v) significant changes in a marketing partner's or distributor's business strategy that may adversely affect its willingness or ability to fulfil its obligations under any arrangement, (vi) a reduction in the amount of business we obtain from our customers, which could be due to circumstances specific to them, such as pricing pressures, or adverse market conditions affecting our supply chain or the pharmaceutical industry, (vii) a reduction in the amount of business we obtain from our customers, or the loss of one or more of our key customers, could have an adverse effect on our business, results of operations, financial condition and cash flows. We typically enter into marketing and distribution arrangements for an average period of 5 years for our Emerging Markets.

Further, we may not be able to find suitable marketing partners and distributors or successfully enter into arrangements on commercially reasonable terms or at all. If our competitors provide greater incentives to our partners, our partners may choose to partner with our competitors. As a result of these arrangements, many of the variables that may affect our business, are not exclusively within our control. Our reliance on, and inability to control, our local manufacturers and local sale, marketing and distribution agents could adversely affect our business, financial condition and results of operations. For instance, in the past, some of our third-party marketing partners and distributors have terminated our exclusive distribution and supply agreement to the extent of certain products supplied by us. While the terminations of such arrangements did not result in any adverse effect on our business, since we were able to enter into agreements with new partners for those products, we cannot assure that termination of arrangements for any reason, or if our marketing partners or distributors fail to fulfil their obligations under the relevant agreements or otherwise do not effectively market, sell or distribute our products, or if our relationships with any of such marketing partners are disrupted in the future, our business, financial condition, results of operations and cash flows will not be adversely affected.

2. ***We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our business, results of***

operations and financial condition, including cancellation of existing and future orders which may expose us to warranty claims.

Our products and manufacturing processes are subject to stringent quality standards and specifications, typically specified by our customers through their respective agreements. Adherence to quality standards is a critical factor in our production process as any deviations from the required specifications by our Company or failure to comply with the technical specifications of our customers regarding the composition of drugs, may lead to a recall of products or cancellation of the orders placed by our customers. Further, for any change in the product specifications, manufacturing process, manufacturing site, manufacturing method or raw material used, we are required to inform or obtain prior consent from some of our customers. While we believe we undertake the necessary measures and engage internal and external experts to ensure that our facilities comply with the applicable standards as imposed by our customers, any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications, may lead to cancellation of the order, loss of customers, loss of reputation and goodwill of our Company. Additionally, it could expose us to indemnity, warranty claims, monetary liability and/or litigation. Our customers are typically provided the right to audit our manufacturing facilities, processes or systems, under such agreements, after providing a certain period of notice. Our customers have conducted eight audits on our Atlanta Facility in the past. Further to these audits, our customers have issued certain major observations, minor observations and recommendations. While, as of the date of this Draft Red Herring Prospectus, no customer has cancelled orders with us pursuant to an audit, there can be no assurance that such audits would not result in any adverse observations in the future or that our customers will necessarily engage us for their outsourcing operations. The audit may involve inspection of, *inter alia*, our manufacturing facility and equipment, quality control procedures, review of the manufacturing processes and raw materials and packaging. Occurrence of any event on account of errors and omission could result in damage to our reputation and loss of customers, which could adversely affect our business, operations, our cash flows and financial condition. While we have not received any complaints from our customers, we cannot assure you that we would not receive such complaints in the future as well.

Some of these agreements provide that the quality, quantity and specifications for the products shall be approved by the customer and be in accordance with the requirements specified in the relevant agreements. Some agreements also require us to furnish quality assurance and compliance certificates to the customers certifying that the quality of the products is as per the agreed specifications. As per the terms and conditions of the respective agreements, our customers have the right to reject the products in case of, *inter alia*, manufacturing defects, and discrepancy with respect to prescribed specifications, and we are responsible to replace such products free of any additional cost within a stipulated timeframe along with indemnity to the customer for losses arising from breach of obligations, specification of raw material used and manufacturing defect. We have not paid any indemnity to customers in the last three Fiscals. However, if we are required to pay any indemnity in the future, it may have an adverse impact on our revenue from operations and financial condition. In addition, for any changes in the product specifications, analytical methods, batch manufacturing reports or raw material used, some agreements require us to obtain prior consent from our customers. Certain agreements also require us to make best efforts to incorporate suggestions received by the customers with respect to the proposed changes. We are also responsible for the procurement of raw materials, including APIs and packaging materials in accordance with the specifications provided by the customer and in certain cases, the third-party vendor should be approved by the customer. Further, certain of our agreements require customers to provide periodic forecasts/ estimates indicating the quantities of the product they intend to purchase. In cases of recall of the product manufactured by our Company, our agreements typically require us to bear all the expenses and costs of such recall either upfront or by way of deduction from our bills, and the customers may also opt to terminate the agreement on account of such recall. Our agreements also require us to maintain adequate product liability insurance. In the past, we have had three instances of products being recalled from markets. For details, see "*Risk Factors- The pharmaceutical market is subject to extensive regulation and failures and failures to comply with the existing and future regulatory requirements in any pharmaceutical market could expose us to litigation or other liabilities, which could adversely affect our reputation, business, financial condition and results of operations***"** on page 38. Also see "*Outstanding Litigation and Material Developments- Actions by regulatory and statutory authorities*" on page 403. Our customers may also terminate our agreements for breach of terms of the agreement, if we do not pass mock inspections, if we lose our USFDA approval, if we are unable to address any material deficiencies identified by the USFDA and more than a certain number of late shipments. While no customer has terminated our agreements for the aforementioned reasons in the last three Fiscals, we cannot assure you that such termination may not occur in the future.

If we fail to comply with applicable quality standards specified by our customers or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, within time or at all, our business, results of operations and financial conditions will be materially and adversely affected. The quality of our products is critical to the success of our business and depends on the effectiveness of our quality assurance system, which, in turn, depends on a number of factors, including the design of our facility, and the checks and balances implemented at stage of development/ manufacturing and testing processes in line with the current GMP guidelines. While other than incidents in the ordinary course of business, there has not

been any failure or deterioration of quality systems in the past, any significant failure or deterioration of our quality system in future could result in defective or substandard products, which, in turn, may result in delays in the delivery of our products and the need to replace defective or substandard products. As a result, our business, results of operations and financial condition could be materially and adversely affected.

We are also required to provide specific representations in certain agreements to the customers in relation to adherence with applicable laws including environmental laws, labour laws and laws dealing with hazardous waste. Further, given the stringent nature of obligations imposed by our agreements, we face the risk of potential liabilities from lawsuits or claims by our customers for the breach of the terms of our contractual obligations which could have an adverse effect on our business, results of operations and financial condition.

3. ***We derive a significant part of our revenue from few customers. If one or more of such customers choose not to source their requirements from us or to terminate our contracts or purchase orders, our business, cash flows, financial condition and results of operations may be adversely affected.***

The table below sets out the revenue contribution and revenue contribution as a percentage of our total revenue from contracts with customers of our largest customer, our top five customers and our top ten customers, for Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Customers	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	As a percentage of revenue from operations (%)	In ₹ million	As a percentage of revenue from operations (%)	In ₹ million	As a percentage of revenue from operations (%)
Largest customer	590.66	27.53%	113.59	32.14%	78.99	55.74%
Top five customers	1,286.96	59.97%	291.34	82.45%	140.68	99.28%
Top ten customers*	1,675.91	78.12%	328.10	92.85%	141.70	100%

* *While more than 50% of our revenue from operations originates from our top 10 customers, our Company is unable to disclose the names of these customers due to reasons of confidentiality.*

Reliance on a limited number of customers for our business may generally involve several risks. While we have developed relationships with certain of our customers, there can be no assurance that our significant customers in the past will continue to place orders or maintain the current level of business with us in the future. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. The loss of one or more of these significant customers or a significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the pharmaceutical industry or the economic environment generally, may materially and adversely affect our business, results of operations and financial condition. Further, our reliance on a select group of customers may also constrain our ability to negotiate favourable arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future.

Although we have various long-term agreements with some of these customers, the volume under these agreements is subject to change, sometimes significantly based on the expected forecast volume required by our customers. In addition, certain of our agreements may be terminated by the customer without notice. While, in the last three Fiscals, none of our agreements have been terminated, there can be no assurance that such instances will not occur in future.

4. ***The pharmaceutical market is subject to extensive regulation and failures to comply with the existing and future regulatory requirements in any pharmaceutical market could expose us to litigation or other liabilities, which could adversely affect our reputation, business, financial condition and results of operations.***

We operate in a highly regulated industry and our operations are subject to extensive regulation governing the pharmaceutical market. The development, testing, manufacturing, marketing and sale of pharmaceutical products are subject to extensive regulation in India, the US and other countries where we export our products. We are required to comply with the regulatory requirements of various local, state, provincial and national regulatory authorities, such as the Drugs Controller General of India, Central Drugs Standard Control Organization, State Dugs Controller, Ministry of Health and Family Welfare, Controlling cum Licensing Authority, and for certain facilities involved in producing products for exports, international regulatory authorities, such as regulatory authorities in the United States, Europe and Canada. We are subject to international and national guidelines and regulations concerning development, testing, manufacturing processes, equipment and facilities. Further, as we expand our operations and geographic scope, we

may be exposed to more complex and newer regulatory and administrative requirements and legal risks, any of which may require expertise in which we have limited experience as well as impose significant compliance costs on us.

These regulatory requirements impact many aspects of our operations, including manufacturing, developing, storage, distribution, import and export and record keeping related to our products. Regulatory agencies may, for instance, delay, limit or deny approval for many reasons, including:

- changes to the regulatory approval process, including new data requirements for product candidates in those jurisdictions in which we or our customers may be seeking approval;
- drug manufacturers constantly have to monitor the efficacy and safety of their products throughout the drug life cycle which involves significant regulatory challenges. Any drug during its life cycle can be recalled for safety reasons by the drug regulators;
- resource constraints at the agency resulting in delayed review of submitted information; and
- the manufacturing processes, facilities, systems or personnel may not meet the applicable GMP guidelines.

Inspections by regulatory authorities that identify any deficiencies could result in remedial actions, production stoppages or facility closure, which would disrupt the manufacturing process and supply of products to our customers. In addition, such failure to comply could expose us to contractual and product liability claims, including claims by customers or recall or other corrective actions, the cost of which could be significant. For details in connection with the inspections carried out by the USFDA, see "*Risk Factors- Any manufacturing or quality control problems may damage our reputation for high quality production and expose us to potential litigation or other liabilities, which would negatively impact our business, prospects, results of operations and financial condition***"** on page 40. The Commissioner and State Licensing Authority, Food and Drugs Control Administration, Gujarat State ("**Commissioner, FDA Gujarat**") issued a show cause notice dated March 27, 2024 ("**SCN**") to our Subsidiary, RPPL, which sets out certain critical and major observations. The SCN also stated that the Company is in contravention of the good manufacturing practices criteria and section 18(a)(1) of the Drugs & Cosmetics Act, 1940 and the rules thereunder. RPPL responded to the SCN by way of an audit compliance report, setting out inspection findings, corrective and preventive action and objective evidence. The Commissioner, FDA, Gujarat suspended our license obtained under the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945 for a period of seven days from June 24, 2024 to June 30, 2024. We have complied with the major non-compliances mentioned in the SCN.

Further, in connection with Frusemide Injection IP 10 mg/ml (Senfuro) ("**Drug I**"), our Subsidiary, RPPL received a letter dated April 26, 2024 from the Central Drugs Standard Control Organisation, Zonal Office stating that the Drug I sample tested was declared 'Not of Standard Quality" by the government analyst at the Central Drugs Laboratory, Kolkata ("**Letter**"), thereafter a show cause notice was issued by the Commissioner, Food & Drugs, Control Administration. For details, see "*Outstanding Litigation and Material Developments- Actions by regulatory and statutory authorities*" on page 403. Our Company derived ₹ 2.58 million from the sale of Drug I in 2024. Since RPPL became our subsidiary with effect from December 14, 2023, there was no revenue contribution from Drug I in Fiscal 2023 and Fiscal 2022.

In connection with Levocarnitine Injection USP 1G/5ML (Senocartine) ("**Drug II**"), our Subsidiary, RPPL received a letter dated April 26, 2024 from the Central Drugs Standard Control Organisation, Zonal Office stating that the Drug II sample tested was declared 'Not of Standard Quality" by the government analyst at the Central Drugs Laboratory, Kolkata ("**Letter**") , thereafter a show cause notice was issued by the Commissioner, Food & Drugs, Control Administration. For details, see "*Outstanding Litigation and Material Developments- Actions by regulatory and statutory authorities*" on page 403. Our Company did not receive any revenue from the sale of Drug II in Fiscal 2024. Since RPPL became our subsidiary with effect from December 14, 2023, there was no revenue contribution from Drug II in Fiscal 2023 and Fiscal 2022.

In addition, we believe applicable regulations have become increasingly stringent and if new legislation or regulations are enacted or existing legislation or regulations are amended or are interpreted or enforced differently, we may be required to obtain additional approvals or operate according to different manufacturing or operating standards. This may require a change in our development and manufacturing techniques or additional capital investments in our facilities. Any related costs may be significant. If we fail to comply with applicable regulatory requirements in the future, then we may be subject to warning letters and/or civil or criminal penalties and fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, restrictions on the import and export of our products, debarment, exclusion, disgorgement of profits, operating restrictions and criminal prosecution and the loss of contracts and resulting revenue losses.

5. ***We derive a significant portion of our revenue from our operations in the United States. A reduction in demand for our products in these regions could adversely affect our business, results of operations, financial conditions and cash flows***.

We have historically derived a significant portion of our revenue from the United States. The table below sets out revenue from operations in the United States in absolute terms and as a percentage of total revenue from operations for the periods indicated below:

Countries	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue derived (*in ₹ million*)	As a percentage of revenue from operations (%)	Revenue derived (*in ₹ million*)	As a percentage of revenue from operations (%)	Revenue derived (*in ₹ million*)	As a percentage of revenue from operations (%)
United States	1,429.31	66.63%	263.49	74.56%	8.87	6.26%

Our revenues from market in the United States may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations could adversely affect our business, prospects, results of operations and financial condition. Furthermore, our international operations in this market are subject to risks which 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. If we are unable to effectively address or comply with changes in foreign laws, or meet the conditions stipulated in our licenses, we may be subject to penalties and other regulatory actions, which could adversely affect our reputation, business, prospects, result of operations and financial condition.

6. ***Any manufacturing or quality control problems may damage our reputation for high quality production and expose us to potential litigation or other liabilities, which would negatively impact our business, prospects, results of operations and financial condition.***

Pharmaceutical companies, such as ours, have obligations to, and are required to comply with the regulations and quality standards stipulated by, regulators in India and other jurisdictions, including the U.S. Food and Drug Administration ("**USFDA**"), Department of Biotechnology of the Ministry of Science and Technology of India, the Ministry of Environment of India, the Department of Pharmaceuticals of the Ministry of Chemical and Fertilizer of India, the United Kingdom's Medicines and Healthcare Products Regulatory Agency ("**U.K. MHRA**"), the Health Product Compliance Directorate of Canada ("**Health Canada**"), and the European Directorate for the Quality of Medicines & HealthCare ("**EDQM**"), National Agency for Food and Drug Administration and Control of Nigeria ("**NAFDAC**"), Food and Drugs Authority of Ghana ("**Ghana FDA**") and other regulatory agencies. We are also subject to international and national guidelines and regulations concerning development, testing, manufacturing processes, equipment and facilities. Further, as we expand our operations and geographic scope, we may be exposed to more complex and newer regulatory and administrative requirements and legal risks, any of which may require expertise in which we have limited experience as well as impose significant compliance costs on us.

While there is no fixed frequency of inspections, our manufacturing facilities and products are subject to multiple periodic inspection/audit by these regulatory agencies. Inspections by regulatory authorities that identify any deficiencies could result in remedial actions, production stoppages or facility closure, which would disrupt the manufacturing process and supply of products to our customers. For instance, our Atlanta Facility has been audited by the US FDA four times since commencement of its operations, with the latest audit being completed in April 2024. Pursuant to the third inspection carried out in 2022, the USFDA issued certain observations through a Form FDA 483 issued by the USFDA, these observations are: (i) non-exercise of appropriate controls over computers or related systems to assure that changes in master production and control records are instituted only by authorized personnel; and (ii) non-establishment of procedures designed to prevent objectionable microorganisms in drug products not required to be sterile. The USFDA, through its fourth inspection report for the inspection conducted in April 2024 confirmed that our corrections to the inspectional observations issued in connection with the third inspection were evaluated during the fourth inspection and were deemed appropriate. During its fourth inspection, while the USFDA did not issue any Form 483, it discussed the following with our management: (i) environmental monitoring plates were only exposed for an hour; (ii) corrections in batch record did not include appropriate comments; (iii) gowning room's trash was located only in the dirty side; and (iv) not changing gowning before entering a controlled environment.

The products that we manufacture are subject to risks such as contamination, adulteration and product tampering during their manufacture, transport or storage. We face inherent business risks of exposure to product liability or recall claims in the event that our products fail to meet the required quality standards or are alleged to result in harm to customers. Although we have not experienced any such deviation due to human error in the past, we cannot assure you that this will not occur in the future. Further, certain of our other raw materials and our products are required to be stored, handled and transported at specific temperatures and under certain safety conditions. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing. We have

little, if any, control over proper handling once our products are shipped to our customers. We face the risk of legal proceedings and product liability claims being brought by various entities, including consumers, distributors and government agencies for various reasons including for defective or contaminated products sold or services rendered. If we experience a product recall or are a party to a product liability case, we may incur considerable expense in litigation. In the past, we have had three instances of products being recalled from markets. For details, see "*Risk Factors- The pharmaceutical market is subject to extensive regulation and failures and failures to comply with the existing and future regulatory requirements in any pharmaceutical market could expose us to litigation or other liabilities, which could adversely affect our reputation, business, financial condition and results of operations***"** on page 38. Also see "*Outstanding Litigation and Material Developments- Actions by regulatory and statutory authorities*" on page 403. We cannot assure you that we will not experience product recalls or product liability losses in the future. Any product recall, product liability claim or adverse regulatory action may adversely affect our reputation and brand image, as well as entail significant costs in excess of available insurance coverage, which could adversely affect our reputation, business, results of operations and financial condition.

Manufacturing or quality control issues of our products and the consequent product liability claims or contractual disputes could damage our reputation and affect consumers' views of our products, adversely affect our goodwill and impair the marketability and brand image of our products. This may lead to a loss of existing business contracts and hamper our ability to enter into additional business contracts in the future. Such occurrences may adversely affect our business, financial condition and results of operations.

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

The table below sets out our total annual installed capacity and capacity utilization of our Atlanta Facility for the periods indicated:

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)
A)	Capsule Total	38.40	10.43	27.15%	29.25	5.97	20.42%	11.52	1.69	14.69%
B)	Tablet Total	132.48	25.58	19.31%	50.75	12.96	25.54%	48.90	6.92	14.15%
	Grand Total	**170.88**	**36.01**	**21.07%**	**80.00**	**18.93**	**23.67%**	**60.42**	**8.61**	**14.25%**

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*

\# *Assuming the Atlanta Facility is working for 256 days.*

The table below sets out the installed capacity and the capacity utilization of the Chhatral Facility, for the periods indicated:

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)
A)	**General Oral Dosage**	**898.56**	**580.03**	**64.55%**	**898.56**	**609.34**	**67.81%**	**898.56**	**519.58**	**57.82%**
	Tablets	499.20	329.20	65.95%	499.20	349.20	69.95%	499.20	299.20	59.94%
	Capsules	312.00	242.00	77.56%	312.00	252.00	80.77%	312.00	212.00	67.95%
	Liquids	12.48	2.20	17.64%	12.48	3.74	29.96%	12.48	3.21	25.73%
	Dry Syrups	12.48	2.00	16.05%	12.48	1.40	11.19%	12.48	1.72	13.78%
	ORS	62.40	4.63	7.41%	62.40	3.00	4.81%	62.40	3.45	5.53%
B)	**Injectables**	**49.92**	**6.74**	**13.50%**	**49.92**	**1.80**	**3.61%**	**49.92**	**7.92**	**15.87%**
	Dry powder injection	16.64	1.72	10.31%	16.64	0.44	2.62%	16.64	1.07	6.45%
	Ampoules	16.64	3.09	18.55%	16.64	0.68	4.10%	16.64	6.74	40.48%
	Vials	16.64	1.94	11.64%	16.64	0.68	4.10%	16.64	0.12	0.69%

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)
	Lyophilized injection (Under Installation)	-	-	NA	-	-	NA	-		NA
C)	**Beta Lactum Oral Dosage Form**	**511.68**	**251.17**	**49.09%**	**511.68**	**270.12**	**52.79%**	**511.68**	**174.40**	**34.08%**
	Capsules	312.00	232.00	74.36%	312.00	252.00	80.77%	312.00	162.00	51.92%
	Tablets	187.20	18.02	9.63%	187.20	17.14	9.15%	187.20	11.28	6.03%
	Dry Syrups	12.48	1.15	9.23%	12.48	0.98	7.85%	12.48	1.11	8.93%
	Total (A) + (B) + (C)	**1,460.16**	**837.94**	**57.39%**	**1,460.16**	**881.26**	**60.35%**	**1,460.16**	**701.90**	**48.07%**

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*

\# *Assuming the Chhatral Facility is working for 300 days.*

The table below sets out our total annual installed capacity and capacity utilization of our Naroda Facility for the periods indicated:

Facility	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)
API	25.00	18.78	75.10%	25.00	14.93	59.72%	25.00	16.94	67.76%

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*

\# *Assuming the Naroda Facility is working for 256 days.*

These figures are not indicative of future capacity utilisation rates, which is dependent on various factors, including availability of raw materials, demand for our products, customer preferences, our ability to manage our inventory and implement our growth strategies. In the event of non-materialization of our estimates and expected orders, due to factors including adverse economic scenario and change in demand, our capacities may not be fully utilized thereby adversely impacting our financial performance. Further, we intend to set up a niche sterile injectables manufacturing facility in the US to carry out manufacturing and marketing of high value-added injectables for the US markets, and a new greenfield formulation manufacturing facility in India, which would be approvable by the regulatory authorities of the regulated markets of EU, UK, Australia, Brazil and other similar regulated markets. Under-utilization of our existing and proposed manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance.

As all of our manufacturing facilities are multi-product manufacturing plants, which therefore manufacture products with varying permutations. In addition, we need to obtain government permits and customer pre-qualifications before we can fully utilize our expanded capacity. As a result, we have seen a delay in ramping up production and a lag in utilization rates after periods of capacity expansion or due to changes in the type of products being manufactured at a particular facility. If we are unable to ramp up production and the existing level of capacity utilization rate at our manufacturing facilities, our margins and profitability may be adversely affected.

8. ***We depend on a limited number of contract development and manufacturing organization ("CDMO") and contract manufacturing operations*** ("***CMO***") ***customers both in Regulated Markets and Emerging Markets. Any adverse developments or inability to enter into or maintain relationships with these CDMO customers could have an adverse effect on our business, results of operations and financial condition.***

We are engaged in providing CDMO services to our customers in both the Regulated Markets and the Emerging Markets through our Atlanta Facility and Chhatral Facility. We also provide CMO services to customers in the Regulated Markets through our Atlanta Facility.

As of March 31, 2024, through our Regulated Markets Business, we have entered into twelve CDMO/ CMO contracts with customers based in the US, three in Canada, two in South Africa and one each in the UK and Israel. We provided CDMO/ CMO services to 9, 1 and 1 customers in Fiscal 2024, Fiscal 2023 and Fiscal 2022 respectively, in the Regulated Markets and we provided CDMO services to 3 customers in Fiscal 2024, in the Emerging Markets.

Our business, results of operations and financial condition are dependent on our relationships with and continued supply customers. However, some of our customers may start manufacturing at their own facilities and may discontinue the use of our CDMO/ CMO services and products. While there have been no such instances in the last three Fiscals, if any of our customers discontinue the use of CDMO/ CMO services, it may have an impact on our financial condition and revenue from operations. Further, we typically plan and incur capital expenditure for future periods. Delays in successfully entering into contracts for utilization of upcoming capacity may result in lack of proportionate increase in our revenues and results of operations, vis-à- vis an installed capacity increase.

In addition, the amount of customer spending on pharmaceutical development and manufacturing, particularly the amount our customers choose to spend on outsourcing CDMO services and products, has a large impact on our sales and profitability. Our customers determine the amounts that they will spend based upon, among other things, available resources, access to capital, and their need to develop new products, which, in turn, are dependent upon a number of factors, including their competitors' research, development and product initiatives, time to market, margins, and the anticipated market uptake, and clinical and reimbursement scenarios for specific products and therapeutic areas. Consolidation in the pharmaceutical industry may also impact such spending as customers integrate acquired operations, including research and development departments and manufacturing operations. Any reduction in customer spending on outsourcing CDMO services and products as a result of these and other factors could have a material adverse effect on our business, results of operations and financial condition.

9. ***We have a limited operating history which may make it difficult for investors to assess our future growth prospects and business.***

Our Company was incorporated in 2017 and we acquired our subsidiaries Havix and RPPL on May 3, 2023 and December 14, 2023, respectively. Further, effective January 1, 2024, RLSPL has merged with our Company. Certain of our competitors may have a longer operating history and more experience to us in the businesses in which we operate. We may be unable to understand the nuances of the industry given our short operating history, particularly demand and supply trends and customer trends. In the event we fail to understand the market operations and risks in connection with such operations, it may have an adverse impact on our business, prospects, financial condition and results of operations. Further, due to our limited operating history, investors may not be able to evaluate our business, future prospects and viability.

The growth in our business and revenue from operations is on account of the acquisition of Havix and RPPL in Fiscal 2024. For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Results of Operations- Fiscal 2024 compares to Fiscal 2023".* Since our Company acquired Havix with effect from May 3, 2023 and RPPL on December 14, 2023, the restated consolidated statement of profit and loss for Fiscal 2024 includes the impact of the acquisition of Havix and RPPL. Accordingly, the restated consolidated statement of profit and loss for Fiscal 2024 is not strictly comparable with the restated consolidated statement of profit and loss for Fiscal 2023 and Fiscal 2022.

10. ***Our business is working capital intensive. If we are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations.***

Our business requires a significant amount of working capital. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements, thus increasing our storage and working capital requirements. The following table sets out certain details relating to our consolidated working capital, for the periods indicated below:

	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Working capital requirements* (₹ in millions)	1,196.18	307.33	192.99
Working capital as percentage of revenue from operations	55.76%	86.97%	136.20%

* *Total current assets – Total current liabilities (excluding borrowings and lease liabilities).*

Further, we are required to partially finance a portion of the purchase orders received through our own sources and are therefore required to maintain a sufficient amount of working capital. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments, and hence we may need to incur additional indebtedness in the future, or utilize internal accruals to satisfy our working capital needs. Further, we require a substantial amount of capital and will continue to incur significant expenditure in maintaining and growing our existing infrastructure. As of March 31, 2024, our sanctioned working capital facilities amounted to ₹ 472.50 million on a restated consolidated basis and our amount outstanding under our working capital facilities was ₹ 323.94 million on

such date. The actual amount of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological changes and additional market developments. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. We have not faced any instances of material losses or adverse impact on our business or results of operations due to the failure of obtaining additional financing in the past three Fiscal years. However, we cannot assure you that we will be able to renew existing funding arrangements or obtain additional financing on acceptable terms, in a timely manner or at all, to meet our working capital needs. Our inability to do so may adversely affect our expansion plans, business, financial condition and results of operations. While a portion of our Net Proceeds are proposed to be utilized towards funding of working capital requirements of our Company and our Subsidiaries in Financial Years 2025 and 2026, we may, in view of our high working capital requirements, still require additional alternate working capital funding in Financial Years 2025, 2026 and for further fiscals. We cannot assure you that we will be able to efficiently deploy the Net Proceeds for working capital purposes in a timely and efficient manner. For details in relation to our working capital requirements, please see "*Objects of the Offer - Funding the working capital requirements of our Company and certain of its Subsidiaries, SPI and Ratnatris*" on page 119.

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our working capital in the future. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increase in our working capital requirements may have an adverse effect on our financial condition, cash flows and results of operations. In addition, if we are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short- term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for, our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations and financial condition could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Failure to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business, and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations and financial condition. For further information on the working capital facilities currently availed of by us, see "*Financial Indebtedness*" on page 370.

11. ***Our international operations expose us to complex management, legal, tax and economic risks, which could adversely affect our business, financial condition and results of operations. Further, we are required to comply with the applicable regulations of the markets where we export our products as well as obtain registrations to enable export of our products to other jurisdictions.***

We generate a significant part of our total revenue from our international markets, primarily the United States. We have also established and acquired subsidiaries in the United States which play an important role in liaising and managing our operations in these markets. As a result, we are subject to risks related to our international expansion strategy, including those related to complying with a wide variety of local laws and restrictions on the import and export of certain intermediates, formulations and technologies, anti-competitive practices, multiple tax and cost structures, and cultural and language factors.

Additionally, the accounting standards, tax laws and other fiscal regulations in the jurisdictions we operate in are subject to differing interpretations. Differing interpretations of tax and other laws and regulations may exist within various governmental ministries, including tax administrations and appellate authorities, thus creating uncertainty and potentially unexpected results. Due to our limited operating history in certain of these international jurisdictions, we may be less familiar with the interpretation of certain accounting and taxation standards and be exposed to risks as a result of non-compliance with such standards. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action by various government or tax authorities, may result in our tax risks being significantly higher than expected.

Further, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations generally. We may also face difficulties in integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. If we do not effectively manage our international operations and the operations of

our overseas subsidiaries, it may affect our profitability from such countries, which may adversely affect our business, financial condition and results of operations.

In Fiscal 2024, we exported our products to over 49 countries which are governed by their respective laws and require us to obtain approvals or registrations from their respective relevant authorities. The table sets out details of our revenue from exports, and such exports as a percentage of revenue from operations for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from exports (in ₹ million)	1,670.95	298.28	83.37
As a percentage of revenue from operations (%)	77.89%	84.41%	58.84%

Our Company, along with other distributors and our P2P partners undertake these exports by registering our products with the respective regulatory authority. Each applicable authority may impose its own requirements and / or delay or refuse to grant registration, even when a product has already been approved in another country. Even after we obtain all the requisite regulatory or governmental pre-approvals and registrations, our products may be subject to other continual governmental oversight in connection with, among other things, quality control. In addition, after a period of time, in certain countries, the products are re-evaluated for their continued use and additional data may be required in relation to their safety aspects, which may become more stringent. If we are unable to do so in a cost effective and timely manner, it would restrict our ability to sell our products in the relevant markets, which could have an adverse effect on our business, results of operations and financial condition.

In addition, 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. Any developments in the pharmaceutical industry or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products.

12. ***We have had negative cash flows from operating activities in the last three Fiscal years and may continue to have negative cash flows in the future which could have an impact on our business and operations.***

We have experienced negative cash flows from operating activities as set out in the table below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(in ₹ million)		
Net cash from operating activities	(198.71)	(10.79)	(104.47)

Such negative cash flows from operating activities were mainly attributable to the increase in working capital requirements. Negative operating cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources"* on page 372.

13. ***Any failure of the contract research organisations, on whom we rely for bioavailability and bioequivalence studies, in performing their obligations and complying with regulatory standards could result in a delay in receiving regulatory approval and adversely affect our business, financial condition and results of operations.***

We depend on contract research organisations ("**CROs**") to conduct bioavailability and bioequivalence studies of our new products and expect to continue to do so. We rely on such parties for successful execution of the studies, however, we do not control many aspects of their activities. We enter into agreements with such CROs to conduct bioavailability and bioequivalence studies. These agreements usually continue until completion of the service stipulated in the agreement. Our responsibilities under such agreements include protocol review, supply of investigational products including intellectual property, provision of the study related documents and monitoring the study, indemnify the contractor against any third party claim, action or proceeding arising out of or in connection with the investigational product/intellectual property amongst others. CROs may also not complete activities on schedule or may not conduct our studies in accordance with plans and protocols. Other than an instance where for our product Nicardipine, where the first bioequivalence trial was not successful and the second bioequivalence trial held after two months was successful, there have no other instances where such CROs have defaulted or not complied with their obligations in connection with bioavailability and bioequivalence studies in Fiscal 2024, Fiscal 2023 and Fiscal 2022, if such CROs fail to carry out their obligations in the future, product development, approval and commercialisation could be delayed or prevented, or an enforcement action could be brought against us.

14. ***Our success depends on our ability to develop and commercialize new products in a timely manner. If our research and development efforts do not succeed or the products we commercialize do not perform as expected, this may hinder the introduction of new products, and could adversely affect our business, financial condition and results of operations.***

Our success depends significantly on our ability to develop and commercialize new formulations. Commercialization requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards. While we have various products in the pipeline, we cannot assure you that our formulation development and trials will be successful. The development and commercialization process is time-consuming and costly, with uncertain outcomes. The costs of clinical trials, which may be conducted during our formulation development process, may be higher than anticipated, and we cannot assure you that we will be able to obtain sufficient funding or the necessary materials of requisite quality to conduct the trials. Unsuccessful clinical trials may delay the development of new products. Our newly-developed products may not perform as projected in our business plans, and necessary regulatory approvals may not be obtained in a timely manner, if at all.

We commit substantial effort, funds and other resources towards our R&D activities. The table below sets out our investments in R&D activities, for the indicated periods:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
R&D Investment*	713.35	33.25%	390.11	110.40%	50.02	35.30%

* *R&D Investments are additions in intangibles developed and under development.*

As of March 31, 2024, we employed 51 personnel in our R&D team. For further details on our R&D activities and facilities, see "*Our Business – Description of Our Business – Research and Development*" on page 213. We cannot assure you that our R&D activities will yield innovations for our business, or that the costs of our ongoing investments in new product launches and R&D will result in corresponding increases in revenues. During our development process, our competitors may be developing similar or competing products, which may hinder our ability to effectively plan the timing of our product development. Any of the foregoing could adversely affect our business, financial condition and results of operations.

15. ***Our business is dependent and will continue to depend on our manufacturing and research and development facilities, and we are subject to certain risks in our manufacturing process such as the breakdown or failure of equipment, industrial accidents, severe weather conditions and natural disasters, which may have an adverse impact on our financial condition and results of operations.***

We have two manufacturing facilities in India and one manufacturing facility in the US. We have two manufacturing lines at our Atlanta Facility for manufacturing oral solids (tablets and capsules) and 12 manufacturing lines at the Chhatral Facility for manufacturing general oral dosage and injectables. Further, manufacturing of pharmaceutical products in the US is supported by our R&D capabilities. We have a formulation development laboratory at our Atlanta Facility which acts as our front-end R&D center. This R&D laboratory in the US is supported by a back-end R&D in India which helps us in dossier preparation and the submission of ANDA applications in a time and cost-efficient manner (together our "**R&D facilities**"). In addition, we have a manufacturing facility at Naroda to manufacture APIs. Our business is dependent upon our ability to manage our manufacturing and research and development facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown or failure of equipment, industrial accidents, disruption in electrical power or water resources, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our laboratories, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") or our R&D facilities may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair Manufacturing Assets or R&D facilities in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets or R&D facilities to replace them. In addition, we may be required to shut down certain facilities for capacity expansion and equipment upgrades or have planned department shutdowns for maintenance.

In the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of one or more of our manufacturing facilities and we may also be required to incur costs to remedy the damage caused by such incidents, pay fines or other penalties for non-compliance which could have an adverse effect on our business, financial condition and results of operations. For instance, in August 2022 there was a

fire in one of our warehouses towards which we received an amount of ₹ 18.94 million from the insurance company. Further, although we have not experienced any significant disruptions at our manufacturing facilities or R&D facilities in the past, we cannot assure you that we will not experience any disruptions in our operations in the future that could result in liabilities, or adversely affect our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our business, results of operations and financial condition. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities or R&D facilities, which in turn may have an adverse effect on our business, results of operations and financial condition.

Further, such occurrences may result in the termination of our approvals for storing such substances or penalties thereunder. Moreover, certain environmental laws impose strict liability for accidents and damages resulting from hazardous substances and any failure to comply with such laws may lead to closure, penalties, fines and imprisonment. Our manufacturing processes are subject to risks from industrial accidents at our manufacturing facilities. Our manufacturing processes involve various chemical processes and reactions. These activities can be dangerous and any accident, could cause serious injury to people or property and in certain circumstances, even death, and this may adversely affect our production schedules, costs, sales and ability to meet customer demand. Although we have not experienced such accidents or events in the past, we cannot assure you that we will not experience them in the future and our business, financial condition and results of operations may be adversely impacted.

16. ***We rely on limited suppliers for our raw material, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions. Further, Havix, our subsidiary in the United States depends solely on one supplier for each API in an ANDA product, loss of any one of these suppliers may have an adverse effect on our business, results of operations and financial conditions.***

We are reliant on a limited number of suppliers for the supply of raw materials for our operations. The table below sets outs the raw materials which we have obtained from our largest supplier and top 5 suppliers together with such supply as a percentage of our total raw materials supply in Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Raw materials sourced (in ₹ million)	% of total raw materials sourced (%)	Raw materials sourced (in ₹ million)	% of total raw materials sourced (%)	Raw materials sourced (in ₹ million)	% of total raw materials sourced (%)
Largest supplier of raw materials	24.30	7.21%	Nil	Nil	2.44	100.00%
Top 5 suppliers of raw materials	81.81	24.29%	Nil	Nil	2.44	100.00%
Top 10 suppliers of raw materials	126.00	37.41%	Nil	Nil	2.44	100.00%

Havix, our subsidiary situated in the United States depends on one supplier for each API in an ANDA product since in the Regulated Markets such as the US, ANDA filings are linked to a specific API manufacturer for each API in a specific ANDA. While our Company can add additional suppliers, such an addition involves incremental cost. If such sole suppliers of API for each ANDA product of Havix ceases supply to our Company for reasons including due to commercial disagreements, insolvency of the supplier or supply chain issues, we may be unable to source our raw materials from alternative suppliers on similar commercial terms or within a reasonable timeframe. This may adversely impact our production and eventually our business, results of operations, financial conditions and cash flows.

17. ***We rely on domestic and international third-party suppliers for the supply of raw materials. Any delay, interruption or reduction in such supply or any shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***

We are dependent on domestic and international third-party suppliers for the supply of our raw materials for our diverse business verticals. Our success depends on the uninterrupted supply of raw materials required for our manufacturing activities. The raw materials, including packaging materials, are subject to supply disruptions and price volatility caused by various factors such as commodity market fluctuations, the quality and availability of raw materials, currency fluctuations, consumer demand, changes in government policies and regulatory sanctions.

The table below sets out the cost incurred by us towards purchase of raw materials in Fiscal 2024, Fiscal 2023 and Fiscal 2022, together with such cost as a percentage of our total expenses for the same period, for each of our business segments:

Business Segments	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	As a percentage of total expenses (%)	In ₹ million	As a percentage of total expenses (%)	In ₹ million	As a percentage of total expenses (%)
Purchase of raw material for the Regulated Markets Business	43.50	2.26%	Nil	Nil	Nil	Nil
Purchase of raw material for the Emerging Markets Business	234.69	12.20%	Nil	Nil	Nil	Nil
Purchase of raw material for the API Business	58.53	3.04%	Nil	Nil	Nil	Nil
Purchase of raw materials by Senores Pharmaceuticals Limited	0.11	0.01%	Nil	Nil	2.44	1.81%
Total	**336.83**	**17.51%**	**Nil**	**Nil**	**2.44**	**1.81%**

We do not have any long-term contracts with our third-party suppliers and procure raw materials through purchase orders entered into with our suppliers. Prices are negotiated for each purchase order and we generally have more than one supplier for each raw material. The terms and conditions including the return policy are set forth in the purchase orders. Although we have not encountered any major disruptions in the supply of raw materials in the past, we cannot assure you that we may not encounter any delay, interruption, or reduction in the supply of raw materials in the future. Any such instance could adversely affect our business, results of operations, financial condition and cash flows. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source raw materials at a competitive price, however, we have not faced any such instances in the past. In addition, under certain CDMO/CMO agreements, our Company is obligated to procure raw materials from vendors specified by the customer. Any increase in raw material prices may result in corresponding increase in our product costs depending on the contractual terms. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to customers in an efficient, reliable, cost-effective and timely manner, and adversely affect our business, results of operations and financial condition.

18. ***We may not derive the anticipated benefits from our strategic investments and acquisitions and we may not be successful in pursuing future investments and acquisitions.***

As part of our growth strategy, we have in the past and intend to continue to invest in and acquire stake in companies that are complementary to our business and technology offerings. For instance, we have in the past acquired strategic controlling stake in Havix and in RPPL on May 3, 2023 and December 12, 2023, respectively. For details, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 229. Further, pursuant to an order from the Regional Director, North Western Region, Ministry of Corporate Affairs dated June 20, 2024, effective January 1, 2024, RLSPL has merged with our Company. For details, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 229. Our investments and acquisitions serve to improve and expand the products and services that we offer our customers.

We may not be able to integrate acquired operations, personnel and technologies successfully or effectively manage our combined business following the acquisition. Our investments, acquisitions and mergers may subject us to uncertainties and risks, including potential ongoing and unforeseen or hidden liabilities, diversion of management resources and cost of integrating acquired businesses. We may also experience difficulties and additional expenses associated with supporting legacy products and hosting infrastructure of the acquired business and retaining suppliers and customers of the acquired business. Any failure to achieve the anticipated benefits of our past investments and acquisitions in the future could negatively impact our ability to compete in the industry and have a material adverse effect on our business.

19. ***There has been a delay in the past in relation to reporting requirements to the Reserve Bank of India with respect to investment in one of our overseas Subsidiaries, namely, Havix.***

Our Company made an investment in its overseas subsidiary, Havix on April 5, 2021 for an amount of USD 210,000 (the "**Remittance**"). The Company had, prior to the Remittance, made an initial investment dated February 24, 2021 in Havix. The Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 ("**FEMA**

TIFS Regulations") read with the RBI Master Directions dated January 1, 2016, amended ("**RBI Master Directions**"), required our Company to file a Form ODI with the RBI through an Authorised Bank Category – 1 Bank ("**AD Bank**") for the purpose of making any investment in Havix within a period of 30 days from the date of the Remittance. However, our Company, through our AD Bank, reported the Remittance to the RBI on December 12, 2022. Such delay in reporting was due to an internal error in the system of our then AD Bank. Subsequently, our delay in reporting of the Remittance was ratified by the RBI and we received a confirmation from our AD Bank of such ratification by way of an email dated February 1, 2023.

We cannot assure you that such delays will not happen in the future and that our Company will not be subject to any action, including monetary penalties by statutory authorities on account of any inadvertent discrepancies in, or non-availability of, or delays in filing of, any of its secretarial records and filings, which may adversely affect our reputation.

20. ***Some of our Directors and Promoters may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us. Further, certain of our Promoter Group, Subsidiaries and Group Companies are in the same line of business as us, which may result in a conflict of interest.***

As of the date of this Draft Red Herring Prospectus, some of our Directors and Promoters are interested in certain Group Companies, Subsidiaries, and Promoter Group, that are engaged in the same business as ours. In specific, (i) our Director, namely, Arpit Deepakkumar Shah, is a managing director and shareholder of Remus Pharmaceuticals Limited, director of RPPL, and a member of Remus Pharmaceuticals LLC (ii) our Managing Director, Swapnil Jatinbhai Shah, is a director in Remus Pharmaceuticals Limited, RPPL, Havix, Renosen Pharmaceuticals Private Limited and SPI, (iii) Ashokkumar Vijaysinh Barot is a director in Havix and SPI, and (iv) Hemanshu Nitinchandra Pandya is a director in Havix. Swapnil Jatinbhai Shah and Arpit Deepakkumar Shah is also a director in Relius Lifescience Private Limited, a related party of our Company, which is engaged in businesses similar to ours. Certain members of our promoter group, Remus Pharmaceuticals Limited and Renosen Pharmaceuticals Private Limited are also engaged in the same line of business as our Company. One of our Group Companies and member of our Promoter Group, Remus Pharmaceuticals Limited is a supplier of our Company. Further our Group Company, Espee Lifesciences Private Limited is in a similar industry as ours.

We cannot assure you that our Directors and our Promoter Group, our Subsidiaries and our Group Companies will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. In such event, our business, financial condition and results of operations may be adversely affected. For details, see "*Our Management – Interest of Directors*", "*Our Promoters and Promoter Group – Interests of our Promoters and Common Pursuits*" and "*Our Group Companies – Common pursuits*" on pages 246, 259 and 265, respectively.

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

The majority of our sales are to customers on an open credit basis, with standard payment terms of generally between 90 to 120 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend credit to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. The following table sets out the details of trade receivables for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade receivables (in ₹ million)	1,120.06	221.07	196.31
Receivable Turnover Days[#]	114	216	256

 # Receivable Turnover Days have been rounded off.

Our receivable turnover days for Fiscal 2022 and Fiscal 2023 were larger than our standard payment terms of 90 to 120 days due to the delay in receipt of certain receivables which were due from Havix, which was not our subsidiary during these periods.

Any increase in our receivable turnover days will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, results of operations and financial condition.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, of our customers, and as a result could cause customers 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. While we have not had an instance of defaults in payments by customers in the last three Fiscals, we cannot assure you that such defaults may not occur in the future. An increase in bad debts or in defaults by our customer, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our results of operations and cash flows.

22. ***Two of our three manufacturing facilities are concentrated in one state and any adverse developments affecting this region could have an adverse effect on our business, results of operations and financial condition***.

Our Chhatral Facility and Naroda Facility are currently concentrated in Gujarat, India. Accordingly, any significant social, political or economic disruption, or natural calamities or civil disruptions in this region, or changes in the policies of the state or local governments of this region or the Government of India, could require us to incur significant capital expenditure, change our business structure or strategy or suspend our business, which could have an adverse effect on our business, results of operations and financial condition. Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss from inability to meet customer contracts and production schedules and could materially affect our business reputation within the industry. We cannot assure you that there will not be any significant disruptions in our operations in the future. The occurrence of or our inability to effectively respond to, any such event, could have an adverse effect on our business, results of operations, financial condition and cash flows.

23. ***If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected. Further, if our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for infringement of intellectual property rights.***

We rely on a combination of trademarks and product registrations to protect our intellectual property.

As on the date of this Draft Red Herring Prospectus, we have 34 registered and valid trademarks for various products under various classes including classes 1, 3, 5, 10, 35 and 44. Our Company has filed for 14 trademark applications which are currently pending and under various stages of approval. We believe that the logo under which our business operates, which is one of our registered trademarks, is an important asset which is integral to the success of our operations. Further, our pending trademark applications may be subject to governmental or third-party objection, which could prevent the maintenance or issuance of the same. We may not always be able to safeguard the same from infringement or passing off, both domestically and internationally, and may not be able to respond to infringement or passing off activity occurring without our knowledge.

Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the production process. In the event that the confidential technical or proprietary information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies could be compromised. Moreover, our existing trademarks may expire, and there can be no assurance that we will renew them after expiry.

We have introduced several complex molecules in Emerging Markets based on product and therapeutic identification process adopted by us for the Regulated Markets which has given us insight into the potential of these complex products in the Emerging Markets. Most of these products are under patent protection in the US markets and are not available in some countries within the Emerging Markets. However, there may be certain situations in which the products we manufacture or sell infringe intellectual property rights of others that could subject us to potential claims of intellectual property infringement. The manufacture, use and sale of generic versions of products has been subject to substantial litigation in the pharmaceutical industry which mostly relate to the validity and infringement of patents or proprietary rights of third parties. If our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for patent infringement, in the form of either payment for the innovator's lost profits or a royalty on our sales of the infringing product. In addition, in certain cases, our customers share their intellectual property rights in the course of the product development process and contract manufacturing that we carry out for them.

Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. In addition, unauthorized parties may also attempt, or successfully endeavor, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. If our customer's intellectual property rights are misappropriated by our employees in violation of any applicable confidentiality agreements, our customers may seek damages and compensation from us. While no such incident has occurred in the past, we cannot assure you that such instances will not occur in the future.

This could have an adverse effect on our business, results of operations and financial condition and damage our reputation and relationships with our customers.

Further, third parties may challenge the measures that we take to protect our intellectual property rights and, as a result, our products may not always have the full benefit of intellectual property rights protection. We may also inadvertently use the trademarks registered by third parties which may lead to such third parties taking legal action against us by way of infringement proceedings and may be required to pay damages and penalties for the use of trademarks belonging to such third parties. We may also have to change the brand name used for our products and expend monies in the registering and marketing of a new and alternative brand names for the same products. As a result, we may lose market share and suffer a decline in our revenue and net earnings if we cannot successfully defend one or more trademarks. We do not believe that any of our products infringe the valid intellectual property rights of third parties. However, we may be unaware of intellectual property rights of others that may cover some of our products or services. In that event, we may also be susceptible to claims from third parties asserting infringement and other related claims. While there have been no instances in the past, if such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers: (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; I subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. In the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. There is no assurance that any of our intellectual property applications will be registered in our name or that we will continue to enjoy uninterrupted use of the intellectual property which is registered in our name. Any of the foregoing could adversely affect our business, results of operations and financial condition.

24. *The erstwhile statutory auditors of our Company have issued a qualified opinion in connection with their audit report for Fiscal 2022.*

The erstwhile statutory auditors of our Company have issued a qualified opinion through their audit report dated September 5, 2022 in connection with Fiscal 2022. The basis for a qualified opinion as set out in the audit report is as follows:

"Basis for Qualified Opinion

a) Change in the method of accounting of providing Gratuity from cash basis to accrual basis:

Had the Company continued to follow cash system of Providing Gratuity the profit for the year would have been higher by Rs. 2.24 lakhs and provision for Gratuity would have been lower to that extent.

b) Change in the method of providing Gratuity up to the financial year ended on 31.03.2021 from cash basis to accrual basis:

Had the Company not provided the gratuity for the earlier years, then opening balance of Reserve &Surplus would have been higher by Rs. 3.22 lakhs and Provision for Gratuity would have been lower to that extent.

c) Directly debiting the Provision for Gratuity of earlier years to the Opening Balance of Reserves & Surplus instead of routing through Statement of Profit and loss. Had it been debited to Statement of Profit and loss, the Profit transferred to Reserves & Surplus account would have been lower by Rs. 3.22 lakhs."

There is no assurance that our audit reports for any future periods will not contain qualifications, emphasis of matters or other observations which affect our results of operations in such future periods.

25. *We rely on certain third-party manufacturers for manufacturing some of our products in the Critical Care Injectables Business. Any disruption, delay or termination by such third party-manufacturers may have an adverse impact on our ability to supply Critical Care Injectables to our customers.*

We rely on certain third-party manufacturers for manufacturing some products which we supply in our Critical Care Injectables Business. The following table sets out details of our revenue from products which are sourced from third-party manufacturers, and such revenue as a percentage of revenue from operations for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022*
Revenue from products manufactured through third-party manufacturing	2.66%	4.82%	-

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022*
arrangements as a percentage of revenue from operations (%)			

* *Our Critical Care Injectables Business commenced in August, 2022.*

While we there have not faced such instances of delays or disruptions in the manufacturing facilities of third-party manufacturing, any delays or disruptions in the manufacturing facilities of third-party manufacturers, our ability to deliver certain products may be affected.

Further, while we have not faced such instances in the past, any of our third-party manufacturers' failure to adhere to contractually agreed timelines, whether due to their inability to comply with, or obtain, regulatory approvals, or otherwise, may result in delays and disruptions to our supplies, increased costs, delayed payments for our products and damage to our reputation leading to an adverse effect on our results of operations. Additionally, the use of third-party manufacturers is subject to certain risks, such as our inability to continuously monitor the quality, safety and manufacturing processes at such third-party manufacturing facilities, and unauthorized use by such third-party of our intellectual property. While we have stipulated quality assurance and quality control standards for our third-party manufacturers, we cannot assure you that we will be able to maintain high quality standards in respect of the products that such third-party manufacturers provide us. Although our agreements with third party manufacturers typically contain provisions which would indemnify us for the costs, expenses and damages on account of any loss suffered by us that may be attributable to such third-party, we cannot assure you that our third-party manufacturers will have adequate financial resources to meet their indemnity obligations to us, which could adversely affect our business, results of operations and financial condition. Our manufacturing contracts may expire and we may not be able to renew such contracts at terms acceptable to us. In the event these third-party manufacturing facilities cease to be available to us at terms acceptable to us or we experience problems with, or interruptions in, such services or facilities, and we are unable to find other facilities to provide similar manufacturing capacity on comparable terms and on a timely basis, our operations may be disrupted and our results of operations and financial condition may be adversely affected.

26. ***Our Subsidiaries, RPPL and RLSPL (our erstwhile subsidiary) have incurred losses in Fiscal 2024 and Fiscal 2023, respectively, and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Subsidiaries, RPPL and RLSPL incurred losses in the Fiscal 2024 and Fiscal 2023, respectively. The table below sets forth details in relation to the losses incurred by our Subsidiaries during Fiscal 2024 and Fiscal 2023:

(in ₹ million)

Particulars	Fiscal 2024#	Fiscal 2023#
RPPL**	(1.66)	-
RLSPL*	-	(3.07)

* *RLSPL has merged with our Company with effect from January 1, 2024.*

** *RPPL became our subsidiary with effect from December 14, 2023.*

\# *Exclusive of Other Comprehensive Income*

We may be required to fund the operations of our Subsidiaries in the future and our investments in our Subsidiaries may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our Company's reputation, profitability and financial condition. In order to continue their operations, our Subsidiaries may require continual financial support from our Company either as debt or as equity. We may not have the ability to provide such support on a continual basis. Such financial support is also subject to limitation under applicable Indian and US laws.

We may similarly be required to furnish guarantees in the future to secure the financial obligations of our Subsidiaries and in the event that any corporate guarantees provided by us are invoked, we may be required to pay the amount outstanding under such facilities availed, resulting in an adverse effect on our business, cash flows and financial condition.

27. ***Our Company may not be successful in penetrating new markets. If we are unable to do so and implement our business objectives effectively, our business, financial condition and results of operations may be adversely affected.***

We are looking to continue our expansion into new markets and this subjects us to various challenges, including our lack of familiarity with the culture and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions. In addition, the risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including compliance with a wide range of laws, regulations and practices; increase in our dependency on external agencies such as the third-party suppliers for

supply of raw materials, distributors and marketing partners, exposure to expropriation or other government actions; and political, economic and social instability. If we are unable to penetrate new markets and implement our business objectives effectively in such regions, our business, results of operations and financial condition may be adversely affected.

28. ***Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business.***

As part of our strategy aimed towards business growth and improvement of market position, we intend to implement several business strategies, which include:

- Significantly enhance our market presence of our Marketed Products in North America and other Regulated Markets;
- Launch of products in the US with New Drug Applications ("NDA") approval;
- Expanding into new Regulated and Emerging Markets;
- Strategic alliance for CDMO in other Regulated Markets;
- Pursuing an integrated approach to our business by enhancing our capabilities for greater backward integration; and
- Inorganic growth through synergistic acquisitions.

The aforesaid strategies are subject to certain risks and uncertainties. Our strategies may not succeed due to various factors, many of which are beyond our control, including our inability to reduce our debt and our operating costs, our failure to develop new products and services with growth potential as per the changing market preferences and trends, our failure to execute agreements with our technology and strategic partners, our failure to effectively market our new products and services or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences, our failure to maintain quality and consistency in our operations or to ensure scaling of our operations to correspond with our strategies and customer demand, changes in GoI policy or regulation, our inability to respond to regular competition, and other operational and management difficulties. Any failure on our part to implement our strategy due to many reasons as attributed aforesaid could be detrimental to our long-term business outlook and our growth prospects and may materially adversely affect our business, results of operations and financial condition. Further, for any reason, in the event the benefits we realize are less than our estimates or the implementation of these strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected. For further details of our strategies, see "*Our Business – Strategies*" on page 200.

29. ***We have significant employee benefit expenses, such as salaries, wages and bonus, contribution to provident and other funds and staff welfare expenses. In case we face an increase in employee costs that we are unable to pass on to our customers, we may be prevented from maintaining our competitive advantage and our profitability may be impacted.***

We incur various employee benefit expenses, including salaries, wages and bonus, contribution to provident, expenditure incurred in attracting and retaining skilled professionals and other funds and staff welfare expenses. The table below sets out the employee benefit expenses in absolute term and as a percentage of the total expenses incurred by the Company for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee benefit expenses (*in ₹ million*)	354.56	47.93	28.61
Percentage of Total Expenses (%)	18.43%	18.03%	21.21%

Our salaries and wages may increase in the future due to various factors, including ordinary course pay increases, inflation, a rise in minimum wage levels, competition for talent or through changes in regulations in the jurisdictions from where we deliver our services

In the event welfare requirements under labour regulations applicable to us are changed, which leads to an increase in employee benefits payable by us, whether as a result of a negotiated increase by our employees or due to changes in applicable laws, there can be no assurance that we will be able to recover such increased amounts from our customers in a timely manner, or at all. Our profit margins may get adversely impacted if we are unable to pass on such costs and cost increases to our customers on a concurrent basis.

Unless we can maintain appropriate resource utilization levels and continue to increase the efficiency and productivity of our employees, the increase in employee benefits expense in the long term may reduce our profits and affect our ability to compete in the pharmaceutical industry, which in turn could adversely affect our business, results of operations and financial condition. Further, our business depends upon our ability to attract, develop, motivate, retain and effectively utilize skilled professionals. We believe that there is significant competition in our industry for such professionals who possess the technical and domain skills and the experience necessary to deliver our services, and that such competition is likely to continue for the foreseeable future.

Our ability to properly staff engagements, to maintain and renew existing engagements and to win new engagements depends, in large part, on our ability to hire and retain qualified personnel.

Increased hiring by our competitors and other businesses may lead to a shortage in the availability of qualified personnel in the locations where we operate and hire. Failure to hire and train or retain qualified personnel in sufficient numbers could adversely affect our business, results of operations and financial condition.

30. ***Any inability or delay in launching new generic pharmaceutical products in case innovator pharmaceutical companies are successful in limiting the use of generics through their legislative, regulatory and other efforts, including patent extensions, may adversely affect our business, results of operations and financial condition.***

Pharmaceutical companies have been undertaking efforts, such as: (i) pursuing new patents for existing products that may be granted just before the expiration of earlier patents, which could extend patent protection for additional years or otherwise delay the launch of generics; (ii) selling the brand product as an authorized generic, either by the brand company directly, through an affiliate or by a marketing partner; and (iii) engaging in initiatives to enact legislation that restricts the substitution of some generic drugs, which could have an impact on generic products that we are developing. If pharmaceutical companies or other third parties are successful in limiting the use of generic products through these or other means, introductions of our generic products may be delayed, and our business, results of operations, and financial condition may be adversely affected.

31. ***Our inability to adopt new technologies could adversely affect our business, results of operations, cash flows and financial condition.***

The pharmaceutical industry is subject to significant technological changes and novel chemical processes. While we aim to keep our technology and machinery aligned with global standards, the technology and machinery we employ may become obsolete. We cannot assure you that we will be able to successfully make timely and cost-effective enhancements and additions to our technological infrastructure and keep up with technological improvements in order to cater for the specifics of our new products, geographical requirements and marketing needs. Furthermore, any new technologies we adopt from time to time may not perform as well as expected. The cost of implementing new technologies and R&D initiatives, and upgrading our manufacturing units and R&D infrastructure could be significant and higher than initially anticipated. Our failure to manage and implement new technologies in a cost-efficient manner, or at all, could adversely affect our business, results of operations, cash flows and financial condition.

32. ***Our investments in new products may not be successful and may be less profitable or loss-making.***

Although we follow a careful plan and strategy to develop our products, the development of new products is subject to number of risks including, but not limited to, our failure to develop products that meet market demands and market requirements, our failure to meet competition and our failure to comply with applicable regulation. In addition, our new products may require significant capital expenditure for development and roll out and may take substantial management time. Further, our investments in new products, may be less profitable than what we have experienced historically or estimated, may be loss-making, may consume substantial financial resources and/or may divert management's attention from existing operations, all of which could materially and adversely affect our business, results of operations and financial condition.

33. ***Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.***

The table below sets out our total borrowings as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022:

	As on June 30, 2024	**As on March 31, 2024**	**As on March 31, 2023**	**As on March 31, 2022**
Total borrowings (in ₹ million)	2,221.23	2,483.84	607.63	142.07

The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from our lenders prior to undertaking certain matters including, among others,

change in the management set-up of our Company, change in the constitutional documents of our Company, change in ownership or control, or change in the shareholding of our Company, prepayment of loans availed by our Company and its Subsidiaries, opening of new bank accounts and appointment of various intermediaries in relation to the Offer. For details, see "*Financial Indebtedness*" beginning on page 370.

While, as on the date of this Draft Red Herring Prospectus, we have complied with all covenants and obtained all requisite consents from our lenders for undertaking the Offer, there can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business in the future. Further, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. A default under certain of our financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such other financing agreements becoming due and payable immediately. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, financial condition and results of operations may be adversely affected.

Any failure to comply with the conditions and covenants in our financing agreements or the creation of additional encumbrances that is not waived by our lenders or guarantors or otherwise cured or occurrence of a material adverse event could lead to an event of default and consequent termination of our credit facilities or acceleration of amounts due under such facilities could adversely affect our business, financial condition, results of operations and cash flows.

34. ***We have incurred significant capital expenditure during Fiscal 2024. We may require substantial financing for our business operations and planned capital expenditure and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.***

The table below sets out the capital expenditure incurred for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Capital Expenditure in Tangible Assets (in ₹ million)	1,627.69	79.57	56.81
Capital Expenditure in Intangible Assets (in ₹ million)	718.40	390.11	50.02

A significant amount of our capital expenditure in these periods was aimed at increasing our manufacturing capacities and R&D activities. Our management adopts and implements business strategies that take into account a number of macro and micro economic considerations, including our current financial condition and expected levels of growth over the medium to long term.

There can be no assurance that our expansion plans will be implemented as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. If we experience significant delays or mishaps in the implementation of the expansion plans or if there are significant cost overruns, then the overall benefit of such plans to our revenues and profitability may decline. To the extent that the planned expansion does not produce anticipated or desired output, revenue or cost-reduction outcomes, our business, results of operations and financial condition will be adversely affected.

In the future, we may require substantial capital for our business operations and planned capital expenditure to maintain and grow our existing infrastructure, purchase equipment and develop and implement new technologies in our new and existing manufacturing facilities. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. To the extent our planned expenditure requirements exceed our available resources, we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your investment in our Company and could adversely impact our future Equity Share price.

35. ***Our Company and our Subsidiaries have availed certain unsecured borrowings which are repayable on demand. Any such demand may adversely affect our business, cash flows, financial condition and results of operations.***

Our Company and our Subsidiaries have availed certain unsecured borrowings which are repayable on demand, with or without the existence of an event of default. The table below sets out the details of the unsecured borrowings by our Company and our Subsidiaries as of June 30, 2024:

Loan From	Loan To	Amount (in ₹ Millions)
Ratnajyot Steel & Pipes Private Limited	Senores Pharmaceuticals Limited	97.38

Loan From	Loan To	Amount (in ₹ Millions)
Ratnamani Marketing Private Limited	Senores Pharmaceuticals Limited	24.48
Renosen Pharmacuticals Private Limited	Senores Pharmaceuticals Limited	0.08
Swapnil Shah	Senores Pharmaceuticals Limited	1.18
Rajdeep Enterprise	RLSPL (merged with Senores Pharmaceuticals Limited)	0.40
Swapnil Shah	RLSPL (merged with Senores Pharmaceuticals Limited)	4.00
Vinay Khandelwal	RLSPL (merged with Senores Pharmaceuticals Limited)	5.00
Swapnil Shah	Senores Pharmaceuticals Inc.	2.09
Ashok Barot	Havix Group Inc.	30.62
Aviraj Group	Havix Group Inc.	34.25
Dhananjay Barot	Havix Group Inc.	7.05
Hemagauri Barot	Havix Group Inc.	6.26
Bharat Patel	Havix Group Inc.	1.13
Kirit Patel	Havix Group Inc.	1.13
Ravi Patel	Havix Group Inc.	56.01
Espee Group	Havix Group Inc.	120.63
Mannraag Enterprise LLP	Havix Group Inc.	9.60
Mannraag Venture Capital LLC	Havix Group Inc.	0.40
Parthiv Patel	Havix Group Inc.	8.45
Riya Ventures LLP	Havix Group Inc.	12.31
Babulal Misrimal Sanghavi	RPPL	120.00
Maniratna Stainless Private Limited	RPPL	14.87
Ratnajyot Steel & Pipes Private Limited	RPPL	32.92
Ratnamani Marketing Private Limited	RPPL	96.80
Ratnamani Technocasts Private Limited	RPPL	218.63
Real Value Services Private Limited	RPPL	56.20
Remus Pharmaceuticals Limited	RPPL	40.94
Total		**1,002.79**

For further details in relation to our indebtedness, please see section titled "*Financial Indebtedness*" on page 370. In the event that our lenders seek a repayment of their respective loans, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to procure such financing, we may not have adequate funds to undertake new initiatives or complete our ongoing strategies. As a result, any such demand for repayment of unsecured borrowings may adversely affect our business, cash flows, financial condition and results of operations.

36. ***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 and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties.***

We have entered into transactions with related parties in the past and we may, from time to time, enter into related party transactions in the future. These related party transactions include, *inter alia*, shares issued, loan taken, repayment of loans, sale of goods, sale of services (excluding taxes), advances given, purchase of goods, corporate guarantee commission income, consultancy fees, debenture issued, and remuneration (including bonus) paid to directors & key managerial personnel. The table below sets out certain details in connection with related party transactions:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Related Party - Asset transactions	3.50	9.38	182.73
as a % of Total Assets	0.06%	0.72%	30.89%
Related Party - borrowings availed/(Repaid) (Net)	-21.62	78.25	8.65
as a % of Total borrowings	-0.87%	12.88%	6.09%

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Related Party - Revenue Transactions	63.86	62.48	29.97
as a % of Total Income	2.94%	16.01%	20.48%
Related Party - Expense transactions	89.09	81.91	19.04
as a % of Total Expenses	4.63%	30.81%	14.12%
Related Party - Issue of Equity	963.28	-	112.88
as a % of Total Equity	41.57%	0.00%	30.85%

* *All the transactions are based on consolidated related party transactions and transactions which are eliminated in the Restated Consolidated Financial Information have not been considered.*

All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and applicable law. We cannot assure you that we will receive similar terms in our related party transactions in the future, and that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that our future related party transactions may potentially involve conflicts of interest which may be detrimental to us. We cannot assure you that such transactions, individually or in the aggregate, shall not have an adverse effect on our business, financial condition, and results of operations. For details of the related party transactions see "*Other Financial Information – Summary of Related Party Transactions*" on page 368.

37. ***We face foreign exchange risks that could adversely affect our results of operations as a portion of our revenue and expenditure is denominated in foreign currencies.***

We have material exposure to foreign exchange related risks since a portion of our revenue from operations are in foreign currency, including the US Dollar. The exchange rate between the Indian Rupee and foreign currencies, primarily the USD, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. While we seek to pass on all losses on account of foreign currency fluctuations to our customers, our ability to foresee future foreign currency fluctuations is limited. Further, due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of the Rupee. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers, and as a result, suffer losses on account of foreign currency rate fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline. Further, certain markets in which we sell our products may be subject to foreign exchange repatriation and exchange control risks, which may result in either delayed recovery or even non- realization of revenue. Further, we have not entered into any hedging arrangements, such as, forward exchange contracts. Accordingly, any action that we may take and any amounts that we spend or invest in order to hedge the risks to our business due to fluctuations in currencies may not adequately hedge against any losses and we cannot assure you of the sufficiency of these procedures or whether the procedures we have in place will be successful in managing our foreign currency exposure. For details, see "*Restated Consolidated Financial Information – Note 45- Financial Risk Management- (A) Market Risk- (ii) Foreign Currency Risk*" on page 341.

In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures. Our exposure to exchange rate fluctuations is partly hedged through the exports of products and the import of the necessary raw materials and production equipment, and we may from time to time enter into foreign exchange hedging arrangements. However, these activities may not be sufficient to protect us against incurring potential foreign exchange related losses. If our foreign currency risk management procedures prove to be inadequate, our results of operation, cash flows, liquidity and financial condition may be adversely affected.

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

As of March 31, 2024, our contingent liabilities that have not been accounted for in our financial statements, were as follows:

(in ₹ million)

Particulars	For the Year ended March 31, 2024
(i) Contingent liabilities:	
Outstanding Standby Letter of Credit	191.72

Particulars	For the Year ended March 31, 2024
Disputed Income Tax Demand	205.13
Outstanding Bank Guarantees	2.46
(ii) Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for	17.79
Total	**417.10**

There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future and if a significant portion of these liabilities materialise, it could have an adverse effect on our business, financial condition and results of operations. For further information, see "*Restated Consolidated Financial Information – Note 43*" on page 337.

39. ***We have had instance of delays in payments of statutory dues by our Company. Any delays in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have an adverse impact on our financial condition and cash flows.***

We are subject to ongoing reporting and compliance requirements and are required to make payments of periodic statutory dues, which we may not be able to undertake at all times. The table below sets forth details of statutory dues paid by Senores Pharmaceuticals Limited in relation to our employees for the years indicated:

Particulars	Financial Year 2024		Financial Year 2023		Financial Year 2022	
	Number of employees as at March 31, 2024	*Statutory dues paid (₹ in million)*	*Number of employees as at March 31, 2023*	*Statutory dues paid (₹ in million)*	*Number of employees as at March 31, 2022*	*Statutory dues paid (₹ in million)*
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	105	9.70	41	4.62	9	2.46
Employee State Insurance Act, 1948	30	0.21	8	0.03	-	-
Professional Taxes	108	0.23	47	0.08	13	0.02
Labour Welfare Fund	-	-	-	-	-	-
Income Tax Act, 1961 (TDS on Salary)	27	14.05	14	6.72	10	3.79

There have been no instances of non-payment or defaults in the payment of statutory dues/liabilities by the Company. There has been no delay in the payment of statutory dues/liabilities under the said acts, except as follows:

Particulars	Financial Year 2024		Financial Year 2023		Financial Year 2022	
	Number of Instances	Amount delayed *(₹ in million)*	Number of Instances	Amount delayed *(₹ in million)*	Number of Instances	Amount delayed *(₹ in million)*
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	-	-	2	0.33	-	-
Employee State Insurance Act, 1948	-	-	2	0.00	-	-
Professional Taxes	1	0.01	-	-	-	-
Income Tax Act, 1961 (TDS on Salary)	3	0.76	1	0.23	-	-
Total	**4**	**0.77**	**5**	**0.56**	**-**	**-**

We cannot assure you that we may face delays of payments of statutory dues in the future any may subsequently be subject to penalties and fines in the future which may have a material adverse effect on our financial condition and cash flows.

40. ***Our business may be adversely affected if we are unable to maintain and grow our brand image.***

Our brand is an important asset, and we believe our brand and reputation are significant in attracting customers to our products and services. We also believe that continuing to develop our reputation and awareness of our brand, through focused and consistent business development and branding initiatives, among our customers is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets.

Our business is dependent on customers' perception of our reputation and brand. The table sets out the details of our marketing cost as a percentage of total expense incurred for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Marketing cost (in ₹ million)	8.49	3.82	0.31
Marketing cost as a percentage of total expense (%)	0.44%	1.44%	0.23%

We may not be able to invest adequately in marketing or customer engagement which could lead to loss of customers to competitors. If we fail to preserve the value of our brands, maintain our reputation, or attract consumers to our products our business, results of operations and financial condition could be adversely impacted. In addition. Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

Further, our reputation and brands could be damaged by negative publicity in traditional or social media or by claims or perceptions about the quality of our products, regardless of whether such claims or perceptions are true. Any untoward incidents such as litigation, regulatory actions or negative publicity, whether isolated or recurring and whether originating from us or otherwise, affecting our business or suppliers, can significantly reduce our brand value and consumer trust, and accordingly, adversely affect our business, results of operations and financial condition.

41. ***We are dependent on third party transportation and logistics service providers. Any increase in the charges of the services provided by these entities could adversely affect our business, results of operations and financial condition.***

Pursuant to certain of our arrangements with our customers, based on customer preferences, we are required to pay the freight costs for the products we sell. In addition, we may have to pay for transportation costs in relation to the delivery of some of the raw materials and other inputs to our manufacturing facilities. We do not own any vehicles for the transportation of our products and/or raw materials, we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. This makes us dependent on various intermediaries such as domestic logistics companies and container freight station operators. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. Disruptions of logistics could impair our ability to procure raw materials and/or deliver our products on time, which could materially and adversely affect our business, results of operations and financial condition. Additionally, if we lose one or more of our third-party transportation providers, we may not be able to obtain terms as favourable as those we receive from the third-party transportation providers that we currently use, which in turn would increase our costs and thereby adversely affect our operating results. The following table sets out details in relation to the freight charges, in absolute terms and as a percentage of our total expenses, for the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Freight charges (in ₹ million)	33.36	0.33	-
As a percentage of total expenses (in %)	1.73%	0.12%	-

We are subject to the risk of increase in freight costs. If we cannot fully offset any increase in freight costs, through increase in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, results of operations and financial condition.

Further, our third party transportation providers do not carry any insurance coverage and therefore, any losses that may arise during the transportation process will have to be claimed under the Company's insurance policy. There can be no assurance that we will receive compensation for any such claims in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition, results of operations and cash flows.

42. ***We operate in a market that is highly competitive. If we are unable to respond adequately to the increased competition or pricing pressure we expect to face, we could lose market share and our revenues and profits could decline, which could adversely affect our business.***

The domestic and international pharmaceutical industry is highly competitive with several major pharmaceutical companies present. Our products face intense competition from products commercialized or under development by competitors in the pharmaceutical industry. We may not be able to sustain our market position and market share as we compete with regional or multi-national companies. If our competitors gain significant market share at our expense, particularly in brands and the therapeutic areas which contribute to a significant portion of our total revenue, our

business, financial condition, cash flows and results of operations could be adversely affected. We compete primarily on the basis of product portfolio (range of existing product portfolio and novelty of new offerings), of supply (quality, regulatory compliance and financial stability), service (on-time delivery and manufacturing flexibility) and cost-effective manufacturing. Competition may, among other things, result in a decrease in the fees paid for our services and reduced demand for outsourced pharmaceutical development and manufacturing services, which could have a material adverse effect on our business, results of operations and financial condition.

Our competition varies by market, therapeutic area and product category, and within each category, upon dosage strengths and drug delivery. We also compete to provide manufacturing and development services to pharmaceutical companies in the CMO/CDMO industry. Our competition includes full-service pharmaceutical companies, CDMO and CMO companies focusing on a limited number of dosage forms, multiple dosage forms; and large pharmaceutical companies offering third-party manufacturing services to utilize their excess capacity.Some of our competitors may have substantially greater financial, marketing, technical or other resources than we do. Greater financial, marketing, technical or other resources may allow our competitors to respond to changes in market demand faster with new, alternative or emerging technologies. Changes in the nature or extent of our customer requirements may render our service and product offerings obsolete or non-competitive, which could have a material adverse effect on our business, results of operations and financial condition.

We also operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers, we may lose business from the customer or lose a supplier of a critical raw material, which may adversely affect our business, financial condition and results of operations. We have not faced any such instances where one of our competitors or their customers acquires any of our key customers or suppliers in the past three Financial Years. The entry of new competitors into the pharmaceutical industry may also further dilute our market share and affect our profitability.

When faced with pricing pressure, pharmaceutical companies like us would generally be required to reduce operating costs in order to maintain profitability. To maintain our profit margins, we typically seek to reduce the price of our raw materials through negotiations with our suppliers, improve our production processes to increase our manufacturing efficiency, and streamline product designs so as to reduce costs. We cannot assure you that we will be able to avoid future pricing pressure from our customers or offset the impact of any price reductions through continued technological improvements, improved operational efficiencies, cost effective sourcing alternatives, new manufacturing processes, or other cost reductions through other productivity initiatives. If we were to face pricing pressure from our customers, and the aforementioned measures or other steps we take fail to maintain or increase our margins and revenues from product sales, our business, financial condition and results of operations may be adversely affected.

43. ***We are dependent on third parties for the supply of utilities, such as water, gas and electricity, at our manufacturing facilities and any disruption in the supply of such utilities could adversely affect our manufacturing operations.***

Our business is dependent on the delivery of an adequate and uninterrupted supply of electricity, water and natural gas at a reasonable cost. We procure utilities, such as water and electricity, from third parties for use at our manufacturing facilities. Reliance on third parties for such utilities exposes us to risks such as shortage or breakdown in supply, the correction of which is in the hands of such third parties. Any interruption in the continuous supply of water, gas, coal and electricity may negatively impact our manufacturing processes, which may result in delays in delivery of our products or non-delivery, resulting in loss of revenue and damage to our reputation or customer relationships. In case of the unavailability of any supply from, any of our utility providers for any reason, we are unable to assure you that we shall be able to source such utilities from alternate sources in a timely manner and at a commercially reasonable cost, which could adversely affect our business, results of operations and financial condition.

44. ***Failure to maintain confidential information of our customers could adversely affect our results of operations or damage our reputation.***

Our agreements with our customers contain confidentiality and non-disclosure clauses. As per these agreements, we are required to keep confidential, the know-how and technical specifications, if any, provided to us by these customers. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. Moreover, most of these contracts do not contain provisions limiting our liability with respect to breaches of our obligation to keep the information we receive from them confidential. Although we have not had any incidents of breach of our confidentiality agreements in the past, if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. Assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, results of operations and financial

condition. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

45. ***Our Registered Office and Corporate Office, our Naroda Facility and R&D centre are located on leased or rented premises and there can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms***

Our Registered and Corporate Office is not owned by us and is taken on lease. For details of the properties leased by us, see "*Our Business- Description of our Business- Properties*" on page 216.

While we have not faced any such instances where our leases were not renewed in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that we will, in the future, be able to retain or/and renew the agreements for the existing locations on same or similar terms or will be able to find alternate locations for the existing offices and operating locations on similar terms favourable to us. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or search for new premises, or shut down of offices in desirable locations, which made in turn disrupt our operations which could have a material and adverse effect on our business, results of operations and financial condition. In addition, some of these leases may not have been registered or adequately stamped, which may affect the evidentiary value of such lease agreement in specific performance or other injunctive procedures in a court of law.

46. ***Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses depending on the insurance policy, which could adversely affect business, results of operations and financial condition.***

Our operations are subject to various risks inherent to the pharmaceutical industry and to the sale and maintaining inventory of products, as well as other risks such as theft, robbery and other force majeure events. We maintain insurance coverage for anticipated risks which are standard for our type of business and operations. The table below sets out the total insured net assets, insurance coverage as well as the percentage of insurance coverage as of March 31, 2024:

Particulars	As of March 31, 2024
Total insured net assets** (in ₹ millions)	2,726.07
Insurance Coverage* (in ₹ millions)	4,636.22
Insurance coverage/net assets (in times)	1.70

* *Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipment, vehicles and all risk insurance.*

** *Net assets = Property, Plant and Equipment (net block) + Capital work-in-progress + intangible (net block) + intangibles under development + Inventory – Land*

While we maintain insurance coverage in amounts that we believe are consistent with industry norms and would be adequate to cover the normal risks associated with the operation of our business, our insurance policies do not cover all risks and are subject to exclusions and deductibles. In particular, we do not have insurance coverage for liabilities and expenses arising from product recalls. In addition, we cannot assure you that any claim under the insurance policies maintained by us will be honored fully, in part or at all, or on time, or that we have taken out sufficient insurance to cover all our potential losses. In Fiscal 2024, Fiscal 2023, and Fiscal 2022, we have not faced any such instances of insurance claims not being honored or insufficient insurance coverage that materially affected our business, financial condition or results of operations.

In particular, our business and assets are subject to hazards inherent in manufacturing facilities and could suffer damage from risks of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Any accident at our facilities may result in personal injury or loss of life, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Such damage and losses may not be fully compensated by insurance. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards and the terms of our contractual arrangements.

If any or all of our facilities are damaged in whole or in part or we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the damaged facilities. To the extent that we suffer loss or damage for which we have not obtained or maintained insurance, or which is not covered by insurance, which exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us. While we have not had any past instances where our claims have exceeded our insurance cover,

if we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition, results of operations and cash flows may be adversely affected.

47. *The availability of counterfeit generic products passed off by others as our products, could adversely affect our reputation, goodwill and results of operations.*

Entities in India and international locations could pass off their own products as our generic products, including counterfeit or pirated products. For example, certain entities could imitate our brand names, packaging materials or attempt to create look-alike generic drug products. Although no such incidents have happened in the past, any such counterfeits or pirated products could reduce our market share due to replacement of demand for our products and adversely affect our goodwill. We cannot assure you that we will be able to prevent or mitigate counterfeit drugs passed off as our products in the future. This could erode the trust and confidence of our customers, distributors and regulators in our products and quality standards, and expose us to legal and regulatory actions, product recalls, liability claims and reputational damage. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and, in turn, our prospects, business, results of operations and financial condition.

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

Our operations are subject to extensive government regulation, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business and for our manufacturing facilities. For details of approvals relating to our business and operations, see "*Government and Other Approvals*" on page 407.

Several of these approvals are granted for a limited duration and require renewal. Pursuant to the merger of RLSPL with our Company, we will also apply to various regulatory authorities for change in name of the approvals obtained by RLSPL in relation the Naroda Facility. We cannot assure you that the renewals to such approvals or fresh approvals with the modified name of our Company will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be materially adversely affected. We are also subject to various laws and regulations in the international markets where we market and sell our products and have ongoing duties to regulatory authorities in these markets, both before and after a product's commercial release. For further details, see *"Government and Other Approvals"* on page 407. If we fail to obtain or renew such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition could be adversely affected.

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

49. *There are outstanding litigations pending against us, our Subsidiaries and Directors, which, if determined adversely, could affect our operations. We could suffer significant litigation expenses in defending these claims and could be subject to significant damage, compensation, or other remedies, which could adversely affect our reputation, business, results from operations, financial conditions and cash flows*.

There are certain outstanding legal proceedings against our Company, Subsidiaries and Directors. These proceedings are pending at different levels of adjudication and, if determined adversely, could adversely affect our reputation, business, results of operations and financial condition.

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

(₹ in million)

Name of the Individual/ Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (in ₹ million)*
Company						
By the Company	Nil	Nil	Nil	Not applicable	Nil	Nil
Against the Company	Nil	7	1	Not applicable	Nil	2.90
Directors#						
By the Directors	Nil	Nil	Nil	Not applicable	Nil	Nil
Against the Directors	1	13	Nil	Not applicable	Nil	201.85
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	4	Nil	Nil	Nil	1.25
Subsidiaries						
By the Subsidiaries	7	Nil	Nil	Not applicable	Nil	4.27
Against the Subsidiaries	1	2	3	Not applicable	Nil	205.13

* *To the extent quantifiable*

\# *Excluding the Promoters*

For further information, see "*Outstanding Litigation and Other Material Developments*" on page 402.

The amounts claimed in these legal proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in the applicable laws or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements in accordance with Ind AS 37 that could increase our expenses and current liabilities.

There can be no assurance that these legal proceedings shall be decided in favour of our Company, Subsidiaries, Directors, Promoters or Group Companies, as the case may be, or that no further liability shall arise out of these proceedings. Further, such legal proceedings could divert management time and attention and consume financial resources. Any adverse outcome in any of these proceedings may adversely affect our profitability and reputation and may have an adverse effect on our results of operations and financial condition. For further details of certain material legal proceedings involving our Company, our Subsidiaries and our Directors, see "*Outstanding Litigation and Material Developments*" beginning on page 402.

50. ***We are dependent upon our Promoters, our management team as well as on our ability to attract and retain personnel with technical expertise. If we are unable to attract or retain such qualified personnel, this could adversely affect our business, results of operations and financial condition.***

We are dependent on our Promoters and a highly qualified, experienced and capable management team for setting our strategic business direction and managing our business. We believe that the inputs received from our senior management and their experience, along with the expertise, experience and services of our Promoters and Directors are valuable for the development of business and operations and the strategic directions taken by our Company. For further information, see "*Our Management*" on 402. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Competition for qualified technical personnel and operators as well as sales personnel with established dealer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. Competition among pharmaceutical companies for qualified employees, particularly R&D personnel, is intense and the ability to retain and attract qualified individuals is critical to our success.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee

compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of services of such personnel could have an adverse effect on our business, results of operations, cash flows and financial condition. In Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Company's attrition rate was 3.05%, 1.78% and nil. The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, if we cannot hire additional qualified personnel or retain them, our ability to expand our business may be impacted.

As we intend to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management, R&D and sales personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting suitable employees. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, results of operations and financial condition may be adversely affected.

51. ***We intend to utilize a portion of the Net Proceeds for funding our capital expenditure requirements. In the event of any delay in placing the orders, or in the event the vendor is not able to provide the equipment in a timely manner, or at all, it may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We intend to utilize a portion of the Net Proceeds for funding our capital expenditure requirements which includes, *inter alia*, the expansion of capacity by setting up a sterile injections manufacturing facility in the US to carry out manufacturing and marketing of high value-added injectables for the US markets. Such expansion of our manufacturing capacity may be subject to regulatory restrictions and we may face other challenges. Further, we cannot assure you that such expansion plans will be successfully implemented. Any delay or increase in the costs of construction and equipment could have a material adverse effect on our business or results of operations.

We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and interest or exchange rate fluctuations and other external factors including changes in the price of the equipment which may not be within the control of our management. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. For details, see "*Objects of the Offer*" at page 111.

52. ***Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 111 of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates in view of past expenditures and have not been appraised by any bank or financial institution. They are based on current conditions and management estimates and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. While we will use the Net Proceeds in the manner specified in "*Objects of the Offer*" on page 111, the amount of Net Proceeds to be actually used will be based on our management's discretion. 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. Our internal management estimates may exceed fair market value which may require us to reschedule or reallocate our capital expenditure and may have an adverse effect on our business, financial condition, results of operations and cash flows.

However, the deployment of the Gross Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

53. ***Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval.***

Our Company intends to use the Net Proceeds as described in "*Objects of the Offer*" on page 111. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to fund any other expenditure or any exigencies arising out of changes in our competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining shareholders' approval through a special resolution. In the event of any such circumstances that require us to vary from the disclosed proposed utilization of the Net Proceeds, we may not be able to obtain Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of any contract referred to in this Draft Red Herring Prospectus, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to a variation from the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to use any unutilized proceeds of the Offer in variation from the objects of the Offer, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, which may adversely affect our business, financial condition and results of operations. Additionally, various risks and uncertainties, including those set forth in this "Risk Factors" section, may limit or delay our Company's efforts to use the Net Proceeds to achieve profitable growth.

54. ***The proceeds from the Offer for Sale component of the Offer shall be received directly by the Selling Shareholders.***

The Offer includes the Offer for Sale by the Selling Shareholders. The proceeds from the Offer will be paid directly to the Selling Shareholders. We will not receive any of the proceeds from the Offer and will accordingly not have access to such funds.

55. ***Any surplus production and failure to manage inventory could adversely affect our business, results of operations and financial condition.***

Our business depends on our estimate of the demand for our products from customers. As is typical in the pharmaceutical industry, we maintain a reasonable level of inventory of raw materials, work in progress and finished goods.

If we overestimate demand, we may incur costs to build capacity or purchased more raw materials and manufacture more products than required. Our inability to manage our inventory may have an adverse effect on our business, results of operations and financial condition. In addition, each of our products has a shelf life of a specified number of years and such products may lead to losses if not sold prior to expiry or lead to health hazards if consumed after expiry. As such, our inability to manage our inventory may have an adverse effect on our business, results of operations and financial condition. The losses incurred due to expiry of inventory in Fiscal 2024, Fiscal 2023 and Fiscal 2022 are set out below:

Particulars	Fiscal 2024 (₹ in millions)	Fiscal 2023 (₹ in millions)	Fiscal 2022 (₹ in millions)
Losses on account of expiry of inventory	Nil	0.94	Nil
Losses on account of inventory as a percentage of total inventory	Not Applicable	3.01%	Not applicable

We also face the risk that our customers or distributors might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make change in their policies, which may result in reduced quantities being manufactured by us resulting in under-utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain

changes in our manufacturing processes thereby affecting our production schedules. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our manufacturing facilities could adversely affect our business, results of operations and financial condition.

56. ***Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies***.

Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies. Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") financial measures and other statistical information relating to our operations and financial performance such as Adjusted EBITDA, adjusted EBITDA margin, EBITDA, EBITDA margin, Return on Net Worth, Net Asset Value and others have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP.

In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible. However, such information may not be computed on the basis of any standard methodology that is applicable across the industry and may not be comparable to financial measures and statistical information 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 information may also not be comparable to titled measures presented by other companies and may have limited usefulness as a comparative measure. If investors make investment decisions based on non-GAAP financial measures and other statistical information disclosed by us that are inaccurate, we may also face potential lawsuits or disputes with investors or regulators, which could adversely affect our business, reputation, results of operations and financial condition.

57. ***Our employees, suppliers and distributors may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.***

We are exposed to the risk of employee, supplier and distributors fraud or other misconduct. Misconduct by employees, suppliers and distributors could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, to comply with federal and state healthcare fraud and abuse laws and regulations, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in the pharmaceutical industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances in the past, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity will be effective in controlling unknown or unmanaged risk. While there has been no past instances, if our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

58. ***Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our Company has not declared dividends in the past, and there can be no assurance that our Company will declare dividends in the future also. For further details, please see "*Dividend Policy*" on page 266 of this Draft Red Herring Prospectus. Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board

deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements.

We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations.

59. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis 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 past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, taking bribes or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the healthcare sector. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

60. ***We currently rely extensively on our systems including information technology systems and products processing/quality assurance systems and their failure could adversely affect our manufacturing operations.***

We rely extensively on the capacity and reliability of the information technology systems, processing and quality assurance systems that support our operations. For further details, see "*Our Business – Information Technology*" on page 214. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. As on the date of the Draft Red Herring Prospectus, we have not experienced a major disruption in our manufacturing operations due to failure of such systems. However, we cannot assure you that we will not encounter disruptions in the future, and any such disruption may adversely affect our business. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely affect our business, financial condition, results of operations and cash flows. In addition, our systems are potentially vulnerable to cyber-attacks and data security breaches, whether by employees or others, that may expose sensitive data to unauthorized persons and lead to data theft or loss of trade secrets or other intellectual property.

We have not faced any such instances of data security breaches, cyber-attacks on our systems and data theft materially affecting our business, financial condition or results of operations in the past three Fiscals. However, any such data security breaches in the future could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. To protect against security breaches, we have implemented various protection systems including, among others firewall and email encryption. However, we cannot assure you that such measures will be adequate to protect against all security breaches. Any such security breaches could have an adverse effect on our reputation, business, financial condition and results of operations.

61. ***Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we have commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the F&S Report or extracts of the F&S Report prepared by Frost & Sullivan, which is not related to our Company, Directors, Promoters, KMPs, SMPs or Book Running Lead Managers. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring Prospectus indicates the F&S Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the F&S Report should be read taking into consideration the foregoing.

This 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. While we have assumed responsibility for the contents of the report and have taken reasonable care in the reproduction of the information, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics and the same may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. 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 F&S Report is not a recommendation to invest / disinvest in any company covered in the F&S Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the F&S Report before making any investment decision regarding the Offer. See "*Industry Overview*" on page 149. For the disclaimers associated with the F&S Report, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 32.

62. ***Fluctuations in interest rates could adversely affect our results of operations.***

We are exposed to interest rate risk resulting from fluctuations in interest rates in our long-term borrowings with floating interest rates. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Quantitative and Qualitative Disclosures about Market Risk- Interest Rate Risk*" on page 400. The following table sets forth our Total Interest on borrowings for the years indicated:

	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Total Interest on borrowings (₹ in millions)	81.29	16.01	4.47

We do not currently enter into interest hedging arrangements to hedge against interest rate risk. Upward fluctuations in interest rates may increase our borrowing costs, which could impair our ability to compete effectively in our business relative to competitors with lower levels of indebtedness. As a result, our business, financial condition and results of operation may be adversely affected. In addition, we cannot assure you that difficult conditions in the global credit markets will not negatively affect the cost or other terms of our existing financing as well as our ability to obtain new credit facilities or access the capital markets on favorable terms.

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

Information relating to the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus, including in "*Our Business – Description of Our Business – Manufacturing Facilities- Production Capacity and Capacity Utilization*" on page 211, are based on various assumptions and estimates of our management that have been taken into account by an independent chartered engineer in the calculation of the installed manufacturing capacity, actual production and capacity utilization of our manufacturing facilities. These assumptions and estimates include the standard capacity calculation practice of the pharmaceuticals industry after examining the calculations and explanations our Company and its subsidiaries and the equipment installed at the facilities. In addition, the information relating to the actual production at our manufacturing facilities are based on, amongst other things, the examination of our internal production records, the period during which our manufacturing facilities operate in a year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational

efficiencies. Further, capacity utilization has been calculated on the basis of actual production during the relevant period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant period. Accordingly, actual production levels and rates may differ significantly from the installed capacity information of our facilities or historical installed capacity information of our facilities depending on the product type. Undue reliance should therefore not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

64. ***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. Further, certain Directors do not have any prior experience in directorship of listed entities, which may affect our ability to meet such additional compliance requirements.***

We are not a publicly listed company and have not historically been subject to increased scrutiny by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. Further, we will need to maintain and improve the effectiveness of our disclosure controls and procedures, and our internal controls over financial reporting, including keeping adequate records of daily transactions. In order to do this, significant resources and management attention will be required. While some of our Directors are or have previously been directors on the boards of listed entities, certain of our Directors do not have any prior experience of directorship in listed entities. Consequently, additional management attention may be required to ensure compliance with the requirements associated with publicly listed companies. Further, we may need to hire additional personnel with appropriate experience and technical knowledge to ensure that we meet these additional requirements, which may require us to incur additional expenses. We cannot guarantee that we will be able to hire such personal in a timely or efficient manner.

External Risks

65. ***A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic development and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects.

India has experienced instances of social, religious and civil unrest and hostilities between neighboring countries from time to time. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy negatively.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

Any slowdown or perceived slowdown in the economic growth of the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares.

66. ***Our business is affected by global economic conditions, especially in the geographies we cater to, which may have an adverse effect on our business, financial condition, results of operations and prospects.***

Due to the nature of our operations, our business depends substantially on global economic conditions. Our international customers may be adversely impacted by the economic downturn in their national or regional economies, disruption in their banking and financial systems, economic weakness, unfavorable government policies, rising inflation, lowering of spending power and customer confidence, and political uncertainty.

Financial turmoil in Asia, U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Financial disruptions may occur and could harm our business, results of operations and financial condition.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Financial markets and the supply of credit could continue to be negatively impacted by ongoing concerns surrounding the sovereign debts and/or fiscal deficits of several countries in Europe, the possibility of further downgrades of, or defaults on, sovereign debt, concerns about a slowdown in growth in certain economies and uncertainties regarding the stability and overall standing of the European Monetary Union.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators in the United States, Africa and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current adverse conditions in the global credit markets continue or if there is any significant financial disruption, this could have an adverse effect on our business, results of operations and financial condition. Recent developments in the ongoing conflict between the state of Israel and Iran has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

A prolonged war or a protracted period of hostilities may lead to global economic disturbances. If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition and prospects may be adversely affected.

67. ***Increasing employee compensation in India may erode some of our Company's competitive advantage and may reduce our Company's profit margins, which may have a material adverse effect on our Company's business, financial condition, cash flows and results of operations.***

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our Company's profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to managers and other mid-level professionals. Our Company may need to continue to increase the levels of our Company's employee compensation to remain competitive and manage attrition. Compensation increases may have a material adverse effect on our Company's business, financial condition, cash flows and results of operations.

68. ***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.***

Natural disasters (such as typhoons, cyclones, storms, tsunamis, fires, explosions, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, military actions, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations.

Recent developments in the ongoing conflict between the state of Israel and Iran has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

India has experienced instances of social, religious and civil unrest and hostilities between neighbouring countries from time to time. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy negatively. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus. Any future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors. Any slowdown or perceived slowdown in the economic growth of the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition and results of operations, and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

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

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

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

70. ***A slowdown in our exports due to tariffs and trade barriers and international sanctions could adversely affect our business, financial condition and results of operations.***

A portion of our revenue is derived from our international business. There can be no assurance that the countries or regions (like the European Community) where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the

United States. In February 2022, hostilities between Russia and the Ukraine commenced, which has led to the imposition of sanctions of various Russian interests (and in some cases Belarus) by the European Union, Australia, Canada, Japan, New Zealand, Switzerland, South Korea, the United Kingdom and the United States. Any such imposition of trade barriers or international sanctions may have an adverse effect on our business, financial condition and results of operations.

71. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

Further, the Government of India introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, which were to take effect from April 1, 2021 (collectively, the "**Labour Codes**"). The Government of India has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely affect 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.

Unfavourable changes in or interpretations of existing, 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. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, 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 businesses in the future.

72. ***We may be affected by competition laws in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition ("**AAEC**"). Under the Competition Act, any arrangement, understanding or action in concert, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial monetary penalties.

Further, any agreement among competitors which directly or indirectly (i) involves determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services; (ii) or shares the market or source of production or provision of services by way of geographical area, type of goods or services or number of customers in the relevant market; (iii) directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void.

Further, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act which came into effect from June 1, 2011. These provisions 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 CCI. Additionally, on May 11, 2011, the CCI

issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain 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 India if such agreement, conduct or combination has an AAEC in India. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects.

The Competition Act was amended on April 11, 2023, the Competition (Amendment) Act, 2023 has been enacted to increase the ease of doing business in India and enhance transparency. The Act requires notification of transactions that exceed a global deal value of ₹ 2,000 crores, subject to the target having "substantial business operations" in India, formalizes a lower threshold of 'control', i.e., the ability to exercise material influence, in any manner, over the management or affairs or strategic commercial decisions, to exempt combinations from the standstill obligations under Section 6(2A) of the Act, if the combinations involve: (a) an open offer; or (b) an acquisition of shares or securities, through a series of transactions on a regulated stock exchange etc.

73. ***Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition.***

The Restated Consolidated Financial Information for Fiscal 2024, Fiscal 2023, and Fiscal 2022, included in this Draft Red Herring Prospectus are derived from audited consolidated financial statements as of and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Ind AS the provisions of the Companies Act, 2013 and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

We have not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which you may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. You should review the accounting policies applied in the preparation of the Restated Consolidated Summary 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.

74. ***We may be impacted by an adverse change in India's sovereign credit rating by a domestic or international rating agency.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy or a decline in India's foreign exchange reserves. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

Risks related to the Offer and the Equity Shares

75. ***Investors may not be able to immediately sell any of the Equity Shares they subscribe to in this Offer on an Indian stock exchange.***

The Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares will not be granted till the Equity Shares in this Offer have been issued and allotted and all relevant documents are submitted to the Stock Exchanges. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor's book entry or 'demat' accounts with the depository participants in India, the Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with the depository participant. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts or that trading in the Equity Shares will commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

76. ***There is no assurance that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all or that once listed, will remain listed on the Stock Exchange.***

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

Although it is currently intended that the Equity Shares will remain listed on the Stock Exchanges, there is no assurance of the continued listing of the Equity Shares. Among other factors, we may not continue to satisfy the listing requirements of the Stock Exchanges. Accordingly, Shareholders will not be able to sell their Equity Shares through trading on the Stock Exchanges if the Equity Shares are no longer listed on the Stock Exchange.

77. ***Pursuant to listing of the Equity shares, we may be subject to pre-emptive surveillance measures like additional Surveillance Measures ("ASM") and Graded surveillance Measures ("GSM") by the Stock Exchanges in the order to enhance market integrity and safeguard the interest of the investors.***

On and post the listing of equity shares, we may be subject to ASM and GSM by the Stock Exchange(s) and the Securities and Exchange Board of India. These measures have been introduced in order to enhance market integrity and safeguard the interest of investors and to alert and advise investors to be extra cautious and carry out necessary due diligence while dealing in such securities.

The criteria for shortlisting any scrip trading on the Stock Exchange(s) under the ASM is based on an objective criterion as jointly decided by SEBI and the Stock Exchange(s) which include market based dynamic parameters such as high low variations, client concentration, close to close price variation, market capitalization, volume variation, delivery percentage, number of unique PAN's and price to equity ratio. A scrip is typically subjected GSM measures where there is an abnormal price rise that is not commensurate with the financial heath and fundamentals of a company which inter alia includes factors like earnings, book value, fixed assets and net worth to the equity ratio etc. The price of our equity shares may also fluctuate after the offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, the performance of our competitors, change in the estimates of our performance or any other political or economic factor. The occurrence of any of the above-mentioned factors may trigger the parameters identified by SEBI and the Stock Exchange(s) for the placing securities under the GSM and ASM framework. In the event of our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchange(s), we may be subject to certain additional restrictions in the relation to trading of our Equity Shares such as limiting trading frequency (for example trading either allowed in a week or a month) higher margin requirements of settlement on a trade for trade basis without netting off requirement of settlement on gross basis or freezing price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

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

78. ***The Offer Price, market capitalisation to revenue multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing.***

Our revenue, EBITDA, and profit after tax for Fiscal 2024 was ₹ 2,173.42 million, ₹ 444.08 million, and ₹ 327.08 million on Restated Consolidated Financials Statement basis. Our market capitalisation (based on the Offer Price) to revenue (Fiscal 2024) multiple is [●] times; our market capitalisation (based on the Offer Price) to price to earnings ratio (based on profit after tax for Fiscal 2024) is [●] at the upper end of the Price Bank; and our enterprise value to EBITDA ratio (based on EBITDA for Fiscal 2024) is [●]. The Offer Price will be determined by our Company in consultation with BRLMs based on various factors and assumptions. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with Book Running Lead Manager through the Book Building Process, and will be based on numerous factors, including factors as described under '*Basis for the Offer Price*' beginning on page 129 and may not be indicative of the market price for the Equity Shares after the Offer. Accordingly, the Offer Price, multiples and ratio may not be indicative of the market price of the Equity Shares on listing or thereafter. The factors that could affect the market price of the Equity Shares include, among other, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control. Our Company 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.

79. ***The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.***

On 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, if required. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. 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. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

80. ***Investors may be subject to Indian taxes arising out of capital gains 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 on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. Furthermore, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company and such dividends were generally exempt from tax in the hands of the shareholders. However, the government of India has amended the Income Tax Act to abolish the DDT regime. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions.

Furthermore, if non-resident shareholders of entities holding the Equity Shares exit by way of sale or redemption of the shares held by them abroad in such entities, such non-resident shareholders could be taxed on capital gains in India if the offshore shares derive substantial value from Indian assets, subject to certain exemptions. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India only in limited situations and generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income 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.

Furthermore, the Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, results of operations, financial condition and cash flows. Investors should consult their own tax advisors about the consequences of investing in or trading in Equity Shares.

81. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the bid amount on submission of the bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIIs can revise or withdraw their Bids during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing. QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

82. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer.***

The determination of Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the Book Running Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Managers through the book building process prescribed under the SEBI ICDR Regulations.

The Offer Price will be based on numerous factors, as described under "*Basis for Offer Price*" beginning page 129 may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, we cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price

83. ***Our Equity Shares have never been publicly traded, and, after the Offer, our Equity Shares may experience price and volume fluctuations, and an active trading market for our Equity Shares may not develop.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop or be sustained after the Offer. Listing does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Offer Price of our Equity Shares is proposed to be determined through a book-building process and shall be based on numerous factors, as described in the section "*Basis for Offer Price*" on page 129 and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. You may not be able to re-sell your Equity Shares at or above the Offer Price and may as a result lose all or part of your investment.

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 shall develop after the Offer, or if such trading develops that it shall continue. The Bidders 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 this Offer may be subject to significant fluctuations 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 subject to significant fluctuations in response to, among other factors:

- our financial condition, results of operations and cash flows;
- prospects for our business;

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of research analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- announcements by us or our competitors of new services, significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or government entities of significant claims or proceedings against us;
- new laws and government regulations or changes in laws and government regulations applicable to our industry;
- developments relating to our peer companies in our industry;
- change in interest rates;
- additions or departures of Key Managerial Personnel or Senior Management Personnel; and
- general economic and stock market conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects. Changes in relation to any of the factors listed above could adversely affect the price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all, and may as a result lose all or a part of your investment.

84. ***Any future issuance of Equity Shares or convertible securities or other equity linked instruments by us may dilute your shareholding, and significant sales of Equity Shares by our major shareholders, 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 and grants of stock options under our employee stock option plan, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations), 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 further Equity Shares or that the shareholders will not dispose of the Equity Shares. 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 the Equity Shares.

85. ***Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under the foreign exchange control regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the exceptions specified by the RBI, then the approval of the RBI will be required for such transaction to be valid. 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.

Furthermore, 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 a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any

such country, will require prior approval of the GoI, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all.

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

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 451. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, cash flows, results of operations, financial condition and prospects.

86. ***Foreign investors may have difficulty enforcing judgments against us or our management.***

The enforcement of civil liabilities by overseas investors in our Equity Shares, including the ability to effect service of process and to enforce judgments obtained in courts outside of India may be adversely affected by the fact that we are incorporated under the laws of the Republic of India and all of our executive officers and Directors reside in India. As a result, it may be difficult to enforce the service of process upon us and any of these persons outside of India or to enforce outside of India, judgments obtained against us and these persons in courts outside of India.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code ("**Civil Code**") on a statutory basis. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside India which the Government has by notification declared to be in reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being in the same nature of amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties.

The United Kingdom, Singapore and Hong Kong, among other countries, have been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the Civil Procedure Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Procedure Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The suit must be brought in India within 3 years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there are considerable delays in the disposal of suits by Indian courts. It may be unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it may be unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy in India. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI under FEMA to repatriate any amount recovered pursuant to execution and any such amount may be subject to income tax in accordance with applicable laws. Any judgment or award in a foreign currency would be converted into Indian Rupees on the date of the judgment or award and not on the date of the payment.

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

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

such resolution. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

88. ***Our ability to raise foreign capital may be constrained by Indian law.***

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

89. ***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 widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

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

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

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

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

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

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

92. ***The insolvency laws of India may differ from those of other jurisdictions with which investors are familiar.***

As we are established in India under the Companies Act, any insolvency proceedings relating to us is likely to involve Indian insolvency laws (including the Insolvency and Bankruptcy Code, 2016 of India), the procedural and substantive

provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which investors are familiar.

SECTION III: INTRODUCTION

THE OFFER

The details of the Offer are summarised below:

Equity Shares Offered	
Offer of Equity Shares of face value of ₹ 10 each^	Up to [●] Equity Shares of ₹ 10 each aggregating up to ₹[●] million
of which	
Fresh Issue[(1)]^	Up to [●] Equity Shares of ₹ 10 each aggregating up to ₹ 5,000 million
Offer for Sale[(2)]^	Up to 2,700,000 Equity Shares of ₹ 10 each aggregating up to ₹ [●] million
The Offer consists of:	
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of ₹ 10 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of ₹ 10 each aggregating up to ₹ [●] million
The Net Offer comprises of:	
QIB Portion [(4)(5)]	Not less than [●] Equity Shares of ₹ 10 each
of which	
- Anchor Investor Portion	Up to [●] Equity Shares of ₹ 10 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of ₹ 10 each
of which	
- Mutual Fund Portion	[●] Equity Shares of ₹ 10 each
- Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of ₹ 10 each
Non-Institutional Portion[(5)(6)(7)]	Not more than [●] Equity Shares of ₹ 10 each
Of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of ₹ 10 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹ [●]	[●] Equity Shares of ₹ 10 each
Retail Portion[(6)(7)]	Not more than [●] Equity Shares of ₹ 10 each
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	33,265,865 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of ₹ 10 each
Use of Net Proceeds by our Company	For details of the use of proceeds from the Fresh Issue, see "*Objects of the Offer*" on page 111. Our Company will not receive any proceeds from the Offer for Sale.

(1) Our Board has authorised the Offer, pursuant to a resolution dated April 9, 2024 and July 22, 2024 and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated July 26, 2024. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated May 25, 2024.

(2) The details of authorization by the Selling Shareholders approving his participation in the Offer for Sale are as set out below.

S. No.	Name	Date of consent letter	Number of Offered Shares
1.	Swapnil Jatinbhai Shah	July 13, 2024	850,000
2.	Ashokkumar Vijaynsinh Barot	July 13, 2024	550,000
3.	Sangeeta Mukur Barot	July 13, 2024	300,000
4.	Prakash M Sanghvi	July 13, 2024	1,000,000

Each Selling Shareholder has confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. Each Selling Shareholder has authorized the inclusion of their respective portion of the Offered Shares in the Offer for Sale. In accordance with Regulation 8A of the SEBI ICDR Regulations; (i) the Selling Shareholder holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully-diluted basis), shall not exceed more than50% of their respective pre-issue shareholding (on a fully-diluted basis).For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures- Authority of the Offer" on page 411.

(3) In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 (net of Employee Discount, if any) to each Eligible Employee), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" and "Offer Procedure" on pages 429 and 433, respectively.

(4) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will 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 [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added

to the QIB Portion and allocated proportionately to the QIBs (other than Anchor Investors) in proportion to their Bids. See "Offer Procedure" on page 433.

(5) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB portion would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange. 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 Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see "Offer Structure" on page 429.

(6) SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use the UPI Mechanism. 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.

(7) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

^ Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 1,000 million, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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 RHP and Prospectus.

For further details, see "*Offer Structure*", "*Terms of the Offer*" and "*Offer Procedure*" on pages 429, 423 and 433 respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 267 and 372, respectively.

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

RESTATED CONSOLIDATED SUMMARY BALANCE SHEET

(*in ₹ million*)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	1,522.02	55.10	53.23
Right-of-use assets	91.35	16.99	4.47
Capital work in progress	177.68	80.55	3.46
Goodwill	382.09	-	-
Other intangible assets	358.78	200.38	11.26
Intangible Assets under Development	793.15	264.05	77.16
Financial assets			
(i) Investments	0.07	164.54	154.05
(ii) Loans	-	0.98	10.36
(iii) Other financial assets	204.57	5.22	2.50
Deferred tax assets (net)	149.59	-	4.51
Other non-current assets	30.43	9.35	-
Income tax assets (net)			
Total non-current assets	**3,709.73**	**797.16**	**321.00**
Current assets			
Inventories	373.74	31.24	29.83
Financial assets			
(i) Investments	-	-	-
(ii) Trade receivables	1,120.06	221.07	196.31
(iii) Cash and cash equivalents	76.47	1.00	20.20
(iv) Bank balances other than (iii) above	54.08	-	11.95
(v) Loans	3.34	-	-
(vi) Other financial assets	661.56	168.17	-
Current tax assets (net)			
Other current assets	219.85	91.89	12.23
Assets classified as held for sale	-	-	-
Total current assets	**2,509.10**	**513.37**	**270.52**
Total assets	**6,218.83**	**1,310.53**	**591.52**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	305.05	98.15	87.42
Instruments entirely equity in nature	-	-	-
Other equity	1,737.63	356.84	278.48
Equity attributable to the owners of the company	**2,042.68**	**454.99**	**365.90**
Non controlling interest	**274.42**	-	-
Total equity	**2,317.10**	**454.99**	**365.90**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	1,336.56	297.32	122.16
(ii) Lease liabilities	77.78	15.83	4.07
Provisions	12.38	2.60	0.54
Deferred tax liability (net)	-	20.96	-
Other non-current liabilities	-	-	-
Total non-current liabilities	**1,426.72**	**336.71**	**126.77**
Current liabilities			
Financial liabilities			
(i) Borrowings	1,147.28	310.31	19.91
(ii) Lease liabilities	14.81	2.48	1.41
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	210.94	2.86	0.45
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	919.17	132.96	70.91
(iv) Other financial liabilities	46.02	44.69	2.77
Other current liabilities	51.89	8.85	2.05
Provisions	13.84	0.83	0.07
Current tax liabilities (net)	71.06	15.85	1.28
Total current liabilities	**2,475.01**	**518.83**	**98.85**
Total equity and liabilities	**6,218.83**	**1,310.53**	**591.52**

RESTATED CONSOLIDATED SUMMARY OF PROFIT AND LOSS

(*in ₹ million, unless otherwise stated*)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	2,145.24	353.37	141.70
Other income	28.18	36.84	4.61
Total income	**2,173.42**	**390.21**	**146.31**
Expenses			
Cost of materials consumed	319.55	3.45	0.01
Purchases of stock-in-trade	703.01	129.03	104.33
Changes in inventories of finished goods, work-in-progress and stock-in-trade	38.77	(4.82)	(24.00)
Employee benefits expense	354.56	47.93	28.61
Finance costs	94.46	21.38	5.65
Depreciation and amortisation expenses	100.18	17.79	7.05
Other expenses	313.45	51.08	13.23
Total expenses	**1,923.98**	**265.84**	**134.88**
Restated Profit / (Loss) before tax and share of profit of associates			
Share of profit of associates			
Restated Profit / (Loss) before tax	249.44	124.37	11.43
Tax expense:			
Current tax	80.00	14.26	1.73
Deferred tax charge / (credit)	(157.64)	25.78	(0.21)
Total tax expense	**(77.64)**	**40.04**	**1.52**
Restated Profit / (Loss) for the period / year	**327.08**	**84.33**	**9.91**
Other Comprehensive Income / (Loss)			
(i) Items that will not be reclassified subsequently to profit or loss	(10.64)	(0.15)	0.12
Re-measurement of gain/ (loss) on defined benefit plans			
(ii) Income tax relating to items that will not be reclassified to profit or loss	3.18	0.04	(0.03)
(iii) Items that will be reclassified subsequently to profit or loss	(3.25)	(10.15)	0.50
Gain/ (loss) on fair value of investment carried at fair value through other comprehensive income	-	-	-
(iv) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Restated Other Comprehensive Income / (Loss) for the period/year	(10.71)	(10.26)	0.59
Restated Total Comprehensive Income/ (Loss) for the period / year	**316.37**	**74.07**	**10.50**
Restated Profit/ (Loss) for the period/ year attributable to:			
Owners of the company	**314.55**	**84.33**	**9.91**
Non-controlling interests	**12.53**	-	-
Restated Other Comprehensive Income / (Loss) attributable to			
Owners of the company	**(10.71)**	**(10.26)**	**0.59**
	-	-	-
Restated Total Comprehensive Income / (Loss) attributable to			
Owners of the company	**303.84**	**74.07**	**10.50**
Non-controlling interests	**12.53**	-	-
Restated earnings / (Loss) per Equity Share (Face value of ₹ 1/- each)			
- Basic (in ₹)	13.67	8.87	1.81
- Diluted (in ₹)	12.21	6.65	1.81

RESTATED CONSOLIDATED SUMMARY CASH FLOWS

(*in ₹ million*)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities			
Profit / (Loss) before tax as per Restated Statement of Profit and Loss	**249.44**	**124.37**	**11.43**
Adjustments for			
Depreciation and amortization expense	100.18	17.79	7.05
Net (gain)/loss on foreign exchange fluctuations (unrealised)	(2.50)	(10.15)	0.50
Finance costs	85.00	18.37	5.10
Interest income	(4.59)	(0.39)	(1.93)
Deferred tax recognised through goodwill / Business Combinations	0.81	-	-
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	(0.33)	(0.15)	0.12
Operating cash profit before working capital changes	**428.00**	**149.84**	**22.28**
Changes in working capital:			
Decrease/(Increase) in Inventories	(10.44)	(1.42)	(26.44)
(Increase)/ Decrease in trade receivables	(571.09)	(24.74)	(194.00)
Decrease/(Increase) in Other Financial Assets	(687.38)	(170.90)	(1.14)
Decrease/(Increase) in Loans	4.24	9.38	41.90
Decrease/(Increase) in Other Non-Current Assets	(11.96)	(9.35)	-
Decrease/(Increase) in Other Current Assets	147.53	(79.67)	(5.50)
Increase/ (Decrease) in trade payables	508.95	64.46	70.07
Increase/(Decrease) in Other Current Liabilities	27.35	6.80	(12.48)
Increase/(Decrease) in Other Financial Liabilities	(15.79)	41.93	1.39
Increase/(Decrease) in Provisions & tax liabilities	61.94	17.41	0.88
Cash Generated from/(used in) Operating Activities	**(118.65)**	**3.74**	**(103.06)**
Direct Taxes Paid (Net)	(80.06)	(14.53)	(1.41)
Net cash flow (used in) / generated from operating activities (A)	**(198.71)**	**(10.79)**	**(104.47)**
Cash flow from investing activities			
Purchases of property, plant and equipment, including intangible assets, capital work-in-progress and capital	(518.25)	(472.77)	(106.82)
Investment in Subsidiaries through Cash	(32.91)	-	-
Investments in Other Entities	-	(10.49)	(139.52)
Interest received	4.59	0.39	1.93
Net cash flow used in investing activities (B)	**(546.57)**	**(482.87)**	**(244.40)**
Cash flow from financing activities			
Proceeds from issue of Equity Shares	58.72	10.73	49.42
Proceeds from Premium on Issue of Equity Share Capital	311.21	16.09	190.79
Proceeds from issue of Compulsory convertible debentures			
Capital infused by Non controlling interest holders	(13.55)	(11.80)	25.40
Proceeds /(Repayment) of Long Term Borrowings (Net)	31.66	175.15	89.93
Proceeds from Short-term borrowings (net)	580.43	290.40	15.06
Interest paid	(85.00)	(18.37)	(5.10)
Proceeds from Government Grant			
Payment of lease liabilities	(13.66)	0.31	(0.87)
Net cash flow from financing activities (C)	**869.81**	**462.51**	**364.62**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**124.53**	**(31.15)**	**15.75**
Cash and cash equivalents at the beginning of the year	1.00	32.15	16.40
Add: Cash & Bank Acquired in Business Combinations	5.02	-	-
Cash and cash equivalents at the end of the period/year	**130.55**	**1.00**	**32.15**

GENERAL INFORMATION

Our Company was originally incorporated as "Senores Pharmaceuticals Private Limited" a private limited company under the Companies Act, 2013 through certificate of incorporation dated December 26, 2017, issued by the Registrar of Companies, Central Registration Centre.

The name of the Company was thereafter changed to "Senores Pharmaceuticals Limited**"** upon conversion to a public limited company pursuant to a Board resolution dated August 1, 2023, a special resolution passed in the extraordinary general meeting of the Shareholders held on August 24, 2023 and the approval of the central government dated September 4, 2023, and consequently a fresh certificate of incorporation dated September 4, 2023, was issued by the RoC to reflect the change in name.

Registered and Corporate Office of our Company

1101 to 1103, 11th floor,
South Tower,
ONE 42 Opp. Jayantilal Park,
Ambali Bopal Road,
Ahmedabad, Gujarat-380054.

Corporate Identity Number: U24290GJ2017PLC100263

Registrar of Companies

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

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

Filing

A copy of this Draft Red Herring Prospectus shall be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with the SEBI at:

Securities and Exchange Board of India
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.

Board of Directors

The table below sets forth the details of the constitution of our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Swapnil Jatinbhai Shah	Managing Director	05259821	41, Ashwa Villa Bunglows, Sindhu Bhavan Road Thaltej, Daskroi, Ahmedabad – 380 059, Gujarat
Sanjay Shaileshbhai Majmudar	Chairman and Non-Executive, Non-Independent Director	00091305	24, Sumadhur Society, near Nehrunagar Soc, S.M. Road, Ambawadi, Ahmedabad – 380 015, Gujarat, India
Hemanshu Nitinchandra Pandya	Non-Executive, Non-Independent Director	10383995	4 Banyan Road, Skillman, NJ – 08550, United States
Jitendra Babulal Sanghvi	Non-Executive, Non-Independent Director	00271995	4, The Raj Co. Op. Housing Society, B/H, Bank of India, Usmanpura, Ahmedabad City, Naranpura, Vistar, Gujarat, 380013
Chetan Bipinchandra Shah	Whole-Time Director and Chief Operating Officer	10381971	8 Vidhyanagar Society-2, Nr. Mehta Sweet Mart, Usmanpura, Ashram Road, Ahmedabad – 380 014, Gujarat, India

Name	Designation	DIN	Address
Deval Rajnikant Shah	Whole-Time Director and Chief Financial Officer	00332722	B-1302, Aaryan Opulence, Nr. Jayantilal Park BRTS, Ambli Road, Ambli, Ahmedabad – 380 058, Gujarat, India
Ashokkumar Vijaysinh Barot	Non-Executive, Non-Independent Director	01192300	Aviraj, Sahara Township, Radhanpur Road, Dediyasan, Mahesana -2, Mahesana,– 384 002, Gujarat
Arpit Deepakkumar Shah	Non-Executive, Non-Independent Director	07214641	12/A Aditya Bunglows, Drive-in Road, Opp Sal Hospital, Thaltej, Ahmedabad – 380 054, Gujarat India
Naresh Bansilal Shah	Non-Executive, Independent Director	10384306	407/406, Raheja Classique, Building No-4, New Link Road, Oshiwara, Behind Infinity Mall, Andheri West, Mumbai, Maharashtra – 400 053
Manjula Devi Shroff	Non-Executive, Independent Director	00297159	10 Rushil Bunglows New Jay Ambe Park Society, Bodakdev, Ahmedabad City, Gujarat – 380 054
Kalpit Rajesh Gandhi	Non-Executive, Independent Director	02843308	17/A/2, Santosha Park BH Hira Rupa Hall, Ambali Bopal Road, Ahmedabad – 380 058, Gujarat, India
Udayan Dileep Choksi	Non-Executive, Independent Director	02222020	E-7, Sea Face Park, 50, B Desai Road, Breach Candy Hospital, Breach Candy, Cumballa Hill, Mumbai – 400026, Maharashtra, India

For brief profiles and further details of our Directors, see "*Our Management*" on page 240.

Company Secretary and Compliance Officer

Nidhi Dilipbhai Kapadia is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

Nidhi Dilipbhai Kapadia
1101 to 1103, 11th Floor,
South Tower,
ONE 42 Opp., Jayantilal Park,
Ambali Bopal Road,
Ahmedabad, Gujarat - 380054
Tel: +91 79 2999 9857
E-mail: cs@senorespharma.com

Statutory Auditors of our Company

M/s. Pankaj R Shah and Associates
7th Floor, Regency Plaza,
Opposite Rahul Tower
Near Madhur Hall,
Anandnagar Cross Roads
Satellite, Ahmedabad - 380015
E-mail: nilesh.shah@prsca.in
Tel: +91 -79-2693 1024
ICAI Firm Registration Number: 107361W
Peer Review Certificate Number: 013474

Changes in Statutory Auditors

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

Particulars	Date of Change	Reason for Change
M/s Parikh & Majmudar, Chartered Accountants B-303, GCP Business Center, Opp: Navrangpura Fire Station, Nr Vijay Cross Road Navrangpura, Ahmedabad - 380009 **E-mail:** audit@smajmudar.com **Firm Registration Number:** 107525W **Peer Review Certificate Number:** 013741	February 6, 2024	Resignation to avoid a potential conflict of interest that may arise in near future.
Pankaj R Shah and Associates 7th Floor, Regency Plaza,	February 19, 2024	Appointment to fill casual vacancy

Particulars	Date of Change	Reason for Change
Opposite Rahul Tower Near Madhur Hall, Anandnagar Cross Roads Satellite, Ahmedabad - 380015 **E-mail:** nilesh.shah@prsca.in **Firm Registration Number:** 107361W **Peer Review Certificate Number:** 013474		

Investor Grievances

Investors may contact our Company Secretary and Compliance Officer, the Book Running Lead Managers 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.

All Offer related grievances, other than that of 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, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances 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, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex,
N.M. Joshi Marg, Lower Parel,
Mumbai – 400013
Maharashtra, India
Tel.: +91 22 4332 0735
E-mail: senores.ipo@equirus.com
Website: www.equirus.com
Investor grievance
e-mail: investorsgrievance@equirus.com
Contact person: Jenny Bagrecha
SEBI Registration Number: INM000011286

Ambit Private Limited
Ambit House, 449 Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel.: + 91 22 6623 3030
E-mail : senores.ipo@ambit.co
Website: www.ambit.co
Investor grievance e-mail: customerservicemb@ambit.co
Contact Person: Miraj Sampat
SEBI Registration Number: INM000010585

Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*)
801 – 804, Wing A, Building No 3
Inspire BKC, G Block, Bandra Kurla Complex East
Mumbai 400 051,
Maharashtra, India
Tel.: +91 22 4009 4400
E-mail: Senores@nuvama.com
Website: www.nuvama.com
Investor grievance
e-mail: customerservice.mb@nuvama.com
Contact person: Lokesh Shah
SEBI Registration Number: INM000013004

Inter-se Allocation of Responsibilities between the BRLMs

The table below sets forth the *inter-se* allocation of responsibilities for various activities among the BRLMs.

Sr. No	Activities	Responsibility	Coordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. 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 and RoC filing.	BRLMs	Equirus
2.	Drafting and approval of all statutory advertisement	BRLMs	Equirus
3.	Appointment of Intermediaries - Registrar to the Issue, Printer and Advertising Agency including coordination of all agreements to be entered into with such Intermediaries	BRLMs	Equirus
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	BRLMs	Ambit
5.	Appointment of Intermediaries - Banker(s) to the Issue, Monitoring Agency and other intermediaries, including coordination of all agreements to be entered into with such Intermediaries	BRLMs	Ambit
6.	Preparation of road show presentation and frequently asked questions	BRLMs	Nuvama
7.	International institutional marketing of the Issue, which will cover, inter alia: • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	BRLMs	Nuvama
8.	Domestic institutional marketing of the Issue, which will cover, *inter alia*: • Institutional marketing strategy • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	BRLMs	Equirus
9.	Non-institutional and Retail marketing of the Issue, which will cover, *inter alia*: • Formulating marketing strategies, preparation of publicity budget • Finalising media, marketing and public relations strategy; • Arranging for selection of underwriters and underwriting agreement; • Finalising collection centers; • Finalising centres for holding conferences for brokers etc.; and • Follow-up on distribution of publicity and Issue material including form, RHP/Prospectus and deciding on the quantum of the Issue material	BRLMs	Ambit
10.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, book building software, bidding terminals and mock trading.	BRLMs	Nuvama
11.	Managing the book and finalization of pricing in consultation with the Company.	BRLMs	Equirus
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Issue activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the Issuer about the closure of	BRLMs	Nuvama

Sr. No	Activities	Responsibility	Coordination
	the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of final post Issue report to SEBI.		

Syndicate Members

[●]

Legal Counsel to the Company

Trilegal
One World Centre,
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai – 400 013

Registrar to the Offer

Link Intime India Private Limited
C 101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Maharashtra, India 400083
Tel: +91 81081 14949
E-mail: senorespharma.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: senorespharma.ipo@linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

[●]

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

HDFC Bank Limited
Shop No. 5-9 Sukh Sagar Complex,
Nr. Fortune Landmark Hotel,
Usmanpura, Ahmedabad – 380013
Tel: 079-40072428
E-mail: maulikv.shah@hdfcbank.com

Website: www.hdfcbank.com
Contact person: Maulik V. Shah

ICICI Bank Limited
Entice Building Shop Number 2,
Ground Floor,
Nr. Jayantilal Brts Ambli Bopal Road,
Ahmedabad – 380058
Tel: 9909958154
E-mail: yashesh.desai@icicibank.com
Website: www.icicibank.com
Contact person: Yashesh Desai

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Form, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or 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?doRecognised=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, as updated from time to time or any such other website as may be prescribed by SEBI 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 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 Stock Exchanges at

www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

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

Credit Rating

As the Offer is an initial public offering of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

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

Debenture Trustees

As the Offer is an initial public offering of Equity Shares, the appointment of debenture trustees is not required.

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency, prior to the filing of the Red Herring Prospectus with the RoC for monitoring the utilization of the Gross Proceeds. For further details in relation to the proposed utilisation of the Net Proceeds, see '*Objects of the Offer*' on page 111.

Appraising Agency

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

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

1. Written consent dated July 26, 2024 from M/s. Pankaj R. Shah & Associates, the Statutory Auditors, 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 Auditors, and in respect of their (i) examination report, dated July 11, 2024 on our Restated Consolidated Financial Information; (ii) their report dated July 24, 2024 on the statement of possible special tax benefits in this Draft Red Herring Prospectus, included 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.

2. Our Company has received written consent dated July 22, 2024 from Jitendra Shrivastava, independent project expert, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a project expert and in respect of his certificate dated July 22, 2024 in relation to approvals and licenses required for the injectable manufacturing facility at the Capex Land, and the details derived from such certificate and included in this Draft Red Herring Prospectus.

3. Our Company has received written consent dated July 23, 2024 from Ramesh Mahipatram Trivedi, Dev Consultant, independent chartered engineer, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of his certificate dated July 23, 2024 in relation to our Company's manufacturing capacities and capacity utilization at all of its manufacturing facilities and the details derived from such certificate and included in this Draft Red Herring Prospectus.

4. Our Company has received written consent dated July 25, 2024 from Tapan Shah, practicing company secretary, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 in its capacity as practicing company secretary and in respect of their certificate dated July 25, 2024 issued in connection with inter alia the share capital buildup and such consent has not been withdrawn as of the date of this Draft Red Herring

Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Book Building Process

Book building process, 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. The Price Band, the minimum Bid Lot size and the Employee Discount, if any, will be decided by our Company, in consultation with the BRLMs and shall be advertised in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati language national daily with wide circulation (Gujarati being the regional language of Ahmedabad where our Registered Office is located), and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

All investors, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in case of UPI Bidders, by alternatively using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹200,000) and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and can withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw Bids after the Anchor Investor Bid/ Offer Period. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Additionally, 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.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Offer*', '*Offer Structure'* and *'Offer Procedure'* on pages 423, 429 and 433, respectively.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI, which are subject to change from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

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 433.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters, who shall be merchant bankers or stockbrokers registered with SEBI, for the Equity Shares. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement, it is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

(This portion has been intentionally left blank and will be filled in before the Prospectus is filed with the RoC)

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

The abovementioned underwriting commitments are indicative and will be finalised after determination of the Offer Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors (based on representations made to our Company by the Underwriters), the resources of each of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

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

CAPITAL STRUCTURE

Our Company's share capital, as of the date of this Draft Red Herring Prospectus, is disclosed below.

(In ₹ except share data)

S. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**[(1)]		
	54,000,000 Equity Shares of face value ₹10 each	540,000,000	-
	500,000 Preference Shares of face value ₹100 each	50,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	33,265,865 Equity Shares of face value of ₹10 each	332,658,650	-
C	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value ₹10 each aggregating up to ₹ [●] million[(2)(4)]	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 5,000 million[(2)(4)]	[●]	[●]
	Offer for Sale of up to 2,700,000 Equity Shares of face value ₹10 each aggregating up to ₹ [●] million[(3)]	[●]	[●]
	The Offer includes:		
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million[(5)]		
	Net Offer of up to [●] Equity Shares		
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 10 each	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		1,961,017,095
	After the Offer		[●]

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters—Amendments to the Memorandum of Association" on page 237.*

(2) *Our Board has authorised the Offer, pursuant to their resolution dated April 9, 2024 and July 22, 2024, and our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated July 26, 2024. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated May 25, 2024.*

(3) *The Selling Shareholders have confirmed that the Offered Shares are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations and confirm compliance with and will comply with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable. For details on the authorizations by the Selling Shareholder in relation to the Offer for Sale, see "The Offer" on page 81.*

(4) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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.*

(5) *In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). 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 undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

Notes to Capital Structure

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

Our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of specified securities from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.

(a) *History of Equity Share capital of our Company:*

Primary issuance of Equity Shares

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
December 26, 2017	10,000	10	10	Initial subscription to the Memorandum of Association	Cash	10,000	100,000	4,750 Equity Shares each were allotted to Swapnil Jatinbhai Shah, and Anar Swapnil Shah and 500 Equity Shares were allotted to Pinkyben Jatinbhai Shah
November 19, 2019	490,000	10	40	Rights issue	Cash	500,000	5,000,000	109,750 Equity Shares were allotted to Swapnil Jatinbhai Shah, 108,750 Equity Shares were allotted to Anar Swapnil Shah, 113,250 Equity Shares were each allotted to Ashokkumar Vijaysinh Barot and Sangeeta Mukur Barot, and 45,000 Equity Shares were allotted to Pankaj Chaudhari
June 16, 2020	1,000,000	10	10	Rights issue	Cash	1,500,000	15,000,000	227,500 Equity Shares each were allotted to Swapnil Jatinbhai Shah, Anar Swapnil Shah, Ashokkumar Vijaysinh Barot and Sangeeta Mukur Barot and 90,000 Equity Shares were allotted to Pankaj Chaudhari
November 28, 2020	2,250,000	10	23	Rights issue	Cash	3,750,000	37,500,000	562,500 Equity Shares each were allotted to Swapnil Jatinbhai Shah, Anar Swapnil Shah, Ashokkumar Vijaysinh Barot and Sangeeta Mukur Barot
March 30, 2021	50,000	10	29	Preferential Issue	Cash	3,800,000	38,000,000	50,000 Equity Shares were allotted to Deval Rajnikant Shah
November 24, 2021	2,682,000	10	25	Rights issue [(1)]	Cash	6,482,000	64,820,000	1,291,000 Equity Shares each were allotted to Swapnil Jatinbhai Shah, Anar Swapnil Shah, and 100,000 Equity Shares were allotted to Deval Rajnikant Shah
November 30, 2021	3,333,000	10	60	Conversion of 199,980 0% Unsecured CCDs Series-I	Cash[*]	9,815,000	98,150,000	1,000,000 Equity Shares were allotted to Prakash Sanghvi, 666,600 Equity Shares were allotted to Jayanti Sanghvi, 333,300 Equity Shares each were allotted to Jigar Sanghvi, Manoj Prakash Sanghvi and Shantilal Sanghvi, 233,300 Equity Shares were allotted to Shantaben Sanghvi, 166,600 Equity Shares were allotted to Chunilal Sanghvi, and 266,600 Equity Shares were allotted to Ravi Sanghvi
May 3, 2023	7,131,366	10	63	Shares of Havix Group, Inc. d/b/a	Other than cash	16,946,366	169,463,660	2,178,000 Equity Shares were allotted to Ashokkumar Vijaysinh Barot, 330,000 Equity Shares were allotted to Dhananjay Barot,

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
				Aavis Pharmaceuticals, acquired by our Company pursuant to share swap agreements[(2)]				684,750 Equity Shares were allotted to Aviraj Group LLC, 1,895,190 Equity Shares were allotted to Aviraj Overseas LLC, and 2,043,426 Equity Shares were allotted to Renosen Pharmaceuticals Private Limited
August 19, 2023	5,321,833	10	63	Rights issue	Cash	22,268,199	222,681,990	921,281 Equity Shares were allotted to Swapnil Jatinbhai Shah, 802,280 Equity Shares were allotted to Ashokkumar Vijaysinh Barot, 405,455 Equity Shares were allotted to Sangeeta Mukur Barot, 50,000 Equity Shares were allotted to Deval Rajnikant Shah, 216,192 Equity Shares were allotted to Jigar Prakash Sanghvi, 216,193 Equity Shares were allotted to Manoj Prakash Sanghvi (*jointly held with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*), 139,739 Equity Shares were allotted to Ravi Pawankumar Sanghvi, 650,793 Equity Shares were allotted to Renosen Pharmaceuticals Private Limited, 495,000 Equity Shares were allotted to Espee Therapeutics LLP, 396,825 Equity Shares were allotted to Mukurdhvaj Barot, 76,852 Equity Shares were allotted to Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi)*, 40,030 Equity Shares each were allotted to Mahendrakumar Chunilal Sanghvi *(held jointly with Usha Mahendra Sanghvi and Prakash Mishrimal Sanghvi)* and Vijay Chunilal Sanghvi *(held jointly with Sanghvi Chandra and Prakash Mishrimal Sanghvi)*, 119,481 Equity Shares were allotted to Prashant Jayantilal Sanghvi *(held jointly with Sarika Prashant Sanghavi and Prakash Mishrimal Sanghvi)*, 119,480 Equity Shares were allotted to Sarika Prashant Sanghvi *(held jointly with Prashant Jayantilal Sanghvi and Prakash Mishrimal Sanghvi)*, 139,739 Equity Shares were allotted to Shilpa Ravi Sanghvi *(held jointly with Ravi Pawankumar Sanghvi)*, 216,193 Equity Shares were allotted to Sheetal Nilesh Sanghvi, and 276,270 Equity Shares were allotted to Yashkumar Shantilal Sanghvi *(held jointly with Shantilal Mishrimal Sanghvi and Prakash Mishrimal Sanghvi*).
August 19, 2023	313	10	63	Conversion of 20 0% Unsecured CCDs Series-I	Cash[*]	22,268,512	222,685,120	63 Equity Shares each were allotted to *Jayantilal Misrimal Sanghvi (held jointly with Shobnadevi Jayanti Sanghvi and Prakash Misrimal Sanghvi),*, Chunilal Sanghvi *(held jointly with Arunaben Chunilal Sanghvi and Prakash Mishrimal Sanghvi)* and Ravi Sanghvi , and 31 Equity Shares each were allotted to Jigar Sanghvi, Manoj Prakash Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal*

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
								Misrimal Sanghvi), Shantilal Sanghvi and Shantaben Babulal Sanghvi *(held jointly with Babulal Misrimal Sanghvi and Prakash Misrimal Sanghvi)*
August 19, 2023	3,174,600	10	63	Conversion of 200,000 0% Unsecured Fully CCDs Series-II	Cash*	25,443,112	254,431,120	476,190 Equity Shares were allotted to Prakash Sanghvi *(held jointly with Rashmidevi Prakashmal Sanghvi)*, 317,460 Equity Shares each were allotted to Jayanti Mishrimal Sanghvi HUF, Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*), and Shobhnadevi Sanghvi *(held jointly with Jayantilal Mishrimal Sanghvi and Prakash Misrimal Sanghvi)*, 95,238 Equity Shares were allotted to Shantaben Sanghvi *(held jointly with Babulal Misrimal Sanghvi and Prakash Misrimal Sanghvi)*, 158,730 Equity Shares each were allotted to Chunilal Sanghvi *(held jointly with Arunaben Chunilal Sanghvi and Prakash Mishrimal Sanghvi)*, and Shashi Sanghvi, 238,095 Equity shares were allotted to Sheetal Sanghvi, 301,587 Equity Shares were allotted to Sanghvi Prakashmal Mishrimal HUF, 285,714 Equity Shares were allotted to Sangvi Shantilal Mishrimal HUF, and 507,936 Equity Shares were allotted to Sanghavi Pavankumar Mishrimalji HUF
December 12, 2023	3,261,744	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to the share swap agreement dated November 2, 2023[(3)]	Other than cash	28,704,856	287,048,560	3,261,744 Equity Shares were allotted to Remus Pharmaceuticals Limited
December 14, 2023	1,249,759	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to share subscription cum shareholders agreement dated February 5, 2022[(4)]	Other than cash	29,954,615	299,546,150	838,095 Equity Shares were allotted to Ratnamani Marketing Private Limited and 411,664 Equity Shares were allotted to Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)
February 10, 2024	550,000	10	63	Preferential Issue	Cash	30,504,615	305,046,150	450,000 Equity Shares were allotted to Swapnil Jatinbhai Shah and 100,000 Equity Shares were allotted to Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
April 9, 2024	1,695,000	10	180	Conversion of 1,695 0% Unsecured Fully CCDs Series-III	Cash*	32,199,615	321,996,150	1,695,000 Equity Shares were allotted pursuant to conversion of 1,695 0% Unsecured Fully CCDs Series-III to list of allottees (5)
June 17, 2024	1,066,250	10	320	Conversion of 1,066,250 0% Unsecured Fully CCDs Series-IV	Cash*	33,265,865	332,658,650	1,066,250 Equity Shares were allotted pursuant to conversion of 1,066,250 0% Unsecured Fully CCDs Series-IV to list of allottees (6)

* *The consideration was paid at the time of subscription to the CCDs.*

(1) *Issuance of 2,682,000 partly paid-up shares, out of which ₹ 7.50 (including a premium of ₹ 4.50) per Equity Share was paid on November 24, 2021, ₹ 7.50 (including a premium of ₹ 4.50) per Equity Share was paid on January 10, 2022 and ₹ 10 (including a premium of ₹ 6) which were fully paid up on July 13, 2022.*

(2) *Allotment pursuant to the (i) Share Swap Agreements dated December 21, 2022 between our Company, Ashok Barot, Dhananjay Barot, Renosen Pharmaceuticals Private Limited and Havix Group, Inc. d/b/a Aavis Pharmaceuticals, (ii) Share Swap Agreement dated April 14, 2023 between our Company, Aviraj Group LLC, Aviraj Overseas LLC and Havix Group, Inc. d/b/a Aavis Pharmaceuticals, and (iii) Share Swap Agreement dated April 14, 2023 between our Company, Renosen Pharmaceuticals Private Limited and Havix Group, Inc. d/b/a Aavis Pharmaceuticals. For further details, please see section titled "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years" on page 229.*

(3) *Allotment pursuant to share swap agreement dated November 2, 2023. For further details, please see section titled "History and Certain Other Corporate Matters – Acquisition of equity shares of Ratnatris Pharmaceuticals Private Limited" on page 229*

(4) *Allotment pursuant to Share Subscription-Cum-Shareholders Agreement dated February 5, 2022 read with the Amendment Agreement to the Share Subscription-Cum-Shareholders Agreement dated December 13, 2023. For further details, please see section titled "History and Certain Other Corporate Matters – Shareholders' Agreements" on page 230.*

(5) *10,000 Equity Shares were each allotted to A Uttamchand Jain and Sons HUF, and Chandani Alpesh Modi, 14,000 Equity Shares were each allotted to Ajaya Sharma, Akash Kumar, Amit Gunchandra Mehta, Arunkumar Bhavana, Bharat Kumar, Chandrakala Poddar, Deepak Shah, Jatin Sachdev, Jaya Prem Rajdev, Jayshreeben Desai (held jointly with Hemant Kumar Jasvantrai Desai), Kavita Jain, Lumos Advisors LLP, Mangilal G Rakhecha, Nishank Sakariya, Narendra Kumar Srisrimal, Panna Gunchandra Mehta, Prashant Mishra, R Sunil Kumar, Rajnikant Meghji, Renuka Sancheti, Swapnil Jatinbhai Shah, Shalini M G, Shobha Sunil Khetpalia, Sunil Khetpalia, Suresh Kumar Nikitha, and Vardhaman Kothari, 22,000 Equity Shares were each allotted to Alpesh R Modi HUF, Avinash, Karupakala Ravindra Pratibha, Kewal Chand Arvind Kumar, Manoj Alokchand Gadiya, Mukesh Kumar Jain, Navratan Kumar Gulecha, Rajesh H Sethia HUF, Ravindra Lakshmaiahsetthy Karpakla, Rekha, Sunil Kumar, Sunil Shlok, Vijayraj Kanmal Jain, and Vikas Rekha Bohra, 5,000 Equity Shares were each allotted to Aniket Mohan Gore, Kamlesh A Sampat (held jointly with Leena k. Sampat), and Renuka Sanjay Dudhawat, 33,000 Equity Shares were allotted to Anjan Vansh Bantia, 25,000 Equity Shares were each allotted to Asha Arun Patankar, Ceramet Consultants Private Limited, and Tina Bhandari, 18,000 Equity Shares were each allotted to Binny Malav Shah, Malav Prakashkumar Shah, Prakash Arvindbhai Shah HUF, and Vimalaben Arvindkumar Shah, 16,000 Equity Shares were allotted to Bo Jingen, 83,000 Equity Shares were each allotted to Gunavanth Kumar Rekha (held jointly with Gunavanth Kumar Neha), and Prakash Chand Gothamchand, 56,000 Equity Shares were each allotted to Gothamchand A and Gunavanth Kumar HUF, 42,000 Equity Shares were allotted to Hirachand Padma Jain, 55,000 Equity Shares were allotted to Harichand Mohanchand, 17,000 Equity Shares were allotted to Jyoti Bhaiya, 44,000 Equity Shares were allotted to Mamata Jitendra Jain, 28,000 Equity Shares each were allotted to Mithalal Nirmal Kumar, Rishab Intermediates Private Limited, Rudra Murthy B V., Shankesh Vijayakumar, V Rajkumari, Vikas Kumar Gadiya, and Vimal Kumar Srisrimal, 8,000 Equity Shares were allotted to Naba Krushna Dash, 47,000 Equity Shares were allotted to Nikesh Kumar Kushal, 30,000 Equity Shares were allotted to Ramanlal B Golecha, 35,000 Equity Shares were allotted to Sandeep Bhandari and 40,000 Equity Shares were allotted to Singhvi Heritage LLP.*

(6) *30,000 Equity Shares were each allotted to Jatin Siddharth Shah (held jointly with Pinky Jatin Shah) and Pinky Jatin Shah (held jointly with Jatin Siddharth Shah), 2,000 Equity Shares were each allotted to Falguni Sandeep Shah, Mayur Bhimbhai Vakani, Sunita Anilkumar Shah, Aashka Shah, 7,000 Equity Shares were allotted to Vishrut C Pathak HUF, 5,000 Equity Shares were each allotted to Akshay Gautam Patel, Alpa Tapan Shah (held jointly with Tapan Rajnikant Shah), Miraj D. Shah, Anushal Darshanbhai Shah HUF, Dinesh Vakil, Raghuraj Daleep Thirani, Pratik Kirtikumar Patel, Shah Niru Ashok, Mansi Praful Ganatra, Sheth Milin Hiteshbhai, Purvi Keyurbhai Shah (held jointly with Keyurbhai Bipinchandra Shah), Dhruv Bharatbhai Rajyaguru, Umesh Rajanikant Shah (held jointly with Pauravi Umesh Shah), Parag Hasmukhbhai Shah, Ashwin Prahladbhai Patel, Aditya Ajay Thakkar, Thakkar Ajay, Chaitali Anshul Shah, Pratapbhai Nagindas Sanghvi, Nishant Upendra Shah, Sahil Sanjay Gohel, Timir Jinpalbhai Shah, and Nairutiben Rupeshbhai Shah, 3,000 Equity Shares were each allotted to Miral Akshay Patel (jointly held with Akshay Gautam Patel), Janki Kushal Choksi (jointly held with Kushal Bhupesh Choksi), Vikram Shantilal Shah, Sheth Binita Ankit, Pratik Sureshkumar Thakkar, Sohini Shah, Nandini Thirani, Namrata Nishant Shah, and Payal Malav Shah, 62,500 Equity Shares were allotted to Shah Aadarsh Utkarsh (held jointly with Radhika Utkarsh Shah), 62,000 Equity Shares were allotted to Hemant Ishwarlal Modi (jointly held with Sonal Hemantbhai Modi), 20,000 Equity Shares were allotted to Kalpit Rajesh Gandhi (held jointly with Nija Kalpit Gandhi), 15,000 Equity Shares were each allotted to Mansi Aadarsh Shah, Kushal Bhupesh Chokshi (held jointly with Bhupesh Chandrakant Chokshi), Unique Tags Private Limited, Dipesh Bhanuprasad Barot HUF, Bhanuprasad Hargovandas Barot, Balwant G Purohit, Alpeshkumar Barot, and Vijaykumar Pravinchandra Barot, 156,250 Equity Shares were each allotted to UBS Discretionary Trust (Jainee Amit Jhaveri jointly held with Janakbhai Deepakbhai Parikh), and Swapnil Jatinbhai Shah, 1,000 Equity Shares were each allotted Viral Kashyap Sheth, and Bharat N Shah, 2,500 Equity Shares were each allotted to Shaival Chokshi, and Bhupesh Chandrakant Chokshi (jointly held with Vibha Bhupeshbhai Chokshi), 10,000 Equity Shares were each allotted to Sujal Arvindbhai Nanavati, Kamlesh A Sampat (held jointly with Leena K Sampat), Kailash Kabra, Varun Krishnavtar Kabra,*

Pratik Mahendra Shah, and Ruchit M Shah, 16,000 Equity Shares were allotted to Vinay Khandelwal, 7,500 Equity Shares were each allotted to Abdul Rahaman Sherani, Sajida Parvin, Suhel Salim Sherani, and Shamim Salim Sherani, 31,250 Equity Shares were allotted to Akilandeswari Selvamurthy, 4,000 Equity Shares were each allotted to Chetnaben Vinodkumar Shah, and Richa Ashok Seth and 60,000 Equity Shares were each allotted to Mukurdhvaj Yogeshkumar Barot and Ashokkumar Vijaysinh Barot.

(b) *History of preference shares of our Company*

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

(c) *History of Compulsory Convertible Debentures ("**CCDs**") of our Company*

While our Company has issued CCDs in the past, it does not have any outstanding CCDs as on the date of this Draft Red Herring Prospectus, and all CCDs issued in the past have been converted into Equity Shares as of the date of this Draft Red Herring Prospectus.

2. **Issue of shares issued for consideration other than cash or by way of bonus issue**

Except as stated below, our Company has not issued any shares in the past for consideration other than cash or by way of bonus issue, as of the date of this Draft Red Herring Prospectus:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Reason for allotment	List of allottees	Benefits accrued to our Company
May 3, 2023	7,131,366	10	63	Shares of Havix Group, Inc. d/b/a Aavis Pharmaceuticals, acquired by our Company pursuant to the share swap agreements[(1)]	2,178,000 Equity Shares were allotted to Ashokkumar Vijaysinh Barot, 330,000 Equity Shares were allotted to Dhananjay Barot, 684,750 Equity Shares were allotted to Aviraj Group LLC, 1,895,190 Equity Shares were allotted to Aviraj Overseas LLC, and 2,043,426 Equity Shares were allotted to Renosen Pharmaceuticals Private Limited	Acquired shares of Havix Group, Inc. d/b/a Aavis Pharmaceuticals
December 12, 2023	3,261,744	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to the share swap agreement dated November 2, 2023[(2)]	3,261,744 Equity Shares were allotted to Remus Pharmaceuticals Limited	Acquired shares of Ratnatris Pharmaceuticals Private Limited
December 14, 2023	1,249,759	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to share subscription cum shareholders agreement dated February 5, 2022[(3)]	838,095 Equity Shares were allotted to Ratnamani Marketing Private Limited and 411,664 Equity Shares were allotted to Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)	Acquired shares of Ratnatris Pharmaceuticals Private Limited

(1) Allotment pursuant to the (i) Share Swap Agreements dated December 21, 2022 between our Company, Ashok Barot, Dhananjay Barot, Renosen Pharmaceuticals Private Limited and Havix Group, Inc. d/b/a Aavis Pharmaceuticals (ii) Share Swap Agreement dated April 14, 2023 between our Company, Aviraj Group LLC, Aviraj Overseas LLC and Havix Group, Inc. d/b/a Aavis Pharmaceuticals and (iii) Share Swap Agreement dated April 14, 2023 between our Company, Renosen Pharmaceuticals Private Limited and Havix Group, Inc. d/b/a Aavis Pharmaceuticals. For further details, please see section titled "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years" on page 229.

(2) Allotment pursuant to share swap agreement dated November 2, 2023. For further details, please see section titled "History and Certain Other Corporate Matters – Acquisition of equity shares of Ratnatris Pharmaceuticals Private Limited" on page 229.

(3) Allotment pursuant to Share Subscription-Cum-Shareholders Agreement dated February 5, 2022 read with the Amendment Agreement to the Share Subscription-Cum-Shareholders Agreement dated December 13, 2023. For further details, please see section titled "History and Certain Other Corporate Matters – Shareholders' Agreements" on page 230.

3. **Issue of Equity Shares at a price lower than the Offer Price in the last one year**

Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus except as disclosed in the section titled *"Capital Structure - Share capital history of our Company – History of Equity Share Capital of our Company*". As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.

4. **Issue of shares out of revaluation reserves**

Our Company has not issued any shares out of revaluation reserves since its incorporation.

5. **Issue of shares pursuant to any scheme of arrangement**

Our Company has not issued or allotted any shares in terms of a scheme of arrangement approved under Sections 230-234 of the Companies Act, 2013.

6. **Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares**

As on the date of this Draft Red Herring Prospectus, our Promoters hold 7,781,311 Equity Shares constituting approximately 23.39 % of the issued, subscribed and paid-up share capital of our Company.

(a) Build-up of Promoters' equity shareholding 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	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
Swapnil Jatinbhai Shah							
December 26, 2017	4,750	10	10	Cash	Initial subscription to the Memorandum of Association	0.01	[●]
January 17, 2018	(500)	10	10	Cash	Transfer to Ashokkumar Vijaysinh Barot	Negligible	[●]
January 17, 2018	(500)	10	10	Cash	Transfer to Sangeeta Mukur Barot	Negligible	[●]
November 19, 2019	109,750	10	40	Cash	Rights Issue	0.33	[●]
June 16, 2020	227,500	10	10	Cash	Rights Issue	0.68	[●]
November 28, 2020	562,500	10	23	Cash	Rights Issue	1.69	[●]
November 24, 2021	1,291,000	10	25	Cash	Rights Issue	3.88	[●]
July 6, 2023	67,500	10	64.44	Cash	Transfer from Sangeeta Mukur Barot	0.20	[●]
August 19, 2023	921,281	10	63	Cash	Rights Issue	2.77	[●]
February 10, 2024	450,000	10	63	Cash	Preferential Issue	1.35	[●]
April 9, 2024	14,000	10	180	Cash	Conversion of 0% Unsecured Fully CCDs Series-III	0.04	[●]
June 17, 2024	156,250	10	320	Cash	Conversion of 0% Unsecured Fully CCDs Series-IV	0.47	[●]
Total	**3,803,531**					**11.43**	**[●]**
Ashokkumar Vijaysinh Barot							
January 17, 2018	500	10	10	Cash	Transfer from Swapnil Jatinbhai Shah	Negligible	[●]

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
November 19, 2019	113,250	10	40	Cash	Rights Issue	0.34	[●]
June 16, 2020	227,500	10	10	Cash	Rights Issue	0.68	[●]
November 28, 2020	562,500	10	23	Cash	Rights Issue	1.69	[●]
May 3, 2023	2,178,000	10	63	Other than cash	Shares of Havix Group, Inc. d/b/a Aavis Pharmaceuticals acquired by our Company pursuant to the share swap agreements [(1)]	6.55	[●]
July 6, 2023	33,750	10	64.44	Cash	Transfer from Sangeeta Mukur Barot	0.10	[●]
August 19, 2023	802,280	10	63	Cash	Rights Issue	2.41	[●]
June 17, 2024	60,000	10	320	Cash	Conversion of 0% Unsecured Fully CCDs Series-IV	0.18	[●]
Total	**3,977,780**					**11.96**	**[●]**

[(1)] *Allotment pursuant to the (i) Share Swap Agreements dated December 21, 2022 between our Company, Ashokkumar Vijaysinh Barot, Dhananjay Barot, Renosen Pharmaceuticals Private Limited and Havix Group, Inc. d/b/a Aavis Pharmaceuticals. For further details, please see section titled "History and Certain Other Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years" on page 229.*

(b) Details of Promoters' Contribution and lock-in

Pursuant to Regulations 14 and 16 (1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' Contribution and is required to be locked-in for a period of eighteen months from the date of Allotment. However, since the post-Offer shareholding of our Promoters shall be less than 20% of the fully diluted post-Offer Equity Share capital of our Company, certain members of the Promoter Group shall contribute to meet the shortfall, subject to a maximum of 10% of the post-Offer Equity Share Capital ("**Minimum Promoters' Contribution**").

The details of the Equity Shares held by our Promoters and certain members of the Promoter Group, which shall be locked-in for Minimum Promoters' Contribution for a period of eighteen months, from the date of Allotment as Minimum Promoters' Contribution are set forth below:[*]

Name of the Promoter/ member of the Promoter Group	Number of Equity Shares locked-in	Date up to which Equity Shares are subject to lock-in	Date of Acquisition of Equity Shares and when made fully paid-up	Nature of transaction	Face value (₹)	Issue/Acquisition price per Equity Share (₹)	Pre-Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

* *To be completed prior to filing of the Prospectus with the RoC.*

Our Promoters and certain members of the Promoter Group have given consent to include such number of Equity Shares held by them as disclosed above, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Minimum Promoter's Contribution and have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Minimum Promoter's 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.

Our Company undertakes that the Equity Shares that are being locked-in will not be 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 "*—Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares – Build-up of Promoters' equity shareholding in our Company*" on page 102.

In this connection, we confirm the following:

(i) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) The Equity Shares offered towards minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Offer Price. Provided that this does not apply to Equity Shares arising from the conversion of fully paid-up compulsorily convertible securities that have been held for a period of one year prior to filing this Draft Red Herring Prospectus and such fully paid-up compulsorily convertible securities have been converted to Equity Shares;

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

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

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

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

In addition to the Equity Shares proposed to be locked-in as part of the Minimum Promoters' Contribution as stated above as prescribed under the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (including any unsubscribed portion of the Offered Shares) will be locked-in for a period of six months from the date of Allotment, except for the Equity Shares allotted pursuant to the Offer.

(d) 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 50% of the 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.

(e) Other requirements in respect of lock-in

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a Systemically Important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or Systemically Important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

7. **Details of secondary transactions of Equity Shares**

The secondary transfers of Equity Shares by our Promoters, members of Promoter Group and Selling Shareholders, since incorporation of our Company is set forth below:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor	Details of transferee	Face value per Equity Shares (₹)	Transfer price per Equity Share (₹)	Nature of consideration	Percentage of pre- Offer Equity Share capital (%)	Percentage of post-Offer Equity Share capital (%)
January 17, 2018	500	Swapnil Jatinbhai Shah	Ashokkumar Vijaysinh Barot	10	10	Cash	Negligible	[●]
January 17, 2018	500	Swapnil Jatinbhai Shah	Sangeeta Mukur Barot	10	10	Cash	Negligible	[●]
July 3, 2023	135,000	Pankaj Chaudhari	Sangeeta Mukur Barot	10	64.45	Cash	0.41	[●]
July 6, 2023	33,750	Sangeeta Mukur Barot	Ashokkumar Vijaysinh Barot	10	64.44	Cash	0.10	[●]
July 6, 2023	67,500	Sangeeta Mukur Barot	Swapnil Jatinbhai Shah	10	64.44	Cash	0.20	[●]

Note:

(1) 500 Equity Shares initially held solely by Pinky Jatin Shah were transferred to the dematerialisation account of Pinky Jatin Shah (jointly held with Jatin Siddharth Shah) as reflected in the beneficiary position statement as on March 22, 2024.

(2) 2,194,500 Equity Shares were transferred from the dematerialisation account of Anar Swapnil Shah to a separate dematerialisation account of Anar Swapnil Shah (jointly held with Swapnil Jatinbhai Shah) as reflected in the beneficiary position statement as on March 15, 2024.

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

8. **Shareholding pattern of our Company**

The table below presents the Equity Shareholding pattern of our Company, as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculate as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding Convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								Number of Voting Rights			Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	Promoters and Promoter Group	16	22,176,079	0	0	22,176,079	66.67	22,176,079	0	22,176,079	22,176,079	0	0	0	[0	0	0	22,176,079
(B)	Public	161	11,089,786	0	0	11,089,786	33.33	11,089,786	0	11,089,786	11,089,786	0	0	0	0	0	0	11,089,786
(C)	Non-Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying depository receipts	0	0	[0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by employee trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	[0	0
	Total	177	33,265,865	0	0	33,265,865	100	33,265,865	0	33,265,865	33,265,865	0	0	0	0	0	0	33,265,865

9. **Details of shareholding of the major Shareholders of our Company:**

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹10) held*	Percentage of the pre-Offer Equity Share capital (%)
1.	Ashokkumar Vijaysinh Barot	3,977,780	11.96
2.	Swapnil Jatinbhai Shah	3,803,531	11.43
3.	Remus Pharmaceuticals Limited	3,261,744	9.81
4.	Renosen Pharmaceuticals Private Limited	2,694,219	8.10
5.	Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,294,500	6.90
6.	Aviraj Overseas LLC	1,895,190	5.70
7.	Prakash M Sanghvi (*476,190 Equity Shares held jointly with Rashmidevi Prakashmal Sanghvi*)	1,476,190	4.44
8.	Sangeeta Mukur Barot	1,342,955	4.04
9.	Manoj Sanghvi (*533,684 Equity Shares held jointly with Dimple Manoj and Sanghvi Jayantilal Misrimal Sanghvi*)	866,984	2.61
10.	Ratnamani Marketing Private Limited	838,095	2.52
11.	Aviraj Group LLC	684,750	2.06
12.	Jayanti Sanghavi (*63 Equity Shares held jointly with Shobnadevi Jayanti Sanghvi*)	666,663	2.00
13.	Jigar Sanghvi	549,523	1.65
14.	Sanghvi Pavankumar Mishrimalji HUF	507,936	1.53
15.	Espee Therapeutics LLP	495,000	1.49
16.	Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*)	488,516	1.47
17.	Mukurdvaj Barot	456,825	1.37
18.	Sheetal N Sanghvi	454,288	1.37
19.	Ravi Sanghvi	406,402	1.22
20.	Shantilal Sanghvi	333,331	1.00

** As of the beneficiary position statement dated July 19, 2024.*

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹10) held*	Percentage of the pre-Offer Equity Share capital (%)
1.	Ashokkumar Vijaysinh Barot	3,977,780	11.96
2.	Swapnil Jatinbhai Shah	3,803,531	11.43
3.	Remus Pharmaceuticals Limited	3,261,744	9.81
4.	Renosen Pharmaceuticals Private Limited	2,694,219	8.10
5.	Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,294,500	6.90
6.	Aviraj Overseas LLC	1,895,190	5.70
7.	Prakash M Sanghvi (*476,190 Equity Shares held jointly with Rashmidevi Prakashmal Sanghvi*)	1,476,190	4.44
8.	Sangeeta Mukur Barot	1,342,955	4.04
9.	Manoj Sanghvi (*533,684 Equity Shares held jointly with Dimple Manoj and Sanghvi Jayantilal Misrimal Sanghvi*)	866,984	2.61
10.	Ratnamani Marketing Private Limited	838,095	2.52
11.	Aviraj Group LLC	684,750	2.06
12.	Jayanti Sanghavi (*63 Equity Shares held jointly with Shobnadevi Jayanti Sanghvi*)	666,663	2.00
13.	Jigar Sanghvi	549,523	1.65
14.	Sanghvi Pavankumar Mishrimalji HUF	507,936	1.53
15.	Espee Therapeutics LLP	495,000	1.49
16.	Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*)	488,516	1.47
17.	Mukurdvaj Barot	456,825	1.37
18.	Sheetal N Sanghvi	454,288	1.37

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹10) held*	Percentage of the pre-Offer Equity Share capital (%)
19.	Ravi Sanghvi	406,402	1.22
20.	Shantilal Sanghvi	333,331	1.00

** As of the beneficiary position statement dated July 12, 2024*

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

S. No.	Name of Shareholder	Number of Equity Shares (of face value of ₹10) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Swapnil Jatinbhai Shah	2,262,000	6.80
2.	Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,194,500	6.60
3.	Ashokkumar Vijaysinh Barot	3,115,500	9.37
4.	Renosen Pharmaceuticals Private Limited	2,043,426	6.14
5.	Aviraj Overseas LLC	1,895,190	5.70
6.	Prakash M Sanghvi	1,000,000	3.01
7.	Sangeeta Mukur Barot	937,500	2.82
8.	Aviraj Group LLC	684,750	2.06
9.	Jayanti Sanghavi	666,600	2.00
10.	Jigar Sanghvi	333,300	1.00
11.	Manoj Sanghvi	333,300	1.00
12.	Shantilal Sanghvi	333,300	1.00

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

S. No.	Name of Shareholder	Number of Equity Shares (of face value of ₹10 each) held	Percentage of the pre-Offer Equity Share capital (%)
1.	Swapnil Jatinbhai Shah	2,194,500	6.60%
2.	Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,194,500	6.60%
3.	Prakash M Sanghvi	1,000,000	3.01%
4.	Ashokkumar Vijaysinh Barot	903,750	2.72%
5.	Sangeeta Mukur Barot	903,750	2.72%
6.	Jayanti Sanghvi	666,600	2.00%
7.	Jigar Sanghvi	333,300	1.00%
8.	Manoj Sanghvi	333,300	1.00%
9.	Shantilal Sanghvi	333,300	1.00%

10. **Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and members of our Promoter Group**

Except as disclosed below, as on the date of this Draft Red Herring Prospects, none of our Promoters, Key Managerial Personnel, Senior Management and the members of our Promoter Group hold any Equity Shares in our Company:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
Promoters				
1.	Ashokkumar Vijaysinh Barot (*also a Director*)	3,977,780	11.96	[●]
2.	Swapnil Jatinbhai Shah (*also a Director and a KMP*)	3,803,531	11.43	[●]
Promoter Group				
1.	Anar Swapnil Shah (*held jointly with Swapnil Jatinbhai Shah*)	2,294,500	6.90	[●]
2.	Pinkyben Jatinbhai Shah (*held jointly with Jatin Siddharth Shah*)	30,500	0.09	[●]
3.	Sangeeta Mukur Barot	1,342,955	4.04	[●]
4.	Shantaben Babulal Sanghvi (*95,269 Equity Shares held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*)	328,569	0.98	[●]
5.	Dhananjay Ashokkumar Barot	330,000	0.99	[●]
6.	Aviraj Group LLC	684,750	2.06	[●]
7.	Aviraj Overseas LLC	1,895,190	5.70	[●]
8.	Renosen Pharmaceuticals Private Limited	2,694,219	8.10	[●]

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
9.	Espee Therapeutics LLP	495,000	1.49	[●]
10.	Mukurdhvaj Barot	456,825	1.37	[●]
11.	Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash M Sanghvi*) (*also a Director*)	488,516	1.47	[●]
12.	Remus Pharmaceuticals Limited	3,261,744	9.81	[●]
13.	Hemant Ishwarlal Modi (*held jointly with Sonal Hemantbhai Modi*)	62,000	0.19	[●]
14.	Jatin Siddharthbhai Shah (*held jointly with Pinky Jatin Shah*)	30,000	0.09	[●]
Directors				
1.	Deval Rajnikant Shah (*also a KMP*)	200,000	0.60	[●]
2.	Kalpit Rajesh Gandhi (*held jointly with Nija Kalpit Gandhi*)	20,000	0.06	[●]
Senior Management				
1.	Parag Shah	5,000	0.02	[●]
Total		**2,24,01,079**	**67.34**	[●]

11. None of the BRLMs or their respective associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company as of the date of this Draft Red Herring Prospectus. The Book Running Lead Managers are not associates of the Company.

12. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares.

13. Our Company has not made any public issue since its incorporation and has not made any rights issue of any kind or class of securities since its incorporation, other than as disclosed in "– *Share Capital History of our Company*" on page 97.

14. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus and all Equity Shares Allotted in the Offer will be fully paid-up at the time of Allotment.

15. Except for the Equity Shares allotted pursuant to the (i) Offer; and (ii) the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or refund of application monies.

16. There have been no financing arrangements whereby the 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 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.

17. Except as disclosed below, neither our Promoters, the members of our Promoter Group nor our Directors, or any of their relatives 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:

Date	Transferor	Transferee	Nature of transaction	Number of CCDs	Face value per CCD (₹)	Transfer price per CCD (₹)	Total consideration (₹)
February 7, 2024	Saurabh Rasiklal Shah	Swapnil Jatinbhai Shah	Transfer of CCD Series – III	14	180,000	180,000	2,520,000
May 25, 2024	Devendra Patel	Mukurdhvaj Yogeshkumar Barot	Transfer of CCD Series – IV	8,125	320	368	2,990,000
May 25, 2024	Heli Patel	Mukurdhvaj Yogeshkumar Barot	Transfer of CCD Series – IV	8,125	320	368	2,990,000
May 28, 2024	Devendra Patel HUF	Mukurdhvaj Yogeshkumar Barot	Transfer of CCD Series – IV	10,000	320	368	3,680,000
May 28, 2024	Dhinal Patel HUF	Mukurdhvaj Yogeshkumar Barot	Transfer of CCD Series – IV	10,000	320	368	3,680,000

Date	Transferor	Transferee	Nature of transaction	Number of CCDs	Face value per CCD (₹)	Transfer price per CCD (₹)	Total consideration (₹)
May 31, 2024	Ashwin Patel	Mukurdhvaj Yogeshkumar Barot	Transfer of CCD Series – IV	23,750	320	320	7,600,000
May 31, 2024	Ashwin Patel	Ashokkumar Vijaysinh Barot	Transfer of CCD Series – IV	23,750	320	320	7,600,000
June 10, 2024	Uday Patel	Ashokkumar Vijaysinh Barot	Transfer of CCD Series – IV	36,250	320	368	13,340,000
June 12, 2024	Radhika Shah	Swapnil Jatinbhai Shah	Transfer of CCD Series – IV	62,500	320	320	20,000,000
June 12, 2024	Aadarsh Utkarsh Shah	Swapnil Jatinbhai Shah	Transfer of CCD Series – IV	93,750	320	320	30,000,000

18. Except for the Offer, 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 basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

19. As of the date of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is 177.

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

21. Except for the Pre-IPO Placement, 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.

22. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

23. Neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers (except Mutual Funds sponsored by entities which are associates of the Book Running Lead Managers or insurance companies promoted by entities which are associate of Book Running Lead Managers or AIFs sponsored by the entities which are associate of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers) shall apply in the Offer under the Anchor Investor Portion.

24. As on the 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.

25. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group or Group Companies, shall offer or make payment of 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.

26. As on the date of this Draft Red Herring Prospectus, our Company does not have an employee stock option scheme.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 5,000 million by our Company and an Offer for Sale of up to 2,700,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. For details, see "*Offer Document Summary*" and "*The Offer*" on pages 16 and 81, respectively.

Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their respective proportion of Offer related expenses and relevant taxes thereon. 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 in relation to the Offer for Sale, see "*Other Regulatory and Statutory Disclosures*" on page 411.

The Fresh Issue

Requirement of funds

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

1. Funding the capital expenditure requirements by investment in of one of our Subsidiaries, Havix Group, Inc. d/b/a Aavis Pharmaceuticals ("**Havix**"), for setting up a manufacturing facility for the production of sterile injections in our Atlanta Facility;

2. Re-payment/pre-payment, in full or in part, of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris Pharmaceutical Private Limited ("**Ratnatris**") and Senores Pharmaceuticals Inc. ("**SPI**");

3. Funding the working capital requirements of our Company and our Subsidiaries, namely, SPI and Ratnatris; and

4. Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes.

(collectively, referred to herein as the "**Objects**").

The main objects clause and the objects incidental and ancillary to the main objects of our Memorandum of Association enables us (i) to undertake our existing business activities; (ii) to undertake the activities for which the funds are being raised by us in the Fresh Issue and are proposed to be funded from the Net Proceeds; and (iii) to undertake the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised.

In addition, our Company expects to achieve the benefit of listing of our 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.

Net Proceeds

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

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue[(1)]	Up to 5,000[**]
(Less) Estimated expenses in relation to the Fresh Issue[(2)#]	[●]
Net Proceeds[(1)]	[●]

[(1)] *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement of up to ₹ 1,000 million. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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.*

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

[**] *Subject to full subscription being received in the Fresh Issue*

[#] *For details, please see the section entitled, "- Offer Expenses" on page 125.*

Utilisation of Net Proceeds

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

Particulars	Estimated amount (₹ in million)
Funding the capital expenditure requirements by investment in of one of our Subsidiaries, Havix, for setting up a manufacturing facility for the production of sterile injections in our Atlanta Facility	1,070.00

Particulars	Estimated amount (₹ in million)
Re-payment/pre-payment, in full or in part, of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris and SPI	937.00
Funding the working capital requirements of our Company and our Subsidiaries, namely, SPI and Ratnatris	1,027.42
Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes[(1)(2)]	[●]
Total	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for inorganic growth through acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds in accordance with Regulation 7(3) of the ICDR Regulations out of which the amounts to utilised towards each of (i) general corporate purposes, or (ii) inorganic growth through acquisitions and strategic initiatives, will not exceed 25% of the Gross Proceeds of the Fresh Issue.

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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.

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 as follows:

(₹ in million)

Particulars	Estimated amount to be funded from the Net Proceeds[(2)]	Estimated deployment of the Net Proceeds		
		Fiscal 2025	Fiscal 2026	Fiscal 2027
Funding the capital expenditure requirements by investment in of one of our Subsidiaries, Havix, for setting up a manufacturing facility for the production of sterile injections in our Atlanta Facility	1,070.00	-	400.00	670.00
Re-payment/pre-payment, in full or in part, of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris and SPI	937.00	187.00	750.00	-
Funding the working capital requirements of our Company and our Subsidiaries, namely, Havix and Ratnatris	1,027.42	378.26	649.16	-
Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes[(1)]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for inorganic growth through acquisitions and other strategic initiatives and general corporate purposes shall not exceed 35% of the Gross Proceeds in accordance with Regulation 7(3) of the ICDR Regulations out of which the amounts to utilised towards each of (i) general corporate purposes, or (ii) inorganic growth through acquisitions and strategic initiatives, will not exceed 25% of the Gross Proceeds of the Fresh Issue.

(2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, 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 BRLMs. 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 Securities Contracts (Regulation) Rules, 1957, as amended. 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. 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 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, other commercial and technical factors and the prevailing market conditions, which may be subject to change. 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 condition, business and strategy, competition, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment, market conditions and interest or exchange rate fluctuations, which may not be within the control of our management. 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. Our historical expenditure may not be reflective of our future expenditure plans. For details on risks involved, please see the section entitled "*Risk Factors - We have incurred significant capital expenditure during the last three Fiscals. We may require substantial financing for our business operations and planned capital expenditure and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.*" on page 55.

The estimated amounts towards repayment/ prepayment of indebtedness of our Subsidiaries and towards funding the capital expenditure requirements of one of our Subsidiaries, Havix, are based on the exchange rate as on June 30, 2024.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company or the relevant Subsidiaries, including from internal accruals and any additional equity and/or debt arrangements. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for future growth opportunities, if required and general corporate purposes in accordance with applicable laws.

In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met due to factors such as (i) economic and business conditions; (ii) delay in procuring and operationalizing assets or necessary licenses and approvals; or (iii) any other commercial considerations, such unutilized portion of the Net Proceeds shall be utilized in the subsequent fiscals, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Means of finance

The Objects set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm 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 prescribed 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 Objects, our Company may explore a range of options including utilizing our internal accruals or availing additional debt for capital expenditure.

Details of the Objects

I. Funding the capital expenditure requirements by investment in of one of our Subsidiaries, Havix, for setting up a manufacturing facility for the production of sterile injections in our Atlanta Facility

We launched our Critical Care Injectables Business in August, 2022 for supply of critical care injectables across India to various hospitals through our distributors which was launched to leverage our injectable manufacturing capabilities. We currently operate our Critical Care Injectables Business partially through our Chhatral Facility and partially from the injectables players in the Indian market. As of March 31, 2024, we have launched 54 critical products in major therapeutic segments including antibiotics, anti-bacterial, anti-fungal and blood line. As of March 31, 2024, we have presence in several hospitals across states in India and we conduct our business by tying up with distributors in various states and also by entering into arrangements with hospitals in India. We cater to the Regulated Markets through our Atlanta Facility, which was set up in 2018. We are operating our Regulated Markets Business through our two Subsidiaries, Havix and SPI and are currently manufacturing ANDA products and Sourced Products through these Subsidiaries. We also leverage our Atlanta Facility to engage in CDMO/CMO business in the US and other Regulated Markets. We now intend to expand operations in our Atlanta Facility in the US to carry out manufacturing and marketing of high value-added injectables for the US market to cater to the Regulated Markets (the "**Proposed Expansion**"). Our Company expects to benefit from such investment in Havix as we believe our expansion plans and strategy will allow us to expand our capability to offer new dosage formats and enhance our capability to meet the growing demand for niche injectables. The Proposed Expansion will leverage technology and quality control to produce injectables, allowing us to expand our product portfolio. For further details in relation to the Proposed Expansion, please see "*Our Business – Strategies - Significantly enhance market presence of our own products in North America and other Regulated Markets*" on page 200.

We estimate to incur a cost of approximately ₹ 1,070.00 million towards the Proposed Expansion over a period of three financial years, being, Fiscal 2025, Fiscal 2026 and Fiscal 2027. Our Company proposes to invest ₹ 1,070.00 million into Havix for the Proposed Expansion which will be funded through the Net Proceeds. The Board of Directors of our Company and the board of directors of Havix, pursuant to their resolutions dated July 22, 2024 and July 20, 2024, respectively, have approved and taken note of the proposed expansion and the cost to be incurred towards the Proposed Expansion.

The land, located at 9488 Jackson Trail Road, Hoschton, GA 30548, on which the Proposed Expansion planned is leased by the subsidiary of Havix, namely, 9488 Jackson Trail, LLC ("**Jackson Trail**"). The land was leased by Jackson Trail pursuant to an agreement dated March 1, 2017 ("**Capex Land**"). Our Atlanta Facility is currently established on the Capex Land. As on the date of this Draft Red Herring Prospectus, we have no material approvals pending in relation to the Capex Land.

The Proposed Expansion requires investment in (a) civil works, (b) purchase of machinery, equipment and instruments, and (c) other expenses. The detailed break-down of the estimated cost of the Proposed Expansion, is set forth below:

Particulars	Total estimated cost (in USD million)*	Total estimated cost for the Proposed Expansion (*in ₹ million*)#*	Amont to be funded from the Net Proceeds (*in ₹ million*)
Civil works	3.71	309.60	309.60
Purchase of machinery, equipment and instruments	7.94	662.44	662.44
Other expenses	1.17	97.96	97.96
Total	**12.82**	**1,070.00**	**1,070.00**

Note: For all imported machinery, we have assumed an exchange rate of ₹ 83.45 = USD 1, applicable as on June 30, 2024, as per www.rbi.gov.in.
**All above costs are exclusive of applicable taxes.*
#The total estimated cost has been certified by Dev Consultant, Chartered Engineer, by way of their certificate dated July 23, 2024.

Expected schedule of implementation of the Proposed Expansion

The detailed schedule of implementation of the Proposed Expansion is set forth below, as certified by Dev Consultant, Chartered Engineers, by way of their certificate dated July 23, 2024:

Sr. No.	Particulars	Expected schedule of commencement	Expected schedule of completion
1.	Detailed drawings preparation	Q4 FY 2025	Q2 FY 2026
2.	Construction	Q1 FY 2026	Q4 FY 2026
3.	Receipt of all machineries	Q3 FY 2026	Q4 FY 2026
4.	Installing and Commissioning	Q4 FY 2026	Q1 FY 2027
5.	USFDA Approval	Q3 FY 2027	Q3 FY 2028

Detailed break-down of the cost of the Proposed Expansion

(a) *Civil works*

The total estimated cost for civil works is ₹ 309.60 million, which includes expenditure towards construction work and purchase of products for, amongst other things, manufacturing block, warehouse block, utility block and clear room panels. Our Company proposes to utilise ₹ 309.60 million out of the Net Proceeds towards civil works, for which we have obtained quotations from various vendors. The details of such quotations obtained are provided below:

Particulars	Area in sq ft.	Total cost (in $ million)	Estimated cost (*in ₹ million*)*#	Name of the vendor	Date of quotation	Validity of quotation
Manufacturing block	27,972.00	2.38	198.41	Pharmaline Technologies Inc.	May 13, 2024	November 13, 2024
Warehouse block	6,216.00	0.37	31.12	Pharmaline Technologies Inc.	May 13, 2024	November 13, 2024
Utility block	6,216.00	0.37	31.12	Pharmaline Technologies Inc.	May 13, 2024	November 13, 2024
Clean room panels	As per requirements	0.59	48.94	GMP Technical Solutions Private Limited	May 14, 2024	November 14, 2024
Total		**3.71**	**309.60**			

Note: We have assumed an exchange rate of ₹ 83.45 = USD 1, applicable as on June 30, 2024, as per www.rbi.gov.in.
* *Exclusive of all taxes, as applicable*
\# *The total estimated cost has been certified by Dev Consultant, Chartered Engineer, by way of their certificate dated July 23, 2024.*

(b) *Purchase of machinery, equipment and instruments*

The total estimated cost for purchase of machinery, equipment and instruments is ₹ 662.44 million, which includes expenditure towards purchase of equipment for, amongst other things, vial line, microbial testing instruments, ampoule line, filter integrity machine and leak test. Our Company proposes to utilise ₹ 662.44 million out of the Net Proceeds towards procurement of machinery, equipment and instruments, for which we have obtained quotations from various vendors. The details of such quotations obtained are provided below:

Particulars	Quantity	Cost per unit (*in $ million*)	Cost per unit (*in ₹ million*)	Estimated cost (*in $ million*)*	Estimated cost (*in ₹ million*)*#	Name of the vendor	Date of quotation	Validity of quotation
1. Machinery & Equipment								
Vial line	1	1.03	86.37	1.03	86.37	Tofflon Science and Technology Group Co., Ltd.	May 25, 2024	August 25, 2024
Ampoule line	1	0.97	81.34	0.97	81.34	Tofflon Science and Technology Group Co., Ltd.	May 25, 2024	August 25, 2024
Cold room	2	0.01	1.21	0.03	2.41	Ice Make Refrigeration Limited	May 28, 2024	August 28, 2024
Filter integrity machine	1	0.02	1.51	0.02	1.51	Merck Life Science Private Limited	May 24, 2024	November 28, 2024
Leak test	1	0.03	2.21	0.03	2.21	Merck Life Science Private Limited	May 24, 2024	November 28, 2024
Non-viable particle counter	1	0.12	10.02	0.12	10.05	Shreedhar Instruments	May 28, 2024	August 28, 2024
Visual inspection	3	0.06	5.03	0.18	15.08	Merck Life Science Private Limited	May 24, 2024	November 28, 2024
Autocartnator	2	0.20	16.69	0.40	33.38	Accupack Engineering Private Limited	June 26, 2024	September 24, 2024
Autoclave	2	0.18	15.08	0.36	30.16	Om Scientific	May 27, 2024	August 27, 2024
Utility piping	As per requirements	-	-	0.24	20.11	Pharmaline Technologies Inc.	May 13, 2024	November 13, 2024
Clean room equipment	As per requirements	-	-	0.07	5.47	Niyama Tradelink	May 22, 2024	August 22, 2024
Racks, pallets, Reverse laminar air flow, balance, SS pallet. pass box, heavy duty warehouse racks	As per requirements	-	-	0.56	46.58	Lattice Enterprise	May 27, 2024	August 25, 2024
2. Quality Control Instruments								
Quality Control Instruments-Chromatography	As per requirements	-	-	0.57	47.94	Agilent Technologies India Private Limited	July 16, 2024	September 14, 2024
Quality Control Instruments-Non-chromatography	As per requirements	-	-	0.30	24.95	Labtronik	June 25, 2024	September 23, 2024
Microbial testing Instruments	As per requirements	-	-	0.14	11.47	Metrohm India Private Limited	May 28, 2024	August 28, 2024
Quality Control-Furniture	As per requirements	-	-	0.05	4.01	Radoss Labcare Private Limited	May 29, 2024	August 27, 2024
3. IT Infra equipment								
Information technology, software, phone line and pharmaceutical software	As per requirements	-	-	0.11	8.86	PHP Infosec	June 25, 2024	September 23, 2024
4. Engineering & Utilities								
Heating ventilation and Air conditioning, Air handling unit/Forced draft ventilation panel, duct with insulation, High efficiency particulate air, diffuser, and riser	As per requirements	-	-	1.21	101.27	H&Y Engineering	May 18, 2024	August 16, 2024
Purified water, water for injection and Purified Water	As per requirements	-	-	0.75	62.37	SAI CB Enterprises	June 24, 2024	September 22, 2024

Particulars	Quantity	Cost per unit (*in $ million*)	Cost per unit (*in ₹ million*)	Estimated cost (*in $ million*)*	Estimated cost (*in ₹ million*)*#	Name of the vendor	Date of quotation	Validity of quotation
and Water for Injection loop								
Boiler	1 set	0.18	15.02	0.18	15.02	Energy Process Equipments	July 16, 2024	October 13, 2024
Transformer (500 kilovolt amperes)	1 set	0.10	8.35	0.10	8.35	Voltamp Transformers Limited	May 12, 2024	November 8, 2024
Air compressor	2	0.02	1.67	0.04	3.02	Deep Pneumatics Private Limited	May 18, 2024	August 16, 2024
Electrical tendering work	As per requirements	-	-	0.30	25.14	Dhani Electrical	May 3, 2024	August 01, 2024
Pumps	8	0.003	0.25	0.02	1.97	Goodluck Marketing Private Limited	May 09, 2024	August 06, 2024
Cooling tower and expansion tank	3	0.001	0.08	0.004	0.33	KDN Cooling Tower	May 13, 2024	August 11, 2024
Chiller	1	0.07	5.84	0.07	5.84	Voltas Limited	May 6, 2024	August 4, 2024
Fire safety and smoke detector	As per requirements	-	-	0.09	7.54	Pharmaline Technologies Inc.	June 25, 2024	December 25, 2024
Total				**7.94**	**662.44**			

Note: For all imported machinery, we have assumed an exchange rate of ₹ 83.45 = USD 1, applicable as on June 30, 2024, as per www.rbi.gov.in.

** Exclusive of all taxes, as applicable*

 # The total estimated cost has been certified by Dev Consultant, Chartered Engineer, by way of their certificate dated July 23, 2024.

(c) *Other expenses*

Our Company has estimated USD 1.17 million (i.e. ₹ 97.96 million) towards other expenses. This may include transportation charges, installation costs, additional charges, delivery charges, applicable taxes, duties and contingencies.

Considering that a portion of the Net Proceeds will be utilised towards the Proposed Expansion for Havix, our Company shall deploy such portion of the Net Proceeds for the Proposed Expansion in the form of equity or debt investments in Havix in the manner determined by our Company and as permitted under applicable law. If there is any increase in the estimated costs as mentioned above, the additional costs shall be met by any means available to us, including internal accruals and additional equity and/or debt arrangements.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. Havix has not entered into any definitive agreements or placed orders with any of these vendors for the Proposed Expansion and will do so at an appropriate time. Hence, there can be no assurance that the same vendors would be engaged to supply the equipment or at the same costs at the time of placing such orders.

The quantity of equipment to be purchased is based on the present estimates of the management of Havix and the management of Havix shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of its management as per applicable laws. For further 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 are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*" on page 64. Additionally, there may be revision in the final amounts payable towards these quotations pursuant to any taxes or levies payable on such item.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. None of the orders for purchase of the quotations in relation to the Proposed Capital Expenditure, as provided above, have been placed as on the date of this Draft Red Herring Prospectus.

(d) *Government Approvals*

As on the date of this Draft Red Herring Prospectus, we have no material approvals pending in relation to the Capex Land. The approval required for the Capex Land has been set out in the table below, as certified by Jitendra Shrivastava, independent project expert, by way of their certificate dated July 22, 2024.

Details of Approval	Name of Regulatory Authority	Application Date	Approval Date	Validity
Commercial Building Permit	City of Hoschton	May 4, 2024	May 24, 2024	Not applicable

II. Re-payment/pre-payment, in full or in part, of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris and SPI

Our Company has entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowings in the form of, *inter alia*, term loans and working capital facilities. For further details, see *"Financial Indebtedness"* beginning on page 370. As on June 30, 2024, the aggregate outstanding borrowings of our Company amounted to ₹ 378.09 million.

Similarly, our Subsidiaries namely, Havix, Ratnatris and SPI, have entered into financing arrangements for availing terms loans and working capital loans. We intend to utilise a portion of the Net Proceeds towards infusion of funds in Havix, Ratnatris and SPI in the form of equity or debt or in any other manner as may be mutually decided. The actual mode of such deployment has not been finalised as on the date of this Draft Red Herring Prospectus. As on June 30, 2024, the aggregate outstanding borrowings of the aforesaid Subsidiaries amounted to ₹ 1,843.15 million.

Our Company proposes to utilise an estimated amount of ₹ 937.00 million from the Net Proceeds towards repayment/ prepayment, of all or a portion of certain borrowings availed by our Company and our Subsidiaries, namely, Havix, Ratnatris and SPI. The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining debt-equity ratio and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it 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. Our Company and our Subsidiaries may choose to repay/ prepay certain borrowings availed by our Company and our Subsidiaries, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus. 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 may, in accordance with the relevant repayment schedule, repay or refinance, or prepay, some of their 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 certain borrowings, in part or in full, would not exceed ₹ 937.00 million. The following table sets forth details of certain borrowings availed by our Company, which are outstanding as on June 30, 2024 out of which our Company may repay/prepay, all or a portion of, any or all of the borrowings, from the Net Proceeds:

Name of Bank/ Financial institution	Date of sanction	Nature of borrowing	Principal loan amount sanctioned as on June 30, 2024 (₹ in million)	Principal loan amount outstanding as on June 30, 2024 (₹ in million)	Interest rate (% per annum)	Tenor	Purpose for which disbursed loan amount was utilised*	Prepayment penalty/ conditions
HDFC Bank	December 29, 2022	Overdraft	40.00	25.43	3M T-Bill + 2.92%	Yearly renewal	Working capital	2% on outstanding amount
ICICI Bank	July 14, 2023	Overdraft	50.00	48.13	FD Rate + 0.75% p.a.	Yearly renewal	Working capital	NA
HDFC Bank	November 27, 2023	Cash credit	60.00	16.70	1.25%	Yearly renewal	Working capital	2% on outstanding amount
HDFC Bank	November 27, 2023	Term loan	75.00	75.00	3M T-Bill + 2.65%	7 years 4 months	Capital expenditure	2% on outstanding amount
HDFC Bank	November 27, 2023	Term loan	225.00	80.30	3M T-Bill + 2.65%	8 years	Capital expenditure	2% on outstanding amount
			Total	**245.56**				

* *In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated July 24, 2024.*

The following table provides details of certain borrowings availed by Havix which are outstanding as on June 30, 2024, which are currently proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

Name of Bank/ Financial institution	Date of sanction	Nature of borrowing	Principal loan amount sanctioned as on June 30, 2024		Principal loan amount outstanding as on June 30, 2024		Interest rate (% per annum)	Tenor	Purpose for which disbursed loan amount was utilised*	Prepayment penalty/ conditions
			in USD million	In ₹ million	in USD million	In ₹ million				
HDFC Bank	May 10, 2023	Working capital	-	85.00	-	83.45	6M SOFR + 2.80%	Yearly Renewal	Working Capital	2% on outstanding amount
HDFC Bank	May 10, 2023	Term loan	-	170.00	-	83.45	6M SOFR + 3.80%	8 Years	Capital expenditure	2% on outstanding amount
HDFC Bank	May 24, 2024	Term loan	-	217.50	-	208.63	6M SOFR + 3.80%	10 Years	Capital expenditure	4% on outstanding amount
A-one Investment & Finance Group	April 25, 2021	Term loan	1.00	83.45	0.55	45.90	12%	4 years	Business expansion	NA
				Total		**421.42**				

** In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated July 24, 2024.*

The following table provides details of certain borrowings availed by Ratnatris which are outstanding as on June 30, 2024, which are currently proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

Name of Bank/ Financial institution	Date of sanction	Nature of borrowing	Principal loan amount sanctioned as on June 30, 2024 (₹ in million)	Principal loan amount outstanding as on June 30, 2024 (₹ in million)	Interest rate (% per annum)	Tenor	Purpose for which disbursed loan amount was utilised*	Prepayment penalty/ conditions
HDFC Bank	April 5, 2024	Cash credit	30.00	30.00	3M T-Bill + 2.95%	Yearly renewal	Working capital	2% on outstanding amount
HDFC Bank	January 21, 2021	Term loan	12.80	11.88	3M T-Bill + 2.41%	5 years 1 month	Capital expenditure	2% on outstanding amount
HDFC Bank	December 6, 2021	Term loan	45.00	37.10	3M T-Bill + 2.79%	7.5 years	Capital expenditure	2% on outstanding amount
HDFC Bank	December 13, 2021	Term loan	50.00	20.80	3M T-Bill + 2.90%	7 years 2 months	Capital expenditure	2% on outstanding amount
HDFC Bank	April 5, 2024	Term loan	120.00	118.70	3M T-Bill + 3.41%	6 years	Capital expenditure	2% on outstanding amount
			Total	**218.48**				

**In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated July 24, 2024.*

The following table provides details of certain borrowings availed by SPI which are outstanding as on June 30, 2024, which are currently proposed to be repaid or prepaid, in full or in part, from the Net Proceeds

Name of Bank/ Financial institution	Date of sanction	Nature of borrowing	Principal loan amount sanctioned as on June 30, 2024	Principal loan amount outstanding as on June 30, 2024	Interest rate (% per annum)	Tenor	Purpose for which disbursed loan amount was utilised*	Prepayment penalty/ conditions
			In ₹ million	In ₹ million				
HDFC Bank	March 4, 2023	Working capital	85.00	83.45	6M SOFR + 3.80%	8 years	Working capital	2% on outstanding amount

**In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the statutory auditor, certifying the utilization of loan for the purposes availed, our Company has obtained the requisite certificate from our Statutory Auditors by way of their certificate dated July 24, 2024*

The selection of borrowings proposed to be repaid/pre-paid by us shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) 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, (iv) receipt of consents for prepayment and (v) provisions of any law, rules, regulations governing such borrowings.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company and Subsidiaries. We may utilise the Net Proceeds for full or partial re-payment or pre-payment of any such refinanced facilities, or full or partial prepayment, or repayment of any additional facilities obtained by our Company and Subsidiaries. However, the aggregate amount to be utilised from the Net Proceeds towards re-payment or pre-payment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 937.00 million. In the event our Board or the board of our Subsidiaries deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular fiscal may be re-paid or pre-paid, in part or full, by our Company in the subsequent fiscal. In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Offer, we may utilize Net Proceeds towards prepayment and/or repayment of such additional indebtedness availed by us, details of which shall be provided in the Red Herring Prospectus. For further details regarding the terms of the loans which are proposed to be repaid by our Company, please see the section entitled "*Financial Indebtedness*" on page 370.

III. Funding the working capital requirements of our Company and certain of its Subsidiaries, SPI and Ratnatris

Our business is working capital intensive and we fund a majority of our working capital requirements in the ordinary course of business from equity, internal accruals and by entering into financing arrangements with various banks and financial institutions. For details of the working capital facilities availed by our Company, see "*Financial Indebtedness*" on page 370.

Our Company and our Subsidiaries, SPI and Ratnatris, fund a majority of their respective working capital requirements in the ordinary course of business from financing availed from banks and internal accruals. Our Company proposes to utilise ₹ 378.26 million and ₹ 649.16 million from the Net Proceeds to fund our Company's and the above-mentioned Subsidiaries' incremental working capital requirements in Financial Year 2025 and Financial Year 2026, respectively. Out of the ₹ 1,027.42 million, ₹ 432.58 million will be utilized to fund the working capital requirements of our Company and ₹ 288.24 million and ₹ 306.60 million will be utilized to fund the working capital requirements of SPI and Ratnatris, respectively, in Financial Year 2025 and Financial Year 2026.

In order to fund the working capital requirements of our Subsidiaries, SPI and Ratnatris, our Company proposes to invest ₹ 288.24 million in SPI and ₹ 306.60 million in Ratnatris, to part fund their respective working capital requirements in Fiscal 2025 and Fiscal 2026. To the extent our Company deploys the Net Proceeds in our Subsidiaries, for the purpose of funding their working capital requirements, it shall be in the form of equity or debt, including inter-corporate loans or in any other manner as may be decided by our Board. The actual mode of such deployment has not been finalized as on the date of this Draft Red Herring Prospectus. As on June 30, 2024, our total outstanding indebtedness in respect of our working capital facilities was ₹ 214.61 million on a consolidated basis. Our Board in its meeting dated July 22, 2024 took note that an aggregate amount of ₹ 1,027.42 million is proposed to be utilized to fund the working capital requirements of our Company and our Subsidiaries, SPI and Ratnatris.

Our Company

Existing working capital

The details of our Company's working capital requirements on a standalone basis as at March 31, 2024, March 31, 2023 and March 31, 2022 based on the audited financial statements of the Company and the funding of such working capital are as set out in the table below:

(in ₹ million)

Sr no	Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024
(A)	**Current assets**			
(a)	Inventory	29.83	31.24	45.17
(b)	Receivables	83.69	157.27	220.10
(c)	Cash & cash equivalent	14.10	0.92	104.41
(d)	Other current assets	12.24	87.37	29.88
	Total Current Assets (A)	**139.86**	**276.80**	**399.56**
(B)	**Current liabilities**			
(a)	Payables	60.51	43.94	116.31
(b)	Other current liabilities	6.18	59.03	49.94
	Total Current liabilities (B)	**66.69**	**102.97**	**166.25**

Sr no	Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024
(C)	**Total working capital requirement (A - B)**	73.17	173.83	233.31
(D)	**Existing funding pattern**			
(a)	Internal Accrual/bank borrowings/equity	73.17	173.83	233.31

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Estimated working capital requirements

On the basis of the existing working capital requirements of our Company on a standalone basis and the assumptions for such working capital requirements, our Board, pursuant to their resolution dated July 22, 2024, has approved the projected working capital requirements for Fiscal Years 2025 and 2026 and the proposed funding of such working capital requirements as stated below:

Particulars	Fiscal 2025 (Estimated)	Fiscal 2026 (Estimated)
Current Assets		
(a) Inventory	74.10	132.48
(b) Receivables	370.52	691.21
(c) Cash & cash equivalent	50.00	75.00
(d) Other Current Assets	45.00	65.00
Total Current Assets (A)	**539.63**	**963.70**
Current Liabilities		
(a) Payables	92.63	172.80
(b) Other Current Liabilities	75.00	125.00
Total Current Liabilities (B)	**167.63**	**297.80**
Net Working Capital requirement [A-B]	**372.00**	**665.89**
Funding Pattern		
Internal accruals/borrowings/equity	233.31	372.00
Proceeds from the Offer	138.69	293.90
Total	**372.00**	**665.89**

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Holding levels

The following table sets forth the details of the holding period levels (in days) considered:

Particulars*	Actuals			Projected	
	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of March 31, 2025	As of March 31, 2026
Inventories	80	92	48	48	46
Trade Receivables	226	464	236	236	236
Cash & cash equivalent	38	3	112	32	26
Other current assets	33	258	32	29	23
Trade payables	163	130	125	60	60
Current liabilities	17	174	54	49	43

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.
** All the days calculation is carried on revenue from operations*

Key assumptions and justifications

S. No	Particulars	Assumptions and Justifications
Current Assets		
1.	Inventories	Our Company's inventory holding period for Financial Year 2025 and Financial Year 2026 is in line with the holding period for Financial Year 2024 and has been projected within the range of 46 to 48 days for the Financial Years 2025 and 2026. Total inventory levels are expected to increase in line with the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
2.	Trade Receivables	Our Company's trade receivables days for Financial Year 2025 and Financial Year 2026 are in line with the Financial Year 2024 and has been projected as 236 days for the Financial Years 2025 and 2026.

S. No	Particulars	Assumptions and Justifications
		Total trade receivables are expected to increase with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
3.	Cash and cash equivalent	Our Company's Cash/bank holding period for Financial Year 2025 and Financial Year 2026 is on the basis of company's operating cash requirement to payoff the expenses and has been projected within the range of 26 to 32 days for the Financial Years 2025 and 2026. Total cash/bank levels are expected to decrease from the current balances as the same was at elevated levels on account of planned capex in Financial Year 2024.
4.	Other current assets	The category of "Other current assets" primarily includes balances such as balance with government authorities, prepaid expenses, advance given and other similar items. To align with the projected business activity, our Company has projected the level of other current assets within the range of 23 to 29 days for the FY 2025 and FY 2026 which is in line with FY 2024
Current Liabilities		
5.	Trade payables	Our trade payable days for FY 2025 and FY 2026 is expected to decline as our Company plans to reduce the creditor days to negotiate better terms and price for their raw material requirement and has been projected at 60 days for the Financial Years 2025 and 2026. Overall increase in trade payable is in line with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
6.	Current liabilities	The category of "Other current liabilities" primarily includes items such as statutory liabilities, creditors for purchase of capital assets, current tax liabilities, provisions for employee benefits and other similar obligations. To align with the projected business activity, our company has projected the level of other current liabilities within the range of 43 to 49 days for the Financial Years 2025 and 2026.

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

SPI

Existing working capital

The details of SPI's working capital requirements on a standalone basis as at March 31, 2024, March 31, 2023 and March 31, 2022 based on the audited financial statements of SPI and the funding of such working capital are as set out in the table below:

(in ₹ million)

Sr no	Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024
(A)	**Current assets**			
(a)	Inventory	-	-	-
(b)	Receivables	-	2.30	44.18
(c)	Cash & cash equivalent	15.58	0.08	14.54
(d)	Other current assets	-	172.69	447.35
	Total Current Assets (A)	**15.58**	**175.07**	**506.08**
(B)	**Current liabilities**			
(a)	Payables	13.97	130.91	257.28
(b)	Other current liabilities	-	12.69	68.99
	Total Current liabilities (B)	**13.97**	**143.60**	**326.27**
(C)	**Total working capital requirement (A - B)**	**1.61**	**31.47**	**179.81**
(D)	**Existing funding pattern**			
(a)	Internal accrual/bank borrowings/equity	**1.61**	**31.47**	**179.81**

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Estimated working capital requirements

On the basis of SPI's existing working capital requirements on a standalone basis and the projected working capital requirements, SPI's board of directors, pursuant to their resolution dated July 20, 2024, has approved the projected working capital requirements for Fiscal Years 2025 and 2026 and the proposed funding of such working capital requirements, as stated below:

(in ₹ million)

Particulars	Fiscal 2025 (Estimated)	Fiscal 2026 (Estimated)
Current Assets		
(a) Inventory	-	-
(b) Receivables	54.29	76.15
(c) Cash & cash equivalent	20.00	25.00

Particulars	Fiscal 2025 (Estimated)	Fiscal 2026 (Estimated)
(d) Other Current Assets	493.54	692.27
Total Current Assets (A)	**567.83**	**793.42**
Current Liabilities		
(a) Payables	197.41	207.68
(b) Other Current Liabilities	83.90	117.69
Total Current Liabilities (B)	**281.32**	**325.37**
Net Working Capital requirement [A-B]	**286.51**	**468.05**
Funding Pattern		
Internal accruals/borrowings/equity	179.81	286.51
Part of net proceeds	106.70	181.54
Total	**286.51**	**468.05**

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Holding levels

The following table sets forth the details of the holding period levels (in days) considered:

Particulars*	Actuals			Projected	
	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of March 31, 2025	As of March 31, 2026
Inventories	-	-	-	-	-
Trade Receivables	–	3	33	33	33
Cash & cash equivalent	641	0	11	12	11
Other current assets	–	238	332	300	300
Trade payables	575	180	191	120	90
Current liabilities	–	17	51	51	51

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.
** All the days calculation is carried on revenue from operations*

Key assumptions and justifications

S. No	Particulars	Assumptions and Justifications
Current Assets		
1.	Trade Receivables	SPI's trade receivables days for Financial Year 2025 and Financial Year 2026 are in line with the Financial Year 2024 and has been projected as 33 days for the Financial Years 2025 and 2026. Total trade receivables are expected to increase with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
2.	Cash and cash equivalent	SPI's Cash/bank holding period for Financial Year 2025 and Financial Year 2026 is in line with the Financial Year 2024 and has been projected within the range of 11 to 12 days for the Financial Years 2025 and 2026. Total cash/bank levels are expected to increase with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
3.	Other current assets	The category of "Other current assets" primarily includes balances such as accrued income, prepaid fees to FDA and other similar items. To align with the projected business activity, SPI has projected the level of other current assets as 300 days for the Financial Years 2025 and 2026.
Current Liabilities		
4.	Trade payables	Our trade payable days for Financial Year 2025 and Financial Year 2026 is expected to decline as SPI plans to reduce the creditor days to negotiate better terms and price and has been projected within the range of 90 to 120 days for the Financial Years 2025 and 2026. Overall decrease in trade payable is in line with the reduction in payable days to creditors for better negotiated terms from the vendors in the Financial Year 2025 and Financial Year 2026.
5.	Current liabilities	The category of "Other current liabilities" primarily includes items such as income tax payable, audit fees payable and other similar obligations. To align with the projected business activity, SPI has projected the level of other current liabilities as 51 days for the Financial Years 2025 and 2026.

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Ratnatris

Existing working capital[(1)]

The details of Ratnatris' working capital requirements on a standalone basis as at March 31, 2024, March 31, 2023 and March 31, 2022 based on the audited financial statements of Ratnatris and the funding of such working capital are as set out in the table below:

(in ₹ million)

Sr no	Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024
(A)	**Current assets**			
(a)	Inventory	171.05	125.31	153.81
(b)	Receivables	249.16	234.23	362.65
(c)	Cash & cash equivalent	16.98	1.92	1.92
(d)	Other current assets	93.61	123.28	122.76
	Total Current Assets (A)	**530.80**	**484.74**	**641.14**
(B)	**Current liabilities**			
(a)	Payables	314.60	181.48	370.20
(b)	Other current liabilities	47.11	45.36	37.89
	Total Current liabilities (B)	**361.71**	**226.84**	**408.09**
(C)	**Total working capital requirement (A - B)**	**169.09**	**257.90**	**233.05**
(D)	**Existing funding pattern**			
(a)	Internal Accrual/bank borrowings/equity	169.09	257.90	233.05

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Estimated working capital requirements

On the basis of Ratnatris' existing working capital requirements on a standalone basis and the projected working capital requirements, Ratnatris' board of directors, pursuant to their resolution dated July 20, 2024, has approved the projected working capital requirements for Fiscal Years 2025 and 2026 and the proposed funding of such working capital requirements as stated below:

(in ₹ million)

Particulars	Fiscal 2025 (Estimated)	Fiscal 2026 (Estimated)
Current Assets		
(a) Inventory	239.35	323.36
(b) Receivables	393.78	508.18
(c) Cash & cash equivalent	2.94	3.93
(d) Other Current Assets	167.17	205.35
Total Current Assets (A)	**803.24**	**1,040.82**
Current Liabilities		
(a) Payables	390.16	451.64
(b) Other Current Liabilities	47.16	49.52
Total Current Liabilities (B)	**437.32**	**501.16**
Net Working Capital requirement [A-B]	**365.92**	**539.65**
Funding Pattern		
Internal accruals/borrowings/equity	233.05	365.92
Part of net proceeds	132.87	173.72
Total	**365.92**	**539.65**

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

Holding levels

The following table sets forth the details of the holding period levels (in days) considered:

Particulars[*]	Actuals			Projected	
	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of March 31, 2025	As of March 31, 2026
Inventories	78	39	54	55	55
Trade Receivables	114	73	127	90	87

Particulars*	Actuals			Projected	
	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of March 31, 2025	As of March 31, 2026
Cash & cash equivalent	8	1	1	1	1
Other current assets	43	39	43	38	35
Trade payables	144	57	130	89	77
Current liabilities	21	14	13	11	10

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

** All the days calculation is carried on revenue from operations*

Key assumptions and justifications

S. No	Particulars	Assumptions and Justifications
Current Assets		
1.	Inventories	Ratnatris' inventory holding period for Financial Year 2025 and Financial Year 2026 is in line with the holding period for Financial Year 2024 and has been projected within the range of 54 to 55 days for the Financial Years 2025 and 2026. Total inventory levels are expected to increase in line with the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
2.	Trade Receivables	Ratnatris' trade receivables days for Financial Year 2025 and Financial Year 2026 are expected to decline as Ratnatris is venturing into new segments which will require lower receivable days and hence, the same has been projected within the range of 87 to 90 days for the Financial Years 2025 and 2026. Total trade receivables are expected to increase with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
3.	Cash & cash equivalent	Ratnatris' Cash/bank holding period for Financial Year 2025 and Financial Year 2026 is in line with the Financial Year 2024 and has been projected within the range of 1 to 2 days for the Financial Years 2025 and 2026. Total cash/bank levels are expected to increase with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
4.	Other current assets	The category of "Other current assets" primarily includes indirect taxes recoverable, advance to suppliers and other similar items. To align with the projected business activity, Ratnatris has projected the level of other current assets within the range of 35 to 38 days for the Financial Years 2025 and 2026.
Current Liabilities		
5.	Trade payables	Our trade payable days for Financial Year 2025 and Financial Year 2026 is expected to decline as Ratnatris plans to reduce the creditor days to negotiate better terms and price for their raw material requirement and has been projected within the range of 77 to 89 days for the Financial Years 2025 and 2026. Overall increase in trade payable is in line with the anticipated growth in the business volumes and projected business activity in the Financial Year 2025 and Financial Year 2026.
6.	Current liabilities	The category of "Other current liabilities" primarily includes items such as payable for employee benefits, payables for statutory and other authorities, advance from customers, creditors for capital goods and other similar obligations. To align with the projected business activity, Ratnatris has projected the level of other current liabilities within the range of 10 to 11 days for the Financial Years 2025 and 2026.

Note: As certified by M/s. Pankaj R. Shah & Associates, pursuant to their certificate dated July 25, 2024.

IV. Funding inorganic growth through acquisition and other strategic initiatives and general corporate purposes

(a) Funding inorganic growth through acquisition and other strategic initiatives

In order to drive our overall strategy of expanding into other geographies including the Regulated Markets and Emerging Markets, increasing the market presence of our Marketed Products in North America and other Regulated Markets and launch new products with a New Drug Application ('**NDA**") approval in the USA, we continue to selectively pursue opportunities for evaluating potential targets for strategic investments, acquisitions, and partnerships, that complement our expansion plans. For further details, see "*Our Business - Strategies"* on page 200.

We have in the past acquired strategic controlling stake in Havix and in RPPL in Fiscal 2024, and have also merged RLSPL with our Company in Fiscal 2024. For further details, please see "*History and Certain Other Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 229. We believe that we have benefitted significantly from our past acquisitions which have led to complementing our organic growth, internal knowledge and our ability to pursue strategic acquisitions of companies, products and technologies.

The amount of Net Proceeds proposed to be deployed for funding inorganic growth through potential acquisitions and strategic initiatives includes utilization of up to ₹ [●] million. This amount is based on our management's current estimates and budgets, and our Company's historical acquisition and strategic investments and partnerships, and other relevant considerations. The actual deployment of funds and the timing of deployment will depend on a number of factors, including the timing, nature, size and number of acquisitions or strategic initiatives proposed, as well as general macro- or micro-economic factors affecting our results of operation, financial condition and access to capital.

As on the date of this Draft Red Herring Prospectus, we have not identified any specific targets with whom we have entered into any definitive agreements. We may identify and evaluate potential targets for strategic investments, acquisitions and partnerships, based on a number of factors, including, but not limited to (i) potential targets with R&D and manufacturing assets that are in line with our existing or desired competencies as well as having the profitability metrics that fit in with our business philosophy, and (ii) potential targets which have natural synergies with our business and that will benefit from our management knowledge, our R&D and manufacturing competencies and the scale of our pan-Indian distribution network. Our acquisition strategy is primarily driven by our Board, and typically involves detailed due diligence being undertaken by us on the potential target, and subsequently negotiating and finalizing definitive agreements towards such acquisition.

These factors will also determine the form of investment for these potential acquisitions, i.e., whether they will be directly done by our Company or through investments in our Subsidiaries in the form of equity, debt or any other instrument or combination thereof, or whether these will be in the nature of asset or technology acquisitions or joint ventures. Acquisitions and inorganic growth initiatives may be undertaken as cash transactions, or as done previously, and as permitted under applicable laws. The portion of the Net Proceeds allocated towards this object of the Offer may not be the total value or cost of any such strategic initiatives but is expected to provide us with sufficient financial leverage to enter into binding agreements. In the event that there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or debt financing or any combination thereof. Please see "*Risk Factors - Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business*" on page 53.

(b) General corporate purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 25% of the amount raised by our Company, and (ii) the cumulative amount to be utilized for general corporate purposes and our object of funding inorganic growth through acquisitions and other strategic initiatives not exceeding 35% of the amount raised by our Company, in compliance with SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilize Net Proceeds include strategic initiatives, funding growth opportunities, expansion initiatives and meeting exigencies, brand building, meeting insurance requirements, payments of taxes and duties, meeting ongoing general corporate contingencies, and/or any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the Companies Act and applicable law.

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 utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our Company may utilize the balance Net Proceeds towards any other expenditure considered and as periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable law. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

Offer Expenses

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

The Offer related expenses primarily include among others, listing fees, fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the (a) listing fees, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of our Company, each of which shall be borne solely by our Company; and (b) fees and expenses

in relation to the legal counsel to the Selling Shareholder, which shall be borne by the respective Selling Shareholder, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer will be shared between our Company and the Selling Shareholder in proportion to the number of Equity Shares issued and allotted by our Company pursuant to the Fresh Issue and/or transferred by the Selling Shareholder in the Offer for Sale. The Selling Shareholder, severally and not jointly, agree that it shall reimburse our Company for all expenses undertaken by our Company on their behalf in relation to the Offer in proportion to the Equity Shares offered by each of them as part of the Offer. The break-down for the estimated Offer expenses are set forth below:

Activity	Estimated expenses[#] (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
BRLMs' fees and commissions (including underwriting commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding/uploading charges for members of the Syndicate, Registered Brokers, RTAs and CDPs	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]
(i) Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel	[●]	[●]	[●]
(v) Fees payable to the Monitoring Agency	[●]	[●]	[●]
(vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

[#] *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.*

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

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% 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.

(2) No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them. Processing fees payable to the SCSBs on the portion for Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB (including 3-in-1 type accounts – linked online trading, demat and bank account) for blocking, would be as follows:

*Portion for RIBs**	*₹ [●] per valid application (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹ [●] per valid application (plus applicable taxes)*
*Employee Reservation Portion**	*₹ [●] per valid application (plus applicable taxes)*

* *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

• *Members of the Syndicate / RTAs / CDPs / Registered Brokers*	*₹ [●] per valid Application (plus applicable taxes)*
• *Sponsor Bank*	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI 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*

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

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.

(4) Selling commission on the portion for Retail Individual Bidders (using UPI Mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of the Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% 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.

Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the applications made by Retail Individual Bidders using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹ [●] 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.

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 SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Interim use of Net Proceeds

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, 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 in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Appraising entity

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

Bridge financing facilities

Our Company has 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.

Monitoring of utilisation of funds

Our Company will appoint [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations.

Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulation, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose and continue to disclose, the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such fiscals as required under applicable law, clearly specifying the purposes for which the Net Proceeds have been utilised, till the time any part of the Net Proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our quarterly consolidated results. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot, video conferencing or other audio visual means in terms of General Circular 14/2020 dated April 8, 2020 issued by MCA read with amendments thereto. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Notice") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, 2013, read with relevant rules.

The Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received pursuant to the Offer for Sale, none of our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies. 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 as set out above.

Further, pursuant to the Offer, the Net Proceeds received by our Company shall only be utilised for the Objects identified above, and for general corporate purposes and none of our Promoters, Promoter Group or Group Companies, as applicable, shall receive a part of or whole Net Proceeds directly or indirectly.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Summary of Financial Information*", "*Restated Consolidated Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 188, 83, 267 and 372, respectively, to have an informed view before making an investment decision.

Qualitative factors

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

1. Ability to cater to the Regulated Markets through our US FDA approved formulation manufacturing facility in the US;
2. Distinct niche product portfolio built in a short span for Regulated Markets;
3. Long-term marketing arrangements with pharmaceutical companies in the Regulated Markets;
4. Presence in the Emerging Markets with a strong product portfolio, including specialty or complex products;
5. Strong R&D capabilities driving our differentiated portfolio of products;
6. Professional and dedicated management teams for our diverse business verticals.

For further details, see *"Risk Factors"* and *"Our Business"* on pages 35 and 188, respectively.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" on page 267.

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

1. **Basic and diluted Earnings per Share ("EPS") at face value of ₹10 each, as adjusted for changes in capital:**

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2022	1.81	1.81	1
March 31, 2023	8.87	6.65	2
March 31, 2024	13.67	12.21	3
Weighted Average	**10.09**	**8.62**	**-**

Notes:

1. Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.

2. Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.

4. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

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

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
P/E ratio based on basic EPS for Financial Year 2024	[●]	[●]
P/E ratio based on diluted EPS for Financial Year 2024	[●]	[●]

* *To be populated after finalization of price band*

Industry P/ E ratio

Particulars	P/E ratio
Highest	43.73
Lowest	25.23
Average	34.48

Notes: The industry high and low has been considered from the listed industry peer set. The industry composite has been calculated as the arithmetic average P/E of the listed industry peer set. The P/E Ratio has been computed based on the closing market price of the equity shares of the peer group identified above, as on July 16, 2024 on www.nseindia.com, divided by the Diluted EPS as on March 31, 2024.

3. Average Return on Net Worth ("RoNW")

Financial Year	RoNW (%)	Weight
March 31, 2022	4.35%	1
March 31, 2023	20.55%	2
March 31, 2024	23.60%	3
Weighted Average	**19.38%**	-

Notes:

1. *Weighted average = Aggregate of financial year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each financial year] / [Total of weights]*

2. *Return on Net Worth (%) = Net profit after tax, as restated /Average Net worth as restated as at period/year end.*

3. *Net worth means the aggregate value of the paid up share capital of our Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at period /year end, as per Restated Financial Statement of Assets and Liabilities of the Company*

4. Net Asset Value ("NAV") per Equity Share (face value of ₹10 each)

Net Asset Value per Equity Share	(₹)
As at March 31, 2024	**66.96**
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
- At the Offer Price	[●]

Notes:

1. *Net Asset Value per Equity Share = Net worth as per the Restated Consolidated Financial Information / Number of equity shares outstanding as at the end of year*

5. Comparison of Accounting Ratios with listed industry peers

Fiscal 2024	Standalone/ Consolidated	Face Value per equity share (₹)	EPS (₹)		NAV (per share) (₹)	P/E	RoNW (%)	Total Revenue from Operations (in ₹ millions)
			Basic	Diluted				
Senores Pharmaceuticals Limited	Consolidated	10	13.67	12.21	66.96	[●]	23.60%	2,145.24
Listed peers								
Ajanta Pharma Limited	Consolidated	2	64.82	64.77	281.60	34.37	23.47%	42,087.10
Alembic Pharmaceuticals Limited	Consolidated	2	31.33	31.33	245.12	34.58	13.40%	62,286.30
Caplin Point Laboratories Limited	Consolidated	2	60.79	59.90	309.03	25.23	21.69%	16,941.00
Gland Pharma Limited	Consolidated	1	46.90	46.90	529.65	43.73	9.26%	56,647.22
Strides Pharma Science Limited	Consolidated	10	(7.76)	(7.76)	225.43	Negligible	(4.44%)	40,511.24

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis and is sourced from the filings made with stock exchanges for the Financial Year ending March 31, 2024. Source for our Company: Based on the Restated Consolidated Financial Information for the year ended March 31, 2024.

Notes:

1. *P/E Ratio has been computed based on the closing market price of equity shares on July 16, 2024, divided by the Diluted EPS.*
2. *Return on Net Worth (%) = Net profit after tax, as restated / Average shareholders' equity (including minority interest) as restated as at period/year end.*
3. *NAV is computed as the closing net worth (excluding minority interest) divided by the closing outstanding number of equity shares.*
4. *Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation as at period /year end, as per Restated Financial Statement of Assets and Liabilities of the Company.*

The peer group above has been determined on the basis of listed public companies comparable in size to our Company or whose business portfolio is comparable with that of our business.

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

The Offer Price of ₹[●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline, including due to the factors mentioned in "*Risk Factors*" on page 35, and you may lose all or part of your investments.

7. **Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Draft Red Herring Prospectus, as at the dates and for the period indicated:

Particulars	Unit	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	(₹ million)	2,145.24	353.37	141.70
EBITDA Margin	%	20.70%	46.28%	17.03%
PAT Margin	%	15.25%	23.87%	7.00%
Return on Capital Employed	%	11.73%	18.56%	5.38%
Return on Equity	%	23.60%	20.55%	4.35%
Debt to Equity	Times	1.07	1.34	0.39

Notes:

(1) EBITDA= Profit Before Tax + Depreciation expense + Finance costs
EBITDA Margin= EBITDA/Revenue from Operations

(2) PAT Margin= PAT/ Revenue from Operations

(3) ROCE= EBIT/Average Capital Employed
EBIT= Profit Before Tax + Finance Costs
Average Capital Employed= Average shareholders equity (including minority interest) + Average Total Debt (Non current borrowings + current borrowings)

(4) ROE= PAT/ Average Shareholders' Equity (including minority visit)

(5) Debt/Equity= (Non-current borrowings + current borrowings)/Shareholders equity (including minority interest)

** As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, through their certificate dated July 26, 2024.*

Explanation for the Key Performance Indicators:

KPI	Remarks/ Definition/ Assumption
Revenue from Operations (₹ million)	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of the business
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of the business.
Return on Capital Employed (%)	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business.
Return on Equity (%)	Return on Equity provides how efficiently our Company generates profits from shareholders' funds.
Debt to Equity Ratio (in times)	Debt to Equity Ratio is a measure of the extent to which our Company can cover our debt and represents our debt position in comparison to our equity position. It helps evaluate our financial leverage.

The key performance indicators set forth above, have been approved by the Audit Committee pursuant to its resolution dated July 26, 2024. Further, the Audit Committee has on July 26, 2024 taken on record that other than the key performance indicators set forth above, our Company has not disclosed any other such key performance indicators during the last three years preceding the date of this Draft Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, by their certificate dated July 26, 2024.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilisation of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 188 and 372, respectively.

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs as 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. 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 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 investors 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. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of KPIs based on additions or dispositions to our business

While our listed peers (mentioned below), like us, operate in the pharmaceutical industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

8. **Comparison of our key performance indicators with listed industry peers**

The following tables provides a comparison of our KPI with our listed peers for the last three Fiscals, which have been determined on the basis of companies listed on the Indian stock exchanges of comparable size to our Company, operating in the same industry as our Company and whose business model is similar to our business model.

Particulars	Units	Fiscal 2024					
		Senores Pharmaceuticals Limited	Ajanta Pharma Limited	Alembic Pharmaceuticals Limited	Caplin Point Laboratories Limited	Gland Pharma Limited	Strides Pharma Science Limited
Revenue from Operations	(₹ million)	2,145.24	42,087.10	62,286.30	16,941.00	56,647.22	40,511.24
EBITDA Margin	%	20.70%	29.86%	15.42%	36.52%	26.54%	10.32%
PAT Margin	%	15.25%	19.39%	9.89%	27.24%	13.64%	(2.33)%
Return on Capital Employed	%	11.73%	32.22%	13.42%	26.55%	13.63%	4.19%
Return on Equity	%	23.60%	23.47%	13.40%	21.69%	9.26%	(4.44)%
Debt to Equity	Times	1.07	0.00	0.09	0.00	0.04	1.17

Particulars	Units	Fiscal 2023					
		Senores Pharmaceuticals Limited	Ajanta Pharma Limited	Alembic Pharmaceuticals Limited	Caplin Point Laboratories Limited	Gland Pharma Limited	Strides Pharma Science Limited
Revenue from Operations	(₹ million)	353.37	37,426.40	56,526.20	14,667.30	36,246.01	36,883.87
EBITDA Margin	%	46.28%	23.56%	12.03%	33.89%	33.35%	5.92%
PAT Margin	%	23.87%	15.71%	6.05%	25.70%	21.55%	(5.76)%
Return on Capital Employed	%	18.56%	22.57%	7.44%	26.43%	14.79%	(0.50)%
Return on Equity	%	20.55%	17.68%	7.12%	22.06%	10.33%	(9.32)%
Debt to Equity	Times	1.34	0.00	0.15	0.00	0.00	1.28

Particulars	Units	Fiscal 2022					
		Senores Pharmaceuticals Limited	Ajanta Pharma Limited	Alembic Pharmaceuticals Limited	Caplin Point Laboratories Limited	Gland Pharma Limited	Strides Pharma Science Limited
Revenue from Operations	(₹ million)	141.70	33,409.90	53,057.90	12,694.10	44,007.08	30,702.50
EBITDA Margin	%	17.03%	31.28%	17.53%	34.14%	39.40%	(7.91)%
PAT Margin	%	7.00%	21.33%	9.82%	24.30%	27.53%	(15.45)%
Return on Capital Employed	%	5.38%	29.37%	11.16%	28.31%	24.85%	(9.63)%
Return on Equity	%	4.35%	22.77%	10.11%	22.74%	18.55%	(18.28)%
Debt to Equity	Times	0.39	0.00	0.12	0.00	0.00	1.17

(1) EBITDA = Profit Before Tax + Depreciation expense + Finance costs
EBITDA Margin= EBITDA/Revenue from Operations
(2) PAT Margin= PAT/ Revenue from Operations
(3) ROCE= EBIT/Average Capital Employed
(4) EBIT= Profit Before Tax + Finance Costs
(5) Average Capital Employed= Average shareholders' equity (including minority interest) + Average Total Debt (Non current borrowings + current borrowings)
(6) ROE= PAT/ Average shareholders' Equity (including minority interest)
(7) Debt/Equity= (Non-current borrowings + current borrowings)/Shareholders equity (including minority interest)

9. **Past transfer(s)/ allotment(s)**

Our Company confirms that there has been primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days, as set out below;

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
1	Ashokbhai Vijaysinh Barot	21,78,000	10	63	Shares of Havix Group, Inc. d/b/a Aavis Pharmaceuticals, acquired by our Company pursuant to share swap agreements	Other than cash	13,72,14,000
2	Dhananjay Barot	3,30,000					2,07,90,000
3	Aviraj Group LLC	6,84,750					4,31,39,250
4	Aviraj Overseas LLC	18,95,190					11,93,96,970
5	Renosen Pharmaceuticals Private Limited	20,43,426					12,87,35,838
6	Swapnil Jatinbhai Shah	9,21,281	10	63	Rights issue in the ratio of one new Equity Share for every three Equity Shares held	Cash	5,80,40,703
7	Ashok Vijaysingh Barot	8,02,280					5,05,43,640
8	Sangeeta Mukur Barot	4,05,455					2,55,43,665
9	Deval Rajnikant Shah	50,000					31,50,000
10	Jigar Prakash Sanghvi	2,16,192					1,36,20,096
11	Manoj Prakash Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	2,16,193					1,36,20,159
12	Ravi Pawankumar Sanghvi	1,39,739					88,03,557
13	Renosen Pharmaceuticals Private Limited	6,50,793					4,09,99,959
14	Espee Therapeutics LLP	4,95,000					3,11,85,000
15	Mukurdhvaj Yogeshkumar Barot	3,96,825					2,49,99,975
16	Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)	76,852					48,41,676
17	Mahendrakumar Chunilal Sanghvi (*held jointly with Usha Mahendra Sanghvi and Prakash Misrimal Sanghvi*)	40,030					25,21,890
18	Vijay Chunilal Sanghvi (*held jointly with Sanghvi Chandra and Prakash Misrimal Sanghvi*)	40,030					25,21,890
19	Prashant Jayantilal Sanghvi *(held jointly with Sarika Prashant Sanghavi and Prakash Mishrimal Sanghvi)*	1,19,481					75,27,303
20	Sarika Prashant Sanghvi *(held jointly with Prashant Jayantilal Sanghvi and Prakash Mishrimal Sanghvi)*	1,19,480					75,27,240

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
21	Shilpa Ravi Sanghvi *(held jointly with Ravi Pawankumar Sanghvi)*	1,39,739					88,03,557
22	Sheetal Nilesh Sanghvi	2,16,193					1,36,20,159
23	Yashkumar Shantilal Sanghvi (*held jointly with Shantilal Mishrimal Sanghvi and Prakash Mishrimal Sanghvi*)	2,76,270					1,74,05,010
24	Jayanti Sanghvi (*held jointly with Shobnadevi Jayanti Sanghvi)*	63	10	63	Conversion of 20 0% Unsecured CCDs Series-I	Cash	3,969
25	Jigar Sanghvi	31			Conversion of 20 0% Unsecured CCDs Series-I		1,953
26	Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	31			Conversion of 20 0% Unsecured CCDs Series-I		1,953
27	Shantaben Sanghvi *(held jointly with Babulal Misrimal Sanghvi and Prakash Misrimal Sanghvi)*	31			Conversion of 20 0% Unsecured CCDs Series-I		1,953
28	Chunilal Sanghvi (*held jointly with Arunaben Chunilal Sanghvi and Prakash Mishrimal Sanghvi*)	63			Conversion of 20 0% Unsecured CCDs Series-I		3,969
29	Ravi Sanghvi	63			Conversion of 20 0% Unsecured CCDs Series-I		3,969
30	Shantilal Sanghvi	31			Conversion of 20 0% Unsecured CCDs Series-I		1,953
31	Prakash Sanghvi *(held jointly with Rashmidevi Prakashmal Sanghvi)*	4,76,190	10	63	Conversion of 200,000 0% Unsecured Fully CCDs Series-II	Cash	2,99,99,970
32	Jayanti Mishrimal Sanghvi HUF	3,17,460			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,99,99,980
33	Manoj Sanghvi (*held jointly with Dimple Manoj Sanghvi and Jayantilal Misrimal Sanghvi*)	3,17,460			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,99,99,980
34	Shantaben Sanghvi *(held jointly with Babulal Misrimal Sanghvi and Prakash Misrimal Sanghvi)*	95,238			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		59,99,994
35	Chunilal Sanghvi (*held jointly with Arunaben Chunilal Sanghvi and Prakash Mishrimal Sanghvi*)	1,58,730			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		99,99,990
36	Sheetal Sanghvi	2,38,095			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,49,99,985
37	Shobhnadevi Sanghvi *(held jointly with Jayantilal Mishrimal*	3,17,460			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,99,99,980

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
	Sanghvi and Prakash Misrimal Sanghvi)						
38	Sanghvi Prakashmal Mishrimal HUF	3,01,587			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,89,99,981
39	Sangvi Shantilal Mishrimal HUF	2,85,714			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		1,79,99,982
40	Sanghavi Pavankumar Mishrimalji HUF	5,07,936			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		3,19,99,968
41	Shashi Sanghvi	1,58,730			Conversion of 200,000 0% Unsecured Fully CCDs Series-II		99,99,990
42	Remus Pharmaceuticals Limited	32,61,744	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to the share swap agreement dated November 2, 2023	Other than cash	20,54,89,872
43	Ratnamani Marketing Private Limited	8,38,095	10	63	Shares of Ratnatris Pharmaceuticals Private Limited acquired by our Company pursuant to share swap agreement dated February 5, 2022	Other than cash	5,27,99,985
44	Jitendra Babulal Sanghvi (*held jointly with Babulal Misrimal Sanghvi and Prakash Mishrimal Sanghvi*)	4,11,664					2,59,34,832
45	A Uttamchand Jain and Sons HUF	10,000	10	180	Conversion of 1,695 0% Unsecured Fully CCDs Series-III	Cash	18,00,000
46	Ajaya Sharma	14,000					25,20,000
47	Akash Kumar	14,000					25,20,000
48	Alpesh R Modi Huf	22,000					39,60,000
49	Amit Gunchandra Mehta	14,000					25,20,000
50	Aniket Mohan Gore	5,000					9,00,000
51	Anjan Vansh Bantia	33,000					59,40,000
52	Arunkumar Bhavana	14,000					25,20,000
53	Asha Arun Patankar	25,000					45,00,000
54	Avinash	22,000					39,60,000
55	Bharat Kumar	14,000					25,20,000
56	Binny Malav Shah	18,000					32,40,000
57	Bo Jingen	16,000					28,80,000
58	Ceramet Consultants Pvt Ltd	25,000					45,00,000
59	Chandani Alpesh Modi	10,000					18,00,000
60	Chandrakala Poddar	14,000					25,20,000
61	Deepak Shah	14,000					25,20,000
62	Gunavanth Kumar Rekha *(held jointly with Gunavanth Kumar Neha)*	83,000					1,49,40,000
63	Gothamchand A	56,000					1,00,80,000
64	Gunavanth Kumar HUF	56,000					1,00,80,000
65	Hirachand Padma Jain	42,000					75,60,000
66	Harichand Mohanchand	55,000					99,00,000
67	Jatin Sachdev	14,000					25,20,000
68	Jaya Prem Rajdev	14,000					25,20,000
69	Jayshreeben Hemant Kumar Desai (*held jointly with Hemant*	14,000					25,20,000

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
	Kumar Jasvantrai Desai)						
70	Jyoti Bhaiya	17,000					30,60,000
71	Kamlesh A Sampat (*held jointly with Leena K. Sampat*)	5,000					9,00,000
72	Karupakala Ravindra Prathibha	22,000					39,60,000
73	Kavita Jain	14,000					25,20,000
74	Kewal Chand Arvind Kumar	22,000					39,60,000
75	Lumos Advisors LLP	14,000					25,20,000
76	Malav Prakashkumar Shah	18,000					32,40,000
77	Mamata Jitendra Jain	44,000					79,20,000
78	Mangilal G Rakhecha	14,000					25,20,000
79	Manoj Amlokchand Gadiya	22,000					39,60,000
80	Mithalal Nirmal Kumar	28,000					50,40,000
81	Mukesh Kumar Jain	22,000					39,60,000
82	Nishank Sakariya	14,000					25,20,000
83	Naba Krushna Dash	8,000					14,40,000
84	Narendra Kumar Srisrimal	14,000					25,20,000
85	Navratan Kumar Gulechha	22,000					39,60,000
86	Nikesh Kumar Kushal	47,000					84,60,000
87	Panna Gunchandra Mehta	14,000					25,20,000
88	Prakash Arvindbhai Shah HUF	18,000					32,40,000
89	Prakash Chand Gothamchand	83,000					1,49,40,000
90	Prashant Mishra	14,000					25,20,000
91	R Sunil Kumar S.	14,000					25,20,000
92	Rajesh H Sethia HUF	22,000					39,60,000
93	Rajnikant Meghji Shah	14,000					25,20,000
94	Ramanlal B Golecha	30,000					54,00,000
95	Ravindra Lakshmaiahshetty Karpakla	22,000					39,60,000
96	Rekha	22,000					39,60,000
97	Renuka Sancheti	14,000					25,20,000
98	Renuka Sanjay Dudhawat	5,000					9,00,000
99	Rishab Intermediates Pvt Ltd	28,000					50,40,000
100	Rudra Murthy	28,000					50,40,000
101	Sandeep Bhandari	35,000					63,00,000
102	Swapnil Jatin Shah	14,000					25,20,000
103	Shankesh Vijayakumar	28,000					50,40,000
104	Shalini M G	14,000					25,20,000
105	Shobha Sunil Khetpalia	14,000					25,20,000
106	Singhvi Heritage LLP	40,000					72,00,000
107	Sunil Khetpalia	14,000					25,20,000
108	Sunil Kumar	22,000					39,60,000
109	Sunil Shlok	22,000					39,60,000
110	Suresh Kumar Nikitha	14,000					25,20,000
111	Tina Bhandari	25,000					45,00,000
112	V Rajkumari	28,000					50,40,000

S. No.	Name of Allottee	No. of Equity Shares allotted	Face value per equity share (in ₹)	Offer price per Equity Share (in ₹)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹)
113	Vardhaman Kothari	14,000					25,20,000
114	Vijayraj Kanmal Jain	22,000					39,60,000
115	Vikas Kumar Gadiya	28,000					50,40,000
116	Vikas Rekha Bohra	22,000					39,60,000
117	Vimal Kumar Srisrimal	28,000					50,40,000
118	Vimalaben Arvindkumar Shah	18,000					32,40,000
	Total	**2,18,34,615**					**1,57,38,95,745**
	Weighted Average cost of acquisition						**72.08**

Given below are the details of the secondary transfers of Equity Shares made by the Promoter, Promoter Group, Selling Shareholders and Shareholders having the right to nominate directors to the Board where such transfers have been within the respective dematerialised accounts of the shareholder:

(1) 500 Equity Shares initially held solely by Pinky Jatin Shah were transferred to the dematerialisation account of Pinky Jatin Shah (*jointly held with Jatin Siddharth Shah*) as reflected in the beneficiary position statement as on March 22, 2024.
(2) 2,194,500 Equity Shares were transferred from the dematerialisation account of Anar Swapnil Shah to a separate dematerialisation account of Anar Swapnil Shah (*jointly held with Swapnil Jatinbhai Shah*) as reflected in the beneficiary position statement as on March 15, 2024.

Since the transfer has been made within the respective dematerialised accounts of the shareholder, the above mentioned transfer has not been taken into consideration for providing the weighted average cost of acquisition of secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Other than as mentioned above, our Company confirms that there have been no secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

10. **The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)**

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 9 above, are set out below:

Past allotment/ secondary transactions	Weighted average cost of acquisition (in ₹)	Floor Price (*i.e.*, ₹ [●])[#]	Cap Price (*i.e.*, ₹ [●])[#]
Weighted average cost of acquisition of primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this	72.08	[●] times	[●] times

Past allotment/ secondary transactions	Weighted average cost of acquisition (in ₹)	Floor Price (*i.e.*, ₹ [●])[#]	Cap Price (*i.e.*, ₹ [●])[#]
Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days,			
Weighted average cost of acquisition of secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction 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) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA	[●] times	[●] times

 # To be included at the Prospectus stage.

Explanation for Offer Price/ Cap Price

Set forth below is an explanation for the Offer Price and Cap Price being (i) [●] times and [●] times, respectively, the weighted average cost of acquisition of primary transactions in last three years; and (ii) [●] times and [●] times, respectively, the weighted average cost of acquisition of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscals 2022, 2023 and 2024, and in view of the external factors which may have influenced the pricing of the Offer:

[●]*

* *To be included at the Prospectus stage*

The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors'*, '*Our Business*', '*Restated Consolidated Financial Information'* and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on pages 35, 188, 268 and 372. The trading price of the Equity Shares could decline due to the factors mentioned in 'Risk Factors' or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: July 24, 2024

The Board of Directors,
Senores Pharmaceuticals Limited
1101 – 1103,
11th Floor, South Tower
ONE 42, Opposite Jayantilal Park
Ambali Bopal Road
Ahmedabad – 380 054
Gujarat, India

Dear Sirs/ Madams,

Sub: Statement of possible special tax benefit (the "Statement") available to Senores Pharmaceuticals Limited (the "Company"), its material subsidiary and its shareholders prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the "SEBI ICDR Regulations") in connection with the proposed initial public offering of equity shares of face value of ₹ 10/- each (the "Equity Shares") of the Company (such offering, the "Offer")

We, M/s. Pankaj R. Shah & Associates, Statutory Auditors of the Company, hereby confirm that the enclosed **Annexure A**, prepared by the Company and initialled by us for identification purpose ("**Statement**") for the Offer, provides the possible special tax benefits available to the Company, its shareholders and its domestic material subsidiary, Ratnatris Pharmaceuticals Private Limited under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively, "**GST Act**"), Customs Act, 1962 and the Customs Tariff Act, 1975 (read with the rules, circulars and notifications issued in connection thereto). Several of these benefits are dependent on the Company, its domestic material subsidiary or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company, its shareholders and its domestic material subsidiary identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'possible special tax benefits' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to possible special tax benefits available to the Company, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in **Annexure A** are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this statement.

The benefits discussed in the enclosed Statement are not exhaustive. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

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

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

1. the Company or its shareholders or its material subsidiary will continue to obtain these benefits in the future; or

2. the conditions prescribed for availing of the benefits, where applicable have been/would be met with; or

3. The revenue authorities/courts will concur with the views expressed herein.

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

We have conducted our review in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the

Code of Ethics issued by the ICAI. We hereby confirm that while providing this statement we have complied with the Code of Ethics issued by the ICAI.

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 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 hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this certificate as may be necessary, to any regulatory/ statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This certificate may be relied on by the BRLMs, their affiliates and legal counsels in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We undertake to immediately communicate, in writing, any changes to the above information/ confirmations to the BRLMs and the Company until the equity shares allotted in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/ confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For and on behalf of
M/s. Pankaj R. Shah & Associates
Chartered Accountants
Firm Registration Number: 107361W

_____

CA Nilesh Shah
Partner
Membership No.: 107414
UDIN: 24107414BJZXFV1809
Place: Ahmedabad

ANNEXURE A

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY , ITS DOMESTIC MATERIAL SUBSIDIAIRY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'possible *special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to possible special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Possible Special Direct tax benefits available to the Company

There are no special direct tax benefits available to the Company.

II. Possible Special Indirect tax benefits available to the Company

There are no special Indirect tax benefits available to the Company.

III. Possible Special Direct tax benefits available to the Domestic Material Subsidiary

There are no special Direct tax benefits available to the **Domestic Material Subsidiary**.

IV. Possible Special Indirect tax benefits available to the Domestic Material Subsidiary

There are no special Indirect tax benefits available to the **Domestic Material Subsidiary** of the Company.

V. Possible Special tax benefits available to Shareholders of the Company

There are no possible special tax benefits available to Shareholders **of the Company**.

Notes:

i. The above Statement of Tax benefits sets out the possible special tax benefits available to the Company, its shareholders and its domestic material subsidiary under the tax laws mentioned above as applicable.

ii. The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law as applicable.

iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company as applicable.

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

v. This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India as applicable.

Statement of Possible special tax benefits available to Senores Pharmaceuticals Inc. and Havix Group Inc under applicable tax laws in the United States of America

July 22, 2024

To,

The Board of Directors
Senores Pharmaceuticals Inc
2877 Pearl Ridge Trace
Buford, GA 30519

To,

Havix Group Inc
9488 Jackson Trail Rd,
Suite A, City of Hoschton,
GA 30548

The Board of Directors,
Senores Pharmaceuticals Limited
1101 – 1103, 11th Floor, South Tower
ONE 42, Opposite Jayantilal Park
Ambali Bopal Road
Ahmedabad – 380 054
Gujarat, India

Dear Sirs/Madams,

Re: Statement of Possible special tax benefits available to Senores Pharmaceuticals Inc. ('Senores Inc') & Havix Group Inc ('Havix') under United States tax laws prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the "SEBI ICDR Regulations") in connection with the proposed initial public offering of equity shares of face value of ₹ 10/- each (the "Equity Shares") of Senores Pharmaceuticals Limited (such offering, the "Offer")

1. We hereby confirm that the enclosed Annexure 1, prepared by Havix describes the possible special tax benefits available to Havix under direct and indirect tax laws as stated in the enclosed Annexure as of the 2024 tax year.

2. We hereby confirm that the enclosed Annexure 2, prepared by Senores Inc. describes the possible special tax benefits available to Senores Inc. under direct and indirect tax laws as stated in the enclosed Annexure as of the 2024 tax year

3. Certain of these benefits are dependent on Havix & Senores Inc. satisfying conditions prescribed under the relevant provision of the Code and/or other applicable law. Therefore, the ability of Havix & Senores Inc. to derive the possible special tax benefits may be dependent upon the satisfaction of such conditions which, based upon various factors, Havix & Senores Inc. may or may not ultimately satisfy.

4. The benefits in the enclosed Annexure are not exhaustive and cover the possible special tax benefits available to Havix & Senores Inc. and do not cover any general tax benefits available to Havix & Senores Inc.. The preparation of the contents states in the Annexure is the responsibility of the management of Havix & Senores Inc.. We are informed that the Annexure is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares by Senores Pharmaceuticals Limited (the "Offer"), of which Havix & Senores Inc. are material subsidiaries. Neither are we suggesting nor advising the investor to make any investment based on the statement of possible special tax benefits.

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

   a. Havix & Senores Inc. will continue to obtain these benefits in the future.

   b. The conditions prescribed for availing the benefits have been/ would be satisfied; and

   c. The revenue authorities/courts will concur with the views expressed herein.

6. The contents of the enclosed Annexure are based on information, explanations, and representations obtained from Havix & Senores Inc. and on the basis of their understanding of the business activities and operations of Havix & Senores Inc..

7. This Statement is issued solely in connection with the Offer and for disclosure in the draft red herring prospectus, the red herring prospectus, the prospectus and any other material used in connection with the Offer (together, the "Offer Documents"), and is not to be used, referred to or distributed for any other purpose.

8. We further consent to be named as an "expert" as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in relation to this statement of possible special tax benefits included in the Offer Documents.

9. This Annexure covers representations with respect to tax laws in the United States, based solely on prior engagements with Havix & Senores Inc..

10. Any United States tax advice contained in this document (including any attachments) is not intended or written by the practitioner to be used, and cannot be used by any taxpayer, for the purpose of (i) avoiding penalties that may be imposed on the taxpayer by the Internal Revenue Service, and/or (ii) supporting the promotion, recommendation, or marketing of any transactions or matter addressed herein

By TAAK Consulting, LLC

Gregory Johnson, CPA

Possible Special Tax Benefits

Annexure 1

1. The following are the possible special direct tax benefits available to Senores Inc.:

Foreign Derived Intangible Income (FDII) Deduction:

IRC Section 250

A deduction up to 37.5% of its "foreign-derived intangible income" (FDII) under Code section 250 is available to Senores Inc.. Broadly, the calculations underlying the FDII deduction are intended (i) to approximate the intangible income a US corporation is deemed to earn (generally by considering all amounts over a fixed return on tangible, depreciable assets to be from intangible assets), and then (ii) determining which portion of such intangible income is foreign-derived. Such foreign-derived intangible income is generally eligible for the above-referenced deduction, subject to various conditions and limitations.

Research and Development Tax Credit (R&D):

IRC Section 41

A tax credit for increasing research activities under Code section 41 is available to Senores Inc. Broadly, the calculations underlying the R&D tax credit are intended (i) to incentivize businesses to invest in research and development by providing a credit for qualified research expenses (QREs), and (ii) to support innovation and technological advancement within the United States.

The credit is generally calculated as 20% of the excess of the QREs for the taxable year over a base amount. The base amount is typically a fixed-base percentage of the average annual gross receipts of the taxpayer for the four taxable years preceding the taxable year for which the credit is being determined. Alternatively, taxpayers may elect to use the Alternative Simplified Credit (ASC), which is 14% of the excess of the QREs for the taxable year over 50% of the average AREs for the three preceding taxable years.

Stock Acquisitions Treated as Asset Acquisitions; Related Amortization:

IRC Section 338

An election under Section 338 is available to Senores Inc. to treat certain stock acquisitions as an asset purchase for US federal income tax purposes.

The primary benefit electing to treat such acquisitions as asset purchases for income tax purposes, is that Havix & Senores Inc. receives fair market value basis in the deemed-acquired assets, permitting prospective depreciation and/or amortization deductions with respect to such assets.

2. There are no possible special indirect tax benefits available to Senores Inc.

Notes:

These Annexure sets out the possible special tax benefits available to Senores Inc., in the United States of America.

No assurance is given that revenue authorities or courts will concur with the views expressed herein. Our views are based on the existing provisions of law and applicable interpretations thereof, which are subject to change from time to time. We do not assume responsibility to update the views subsequent to such changes.

This statement covers only certain possible special tax benefits, read with the relevant rules, regulations, and guidance in force in the United States. This statement also does not discuss any tax consequences in any country outside the United States, of an investment in the shares of a United States entity.

The above statement of possible special tax benefits is as per the current tax laws and several of these benefits are dependent on Havix & Senores Inc. or its shareholders satisfying the conditions prescribed under the relevant provisions of the Code and/or other applicable law.

This Annexure is intended only to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Offer.

By Senores Pharmaceuticals Inc.

Name: Dhananjay Barot
Title President
Place: Buford, Georgia
Dates:

Annexure 2

1. The following are the possible special direct tax benefits available to Havix.:

Foreign Derived Intangible Income (FDII) Deduction:

IRC Section 250

A deduction up to 37.5% of its "foreign-derived intangible income" (FDII) under Code section 250 is available to Havix. Broadly, the calculations underlying the FDII deduction are intended (i) to approximate the intangible income a US corporation is deemed to earn (generally by considering all amounts over a fixed return on tangible, depreciable assets to be from intangible assets), and then (ii) determining which portion of such intangible income is foreign-derived. Such foreign-derived intangible income is generally eligible for the above-referenced deduction, subject to various conditions and limitations.

Research and Development Tax Credit (R&D):

IRC Section 41

A tax credit for increasing research activities under Code section 41 is available to Havix. Broadly, the calculations underlying the R&D tax credit are intended (i) to incentivize businesses to invest in research and development by providing a credit for qualified research expenses (QREs), and (ii) to support innovation and technological advancement within the United States.

The credit is generally calculated as 20% of the excess of the QREs for the taxable year over a base amount. The base amount is typically a fixed-base percentage of the average annual gross receipts of the taxpayer for the four taxable years preceding the taxable year for which the credit is being determined. Alternatively, taxpayers may elect to use the Alternative Simplified Credit (ASC), which is 14% of the excess of the QREs for the taxable year over 50% of the average AREs for the three preceding taxable years.

Stock Acquisitions Treated as Asset Acquisitions; Related Amortization:

IRC Section 338

An election under Section 338 is available to Havix. to treat certain stock acquisitions as an asset purchase for US federal income tax purposes.

The primary benefit electing to treat such acquisitions as asset purchases for income tax purposes, is that Havix & Havix. receives fair market value basis in the deemed-acquired assets, permitting prospective depreciation and/or amortization deductions with respect to such assets.

2. There are no possible special indirect tax benefits available to Havix.

Notes:

These Annexure sets out the possible special tax benefits available to Havix, in the United States of America.

No assurance is given that revenue authorities or courts will concur with the views expressed herein. Our views are based on the existing provisions of law and applicable interpretations thereof, which are subject to change from time to time. We do not assume responsibility to update the views subsequent to such changes.

This statement covers only certain possible special tax benefits, read with the relevant rules, regulations, and guidance in force in the United States. This statement also does not discuss any tax consequences in any country outside the United States, of an investment in the shares of a United States entity.

The above statement of possible special tax benefits is as per the current tax laws and several of these benefits are dependent on Havix & Havix. or its shareholders satisfying the conditions prescribed under the relevant provisions of the Code and/or other applicable law.

This Annexure is intended only to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Offer.

By Havix Group Inc

Name: Dhananjay Barot
Title President
Place: Hoschton, GA
Dates:

SECTION IV: ABOUT OUR COMPANY

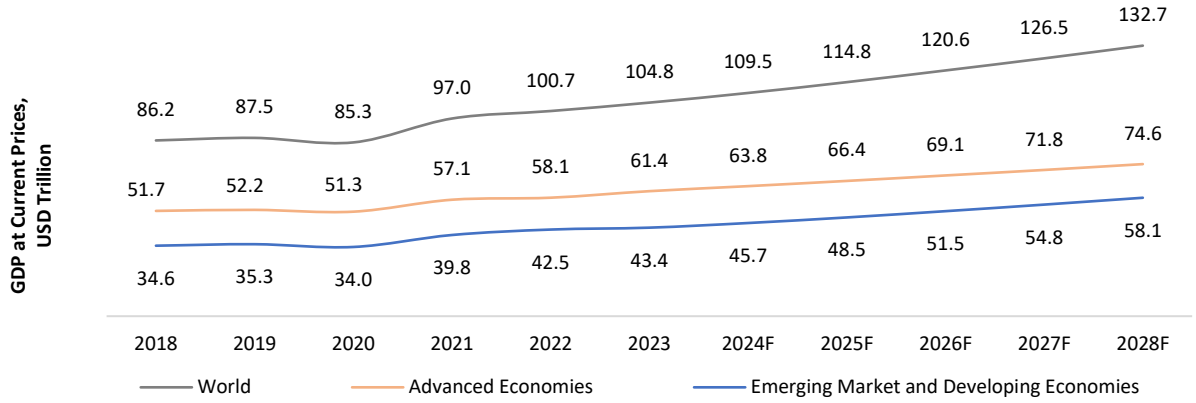
INDUSTRY OVERVIEW

1. Macroeconomic Overview[1]

1.1. Global and Regional GDP Outlook

Strong evidence of resilient economic growth despite short-term aberrations from geopolitical and financial issues

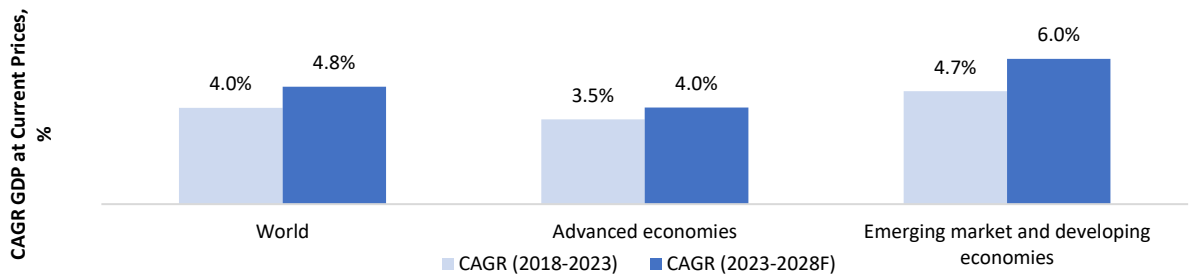
Exhibit 1.1: GDP at Current Prices, Global, 2018-2028F



Source: World Economic Outlook-April 2024, Frost & Sullivan

Note: The above GDP values at current prices are the country's GDP based on the same period during the year as their fiscal data. For countries whose fiscal data are based on a fiscal calendar (e.g., July to June), this series would be the country's GDP over that same period. For countries whose fiscal data are based on a calendar year (i.e., January to December), this series will be the same as "Gross domestic product, current prices."

Exhibit 1.2: GDP CAGR at Current Prices, Global, 2018-2028F

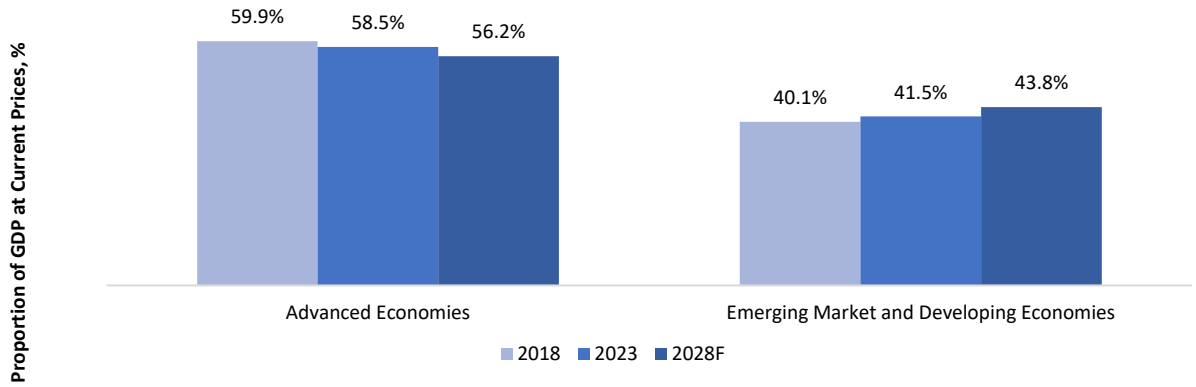


Source: World Economic Outlook-April 2024, Frost & Sullivan

The global Gross Domestic Product (GDP) is forecasted to grow by 4.8% from 2023 to 2028, exceeding the five-year average growth rate of 4.0% observed between 2018 and 2023. Despite facing challenges in energy and food markets due to geopolitical conflicts and notable monetary tightening aimed at addressing high inflation, economic activity has experienced deceleration but not stagnation. This trend is notable across both advanced and emerging economies. Advanced economies are anticipated to witness a growth rate nearly 50 basis points higher than their historical average, while emerging economies are expected to outpace global growth, witnessing an increment of 130 basis points in their growth rate.

[1] Unless otherwise mentioned, all the years are calendar years

Exhibit 1.3: GDP Contribution at Current Prices, Global, 2018-2028F



Source: World Economic Outlook-April 2024, Frost & Sullivan

By 2023, advanced economies constituted nearly 58.5% of the global economy, a share projected to persist above 55% until 2028. Advanced economies remain pivotal in propelling global economic expansion, benefiting from robust infrastructures, advanced technologies, and substantial spending power, collectively fostering innovation and driving demand across various sectors. This innovation and sustained demand contribute to the creation of high-value goods and services, bolstering competitiveness and facilitating growth in both domestic and international markets. Furthermore, these economies wield significant influence in shaping global trade dynamics and investment patterns, attracting substantial foreign investment, facilitating technology transfers, and stimulating international trade flows.

Several advanced economies, notably the United States, have surpassed growth expectations owing to resilient consumption and investment. Fueled by low unemployment rates, wage growth, and consumer confidence, consumer spending has remained robust. Additionally, businesses have been investing across various sectors, driven by factors such as low interest rates, technological advancements, and favorable economic conditions, resulting in the US economy outperforming growth expectations.

Nonetheless, the rising importance of emerging markets and developing economies cannot be overlooked. Marked by rapid industrialization, urbanization, and demographic shifts, these regions are emerging as substantial contributors to global GDP growth, consumption patterns, and investment inflows. Forecasts indicate a compound annual growth rate (CAGR) of 6.0% between 2023 and 2028, with notable prominence in emerging economies across Asia, particularly India, the Philippines, and Vietnam. Alongside Sub-Saharan Africa and the ASEAN 5 (Indonesia, Malaysia, the Philippines, Singapore, and Thailand), India and China stand out as some of the largest and fastest-growing economies.

While China and India historically boasted growth rates of around 5.5% between 2018 and 2023, India's projected GDP growth is anticipated to surpass China's by nearly 1.7 times. India's economic resilience amidst the pandemic, notably in the pharmaceutical sector, combined with emerging geopolitical dynamics such as the "China plus one" strategy, have propelled India into the global spotlight. Conversely, China faces challenges stemming from a weakening property sector, geopolitical uncertainties, unfavorable policies like the Biosecurity Act, and declining export momentum. Consequently, India is projected to ascend as the world's third-largest economy by 2027, surpassing Japan and Germany, with a GDP exceeding USD 5.0 trillion. India aims to achieve developed economy status by 2047[2], driven by robust growth projections of 10.3% between 2023 and 2028. This surge in growth is underpinned by escalating domestic consumer demand across sectors, substantial government and private global investments, bolstered global partnerships, reforms centered on the Atmanirbhar Bharat initiative, and a flourishing micro, small, and medium-sized enterprise (MSME) sector.

Some additional GDP growth drivers for India include:

- **Demographic dividend:** India stands out not only as the world's most populous nation but also as a distinctive example of expanding working-age demographics, a feature in stark contrast to many regions grappling with aging and diminishing working populations. As of 2023, a significant portion, accounting for 50.2% of India's population, fell within the working age bracket of 25 to 64 years. This marked an increase from 47.8% in 2017, with projections indicating a further rise to 51.7% by 2027[3]. India's youthful population presents a substantial competitive advantage in terms of labor force availability. Moreover, the nation benefits from a sizable pool of graduates, particularly in Science, Technology, Engineering, and Mathematics (STEM), who possess proficiency in English, setting India apart on the global stage. This advantage proves particularly advantageous in skill-intensive industries, such as pharmaceutical research and development (R&D) and manufacturing. Additionally, India's rapid urbanization and

[2] IBEF Report on Government's Ambition
[3] Population Estimates and Projections: World Bank

burgeoning working population, coupled with increasing incomes, are poised to stimulate demand for goods and services, thereby driving further economic growth.

- **Commendatory government reforms for the manufacturing sector:** Manufacturing has historically contributed 16-17% of the country's GDP[4]. With prioritization of manufacturing across sectors including automotive, engineering, chemicals, pharmaceuticals, and consumer durables through the implementation of policies like Production-Linked Incentive (PLI) scheme, PM Gati Shakti- National Master Plan (NMP), Industrial development schemes in states with industrial backwardness, the manufacturing sector is expected to account for 25% of GDP by 2025[5]. These reforms will simultaneously help improve India's Business Environment Rankings (BER) for infrastructure improvement from the 14th position in the 2018-2022 period to the 10th position in the 2023-2027 period, taking India ahead of the Philippines, Indonesia, and Vietnam[6]. As India solidifies its position in the global manufacturing landscape, the pharmaceutical industry holds particular promise. By servicing both domestic and export markets, pharmaceutical companies can harness the momentum of India's ascendance as a prominent manufacturing destination.

Exhibit 1.4: CAGR GDP at Current Prices, Select Countries, 2018-2028F		
Country	**CAGR (2018-2023)**	**CAGR (2023-2028F)**
World	*4.0%*	*4.8%*
Australia	*4.2%*	*3.9%*
Azerbaijan	*10.2%*	*3.8%*
Canada	*4.4%*	*4.7%*
Ecuador	*2.3%*	*2.9%*
France	*1.7%*	*3.2%*
Germany	*2.3%*	*3.2%*
Ghana	*2.5%*	*3.9%*
India	*5.7%*	*10.3%*
Iraq	*2.3%*	*5.0%*
Italy	*1.5%*	*2.6%*
Philippines	*4.7%*	*8.3%*
Saudi Arabia	*4.7%*	*4.8%*
South Africa	*-1.4%*	*2.5%*
United Kingdom	*3.1%*	*5.6%*
United States	*5.8%*	*4.2%*
Vietnam	*7.3%*	*7.9%*

Source: World Economic Outlook-April 2024, Frost & Sullivan

The anticipated growth in emerging markets and developing economies, combined with steady expansion in advanced economies, is anticipated to spur demand across critical sectors, such as healthcare, and drive global investment. This convergence of favorable economic conditions across advanced and emerging economies is poised to fuel sustained global economic growth, leveraging the complementary strengths of each market and fostering a resilient and prosperous global economic landscape.

Economic growth is also evident in the rising GDP per capita, an indirect indicator of improved affordability

Exhibit 1.5: CAGR GDP per Capita at Current Prices, Select Countries, 2018-2028F		
Country	**CAGR (2018-2023)**	**CAGR (2023-2028F)**
Australia	*3.0%*	*2.9%*
Azerbaijan	*9.6%*	*2.6%*
Canada	*2.8%*	*3.2%*
Ecuador	*0.8%*	*1.5%*
France	*1.3%*	*2.9%*
Germany	*1.9%*	*3.3%*
Ghana	*0.4%*	*1.3%*
India	*4.8%*	*9.4%*
Iraq	*-0.3%*	*2.4%*
Italy	*1.9%*	*2.7%*
Philippines	*3.4%*	*7.2%*
Saudi Arabia	*3.0%*	*2.7%*
South Africa	*-2.6%*	*1.0%*
United Kingdom	*2.6%*	*5.2%*

[4] IBEF; Confederation of Indian Industries
[5] FDI in Make in India: Transforming the Manufacturing Landscape
[6] Economist Intelligence Unit: India's Manufacturing Moment

Exhibit 1.5: CAGR GDP per Capita at Current Prices, Select Countries, 2018-2028F		
Country	**CAGR (2018-2023)**	**CAGR (2023-2028F)**
United States	*5.3%*	*3.6%*
Vietnam	*6.1%*	*7.2%*

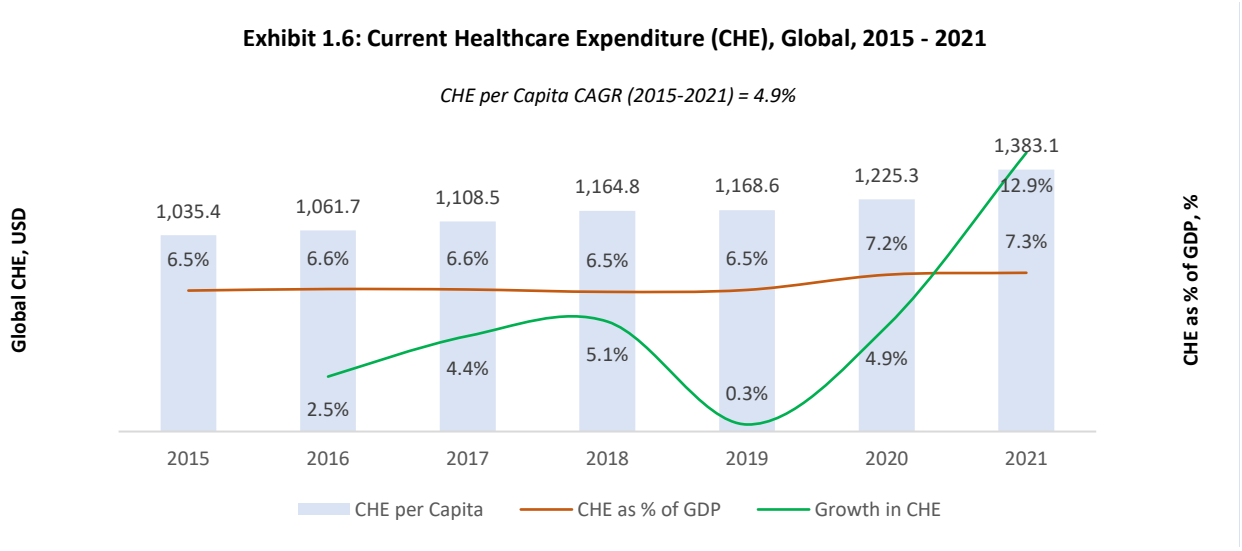
Source: World Economic Outlook-April 2024, Frost & Sullivan

This growth is also evident in the growing GDP per capita, a crucial measure of economic prosperity, offering insights into the average income and subsequent spending capacity per individual. According to IMF data, global GDP per capita has significantly expanded, climbing from USD 11,500 in 2018 to USD 13,400 in 2023, indicating a CAGR of 3.1%. In 2023, within the G7 nations (Canada, France, Germany, Italy, Japan, the United Kingdom, and the United States; additionally, the European Union as a non-enumerated member), the United States led with the highest GDP per capita at current prices, reaching USD 81,632, closely trailed by Canada, Germany, and the United Kingdom. While advanced economies anticipate GDP per capita growth rates ranging between 3-6% from 2023 to 2028, emerging economies are poised to experience nearly double that growth rate.

1.2. Global and Regional Healthcare Expenditure

As disposable income levels rise and health and wellness awareness increase in the aftermath of the pandemic, the spotlight on healthcare has intensified, leading to a notable surge in discretionary spending within this sector.

Exhibit 1.6: Current Healthcare Expenditure (CHE), Global, 2015 - 2021



Source: WHO, Frost & Sullivan
Note: CHE data is based on the same period during the year as a country's fiscal data. In the case of countries whose fiscal data are based on a fiscal calendar (e.g., July to June), this series would be the country's CHE over that same period.

Current healthcare expenditures (CHE) as a percentage of GDP are on an upward trajectory driven by various intersecting factors. Increased spending power, fueled by economic growth, allows for greater investment in healthcare, aiming to improve accessibility and quality. Efforts to enhance affordability further boost healthcare utilization. Meanwhile, advancements in medical technology, though beneficial, often come with increased costs. The prevalence of chronic diseases and aging populations also contribute to rising healthcare spending. Post-pandemic behavioral changes and a growing focus on wellness add to this trend. Both voluntary and government expenditures have surged since the pandemic, leading to a significant increase in global healthcare spending, from 6.5% of GDP in 2015 to 7.3% in 2021, representing a CAGR of 4.9% over the period. While global healthcare spending is on the rise, there are notable regional variations that underscore the diverse healthcare landscapes across different parts of the world, which are also influenced by a complex interplay of economic, demographic, and societal factors.

1.2.1. Regional Healthcare Expenditure

Current health expenditure varies significantly across countries, with the US leading the charts among key economies.

While high-income countries like the UK, France, Germany, Canada, Sweden, Switzerland, and the US allocate higher healthcare expenditures than the global average, spending in Asian countries (excluding exceptions like Japan) is nearly half the global average. For example, in the US, healthcare expenditure as a percent of GDP stood at 17.4% in 2021, Germany at 12.9%, Canada at 12.3%, and Australia at 10.5%. In contrast, Vietnam and India were only 4.6% and 3.3%, respectively[7]. The large difference in spending arises from the maturity of healthcare delivery and reimbursement systems.

[7] World Bank- Global Health Expenditure Database

Exhibit 1.7: Current Healthcare Expenditure as % GDP by Country, 2021				
Country	**CHE as % of GDP, 2015**	**CHE as % of GDP, 2021**	**Pharmaceutical and Other Durable Goods Spending as % of GDP**	**Pharmaceutical and Other Durable Goods Spending as % of CHE**
Australia	10.1%	10.5%	1.3%*	12.0%*
Azerbaijan	4.3%	4.7%	Not Available	Not Available
Canada	10.7%	12.3%	1.7%	13.8%
Ecuador	7.6%	8.3%	Not Available	Not Available
France	11.4%	12.3%	1.5%	12.5%
Germany	11.2%	12.9%	1.8%	13.9%
Ghana	4.5%	4.2%	0.2%***	6.4%***
India	3.6%	3.3%	0.7%*	21.0%*
Iraq	3.2%	5.2%	1.2%	22.7%
Italy	8.9%	9.4%	1.6%	17.1%
Philippines	3.9%	5.9%	Not Available	Not Available
Saudi Arabia	5.9%	6.0%	0.8%***	14.2%***
South Africa	8.1%	8.3%	0.7%**	8.9%**
United Kingdom	9.8%	12.4%	1.2%	9.5%
United States (US)	16.5%	17.4%	2.0%	11.7%
Vietnam	4.7%	4.6%	Not Available	Not Available

Source: World Bank, Frost & Sullivan
*Note: * Represents 2020 data, ** represents 2019 data, *** represents 2018 data*

On a global scale, governmental involvement in Current Healthcare Expenditure (CHE) has demonstrated a steady increase, reflecting a broader adoption of policies geared towards achieving universal health coverage. Government schemes now contribute to over 60% of CHE, with a concurrent decline observed in Out-of-Pocket (OOP) spending, which has decreased to nearly 16% as of 2021. However, significant regional disparities persist, particularly evident in the government's share of CHE. Governmental contributions constitute approximately 55% of CHE in the US, whereas in France, Germany, and Canada, governmental involvement exceeds 70%. In contrast, governmental expenditures constitute only about 35% of CHE in India.

While the specific drivers and magnitudes may vary between regions, the overarching commitment to investing in healthcare is reflected in an increase in CHE as a percentage of GDP across both emerging and advanced economies.

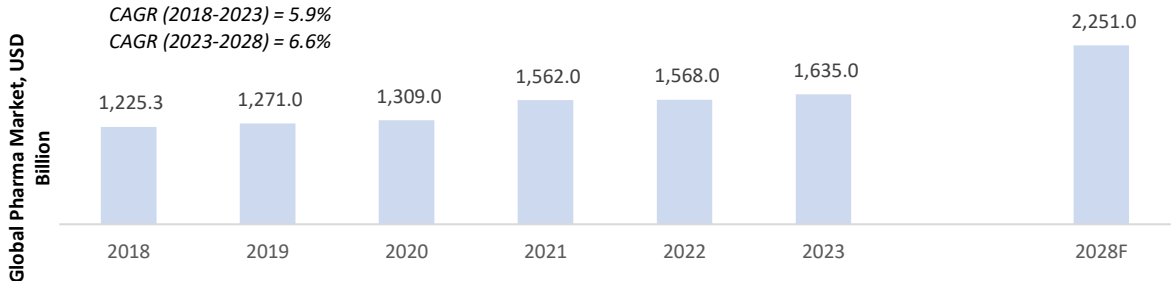
Pharmaceutical expenditures have risen alongside overall healthcare spending, predominantly fueled by an uptick in chronic disease cases, expansion of the elderly population base, patterns of self-medication, and the relative affordability of drugs compared to alternative options.

Global pharmaceutical spending has seen steady growth, propelled by various factors such as increasing healthcare needs, advancements in medical treatments, and expanding access to medications worldwide. With rising incidences of chronic diseases, the aging population, and a growing awareness of health issues, demand for pharmaceutical products continues to surge. Additionally, the launch of innovative drugs and therapies has further stimulated spending in the pharmaceutical sector. As countries strive to enhance healthcare infrastructure and ensure equitable access to medicines, pharmaceutical spending is anticipated to maintain its upward trajectory, shaping the future of healthcare spending on a global scale. Regionally, pharmaceutical expenditure mirrors similar trends as overall CHE, with high regional disparity. To illustrate, while the US spent nearly 11.7% of CHE on pharma in 2021, India spent 21.0% in 2020.

2. Global Pharmaceutical Market Overview

Pharmaceutical spending has grown in tandem with overall healthcare spending, particularly driven by an increase in chronic disease cases, the growth of the senior population, trends in self-medication, the availability of cost-effective generics, and the overall affordability of drugs compared to other available clinical alternatives.

Exhibit 2.1: Global Pharma Market, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

The global pharmaceutical sector is undergoing a profound transformation across its entire value chain, driven by a strong emphasis on product innovation, healthcare equity (healthcare for all), operational efficiency, and enhanced engagement with healthcare providers and patients. Despite facing inherent challenges within this transformative landscape, the pharmaceutical industry has demonstrated remarkable agility and delivered groundbreaking innovations, particularly highlighted during the COVID-19 pandemic, enjoying resilient growth.

The global pharmaceutical market was valued at USD 1,635.0 billion in 2023 and is projected to reach USD 2,251.0 billion by 2028, growing at a CAGR of 6.6% from 2023 to 2028. This growth is primarily attributable to factors like:

- **Aging Population and Disease Burden**: The global demographic shift towards an aging population is a significant driver of pharmaceutical market growth. With the percentage of the global population over 60 years old expected to nearly double from 12% to 22% and reach ~2.1 billion by 2050[8] increase in the prevalence of chronic diseases and age-related conditions will drive demand for drugs targeting conditions like hypertension, diabetes, osteoporosis, and neurodegenerative disease, to name a few.

- **Increasing incidence of chronic diseases**: While the aging population is susceptible to chronic diseases, there is a growing incidence among the younger population as well, largely due to lifestyle changes. For instance, in a study done in the US in 2019, approximately one-half of young adults reported at least one chronic condition, with the most common being obesity (25.5%), depression (21.3%), and high blood pressure (10.7%)[9]. Globally, approximately one in three of all adults suffer from multiple chronic conditions (MCCs)[10]. The cost of chronic disease worldwide is estimated to reach USD 47 trillion by 2030[11]. Since the management of chronic diseases requires life-long use of pharmaceutical drugs, it is further driving the market growth.

- **Increasing demand from developing nations:** Developing nations face a dual demand for pharmaceutical drugs, driven by both the rising incidence of chronic conditions and the persistent burden of infectious diseases. For instance, India has earned the moniker of "diabetes capital of the world" with its 77 million diabetic and 25 million prediabetic population[12], reflecting a trend observed in many developing countries mirroring developed markets' demand for similar drugs. Simultaneously, the continued epidemic of tropical and infectious diseases, such as malaria and dengue, maintains a high demand for drugs combating these conditions. To quantify, there were an estimated 249 million cases of malaria worldwide in 2022, with the majority occurring in Africa (94%)[13]. Similarly, Tuberculosis (TB) also imposes a substantial burden, with approximately 10.6 million new cases globally in 2022, with 46 % occurring in the Southeast Asia Region and 23% in the African Region[14].

- **Consumer awareness and trends in self-medication:** The COVID-19 pandemic has had an immense impact on heightened consumer awareness of health, wellness, and preventive care, leading to massive growth in the over-the-counter (OTC) pharmaceutical market segment.

- **Growing Investments in R&D:** R&D investments contribute to the discovery of breakthrough treatments for prevalent and emerging diseases, driving market growth by expanding the range of therapeutic options available to patients. According to Evaluate Pharma, the global R&D expenditure on pharmaceuticals has increased from USD 184 billion in 2018 to USD 262 billion in 2023. This has resulted in the launch of several novel cell and gene therapies, monoclonal antibodies, and mRNA therapies, to name a few.

Global Pharmaceutical Industry Characteristics

Operational model shifts in the pharmaceutical sector were necessitated by a combination of internal and external challenges that were exposed by the pandemic:

In recent decades, the globalization of the pharmaceutical market has surged, with a growing reliance on key markets such as China. However, the COVID-19 pandemic has exposed numerous vulnerabilities within the supply chain, disrupting the reliable connection between production and distribution and leading to price fluctuations. Before the pandemic, China supplied nearly 40% of the world's Active Pharmaceutical Ingredients (APIs), according to estimates from The UK's Medicines and Healthcare Products Regulatory Agency.

However, efforts to address pollution concerns led to the closure of several factories in China, exacerbating supply chain disruptions and causing shortages of APIs and intermediates. The uncertainty surrounding COVID-19 prompted anticipatory

[8] World Health Organization
[9] CDC: Morbidity and Mortality Weekly Report: Chronic Conditions Among Adults Aged 18─34 Years — United States, 2019
[10] NIH: The global burden of multiple chronic conditions
[11] Mayo Clinic: The Burden of Chronic Disease
[12] WHO: Diabetes in India
[13] Medicines for Malaria Venture
[14] WHO: Tuberculosis 2023

purchasing of medications globally, driving demand to unprecedented levels and high price volatility, and driving drug shortages. In the United States, annual medication shortages steadily rose from 5 in 2015 to 31 in 2019. However, within just six months in 2020, 27 new shortages were announced. The number of medication shortages in 2020 reached 87% of the total reported in 2019, highlighting the severity of the issue within a significantly shorter timeframe[15]. In Canada, too, average daily shortage prevalence rates rose from 901 in April 2017 to a peak of 2345 by April 2020[16].

The shift in market dynamics due to the COVID-19 pandemic has led to strategic changes across the pharmaceutical supply chain, such as new outsourcing models, backward integration, and digital transformation.

Many pharmaceutical firms are considering near-shoring- relocating production facilities closer to their primary consumer bases to mitigate risks and reduce reliance on distant suppliers, derisk supply chain concerns, decrease lead times, and enhance overall resilience.

Several companies are also embracing backward integration to decrease dependence on external suppliers of Active Pharmaceutical Ingredients (APIs) and intermediates. By vertically integrating production processes, firms can have greater control over quality and lead times, strengthening their competitive position and supply chain stability.

The COVID-19 pandemic exposed the vulnerabilities in the pharmaceutical supply chain, primarily due to a lack of agility, transparency, and digitization. Pharmaceutical companies are increasingly adopting digital solutions such as blockchain, real-time data analytics, and AI-enabled platforms. These technologies provide enhanced visibility into product flows, enabling proactive decision-making and risk management across the supply chain.

Increasing push to switch to low-cost generics[17] to control spiraling healthcare costs and make healthcare more equitable:

As operational shifts persist in the industry, commercial factors like the rising demand for pharmaceutical products—which is putting financial strain on healthcare systems—and the increasing availability of affordable generics will continue to drive the generics pharma segment forward.

The pharmaceutical industry's evolution has led to a wave of groundbreaking medicines that promise potentially curative therapies. At the same time, the expiration of patents is set to bring a greater array of medications to diverse markets worldwide. The introduction of more cost-effective generic alternatives will mean greater accessibility and health equity.

While groundbreaking medicines with typically high prices will lead to increased market growth, they are likely to be restricted to developed economies and will increase healthcare expenditure for public and private healthcare systems. The increasing healthcare expenditures due to the rising demand for pharmaceutical drugs have put significant financial pressure on global healthcare systems. This has played a role in shaping pro-generic drug strategies for many governments. In emerging markets, governments support widespread launches and adoption of generic drugs through policies such as compulsory licensing to make drugs more accessible to the larger population. In regulated markets, governments use multiple levers, such as market exclusivity and preferred reimbursement, to name a few, to encourage the switch to generics where available.

Resultantly, the generic drugs segment has grown as a solution to address growing global healthcare costs. The segment has also benefitted from advancements in complex generics and patent losses of innovator drugs. As a result, generic drugs accounted for 25.1% of the total pharmaceutical market by sales value in 2023 and are expected to grow at a CAGR of 5.1% between 2023 and 2028 to reach a value of USD 527.0 billion in 2028.

[15] National Library of Medicine: Medication shortages during the COVID-19 pandemic
[16] National Library of Medicine: COVID-19 and the prevalence of drug shortages in Canada
[17] Generics include branded and unbranded generics, innovators include Patented products and OTC

Exhibit 2.2A: Global Pharma Market by Product Type, 2018 - 2028F

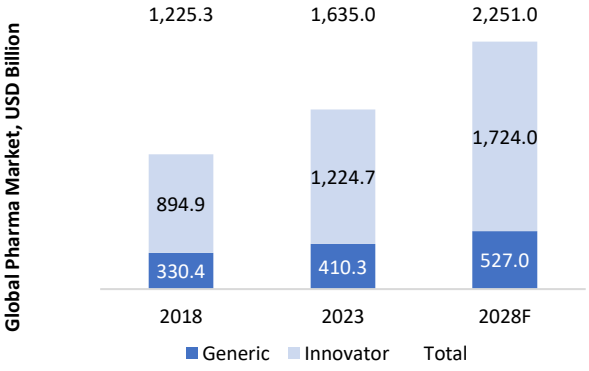
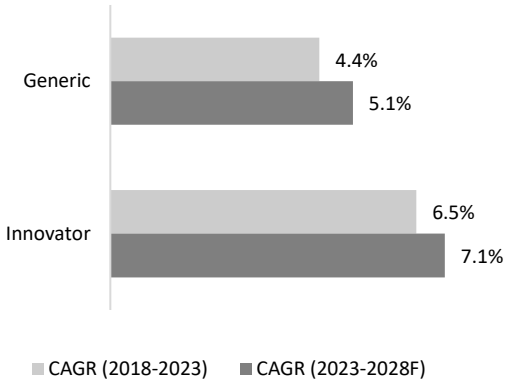


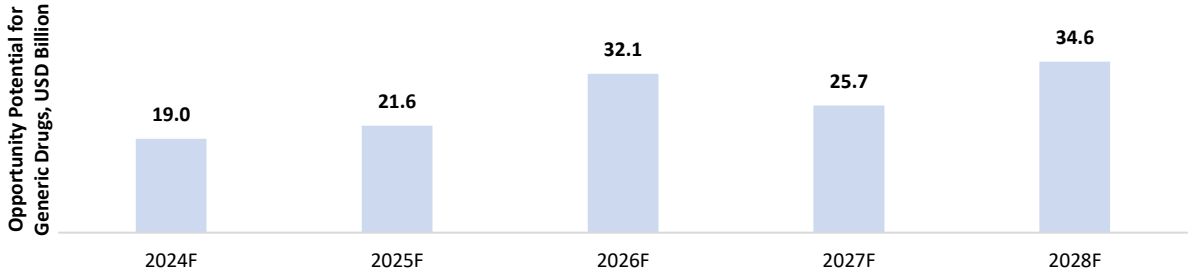
Exhibit 2.2B: Growth Rate of Global Pharma Market by Product Type, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

In addition to increased volume consumption of generic drugs, this growth impetus will also be accelerated by the upcoming patent cliff, particularly of key small molecules, which presents an opportunity worth USD 133.0 billion (in developed markets alone) in the next five years. Some of the blockbuster products that will open to generic competition include Xarelto (2023 Sales of ~USD 6 billion), Eliquis (2023 Sales of ~USD 12 billion), Vyndaqel (2023 Sales of ~USD 3 billion), and Jakafi (2023 Sales of ~USD 4 billion) to name a few[18]. According to research, generic uptake in the first year of launch can be 66.1% while in the second year can reach 82.7%, indicating a larger share of the market being captured by generic drugs[19].

Exhibit 2.3: Opportunities for Generic Drugs from Upcoming Patent Expiries of Small Molecules, 2024F - 2028F



Source: IQVIA, Global Use of Medicines 2022 and 2024, Frost & Sullivan
Note: Data shows the impact of patent expiry in developed markets only

In addition to offering cost savings, generics pharma companies have transformed the pharma landscape by constantly innovating to improve drug efficiency, effectiveness, and ease of use and employed strategic operational tactics to drive continuous value addition:

Generic pharmaceutical companies are driving significant industry transformation, focusing on innovation, diversification, and cost-saving strategies to navigate competitive and regulated markets effectively.

Generic pharmaceutical firms have constantly strived to diversify their portfolios by introducing reformulated generics to include extended-release, inhalable, and implantable formulations, to name a few, to improve drug efficacy and, at the same time, patient convenience. Companies have also focused on increasing Research & Development (R&D) to foray into complex and specialty generics. Additionally, companies diversify sourcing and manufacturing networks to mitigate supply chain risks while embracing digital tools and technologies to enhance operational quality and productivity. Generic pharmaceutical companies are leveraging operational excellence, technology adoption, and streamlined supply chain management to achieve substantial cost savings while maintaining competitiveness and meeting regulatory requirements.

[18] Evaluate Pharma
[19] Factors Associated with Generic Drug Uptake in the United States, 2012 to 2017

Global Pharmaceutical Market by Regions

Regulated markets, particularly the US, continue to exert dominance and influence over the global pharma market, driven by high demand, appetite for innovation, and comparatively higher prices for comparable products.

Exhibit 2.4A: Global Pharma Market by Region, 2018 - 2028F

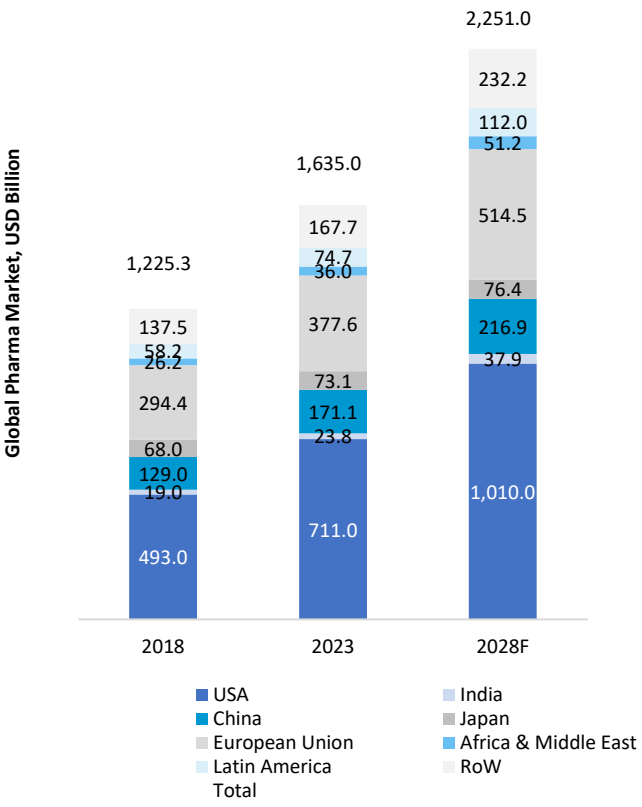
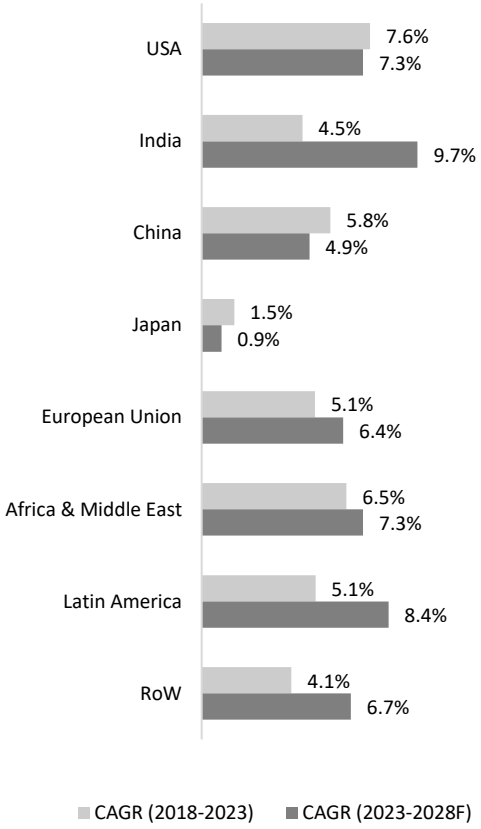


Exhibit 2.4B: Growth Rate of Global Pharma Market by Region, 2018 - 2028F



Source: IQVIA, Global Use of Medicines 2022 and 2024, Frost & Sullivan
Note: Growth rate in local currencies, APAC excludes India, China, and Japan, which are provided separately; RoW includes all other markets not covered above, such as the Rest of Europe, Rest of North America, etc.*

In 2023, the United States dominated the global prescription pharmaceutical market with a 43.5% share, followed by the EU region at 23.1%. This stronghold reflects the US's robust healthcare expenditure and significant investments in R&D. Similarly, Europe's leadership in R&D and innovative pharmaceutical introductions is reinforced by extensive reimbursement coverage and high treatment rates. Despite the historical precedence of these established markets, the burgeoning growth trajectory is distinctly observable in emerging markets across the Asia Pacific (APAC), Latin America, and the Rest of the World (ROW). These regions, characterized by dynamic economies such as the BRICS nations (Brazil, Russia, India, China, and South Africa) and the MIST countries (Mexico, Indonesia, South Korea, and Turkey), present new opportunities because of substantial population size, increasing affluence, and augmented financial capabilities of both governments (public health expenditure) and citizens (private health expenditure), enhanced life expectancy, improved access to pharmaceuticals, increasing coverage in medical insurance policies, better healthcare infrastructure along with awareness, changing disease patterns (from acute to chronic), and availability of low-cost generics. During the forecast period, while the US will retain its dominant position with almost 44% market share, the fastest growth is expected in India, Russia, and Brazil, each breaching a CAGR of 8-10%, followed by China and South Korea, with an anticipated CAGR of 4.5-7.5% between 2022 and 2027.

Overall, the regulatory pharma market, comprising 38 countries accounted for 77.0% share by value in 2023. The emerging pharma market, which includes high-growth regions of the Middle East and Africa, Latin America, and APAC countries like India, accounted for the remaining 23.0% in 2023 but is expected to reach a share of 24.0% by 2028, outpacing the growth of the global pharma market.

Exhibit 2.5A: Global Pharma Market by Regions, 2018 - 2028F

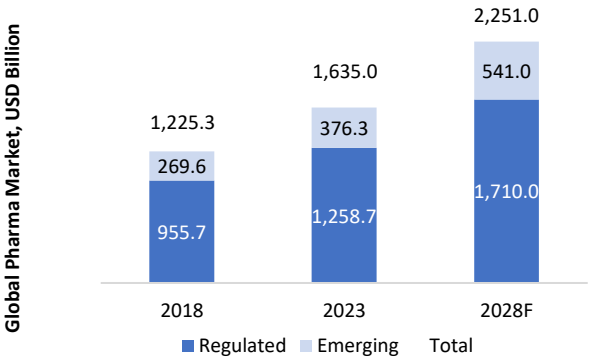
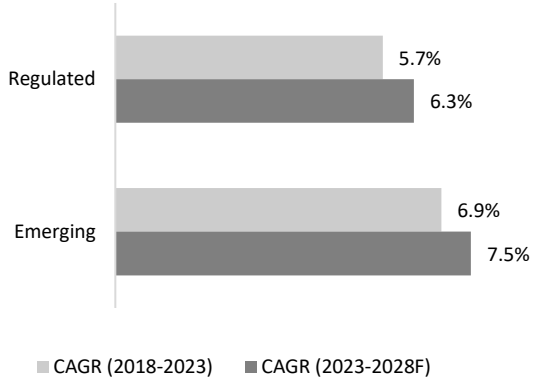


Exhibit 2.5B: Growth Rate of Global Pharma Market by Regions, 2018 - 2028F



Source: IQVIA, Global Use of Medicines 2022 and 2024, Frost & Sullivan

Key Risks and Challenges in the Global Pharma Market

- **Regulatory Compliance:** Stringent regulations imposed by regulatory authorities across different jurisdictions pose a significant challenge for pharmaceutical companies. Adhering to diverse and evolving regulatory requirements demands substantial resources and expertise, and non-compliance can lead to severe penalties and reputational damage.

- **Intellectual Property Protection**: Protecting intellectual property (IP) rights is crucial for pharmaceutical companies, particularly given the significant investment in research and development (R&D) required to bring new drugs to market. The risk of patent infringement and the complexities of navigating patent laws globally present ongoing challenges for companies seeking to safeguard their innovations.

- **Pricing Pressures:** Pharmaceutical pricing remains a contentious issue globally, with governments, insurers, and consumers exerting pressure to control healthcare costs. Reimbursement challenges, pricing negotiations, and the rise of generic competition can erode profit margins and impact the commercial viability of pharmaceutical products.

- **Market Access and Distribution:** Accessing diverse markets and establishing efficient distribution channels present formidable challenges for pharmaceutical companies, especially in emerging economies with fragmented healthcare systems. Regulatory hurdles, logistical complexities, and cultural considerations can impede market entry and distribution efforts.

- **Supply Chain Disruptions:** As evidenced during the pandemic, the global pharmaceutical supply chain is susceptible to disruptions stemming from various factors, including natural disasters, geopolitical tensions, and pandemics. Ensuring the resilience and continuity of the supply chain, including sourcing raw materials and managing manufacturing capacities, is critical to mitigate risks and maintain product availability.

- **Product Development Risks:** The pharmaceutical industry is inherently risky due to the lengthy and costly process of drug development, coupled with uncertainties surrounding clinical trials and regulatory approvals. Failure to meet efficacy and safety standards, as well as unforeseen adverse events, can lead to substantial financial losses and setbacks in product pipelines.

- **Competition and Innovation:** Intense competition within the pharmaceutical market, both from established players and emerging biotechnology companies, underscores the importance of innovation. Companies need to continuously invest in R&D to develop differentiated products and therapies, navigate patent cliffs, and sustain competitive advantage in an evolving landscape.

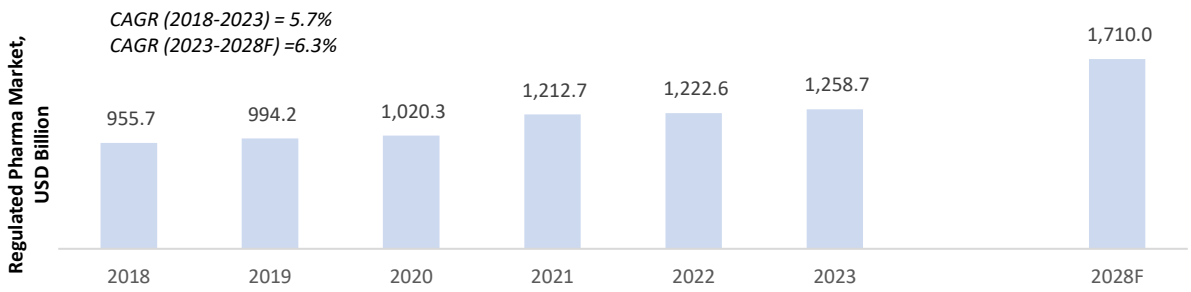
2.1. Regulated[20] Pharmaceutical Market Overview

Regulated markets will continue to dominate the global pharmaceutical sector, driven by their access to a growing innovative drug market and a thriving generics market.

[20] Regulated markets as defined by WHO as 'Stringent Regulatory Authority' and includes 38 countries as of 2024. More countries are expected to be added to the list during the forecast years. All other countries are classified as emerging markets and include semi-regulated ones such as South Africa, Israel, India, Turkey, Philippines, and KSA and unregulated ones such as Somalia, Haiti, etc.

Regulated markets, comprising 77.0% of the global pharmaceutical sector, are projected to maintain a 76.0% share until 2028. The overall regulated pharma market is expected to reach USD 1,710.0 billion by 2028, up from USD 1,258.7 billion in 2023 growing at a CAGR of 6.3%.

Exhibit 2.6: Regulated Pharma Market, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

Exhibit 2.7A: Regulated Pharma Market by Product Type, 2018 - 2028F

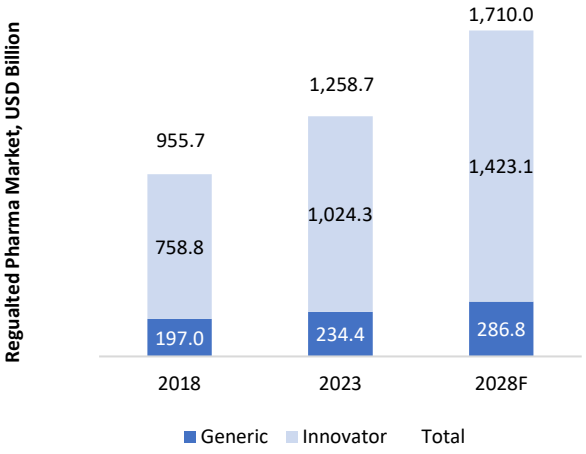
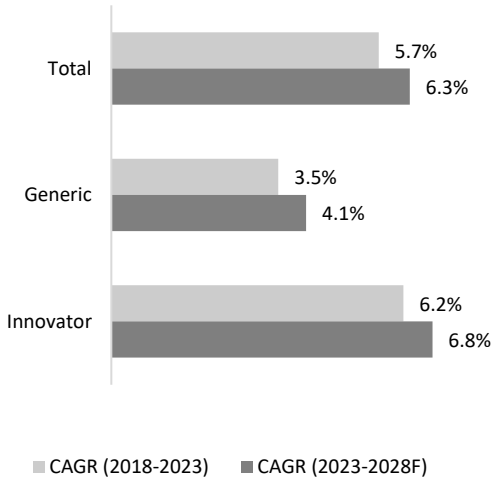


Exhibit 2.7B: Growth Rate of Regulated Pharma Market by Product Type, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

The pharmaceutical industry is known worldwide for its strict regulations, with governments implementing rigorous rules to protect public health. While regulatory frameworks may differ across countries, developed nations are characterized by meticulous government oversight (enforced by agencies such as the US Food & Drug Administration (FDA), Australia's Therapeutic Goods Administration (TGA), Japan's Pharmaceuticals and Medical Devices Agency (PMDA), UK's Medicines and Healthcare products Regulatory Agency (MHRA), and European Medicines Agency (EMA) of drug origin, manufacturing processes, marketing avenues, and sales channels to ensure the highest quality, safety, and efficacy of drugs consumed. Despite the stringent regulations, regulated markets serve as centers of innovation for products and services. These countries are often early adopters of new therapies, even those with costs reaching nearly a million dollars per dose, thereby driving growth in the innovator drug market.

However, growth in the innovative drug sector leads to increased healthcare spending and expenditure owing to their high cost per dose, forcing insurers and governments to pursue strategies that encourage the adoption of more cost-effective generics where available. This is observed to be a common trend across the developed economies. For instance, Japan has set a target of achieving an 80% market share for generic drugs, indicating a proactive approach toward cost containment by the adoption of generic drugs.

In Canada, recent negotiations between the government and the pharmaceutical industry have resulted in pricing stability and predictability for generic drugs, preventing price discounts and negotiations with generic drug manufacturers. Per new negotiations, generics will now be priced between 25% and 50% of patented counterparts when manufactured by multiple companies and 55% when produced by a single manufacturer. As a result, generic drugs are significantly more affordable than innovator drugs and consequently have significant market penetration in Canada at 75%,[21] while in the US, generic drugs

[21] Canadian Generic Pharmaceutical Association

account for more than 90%[22] of all prescriptions. In Europe, the penetration has reached nearly 60%[23]. This high market penetration has allowed the generics market to reach USD 234.4 billion in 2023. Continuing cost containment programs across the region and the increasing availability of new generics in the wake of upcoming patent expirations will further drive the generic drug market growth by 4.1% between 2023 and 2028.

Exhibit 2.8A: Regulated Pharma Market by Regions, 2018 - 2028F

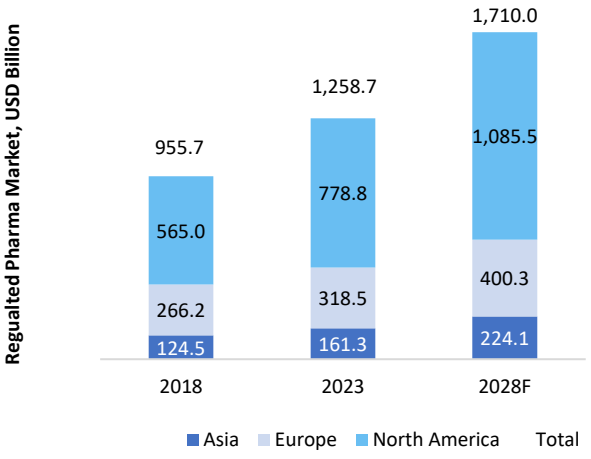
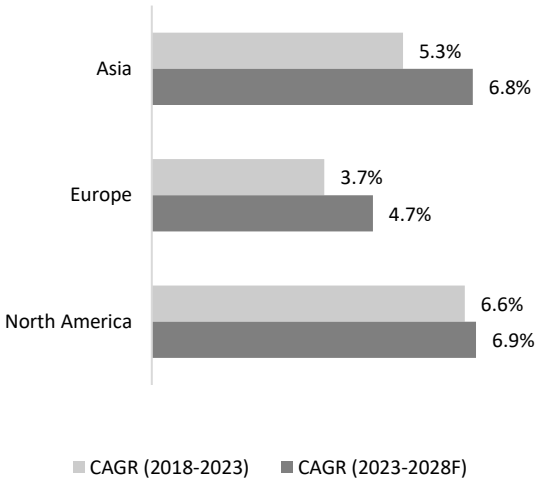


Exhibit 2.8B: Growth Rate of Regulated Pharma Market by Regions, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

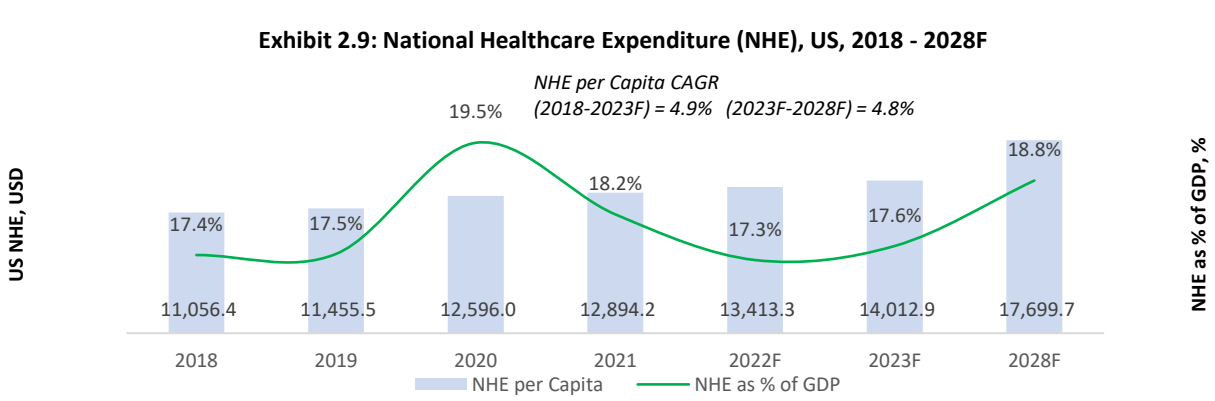
The North American market, which includes the US and Canada, is expected to account for the majority share of 61.9% in 2023. This share is expected to increase further as the US has been introducing policies to encourage the adoption of new expensive innovative therapies as well as new generic introductions in the market. The European pharma market, mostly driven by the UK and EU4 countries (Germany, France, Italy, and Spain) is expected to lose its share in the total regulated pharma market. This is largely owing to overall macro factors like declining population, economic pressure, and pricing pressure exacerbated by the use of international reference pricing systems. On the other hand, the APAC market will experience mixed dynamics with some countries like Australia and South Korea driving growth, whereas Japan experiencing a decline in its market share.

2.1.1. The US Pharmaceutical Market Overview

In 2023, the US accounted for nearly 43% of the global market, 56% of the regulated market, and 91% of the North American market, and it is expected to maintain its dominance during the forecast period.

The United States dominates the global healthcare market, boasting the largest and most advanced pharmaceutical industry. The government allocating approximately 17% or more of the GDP towards healthcare signifies a substantial and growing investment in the healthcare segment.

Exhibit 2.9: National Healthcare Expenditure (NHE), US, 2018 - 2028F

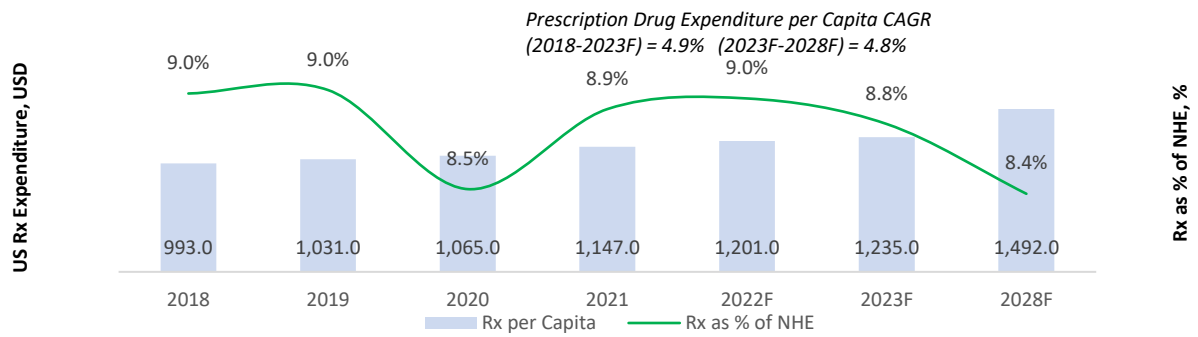


Source: Centers for Medicare and Medicaid Services (CMS), Frost & Sullivan

[22] Association for Accessible Medicines
[23] Medicines for Europe

Within the overall NHE, retail prescription drugs alone account for 8-9% of the expenditure, translating into a per capita expenditure of USD 1,235.0 in 2023. The Centers for Medicare and Medicaid Services (CMS) forecasts this per capita expenditure to climb to USD 1,492.0 by 2028.

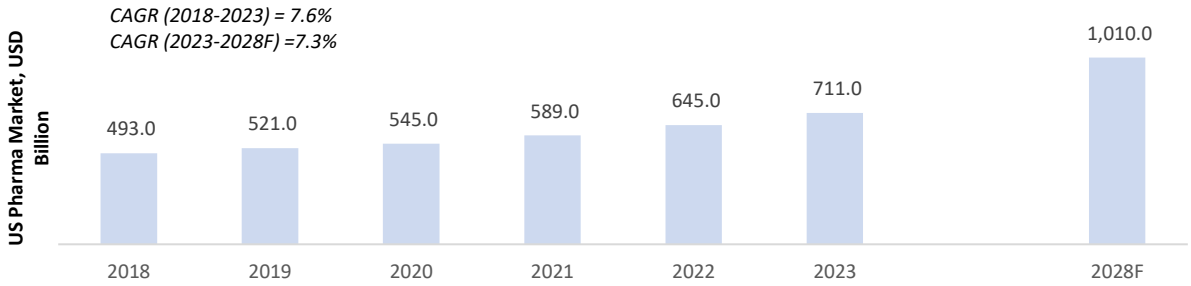
Exhibit 2.10: Retail Prescription Drug Expenditure, US, 2018 - 2028F



Source: Centers for Medicare and Medicaid Services (CMS), Frost & Sullivan

Cumulatively, across prescription and non-prescription, retail and non-retail, in 2023, the pharmaceutical sector amassed a staggering USD 711.0 billion, capturing a 43.5% share of the global market. The market is expected to reach USD 1,010.0 billion in 2028, growing at a CAGR of 7.3% between 2023 and 2028.

Exhibit 2.11: US Pharma Market, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2023 & 2024, Evaluate Pharma, Frost & Sullivan

One of the biggest drivers of the US pharmaceutical market is favorable policies and the contribution of the government to innovation and reimbursement for healthcare services and products.

Key market drivers include a robust healthcare infrastructure, including state-of-the-art healthcare facilities and advanced technology integration, significant investments in research and development (R&D), and a culture of innovation and breakthrough discoveries.

Furthermore, the US government is pivotal in driving pharmaceutical innovation through National Institutes of Health (NIH) funding initiatives supporting groundbreaking drug development and therapy research. In fiscal year 2022, NIH invested most of its USD 45 billion in research to enhance life and reduce illness and disability[24]. This commitment to R&D is further bolstered by streamlined FDA regulatory policies, which expedite the approval and introduction of new drugs, ensuring a continuous flow of innovative treatments to market. For instance, FDA approved 303 New Molecular Entities (NME) between 2018 and 2023[25]. Along similar lines, according to the PhRMA report on Global Access to New Medicines, the US leads in the share of first launches globally. In 2021, the US accounted for 65% of the first launches of the 67 new medicines launched globally, and of all the 460 medicines launched between 2012 and 2021, the US had access to 78% of the medicines within the first year of launch.

Another pivotal aspect of the US healthcare landscape is its widespread and evolving reimbursement mechanisms, spurred by the adoption of innovative approaches by payors, such as value-based care. Moreover, expanding health insurance coverage through government programs like Medicare and Medicaid and increased private insurance options has led to a surge in healthcare utilization and pharmaceutical consumption. These programs ensure that millions of Americans have access to essential medical services, including prescriptions, thereby driving demand within the healthcare market. In 2022, the insured rate rose to 92.1%, encompassing 304.0 million people, marking an increase from 2021's figures of 91.7% or 300.9 million

[24] NIH Grants and Fundings
[25] US FDA: Novel Drug Approvals

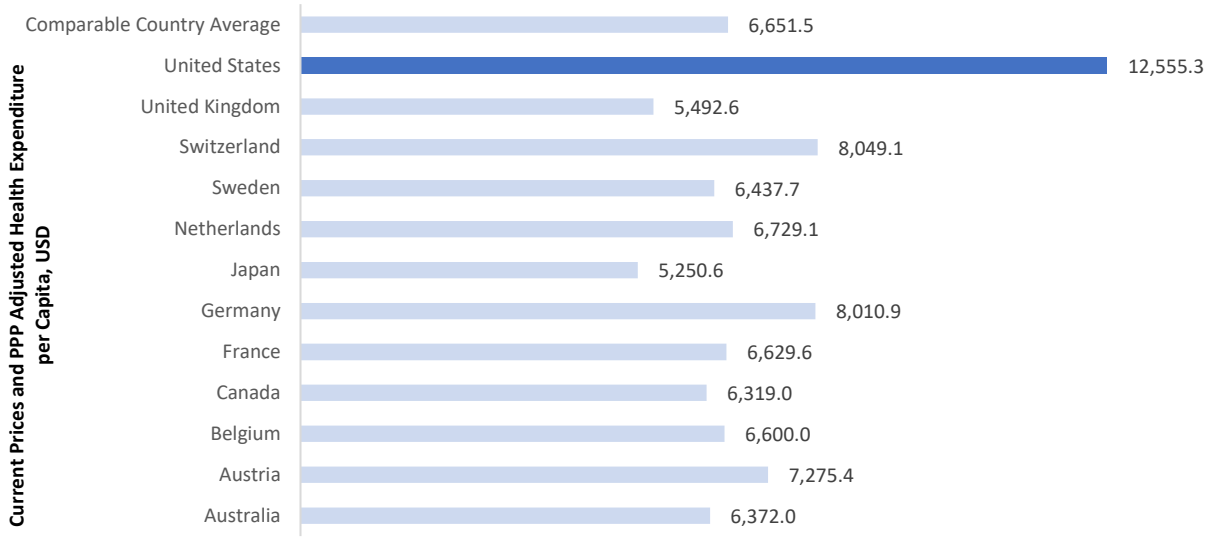
insured individuals[26]. These programs ensure that millions of Americans have access to essential medical services, including prescriptions, thereby driving demand within the healthcare market. Additionally, the widespread adoption of breakthrough technologies, such as telemedicine and digital health solutions, enhances accessibility and quality of care for patients nationwide.

Characteristics of the US Healthcare Market

Very high healthcare and pharmaceutical expenditure[27]

In 2022, health expenditures per person in the US crossed USD 12,000, surpassing other high-income nations by nearly USD 6,000. This stark contrast highlights the significant disparity in healthcare spending between the US and comparable countries, where the average expenditure per person is approximately USD 6,651—roughly half of what the US spends.

Exhibit 2.12: Health Expenditures per Capita, 2022



Source: Peterson- KFF Health System Tracker, Frost & Sullivan

Over the past five decades, this gap has only widened. While the US and comparable Organization for Economic Co-operation and Development (OECD) countries spent a similar percentage of GDP on healthcare in 1970 (around 6.2%), the US began to outpace its peers in the 1980s. Since then, healthcare spending as a share of the economy has grown faster in the US compared to other nations.

The COVID-19 pandemic further exacerbated this trend. Between 2019 and 2020, health spending as a share of GDP increased in the US and comparable countries due to increased healthcare needs and economic downturn. Although the economy has since recovered, health spending as a percentage of GDP in the US remains substantially higher.

Rising advocacy from public and private providers for adopting low-cost alternatives- generics to navigate the high healthcare costs.

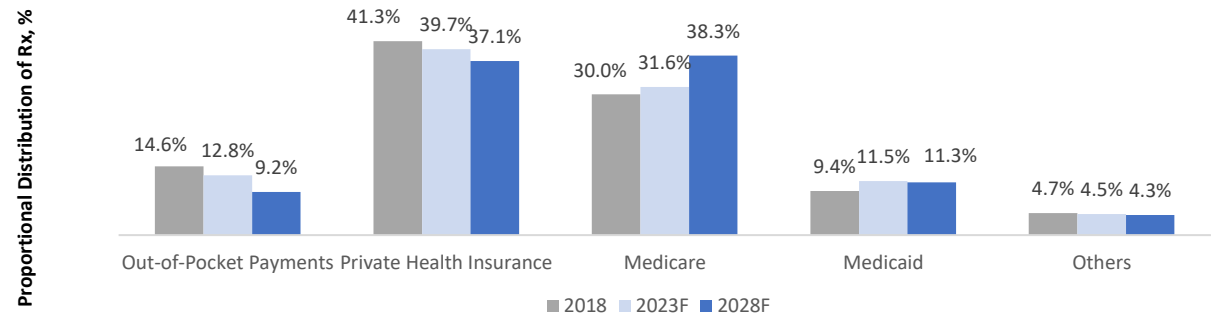
With the increasing cost of healthcare and pharmaceutical expenditure, there has been a growing push from public and private insurers to switch to bioequivalent generics[28] to brand-name innovator counterparts but typically priced at a fraction of the cost. Existing research has overwhelmingly found that when generic drugs enter the market, prices fall substantially, with prices falling to as low as 30% of the branded drug price just three years after entry, with more generic entrants further lowering the price. These price reductions can result in savings for the healthcare system and reductions in patient out-of-pocket (OOP) costs. Generic drug dispensing across all prescription drugs (including those without generic alternatives) is 92% of the United States dispensed.

Even Medicare (Part D Drug Coverage[29]) and Medicaid (and Children's Health Insurance Program (CHIP)), which contributed to 43% of total retail prescription pharmaceutical drug expenditure, are promoting the use of generic drugs by implementing preferred drug lists and reimbursement structures. For example, Part D beneficiaries are advised to opt for generic medications

[26] United States Census Bureau
[27] Peterson-KFF Health System Tracker
[28] According to FDA, Bioequivalence is the biochemical similarity of two (or more) drugs that share the same active ingredient(s) and desired outcome(s) for patients.
[29] Medicare Part D, also called the Medicare prescription drug benefit, is an optional US federal-government program to help Medicare beneficiaries pay for self-administered prescription drugs.

instead of brand-name ones. In 2022, 43.3 million Medicare Part D enrollees filled 1.1 billion prescriptions for generic prescription drugs.

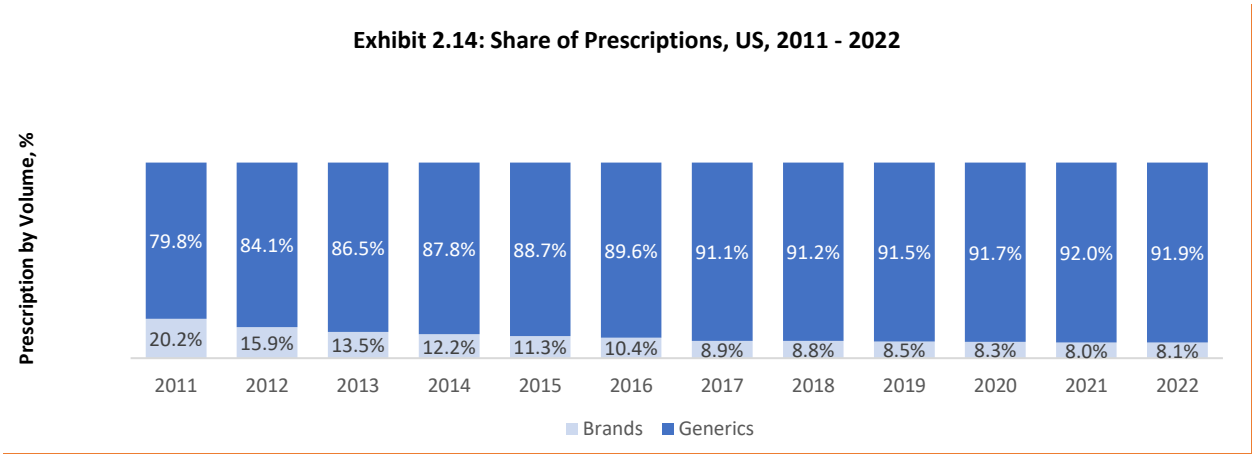
Exhibit 2.13: Retail Prescription Drug Expenditure by Source of Funding, US, 2018 - 2028F



Source: Centers for Medicare and Medicaid Services (CMS), Frost & Sullivan
Note: Others include third-party payors and other insurance companies

Private payers, including health insurance firms and Pharmacy Benefit Managers (PBMs), also contribute to moving patients to generic drugs. They favor generic pharmaceuticals and encourage physicians to recommend generics over brand-name medications wherever clinically acceptable. They tend to favor pharmacy networks that offer generic medicine discounts or incentives. Many insurance providers offer financial incentives to patients to pick generics over brand-name drugs. For example, financial benefits may include reduced rates or larger coverage limits for generic medicine plans.

Exhibit 2.14: Share of Prescriptions, US, 2011 - 2022



Source: IQVIA The Use of Medicines in the US, 2023, Frost & Sullivan
Note: Generics include branded and unbranded generics

Resultantly, generic drugs made up around 92% of the prescriptions in the United States in 2022, up from 91.2% in 2018 and 79.8% in 2011.

Regulatory agency- FDA, supporting the momentum for generic drug adoption

Regulation plays a pivotal role in shaping the industry landscape, with the Food and Drug Administration (FDA) overseeing drug approval processes and playing a critical role in easing the entry of generic drugs into the market.

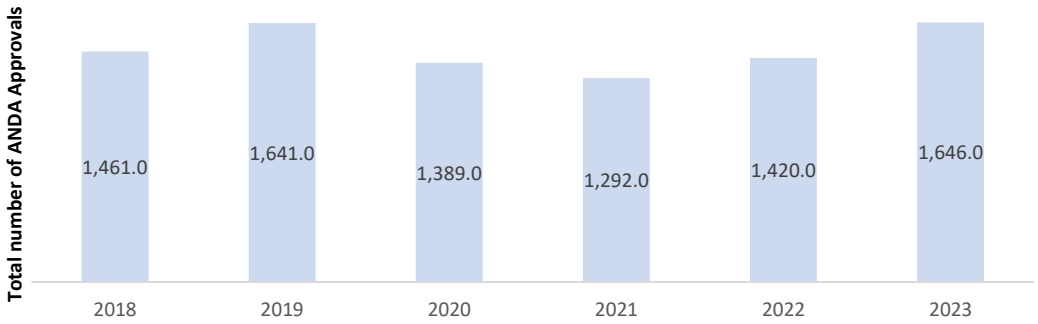
With the introduction of the Hatch-Waxman Act over thirty years ago and the latest regulations for complex generics, the FDA has enabled the availability and affordability of generic drugs in the US. Some of the mechanisms undertaken by the FDA are listed below.

- **The Hatch-Waxman Act,** passed in 1984 in the United States, introduced the Abbreviated New Drug Application (ANDA) pathway for generic drugs. This streamlined approval process emphasizes demonstrating bioequivalence rather than the need for independent safety and effectiveness trials, reducing costs and time. Consequently, there has been a notable increase in approved ANDAs, reflecting a rise in available generics. Moreover, the Act permits generic manufacturers to challenge brand-name drug patents through Paragraph IV certifications, allowing earlier market entry. It also establishes market exclusivity periods for brand names and the first generic entrants. These exclusivity periods can range from five years for new NCEs to 180 days for ANDAs files with Paragraph IV certification. Full new drug applications under NDA and can receive 5 years of exclusivity for a new chemical entity drug product. A

505(b)(2) application or a supplement to a new drug application can receive 3 years of exclusivity. Whereas a successful Paragraph IV certified generic can receive 180 days of exclusivity.

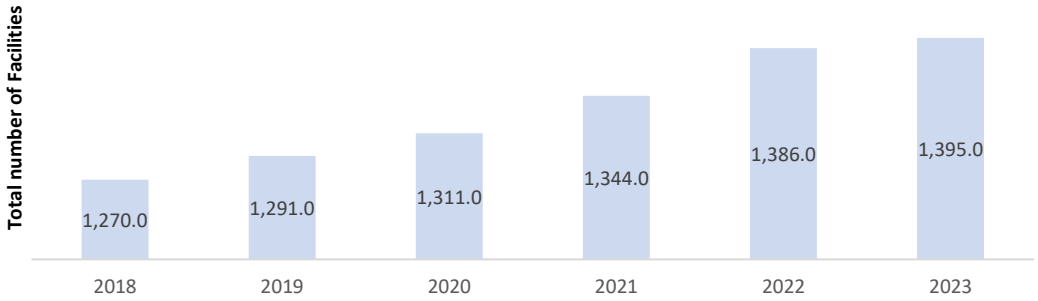
- The Drug Price Competition and Patent Term Restoration Act led to a surge in generic drug applications, causing a backlog issue. To address this, Congress enacted the **Generic Drug User Fee Amendments (GDUFA)** in 2012. GDUFA introduced user fees paid by the industry annually to enhance the efficiency of the approval process. As a result, approval timelines dropped from one year in 2017 to 8-10 months by 2022, bringing transparency to the process. GDUFA applies to all firms manufacturing generic drugs for the US market, ensuring FDA user fees are paid. Additionally, Drug Master File (DMF) fees initiate FDA review for completeness assessment, aiding in Abbreviated New Drug Application (ANDA) submission. These fees expedite the delivery of safe generic drugs and improve review process predictability. Participation in GDUFA is evidenced by the increasing number of facilities making fee payments annually.

Exhibit 2.15: ANDA Approvals by FDA, 2018-2023



Source: FDA: Orange Book, Frost & Sullivan
Note: Includes all ANDAs with unique product numbers and approval dates

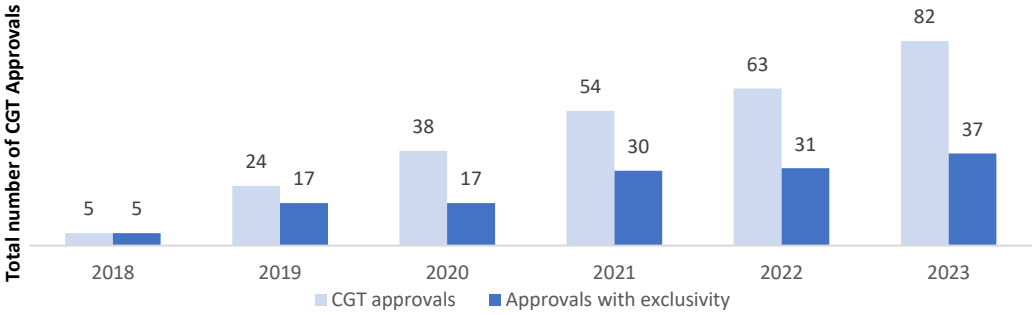
Exhibit 2.16: Number of GDUFA Paid Facilities, 2018-2023



Source: FDA: GDUFA Paid Facilities List, Frost & Sullivan

- The Food and Drug Administration Reauthorization Act of 2017 introduced a new pathway for generic drug approval known as the **Competitive Generic Therapy (CGT) designation**. This designation is granted when the FDA determines there is inadequate generic competition. Under this pathway, applicants receive additional resources and guidance from the FDA throughout the approval process. CGT-designated drugs are eligible for a period of exclusivity, typically 180 days (if the applicant begins marketing within 75 days of approval), during which competing generic versions of the drug cannot be marketed. This exclusivity period allows companies to establish a foothold in the market and generate revenue without immediate competition, providing a valuable opportunity for market penetration and revenue growth. At the applicant's request, the FDA may also expedite developing and reviewing an abbreviated new drug application (ANDA) for a drug designated as a CGT. The introduction of this pathway has prompted companies to take advantage of available exclusivity.

Exhibit 2.17: Number of CGT Approvals, 2018-2023



Source: FDA: Competitive Generic Therapy Approvals, Frost & Sullivan

The CGT (Competitive Generic Therapy) designation pathway is gaining traction, and some companies are particularly efficient in securing exclusivity for their approvals. For example, a Germany-based pharma achieved exclusivity for 80% of its CGT approvals, while Senores Pharmaceuticals Limited (Senores Pharma) followed closely with 75%, ranking second in terms of proportion of CGT approvals with exclusivity, among companies with a higher-than-average (greater than 3 ingredients with CGT approvals) number of CGT approvals. Senores Pharma's strategic focus on low-competition markets is evident, with 40% of its total approvals[30] between January 2018 and May 2024 obtaining CGT designation in a short span of time, significantly surpassing the industry average of 29.2% during the same period.

Exhibit 2.18: CGT Analysis, 2018-2024*

Company	Number of Ingredients with CGT Approval	Number of Ingredients with CGT Exclusivity	Proportion of Ingredients with CGT Exclusivity
Company 1	5	4	80.0%
Company 2	16	12	75.0%
Senores Pharma	4	3	75.0%
Company 3	4	3	75.0%
Company 4	28	17	60.7%
Industry Average	**3**	**2**	**52.6%**

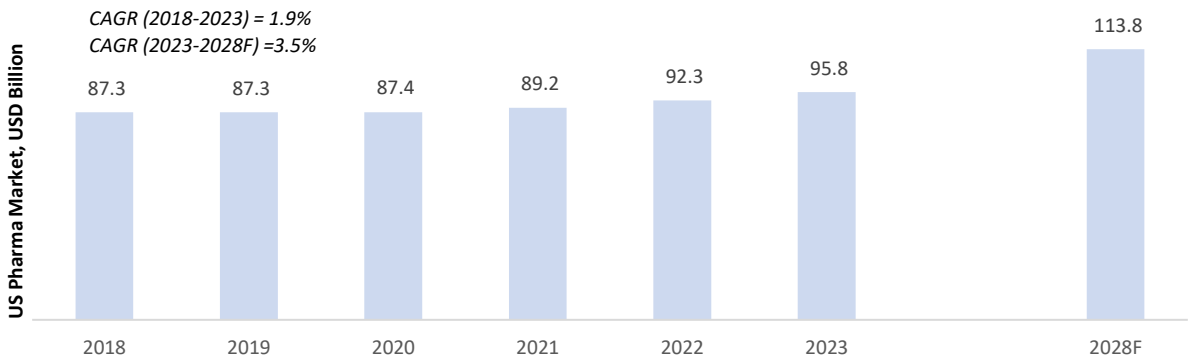
Source: FDA: Competitive Generic Therapy Approvals, Frost & Sullivan
Note: Data as of May 2024

Since this pathway is characterized with fewer competitors in the market, it leads to lower and slower price erosion of the drugs, and also allows companies to secure a higher market share.

- The FDA has been taking steps to encourage the growth of the **complex generics** market, including drugs that are more challenging to develop and manufacture due to their complexity in formulations, delivery systems, APIs, or manufacturing processes. From issuing product-specific guidelines to streamlining regulatory pathways and harmonizing regulations with EMA (launch of parallel scientific advice program in 2021), the FDA is encouraging the growth of the complex generics market.

The above regulatory initiatives and the push from public and private payers have led to the generics market's growth. The market was valued at USD 92.3 billion in the US in 2023 and will reach USD 113.8 billion by 2028, at a CAGR of 3.5%.

Exhibit 2.19: US Generic Pharma Market, 2018 - 2028F



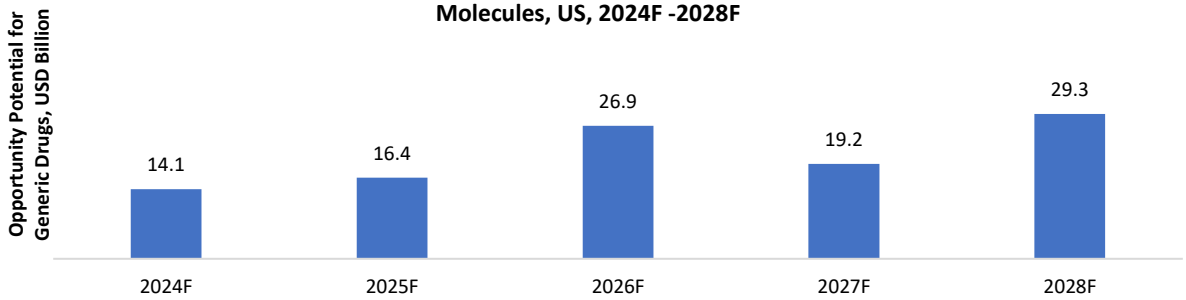
[30] Total approvals equates to unique application numbers

Source: IQVIA The Use of Medicines in the US, 2023, IQVIA Global Use of Medicine 2023 & 2024, Evaluate Pharma, Frost & Sullivan

The generic drug market is expected to get a boost from the impending patent cliff.

The upcoming patent cliff is poised to boost the generic drug market's growth. As patents on numerous brand-name drugs are set to expire, generic manufacturers will have the opportunity to enter the market with their versions of these medications. As a result, the total opportunity available to the generics segment between 2024 and 2028 is nearly USD 105.9 billion.

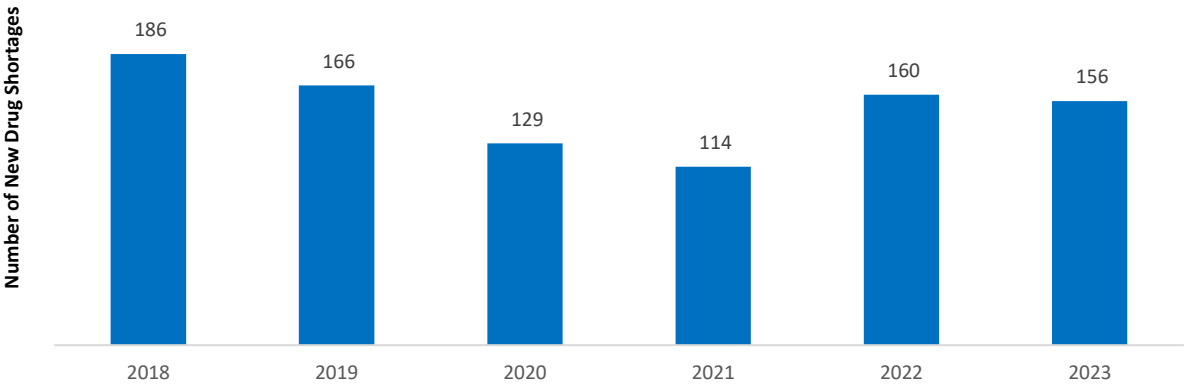
Exhibit 2.20: Opportunities for Generic Drugs from Upcoming Patent Expiries of Small Molecules, US, 2024F -2028F



Source: IQVIA, Global Use of Medicines 2023 and 2024, Frost & Sullivan

Persistent drug shortages in the market reflect the need for an increased supply of generic drugs.

Exhibit 2.21: Number of New Drug Shortages in the US, 2018-2023



Source: ASHP, Frost & Sullivan

The escalating prevalence of drug shortages within the United States healthcare system has emerged as a pressing issue characterized by a persistent imbalance between reported shortages and resolved instances.

This disparity arises when the demand for pharmaceuticals exceeds the available supply, whether due to a shortage of raw materials, manufacturing-related concerns, or a business decision to discontinue the product.

Drug shortage impacts an array of therapeutic sectors, but more notably pain/anesthesia, oncology, central nervous system, and infectious disease management. According to the American Society of Health-System Pharmacists (ASHP), there were 156 new shortages in 2023. According to IQVIA's drug shortage analysis, as of June 2023, a staggering 132 molecules faced active shortages in the US market. The shortages predominantly affect generic and injectable drugs, with 84% and 67% of shortages, respectively. Of the 132 drugs in shortage, 12 were branded, while the remaining 120 were generic. The limited ability of manufacturers to increase or add new capacity is a significant reason for the prolonged shortages, especially for medicines with complex manufacturing processes.

Furthermore, there's a growing concern that some generic drug prices may be too low to sustain profitable markets. While generic drugs are generally more affordable than their brand-name counterparts, excessively low prices may hinder the long-term viability of the generic drug market. Given the continued concerns related to drug shortages, the price erosion of generics has steadied, and in some cases, the prices of generics will increase in 2024.

The need for the highest quality standards imposes entry barriers and shifts the market in favor of quality-driven generic drugs.

The FDA conducts inspections and assessments of regulated facilities to determine a firm's compliance with applicable laws and regulations. It gives observations based on the level of objection. While Voluntary Action Indicated (VAI) is given when objectionable conditions or practices are found, the agency is not prepared to take or recommend any administrative or regulatory action. Official Action Indicated (OAI) is given when regulatory and/or administrative actions are recommended. An FDA Form 483 is issued to firm management after an inspection when an investigator(s) has observed any conditions that, in their judgment, may constitute violations of the Food Drug and Cosmetic (FD&C) Act and related Acts. Companies are encouraged to respond to the FDA Form 483 in writing with their corrective action plan and implement it expeditiously. Over the years, OAIs have decreased as companies become more quality-conscious, but concerns remain, particularly for Indian sites.

Exhibit 2.22A: Official Action Indicated (OAI) by FDA by Site, 2018 - 2023

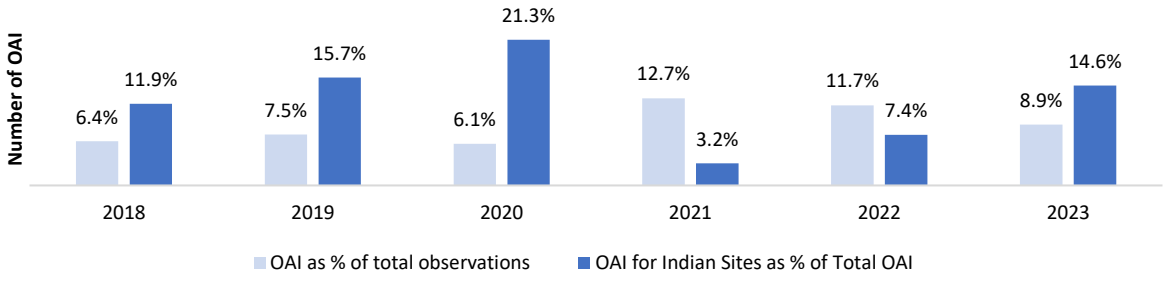


Exhibit 2.22B: Official Action Indicated (OAI) and 483s by FDA, 2018 - 2023

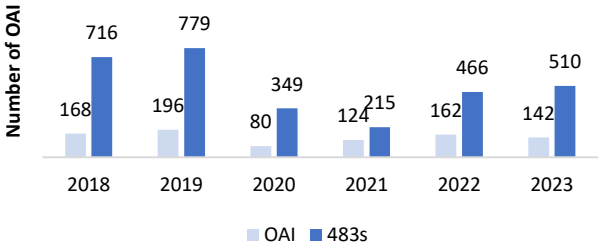
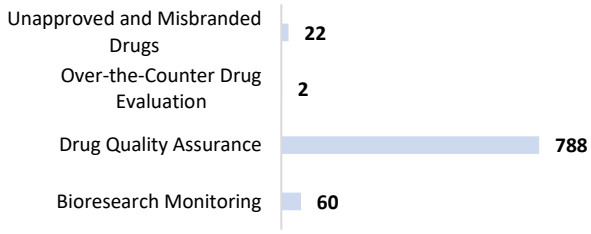


Exhibit 2.22C: Official Action Indicated (OAI) by FDA, 2018 - 2023



Source: FDA Inspections and Observations Data, Frost & Sullivan
Note: The FDA's data includes only Form 483s issued through its electronic system; it only includes Form 483s issued to API manufacturers or Form 483s issued outside of the electronic system. Data is for the US financial year- October to September.

In the last five years, between 2018 and 2023, the FDA has made nearly 872 drug-related OAIs, of which 90% were related to drug quality assurance. The number of Form 483s issued to drug establishments in FY23 was 510 compared to 215 in FY2021, an increase of about 137%. The temporary dip in 2020 and 2021 can be attributed to the COVID-19 pandemic when the FDA temporarily postponed all routine surveillance facility inspections, both domestic and foreign.

Growing drug demand with a simultaneous need to control costs has increased import dependence, particularly from India.

A measurable part of the US's demand for pharmaceutical and other medicinal products is met through imports worldwide. For instance, in 2023, the United States Imported Pharmaceutical formulations worth USD 177.8 billion and API worth USD 66.6 billion[31]. Moreover, the dependence on India has increased significantly in the last decade, with total imports of formulations and APIs from India increasing from USD 9.0 billion in 2018 to USD 14.8 billion in 2023, growing at a CAGR of 10.5%.

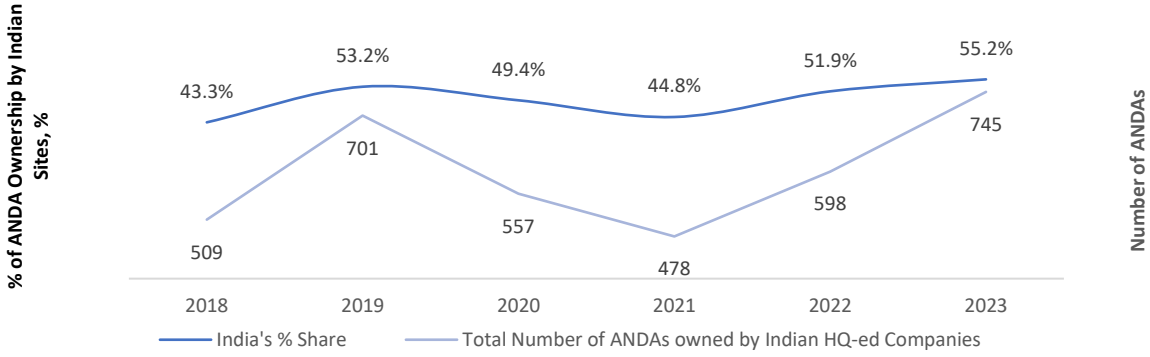
In addition to serving as trade partners, Indian companies have also proven their mettle in the US generics segment by gaining an increasing number of ANDA approvals.

Seven of the top 10 companies with the highest ANDA approvals between 2018 and 2023 are Indian headquartered. Companies such as Aurobindo Pharma Limited (along with its subsidiaries Eugia Pharma Specialties Limited and Aurolife Pharma LLC), Zydus Lifesciences Limited, Alembic Pharmaceuticals Limited, and Sun Pharmaceutical Industries Limited (including subsidiary Taro Pharmaceutical Industries Limited) have consistently been gaining the highest ANDA approvals. Even

[31] Trade Map: HS codes 30 and 29

relatively newer firms like Senores Pharma have gained 17 ANDA (3 in 2020, 6 in 2021, 4 in 2022, 4 in 2023) approvals during the same period.

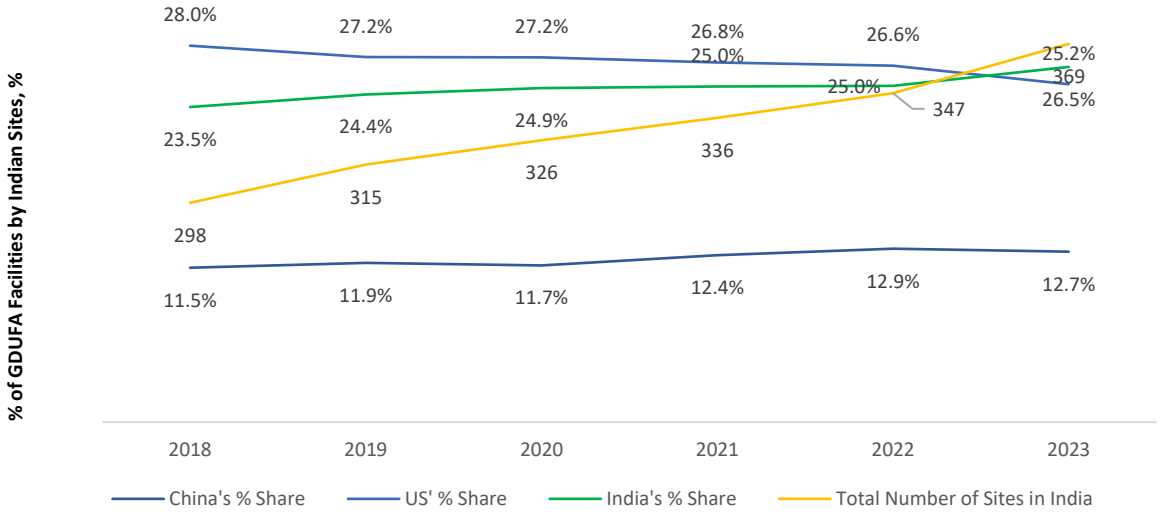
Exhibit 2.23A: % of ANDA Ownership by Indian HQ-ed Companies, 2018-2023



Source: FDA Orange Book Data, Frost & Sullivan
Note: ANDA approvals by Indian companies include approvals held by subsidiaries of India-HQed companies and include all the unique product numbers and approval dates. The data is indicative and as of May 2024 and excludes discontinued products.

Similarly, India is the global leader with the highest number of FDA-approved plants, accounting for 26.5% of the share in 2023 (369 facilities), almost twice that of China and a little higher than the US. Moreover, this share has increased since 2018, when Indian manufacturers accounted for 298 approved facilities equating to 23.5% of the total share.

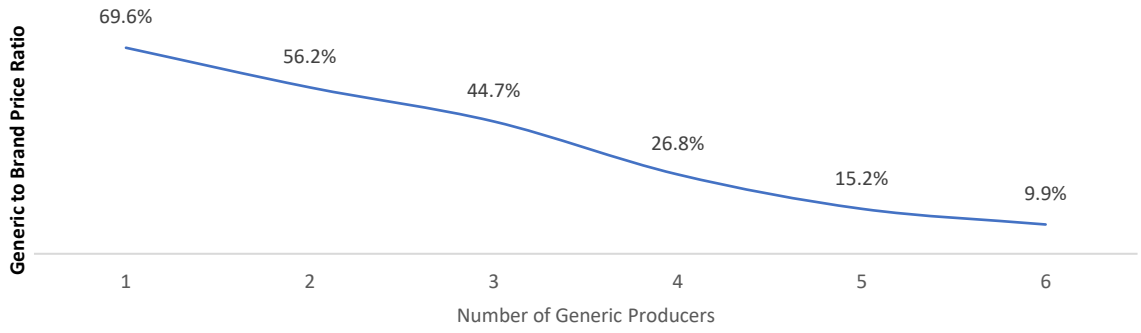
Exhibit 2.23B: % of GDUFA Facilities by Sites in India, 2018-2023



Source: FDA GDUFA List, Frost & Sullivan

Price erosion in a highly competitive generics market

Exhibit 2.24: Median Generic Prices Relative to Brand Price before Generic Entry



Source: FDA, Frost & Sullivan

While initiatives by the government and private sector alike have brought explosive growth in the generics market, they have also increased competition, directly impacting the price commanded by generics.

A recent FDA analysis[32] it is revealed that the median discount on generic drug prices, measured against the invoice-based wholesale price, stands at 30% when only one generic version is available. This discount tends to increase as the number of generic manufacturers offering the drug rises. For instance, when two generics are available, the discount rises to 43.8%, and with three generics, it further increases to 55%.

Indian pharmaceutical companies possess several advantages over their US counterparts, notably lower manufacturing costs, and robust research and development capabilities. These factors enable them to maintain profitability within the fiercely competitive US generics market. However, an emerging trend among technologically competent companies is the strategic pursuit of a portfolio specializing in complex generics.

Complex generics present multiple advantages for pharmaceutical companies. Their intricate formulations often yield higher margins, while the lower competition within this segment enhances the potential for capturing a larger market share. Given the inherent complexities in manufacturing these products, the anticipated number of generic competitors is typically limited to one, two, or at most three. As a result, while generic prices plummet by 85% (on an average of 5 competitors per product), it is not the same for complex products. Additionally, they tend to be less affected by price erosion, ensuring more stable pricing and profitability over time. Similar to complex generics, complex products that are difficult to manufacture also face lower competition and therefore enjoy lower price erosion and higher market share.

Similarly, the controlled substances[33] market (typically prescribed to treat severe pain, anxiety, insomnia, and Attention-deficit/hyperactivity disorder) is characterized by limited competition due to stringent regulatory requirements and oversight (scheduling by the Drug Enforcement Administration (DEA) and compliance with the Controlled Substances Act), higher profit margins, and stable demand, given their use as an essential medicine for indications such as pain management.

IQVIA data indicates that in 2021, the US controlled substance market accounted for USD 44.5 billion USD, and it is expected to grow at a CAGR of 5.2% and reach USD 74.3 billion by 2031. Controlled substances are a rapidly evolving market within complex generics in the United States, presenting pharmaceutical companies with regulatory and manufacturing challenges and opportunities.

DEA reports indicate a substantial growth of controlled substance manufacturing in the US pharmaceutical industry in the last decade. The demand for controlled substances is boosted by an increase in medical conditions such as mental health disorders, chronic pain, anxiety disorders, Attention-Deficit Hyperactivity Disorder (ADHD), and cancer, which has led to a surge in controlled substance prescriptions. For example, in 2019, an estimated 153.0 million analgesic prescriptions were dispensed, equivalent to producing 46.7 billion morphine milligram equivalents (MME). Benzodiazepines, a class of sedatives, were dispensed via 92.5 million prescriptions[34].

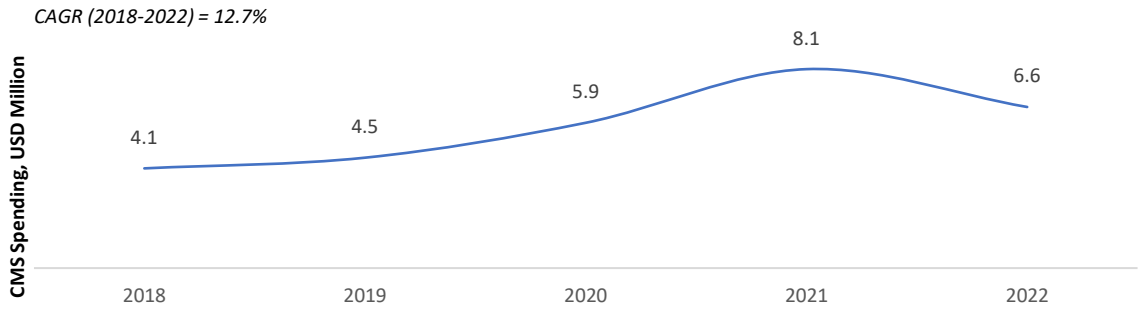
Consequently, manufacturers of complex generics enjoy market differentiation, as entry barriers for new competitors tend to be substantial. It affords manufacturers a stable revenue stream over prolonged periods and grants them the authority to establish drug prices akin to those of innovator drugs. Lower price erosion and competition translate not only into higher market share for companies with complex generics portfolios but also higher profit margins.

While more than 1,500 different drugs are available in the US market, some select products have been analyzed for this report below[35].

Butalbital, Acetaminophen, and combinations: The expenditure by the CMS on Butalbital, a barbiturate medication often combined with acetaminophen for managing tension headaches and migraines, has risen from USD 4.1 million in 2018 to USD 6.6 million in 2022. This increase reflects the sustained demand for the drug, driven by the ongoing prevalence of headaches and migraines and the established effectiveness of combination therapy.

[32] Generic Competition and Drug Prices: New Evidence Linking Greater Generic Competition and Lower Generic Drug Prices
[33] Controlled substances are a drug or other substance that is tightly controlled by the government because it may be abused or cause addiction. Controlled substances include opioids, stimulants, depressants, hallucinogens, and anabolic steroids.
[34] HHS: Pain Management Best Practices
[35] Volume data has been provided only for relevant products where Senores Pharma has an approved ANDA and where data is available

Exhibit 2.25: CMS Spending on Butalbital and Combinations: 2018- 2022



Source: Centers for Medicare & Medicaid

The FDA first approved a generic version of Butalbital in 1984, paving the way for subsequent generic versions and combination products. Currently, there are 34 Abbreviated New Drug Applications (ANDAs) for Butalbital and combination products, with 24 specifically approved for the combination of Butalbital, acetaminophen, and caffeine, the level of competition varies by different strengths and formulations.

Exhibit 2.26A: ANDA Approvals for Butalbital, Acetaminophen, and Combination

Dosage Form and Route	Strength	Acetaminophen; Butalbital	Acetaminophen; Butalbital; Caffeine	Total
CAPSULE;ORAL	300MG;50MG	2		**2**
CAPSULE;ORAL	300MG;50MG;40MG		10	**10**
CAPSULE;ORAL	325MG;50MG;40MG		5	**5**
SOLUTION;ORAL	325MG/15ML; 50MG/15ML; 40MG/15ML		1	**1**
TABLET;ORAL	300MG;50MG	5		**5**
TABLET;ORAL	325MG;25MG	2		**2**
TABLET;ORAL	325MG;50MG	4		**4**
TABLET;ORAL	325MG;50MG;40MG		9	**9**
Total		**10**	**24**	**34**

Source: FDA Orange Book; Frost & Sullivan
Note: Only includes active ANDAs, Data as of May 2024

Exhibit 2.26B: Volume Share of Senores Pharma, Acetaminophen, Butalbital, and Combination, 11MCY23

Dosage Form and Route	Strength	Acetaminophen; Butalbital (Total Volume)	Senores Pharma's Market Share	Acetaminophen; Butalbital; Caffeine (Total Volume)	Senores Pharma's Market Share	Senores Pharma's Product Launch Date
CAPSULE;ORAL	300MG;50MG;40MG			2,56,41,320.0		Jul-23
CAPSULE;ORAL	325MG;50MG;40MG			49,88,154.0	11.2%	Mar-22
TABLET;ORAL	300MG;50MG	6,04,582.0	4.8%			Feb-23
TABLET;ORAL	325MG;50MG	46,34,823.0	2.8%			Feb-23

Source: Bloomberg Symphony Health Data, Frost & Sullivan

Some of the companies with active ANDAs include Senores Pharma, Dr Reddy's Lab, Quagen Pharmaceuticals, and Strides Pharma Science, to name a few. However, not all companies commercialize the approved ANDAs. As shown in the table above, the total US sales volume in the first eleven months of CY23 was 35.81 million for the selected strengths and formulations. The highest sales were for Acetaminophen, butalbital, caffeine, and capsules in 300/50/40mg strength, while the second highest sales were for 325/50/40mg strength. Senores Pharma gained an 11.2% volume market share in the 325/50/40mg product segment during the first eleven months of CY23.

Chlorzoxazone: Chlorzoxazone, a centrally acting muscle relaxant, is primarily prescribed to alleviate muscle spasms and associated discomfort. It is exclusively available in the form of oral tablets, offered in strengths ranging from 250 mg to 750

mg. Since the FDA approved the first generic version before 1982, the market for chlorzoxazone has expanded significantly. Presently, there are 17 Abbreviated New Drug Applications (ANDAs) approved for the drug, with notable companies such as Senores Pharma, Teva Pharmaceutical Industries Ltd., Belcher Pharmaceuticals LLC, and Corepharma LLC among the key players in this segment. Notably, Senores Pharma was the first company globally to identify CGT for Chlorzoxazone 250mg and launched the product in 2021 with six months exclusivity. Between 2016 and 2021, there was only one other company with approval for the product. This has allowed the company to enjoy a 60.9% volume market share in the first eleven months of CY23.

Exhibit 2.27A: ANDA Approvals for Chlorzoxazone

Dosage Form and Route	Strength	Chlorzoxazone	Total
TABLET;ORAL	250MG	5	5
TABLET;ORAL	375MG	9	9
TABLET;ORAL	500MG	7	7
TABLET;ORAL	750MG	9	9
Total		**10**	**10**

Source: FDA Orange Book; Frost & Sullivan
Note: Only includes active ANDAs, Data as of May 2024

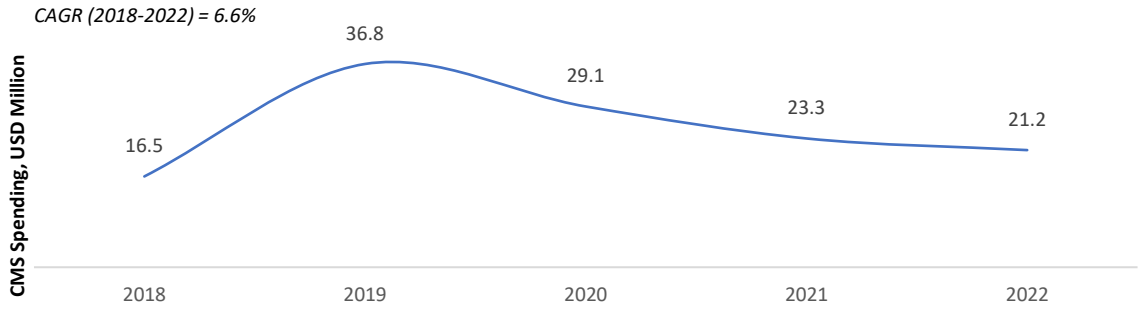
Exhibit 2.27B: Volume Share of Senores Pharma, Chlorzoxazone, 11MCY23

Dosage Form and Route	Strength	Chlorzoxazone (Total Volume)	Senores Pharma's Market Share	Senores Pharma's Product Launch Date
TABLET;ORAL	250MG	7,04,490.0	60.9%	Oct-21
TABLET;ORAL	500MG	3,56,33,078.0	-	Mar-24

Source: Bloomberg Symphony Health Data, Frost & Sullivan

CMS spending on chlorzoxazone has exhibited an upward trend, reaching USD 21.2 million in 2022, compared to USD 16.5 million in 2018. As the population ages and the prevalence of musculoskeletal conditions rises, the demand for chlorzoxazone is anticipated to further escalate, prompting continued growth in both utilization and expenditure on the drug. In the table above, the total volume sales in the US for selected products during the first eleven months of CY23 amounted to 36.3 million units, with the highest sales attributed to the 500mg strength Chlorzoxazone tablets.

Exhibit 2.28: CMS Spending on Chlorzoxazone: 2018- 2022



Source: Centers for Medicare & Medicaid Services

Diclofenac Potassium: Diclofenac Potassium, a nonsteroidal anti-inflammatory drug (NSAID), is widely recognized for its potent anti-inflammatory, analgesic, and antipyretic properties. Its effectiveness extends to various conditions including gout, arthritis, migraines, and acute pain like sports injuries and post-surgical discomfort. Typically, available in 25mg and 50 mg oral tablets, the recommended dosage for adults ranges from two to three doses daily, adjusted based on the severity of the condition and individual response to treatment. The first generic version of Diclofenac Potassium received FDA approval in August 1998, marking the beginning of a broader market accessibility. Since then, there have been 13 Abbreviated New Drug Applications (ANDAs) approved for the drug, with companies like Aurobindo Pharma Ltd., Bionpharma Inc., Alkem Laboratories Ltd., and Senores Pharma among the key players in this segment.

Exhibit 2.29A: ANDA Approvals for Diclofenac Potassium

Dosage Form and Route	Strength	Diclofenac Potassium	Total
CAPSULE;ORAL	25MG	3	3
FOR SOLUTION; ORAL	50MG	3	3
TABLET;ORAL	25MG	3	3
TABLET;ORAL	50MG	7	7
Total		**13**	**13**

Source: FDA Orange Book; Frost & Sullivan
Note: Only includes active ANDAs, Data as of May 2024

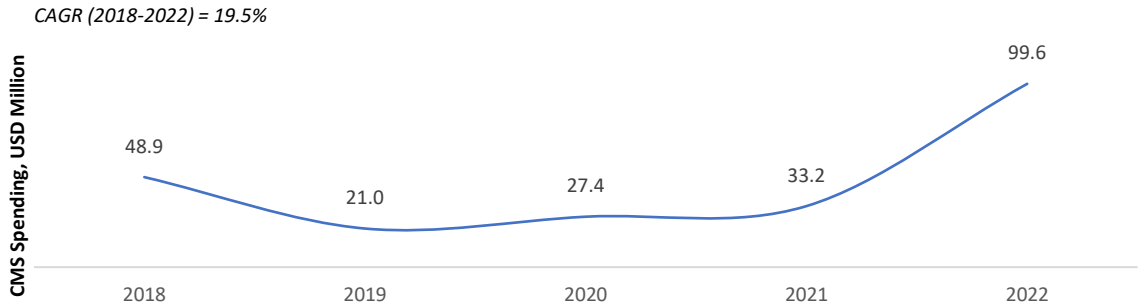
Exhibit 2.29B: Volume Share of Senores Pharma, Diclofenac Potassium, 11MCY23

Dosage Form and Route	Strength	Diclofenac Potassium (Total Volume)	Senores Pharma's Market Share	Senores Pharma's Product Launch Date
TABLET;ORAL	25MG	38,10,452.0	Not Available	Dec-23
TABLET;ORAL	50MG	5,02,78,128.0	Not Available	Mar-24

Source: Bloomberg Symphony Health Data, Frost & Sullivan

The expenditure by the CMS on Diclofenac Potassium reflects its substantial clinical utility and market demand. In 2018, CMS spending on the drug amounted to USD 48.9 million, experiencing a fluctuating but overall remarkable CAGR of 19.5% to reach USD 99.6 million in 2022.

Exhibit 2.30: CMS Spending on Diclofenac Potassium: 2018- 2022



Source: Centers for Medicare & Medicaid Services

Ketorolac: Nonsteroidal anti-inflammatory drug (NSAID) ketorolac tromethamine, also referred to as ketorolac, is prescribed to temporarily relieve moderate to severe pain. It is frequently prescribed for the management of postoperative pain, or the treatment of pain associated with conditions such as kidney stones or arthritis. The drug is available across several strengths in injectable, nasal, ophthalmic, and tablet formulations. As of April 2024, there are 30 ANDAs approved for the drug for companies like Sun Pharmaceutical Industries Limited, Apotex Inc., Senores Pharma, and Caplin Steriles Limited, to name a few.

Exhibit 2.31A: ANDA Approvals for Ketorolac

Dosage Form and Route	Strength	Ketorolac	Total
INJECTABLE;INJECTION	15MG/ML	12	12
INJECTABLE;INJECTION	30MG/ML	15	15
SOLUTION/DROPS; OPHTHALMIC	0.40%	1	1
SOLUTION/DROPS; OPHTHALMIC	0.50%	5	5
TABLET;ORAL	10MG	9	9

Source: FDA Orange Book; Frost & Sullivan
Note: Only includes active ANDAs, Data as of May 2024

Exhibit 2.31B: Volume Share of Senores Pharma, Ketorolac, 11MCY23

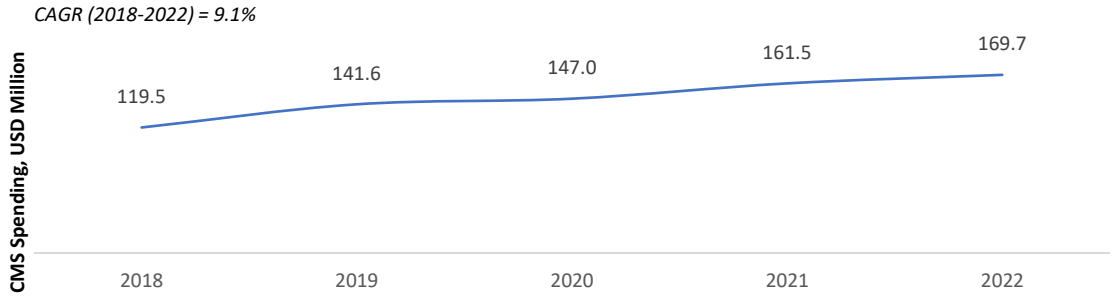
Dosage Form and Route	Strength	Ketorolac Total Volume	Senores Pharma's Market Share	Senores Pharma's Product Launch Date
TABLET;ORAL	10MG	4,95,33,286.0	14.6%	May-22

Source: Bloomberg Symphony Health Data, Frost & Sullivan

With its extensive utilization in outpatient clinics and hospital settings, CMS spending on ketorolac has grown by 9.1% CAGR between 2018 and 2022.

In the first eleven months of CY23, 49.5 million units of Ketorolac 10mg tablets were sold. Senores Pharma, which launched this product in May 2022, secured a volume market share of 14.6% in the first eleven months of CY23.

Exhibit 2.32: CMS Spending on Ketorolac: 2018- 2022



Source: Centers for Medicare & Medicaid Services

Mexiletine Hydrochloride: Mexiletine Hydrochloride, also known as Mexiletine is primarily used as an antiarrhythmic agent for the treatment of irregular heartbeats and as a treatment for certain types of neuropathic pain. The drug is available as an oral capsule in the strengths of 150mg, 200mg, and 250mg. There are currently 8 ANDAs approved for the product across all its available strengths for companies including but not limited to Senores Pharma, ANI Pharmaceuticals, Hetero Drugs, and Teva Pharma.

Exhibit 2.33A: ANDA Approvals for Mexiletine Hydrochloride

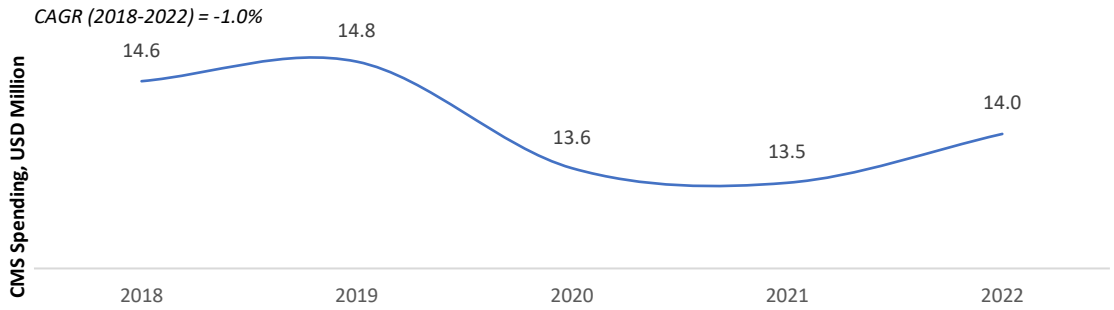
Dosage Form and Route	Strength	Mexiletine Hydrochloride	Total
CAPSULE;ORAL	150MG	8	8
CAPSULE;ORAL	200MG	8	8
CAPSULE;ORAL	250MG	8	8
Total		8	**8**

Source: FDA Orange Book; Frost & Sullivan
Note: Only includes active ANDAs, Data as of May 2024

Dosage Form and Route	Strength	Mexiletine Hydrochloride, Volume	Senores Pharma's Market Share	Senores Pharma's Product Launch Date
CAPSULE;ORAL	150MG	1,92,87,002.0	13.8%	Jan-22
CAPSULE;ORAL	200MG	65,97,330.0	16.2%	Jan-22
CAPSULE;ORAL	250MG	10,69,409.0	10.0%	Jan-22

Exhibit 2.33B: Volume Share of Senores Pharma, Mexiletine Hydrochloride, 11MCY23

Exhibit 2.34: CMS Spending on Mexiletine: 2018- 2022



Source: Bloomberg Symphony Health Data, Frost & Sullivan
Source: Centers for Medicare & Medicaid Services

CMS spending on the drug was USD 14.0 million in 2022. The demand for mexiletine is significantly driven by the prevalence of cardiac arrhythmias. Conditions such as ventricular tachycardia and other serious irregular heartbeats that require effective management contribute to the need for this medication. As the global population ages, the incidence of cardiac conditions and chronic pain increases, the demand for the drug is expected to remain steady.

There were a total of 27.0 million units of Mexiletine sold across all three strengths of 150mg, 200mg, and 250mg, with the highest sales for the 150mg strength in the first eleven months of CY23. Senores Pharma started commercializing these products in January 2022 and has since secured a 14.2% overall volume market share, with 13.8%, 16.2%, and 10.0% volume market shares across the 150mg, 200mg, and 250mg strengths, respectively in the first eleven months of CY23.

Key Risks and Challenges in the US Pharma Market

- **Regulatory Compliance:** The FDA's rigorous approval process ensures drug safety and efficacy but can create significant challenges, particularly for companies not compliant with quality and regulatory requirements. This is evidenced by the continuing issuance of OAIs and 483s. Companies, that maintain proactive compliance strategies and stay ahead of regulatory requirements and changes can establish a competitive edge in the market.

- **Reimbursement Pressures:** Increasing pressure from the government, healthcare providers, and the public to reduce drug prices is driving legislative measures, such as the Inflation Reduction Act of 2022, which aims to control drug costs by allowing Medicare to negotiate prices for certain high-cost drugs. Reimbursement policies, formulary decisions, and pricing negotiations can impact the profitability of generic drugs.

- **Price Erosion:** In addition to downward pricing pressure, owing to market dynamics such as increasing competition, changes in reimbursement policies, customer consolidation, supply-demand gaps, etc. there is a constant risk of price erosion. Companies that can design an optimal product portfolio, incorporating a selection of complex and low-competition density drugs, can find insulation from pricing pressures, as lower competition results in reduced price erosion.

- **Market Access and Distribution:** The pharmaceutical value chain in the US has some unique characteristics. The involvement of stakeholders like Pharmacy Benefit Managers (PBMs) adds a layer to the traditional supply chain. PBMs manage prescription drug benefits for insurers and large organizations. They negotiate prices, handle formularies, process claims, and sometimes run specialty pharmacies. Additionally, the market is uniquely consolidated with a few key players spanning the entire value chain from PBMs to pharmacies, and insurance services. It influences the dynamics of negotiations and needs strong relationships and access to these key players for successful market access.

- **Supply Chain Disruptions:** As evidenced through drug shortages, the pharmaceutical supply chain is vulnerable. Ensuring the resilience and continuity of the supply chain, including sourcing raw materials and managing manufacturing capacities, is critical to mitigate risks and maintain product availability.

- **Generic Saturation:** In mature markets, such as the US, many blockbuster drugs have already lost patent protection, leading to intense competition among generic manufacturers. Finding niche opportunities or developing complex generics can help companies differentiate themselves in a crowded market.

2.1.1.1. The US CDMO and CMO Market Overview

The dependence on Contract Development and Manufacturing Organizations (CDMOs) and Contract Manufacturing Organizations (CMOs) has increased as they offer appended manufacturing capacities, access to new markets, mitigate investment, production, & supply risk, and bring the necessary technology overhaul.

The pharmaceutical industry faces formidable challenges, including but not limited to

- substantial capital expenditure necessary for establishing and sustaining extensive manufacturing facilities,
- developing capabilities and investing in advanced R&D to develop a diverse product portfolio,
- building technical proficiency
- recruiting and retaining skilled personnel for drug manufacturing and quality control,
- managing pricing pressure from payors,
- navigating supply chain disruptions, and
- managing protracted regulatory approval processes.

To overcome these obstacles, pharmaceutical firms have turned to external partners. They are increasingly looking to CDMOs and CMOs as strategic collaborators to circumnavigate these challenges. Historically, pharmaceutical companies focused on high-volume product sales and forged partnerships with contract service providers to augment their manufacturing capabilities. Concurrently, contract manufacturers thrived by consolidating demand and reaping the benefits of economies of scale. The relationship between pharmaceutical sponsors and CDMOs and CMOs has since evolved, and pharmaceutical sponsors are increasingly forming partnerships with CDMOs and CMOs to ensure the quality of their products, expand their market presence, and receive regulatory support. More specifically, partnerships with CDMOs and CMOs help pharma companies with:

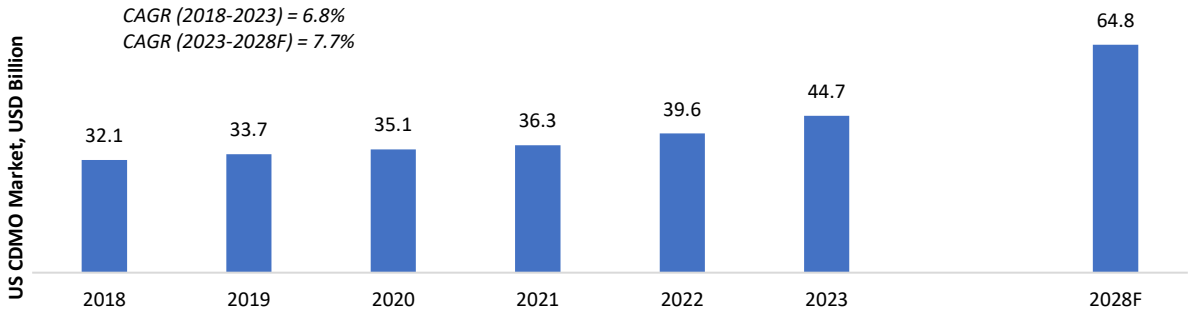
- **Focus on core competencies and move from Capex to Opex model:** Outsourcing non-core functions allows pharmaceutical and biotech companies to avoid high capital expenditure, allocate resources more efficiently, and concentrate on their core competencies, such as brand building, marketing, and strategic planning. Hence, pharma companies are drifting from Capex to Opex business models to focus on functions that drive the most value and, in the process, find co-owners for their assets through co-development and co-commercialization deals with contract service providers.
- **Cost advantages:** CDMOs and CMOs can typically help gain 35%-70%[36] savings by bringing their experience, expertise, and economies of scale in managing drug development and manufacturing.
- **Early to Market advantage:** By outsourcing manufacturing, pharmaceutical companies can avoid the time-consuming process of building and validating their manufacturing facilities, significantly reducing the time required to bring a drug to market.
- **Access to specialized and global talent:** CDMOs and CMOs employ highly skilled professionals with diverse backgrounds and extensive industry experience, offering valuable insights and knowledge across various therapeutic areas and disciplines. Additionally, these organizations maintain global networks and collaborations, enabling access to cutting-edge technologies, regulatory intelligence, and market insights from around the world. This global expertise allows pharmaceutical companies to leverage external resources, optimize internal processes (e.g., Human Resource Management), and utilize new-age technology.
- **Flexibility and scalability:** CDMOs and CMOs can scale production up or down as needed, allowing companies to efficiently manage variations in demand owing to unforeseeable changes (e.g., pandemics, wars, inflation) in the commercial market.
- **Access to advanced technologies:** With the rapid turnaround of technologies and processes, it is becoming increasingly difficult for pharmaceutical companies to keep up with the pace. CDMOs and CMOs on the other hand, invest significantly in cutting-edge technologies such as continuous and additive manufacturing, modular manufacturing, and HPAPI manufacturing, to name a few, to offer these benefits to their pharmaceutical customers.

[36] Industry KOLs

These partnerships allow for the development of more complex products and formulations, better lifecycle management of drugs, as well as the establishment of local distribution channels. Additionally, sharing the risk with CDMOs and CMOs helps to reduce exposure and speed up project timelines, giving pharmaceutical companies a competitive edge in new markets.

The US will continue to dominate the demand for outsourcing services, mostly as smaller pharma and biotech companies that prefer asset-light models enter the market, and external pricing pressure mandates working with partners that can help control the cost of manufacturing through economies of scale.

Exhibit 2.35: US CDMO/CMO Market, 2018 - 2028F



Source: Frost & Sullivan

Increasing trends in outsourcing (with average outsourcing penetration expected to jump from ~27% in 2018 to ~37% in 2028[37]) stemming from growing drug complexity and rapid technological turnaround, upcoming loss of exclusivity for drugs driving high-volume demand for generics, and increased business model shift from Capital Expenditures (Capex) to Operational Expenditures (Opex) will help propel the CDMO market to grow faster than the pharma market. As a result, the US CDMO market was valued at USD 44.7 billion in 2023 and is forecasted to reach USD 64.8 billion by 2028, growing at a CAGR of 7.7%. Moreover, the US CDMO market is the largest globally, accounting for 40-45% of the global share across the forecast period.

In the rapidly expanding landscape of CDMOs and CMOs, a multitude of service providers have emerged to meet the escalating demand. However, pharmaceutical sponsors increasingly favor partnering with one-stop-shop solution providers that seamlessly integrate both development and manufacturing services within a unified framework. This inclination stems from smoother project management, tangible cost & time efficiency, integrated expertise, and convenient tech transfer. Moreover, US-based CDMOs and CMOs offer some unique advantages to their partners, as listed below:

- US-based CDMOs and CMOs enjoy a strategic advantage due to their proximity to the largest pharmaceutical market (US pharma market) globally. This facilitates communication, collaboration, and logistical coordination, leading to faster response times and more efficient project management.

- This geographical advantage, coupled with preferential treatment in bidding for government contracts, contributes significantly to their competitive edge. The US government employs various procurement channels to acquire medicines, including direct purchases, contracts, and agreements with pharmaceutical firms. These government contracts typically span long-term durations, often extending nearly five years. Such extended contracts offer stability and reliability to businesses, ensuring a predictable revenue stream throughout the contract's lifespan. Furthermore, certain government contracts feature fixed-price arrangements, wherein the pricing is established upfront and remains consistent throughout the contract term. This pricing model adds certainty for both the government and the contractor, fostering transparent and predictable financial arrangements. Securing government contracts not only provides a stable revenue source but also serves as a powerful endorsement of a company's capabilities and offerings. It validates the quality and reliability of a CDMO's products or services, enhancing its reputation and credibility in the industry.

- US-based CDMOs and CMOs operate in accordance with stringent regulatory standards set by the U.S. FDA. Pharmaceutical companies often prioritize working with CDMOs and CMOs that adhere to FDA regulations, ensuring compliance and mitigating regulatory risks.

- Additionally, The United States is a hub for pharmaceutical innovation, with a robust ecosystem of research institutions, biotech startups, and industry-leading companies. US-based CDMOs and CMOs often have access to cutting-edge technologies, expertise, and resources, enabling them to offer innovative solutions and support to pharmaceutical clients.

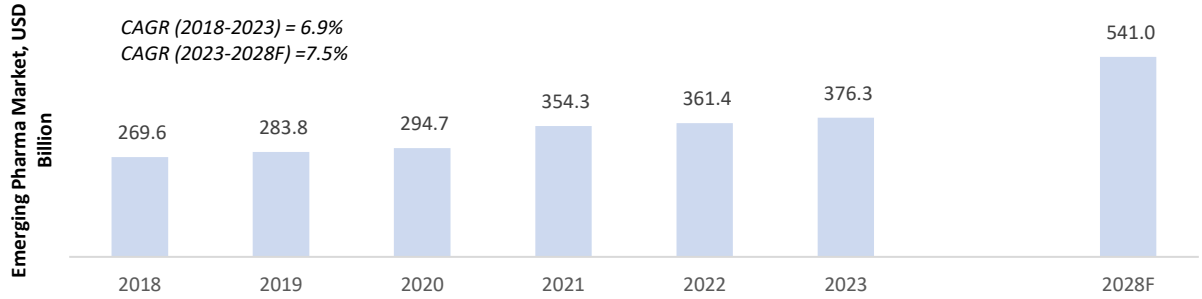
[37] Industry KOLs

Moreover, The United States offers strong intellectual property (IP) protection laws, safeguarding proprietary technologies, formulations, and processes developed by pharmaceutical companies. Working with US-based CDMOs and CMOs provides assurance that sensitive IP will be protected throughout the development and manufacturing process.

2.2. Emerging Pharmaceutical Market Overview

Population growth, expanding disease burden, local government prioritization of healthcare, private sector investment in improving infrastructure, and local manufacturing are helping emerging markets outpace the growth of developed markets.

Exhibit 2.36: Emerging Pharma Market, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

Exhibit 2.37A: Emerging Pharma Market by Product Type, 2018 - 2028F

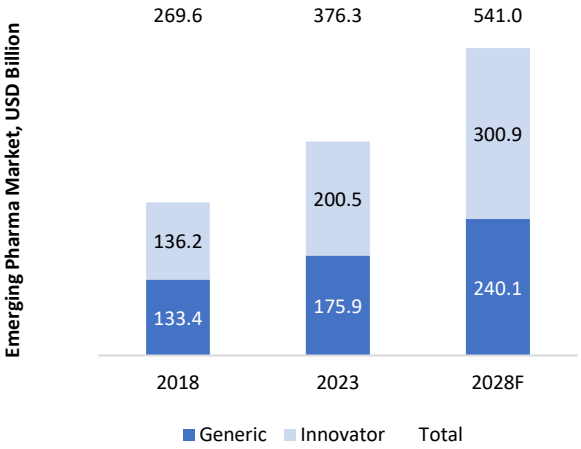
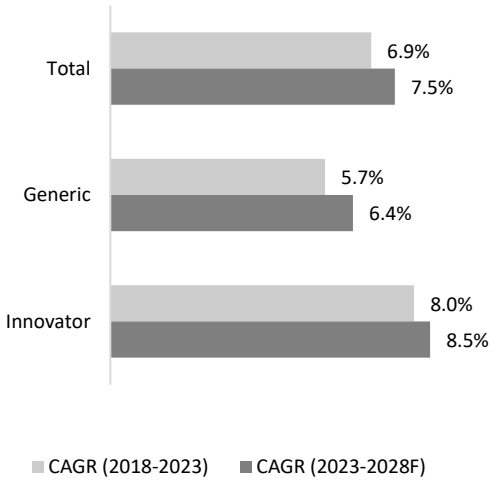


Exhibit 2.37B: Growth Rate of Emerging Pharma Market by Product Type, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

Exhibit 2.38A: Emerging Pharma Market by Regions, 2018 - 2028F

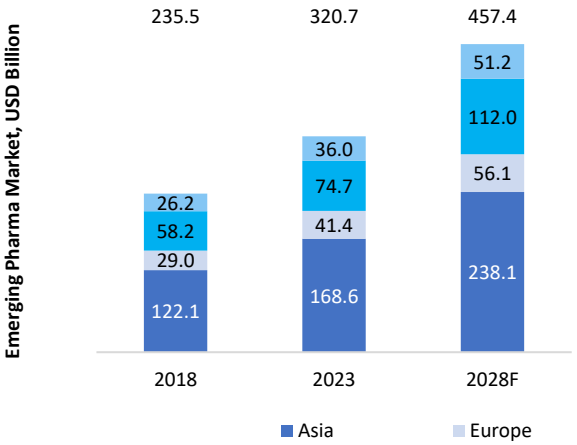
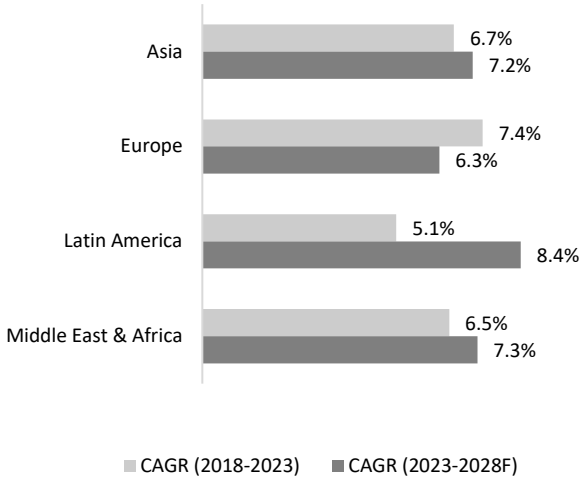


Exhibit 2.38B: Growth Rate of Emerging Pharma Market by Regions, 2018 - 2028F



Source: IQVIA Global Use of Medicines- 2024, Evaluate Pharma, Frost & Sullivan

Emerging markets have surpassed several developed economies, particularly in Europe, in pharmaceutical spending, reaching a total market size of USD 376.3 billion in 2023. A dual dynamic drives this shift: while developed economies are tightening healthcare budgets, many emerging markets are prioritizing healthcare, investing in infrastructure, services, domestic industry development, and broader health insurance coverage. Secondly, the paying power, affordability, and accessibility have ramped up significantly in emerging economies.

This strategic shift positions emerging markets as pivotal contributors to pharmaceutical sales growth in the coming years, projecting a CAGR of 7.5% between 2023 and 2028. Approximately 45% of this growth will stem from generic drugs, indicating a pronounced preference for cost-effective options, especially in Asia, Europe, and the Middle East, encompassing key nations like Russia, India, China, Indonesia, Egypt, KSA, and Turkey.

Despite the increasing popularity of innovative drugs, generics are expected to maintain their importance in these price-sensitive markets. Generic drugs are typically more affordable than their brand-name counterparts, making them accessible to a larger portion of the population, especially in emerging markets where healthcare expenses may be a significant burden for patients, who rely heavily on out-of-pocket expenditures.

Even traditionally brand-sensitive regions like the Middle East are gravitating towards generics, implementing strategies such as special incentives for off-patent drugs and streamlined approval processes to reduce pharmaceutical expenditure.

Moreover, even healthcare systems and government health programs in emerging markets prefer the use of cost-effective alternatives that allow for greater coverage and provision of essential medications to a larger population. Consequently, governments often introduce policies such as generic substitution policies, reference pricing systems, tendering and procurement programs, price controls, and incentives for local production to nudge greater use of generics.

While the overall demand for pharmaceutical products is increasing in the region with the growth of population and affluence to opt for healthcare services, the evolving demand is characterized by a shift towards noncommunicable diseases like cancer, diabetes, and cardiovascular diseases as healthcare access expands and urbanization accelerates. This is creating lucrative opportunities for global pharmaceutical portfolios originally focused on regulated markets.

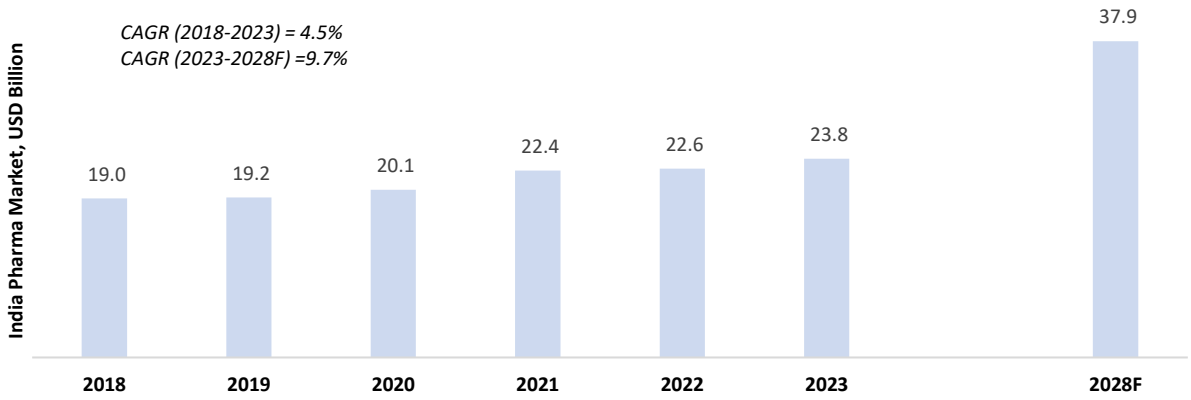
The traditional price sensitivity of the markets, coupled with the government's localization incentives and price capping mechanisms, particularly favor the generics segment, which has outpaced the growth of the total pharma segment in the region.

2.2.1. Indian Pharmaceutical Market Overview

The enviable growth of the Indian pharmaceutical market (IPM) is attributable to the government's prioritization of the segment, increasing chronic disease incidence, availability of affordable but innovative generics, and improved nationwide access to healthcare.

With a contribution of nearly 1.3%[38] to India's GDP, IPM registered a 4.5% CAGR in the last five years and a forecast of 9.7% for the next five years[39].

Exhibit 2.39: India Pharma Market, 2018-2028F

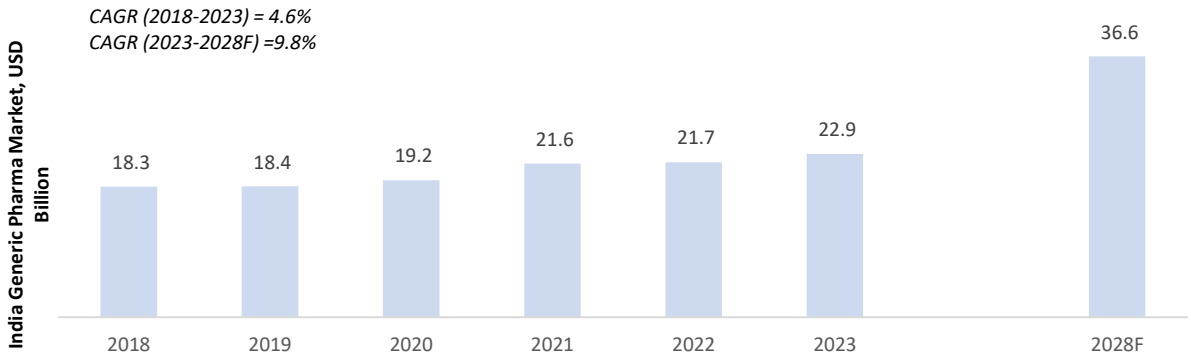


Source: IQVIA -Indian Pharmaceutical Market Insight, Pharmarack, Frost & Sullivan

The Indian pharmaceutical market is among the fastest-growing in the world, witnessing a value increase from USD 19.0 billion in 2018 to USD 23.8 billion in 2023. The pharmaceutical market in India is dominated by generics, which account for around 96.2% of drug consumption in the country in terms of value. However, only about 10% of the drugs in the domestic market are unbranded/generic generics, marketed with just their chemical names as commodity generics.

Changing disease patterns, increased affordability, access, awareness, and government and private insurance expansion are fostering increased demand and consumption of pharma drugs; however, high OOP keeps the demand in favor of affordable generics.

Exhibit 2.40: India Generic Pharma Market, 2018-2028F



Source: IQVIA -Indian Pharmaceutical Market Insight, Pharmarack, Frost & Sullivan

Some of the growth drivers for rapid growth in the IPM include an increase in chronic patient population, insurance penetration, trade generics, demand from tier II and III cities, and government schemes focused on drug access.

Growth in Hospital Business Segment: In recent years, India has witnessed significant growth in hospitals and hospital beds. From a current bed density of 1.6 per 1000 people[40], the country aims to achieve 2.0 per 1000 by 2030, translating into 3.0 million beds by 2030[41]. While affordability and accessibility of the local population to healthcare services have resulted in an increased number of opted surgeries, medical tourism has also boosted the segment. For instance, medical tourists grew from 182,000 in 2020 to more than 500,000 in 2023[42]. India is increasingly becoming a favored destination as medical travelers visiting India often save between 30% and 70% on treatments compared to those sought in developed nations. This has resulted in a rapidly growing critical care drug segment. According to IQVIA, the hospital channel market was estimated to be between USD 3.0-3.6 billion in 2018 and is projected to continue growing at a similar pace as the overall Indian Pharmaceutical Market (IPM). In 2023, the market is estimated to be USD 4.7-5.7 billion and is expected to reach USD 7.4-9.0 billion by 2028. Some

[38] Make in India Initiative
[39] The high variance in growth rates stems from the currency conversion factor. While actual INR to USD conversion has been assumed till 2023, a constant rate has been assumed for the future years.
[40] World Bank Data, One Health Trust
[41] PIB: Committed to advancing the agenda of Universal Health Coverage through affordable and accessible healthcare for all
[42] Ministry of Tourism: Development of Medical Tourism Hubs

of the key products sold through hospital channels as critical care drugs include anesthesia, antibiotics, pain management, and intrathecal therapies. The competition in the market is comparatively limited with some of the suppliers in India including Piramal Pharma, Senores Pharma, Aurobindo Pharmaceuticals, and Mankind Pharmaceuticals, to name a few.

With a growing number of surgical and medical procedures in hospitals, demand for critical drugs such as injectables has also increased. Additionally, globally, almost 64%[43] of the new drug pipeline consists of injectables, indicating the growing significance of the segment and the next wave of opportunity for generic drug companies.

Exhibit 2.41A: Indian Pharma Market by Dosage Form, 2018-2028F

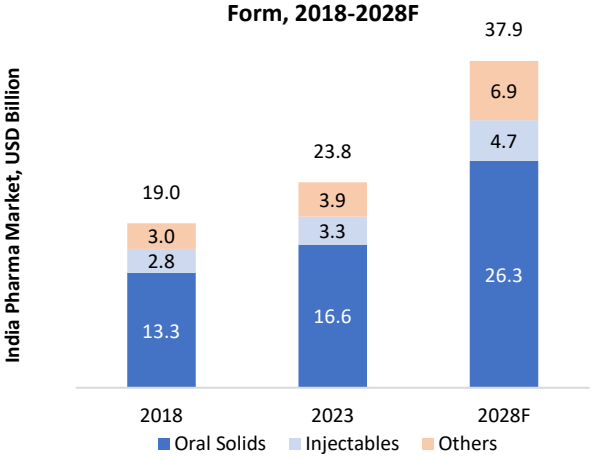
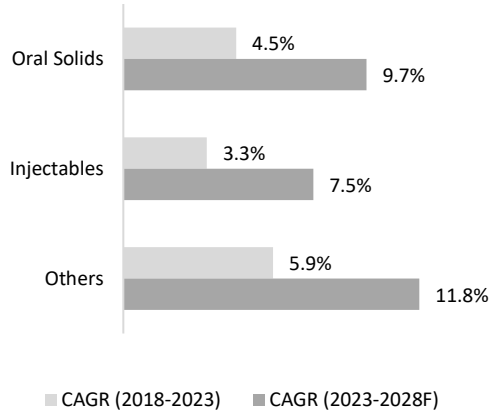


Exhibit 2.41B: Growth Rate of Indian Pharma Market by Dosage Form, 2018-2028F



Source: Pharmarack, Frost & Sullivan
Note: Others include implantable, inhalable, aerosol, etc.

Oral solids have dominated the Indian pharma market, owing to ease of administration, patient comfort, flexibility in dosing, and ease of manufacturing- lower manufacturing costs translating to overall lower costs. Moreover, the market will continue to grow in the country, given the innovations in oral solid formulations ranging from modified release formats to orally disintegrating tablets, lipid-based formulations, coated particles, and multi-particulate systems, to name a few. Consequently, the oral solids segment is expected to grow at a CAGR of 9.7%, from USD 16.6 billion in 2023 to USD 26.3 billion by 2028.

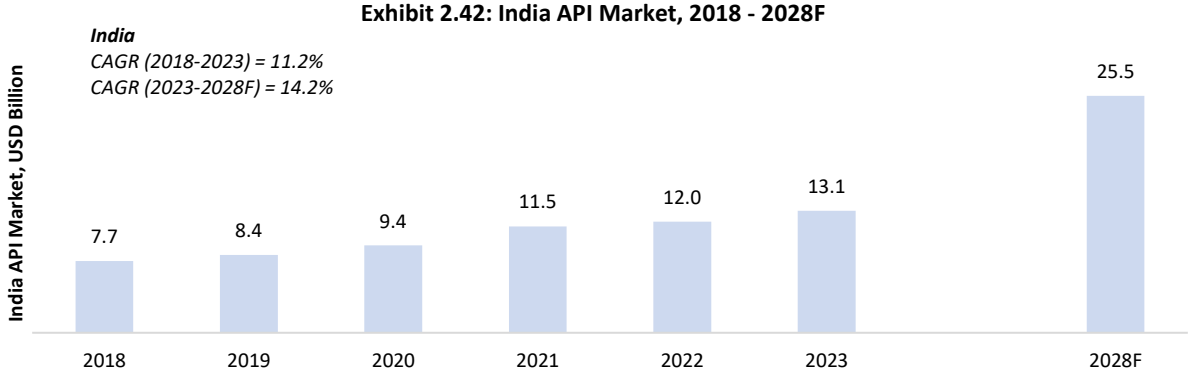
At the same time, other formulations like injectables, inhalations, and liquids are also witnessing rapid growth. Injectables pegged at USD 3.3 billion in 2023 are expected to grow at a CAGR of 7.5% from 2023 to 2028 to reach USD 4.7 billion in 2028. The growth of the injectables market is fueled by technical and scientific advantages over other dosage forms. Injectable medications offer precise dosing, rapid onset of action, and enhanced bioavailability compared to oral formulations. They can also be formulated as long-acting or sustained-release formulations, improving patient compliance and convenience. Injectable drugs are more stable and compatible with complex molecules, making them ideal for targeted drug delivery and the administration of biologics. While injectables are preferred for fast-acting and precise dosing characteristics, topical formulations and inhalation products are preferred for their localized and disease-specific action. Oral liquids have also gained popularity in pediatric and geriatric formulations, while implants are also beginning to gain traction in the country. As a result, the "others" segment, including liquids, implants, sprays, inhalation products, etc., is expected to contribute the highest growth of 11.8% between 2023 and 2028.

2.2.1.1. Indian API Market Overview

The growth in the formulations market also translates into corresponding growth in the API market. The Indian API market is expected to grow at 14.2% outpacing the growth of the overall Indian pharma market as it increases API production to support its domestic formulations industry for high-volume generic as well as high-value innovator drugs.

[43] Citeline - Pharmaprojects

Exhibit 2.42: India API Market, 2018 - 2028F



Source: Frost & Sullivan

The demand for pharmaceutical products corresponds directly to API sales, and as this demand grows, so does the need for APIs. As disease patterns shift from acute to chronic and translate into high drug volume consumption, the access to healthcare facilities and affordable medicine increases, along with an increase in the purchasing power of the middle class in the country; the growth of the API industry will follow suit. Moreover, with the increasing adoption of novel drugs, including biologics, coupled with the volume growth of the generics industry, the segment is expected to grow steadily. Notably, there is a rising preference for complex APIs like Highly Potent Active Pharmaceutical Ingredients (HPAPIs) or those derived from fermentation, contributing to improved drug efficacy and increasing production costs.

India is the third-largest producer of APIs, commanding an impressive 8% share of the Global API Industry. With over 500 distinct APIs manufactured within its borders, India emerges as a pivotal contributor, supplying 57% of APIs listed on the prequalified World Health Organization (WHO) roster.[44].

The escalating tensions between Western nations and China have catalyzed a significant shift in the sourcing strategies of global pharmaceutical majors. Moreover, as China started following stringent environmental norms leading to production cuts during winters (approximately 40% of the factories in China were shut down to curb air pollution), followed by geopolitical changes, trade wars, and the COVID-19 pandemic, large companies and multi-national companies recognized the need to de-risk their supply chain. Increasingly, these companies are seeking alternative API providers outside China. India has swiftly risen to prominence as a compelling alternative source for bulk drugs, showcasing a remarkable trajectory of growth in this sector. Moreover, India has a distinctive advantage over its other Asian peers such as Bangladesh, Vietnam, and Indonesia, because of its infrastructure, large and skilled English-speaking population, large pool of scientists, competitive labor prices, and sophistication in information and communications technology. The early signs of adoption of this strategy in favor of India are already reflected in the Indian Ministry of Statistics and Programme Implementation's Index of Industrial Production for the Manufacture of Pharmaceuticals, Medicinal Chemicals, and Botanical Products, which increased to 233.4 in FY24, up from 216.2 in FY23.

Additionally, the Indian API market particularly benefits from government policies promoting local production of APIs. From Production Linked Incentive (PLI) schemes, offering incentives ranging from INR 20 crore to INR 400 crore to bulk drug park development, the government's push for local formulation and API manufacturing is supporting the development of capabilities in complex areas such as fermentation, allowing the manufacturing of even broader portfolio of products and thus propelling the market on an accelerated growth path. This is also reflected in the growing number of FDA-approved API manufacturing sites in India, which has increased from 173 in 2018 to 209 in 2023.

Consequently, the India API market, valued at USD 13.1 billion in 2023, is forecasted to grow at a CAGR of 14.2% to reach USD 25.5 billion by 2028.

Overall, the Indian API market thrives on several overarching growth drivers:

- Burgeoning global demand for affordable medications, especially generics, leveraging India's cost competitiveness, skilled labor, and economies of scale.
- Coupled with a favorable regulatory environment that prioritizes adherence to international quality standards, this fosters enhanced market access and export opportunities.
- Furthermore, significant investments in research and development (R&D) drive technological advancements, enabling the production of complex APIs and specialty chemicals.

[44] Invest India: Harnessing India's API Potential

- Strategic collaborations and government initiatives, such as "Make in India," further bolster domestic manufacturing and export-oriented growth.

- Finally, the escalating burden of chronic diseases amplifies the need for pharmaceuticals, underpinning sustained growth in the Indian API market.

Indian formulation companies are developing capabilities in APIs to enjoy backward integration synergies.

Indian formulation companies such as Senores Pharma have started investing in backward integration, which involves formulation companies acquiring or establishing their own API manufacturing capabilities to benefit from:

- **Supply Chain Control:** Formulation companies gain greater control over their supply chain by producing their APIs. By ensuring a stable and reliable source of raw materials, they can mitigate risks associated with API shortages, quality issues, or price fluctuations.

- **Cost Savings:** Vertical integration allows formulation companies to capture cost efficiencies by eliminating markups associated with purchasing APIs from third-party suppliers. By internalizing API production, companies can potentially reduce production costs, improve margins, transfer cost benefits to their customers, and enhance overall profitability.

- **Quality Assurance:** Formulation companies can maintain stringent quality standards by overseeing API production in-house. They have greater oversight of manufacturing processes, quality control measures, and compliance with regulatory requirements, thereby ensuring the integrity and purity of the APIs used in their products.

- **Flexibility and Innovation:** With in-house API manufacturing capabilities, formulation companies have the flexibility to customize API specifications to meet specific formulation requirements. This enables them to innovate more freely, develop proprietary formulations, and differentiate their products in the market.

- **Reduced Time to Market:** Vertical integration streamlines the product development process, minimizing dependencies on external suppliers and accelerating time to market for new formulations. Additionally, it offers opportunities for optimizing manufacturing workflows and responding more swiftly to market demands.

- **Competitive Advantage:** Vertical integration can strengthen a company’s competitive position by enhancing product offerings and solidifying relationships with customers and stakeholders.

- **Diversified revenue stream and business resilience**: Developing API capabilities, particularly for high-value Oncology APIs, also allows companies to sell APIs in the merchant market, contributing to enhanced financial stability, mitigation of revenue risk, and positioning the company for long-term sustainability.

2.2.1.2. Role of India in Global Supply of API and Formulations

While the growth in the domestic market is undeterred, India has gained new strides in the export market, particularly since emerging as a reliable supplier during the pandemic.

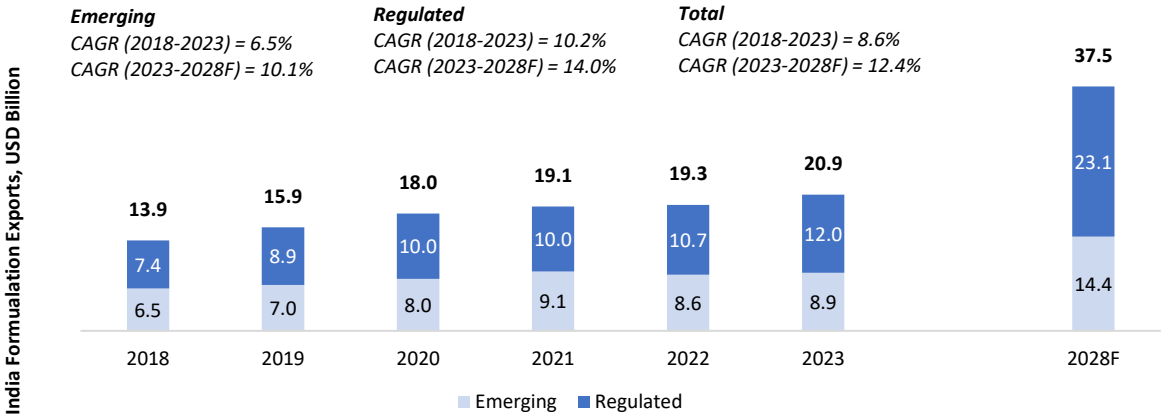
India has been aptly crowned Pharmacy of the World, particularly for its manufacturing prowess and contributions to the global pharma sector. India is the largest provider of generic medicines worldwide, holding a 20% share in global supply by volume, encompassing a diverse range of 60,000 generic brands across 60 therapeutic categories. The industry's global reach is underscored by the fact that India exports pharmaceuticals to over 200 countries, supplying over 50% of Africa's generic medicine needs, almost 40% of the generic demand in the US, and about 25% of all medicines in the UK.[45].

With a robust infrastructure, India boasts the highest number of US-FDA-compliant pharmaceutical plants outside the US. It houses over 3,000 pharmaceutical companies and has an extensive network of over 10,500 manufacturing facilities. The sector is further supported by a highly skilled resource pool, including 500 API manufacturers contributing approximately 5.2% to the global API Industry by value[46]. The total pharmaceutical exports (API + FDF) for 2023 reached USD 24.0 billion, highlighting the sector's global competitiveness.

[45] Invest India: Formulating success: The Indian pharmaceutical industry.
[46] Invest India Report

While FDF exports have grown by 8.6% in the last five years, with strong growth in regulated markets, APIs have grown at 4.7% on the back of semi-regulated/ unregulated markets.

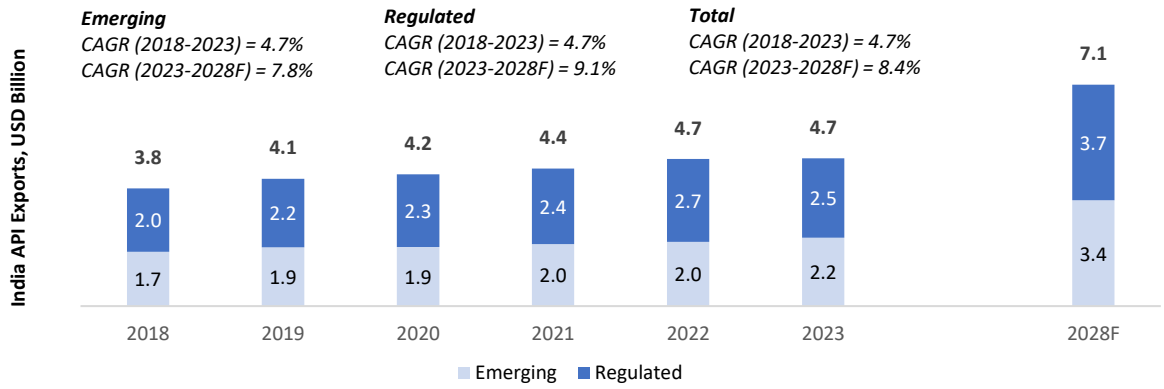
Exhibit 2.43: India's Formulation Exports by Value, 2018 - 2028F



Source: Ministry of Commerce and Industry, Frost & Sullivan

Globally, India is the 12th largest exporter of pharmaceutical formulations by value.[47]. Formulation exports from India have grown from USD 13.9 billion in 2018 to USD 20.9 billion in 2023 and are expected to grow to USD 37.5 billion by 2028 at a CAGR of 12.4% from 2023 to 2028. Regulated markets account for more than 50% of the share by value, partly because of the comparatively high value per unit. In 2018, regulated markets contributed USD 7.4 billion to total exports and grew at a CAGR of 10.2% from 2018 to 2023. Formulation exports to emerging markets (unregulated and semi-regulated markets) were valued at USD 12.0 billion in 2023, up from USD 6.5 billion in 2018.

Exhibit 2.44: India's API Exports by Value, 2018 - 2028F



Source: Ministry of Commerce and Industry, Frost & Sullivan
Note: API Exports comprise bulk drugs and intermediates.

While India imports some bulk drugs, it is also one of the largest API exporters in global markets. High process efficiencies, the experience of working with regulatory bodies across the globe, and cost competitiveness have allowed India to emerge as one of the world's largest API suppliers. In 2018, India exported USD 3.8 billion worth of API, which jumped to USD 4.7 billion in 2023 and is expected to reach USD 7.1 billion by 2028, growing at a CAGR of 8.4% from 2023 to 2028. The export to regulated markets in 2018 was USD 2.0 billion and grew at a CAGR of 4.7% from 2018 to 2023. The API exports to semi-regulated markets were at USD 1.7 billion in 2018 and grew at a similar CAGR of 4.7% from 2018 to 2023 and will reach USD 2.2 billion in 2023.

The supply from India has particularly grown in the fast-growing pharmaceutical markets of Africa, the Middle East, and APAC. The attractiveness of Indian pharmaceutical products lies in their ability to reconcile affordability with uncompromising quality standards, a characteristic that resonates particularly well with semi-regulated markets seeking optimal healthcare solutions at competitive prices. Some of the markets have increasingly imported from India and are listed below.

[47] IBEF: Pharmaceuticals- 2023; Trademap

Exhibit 2.45: Exports of Formulations and API from India to Select Countries, 2018-2023				
Country	**API Exports (2018-2023)**	**API Export CAGR (2018-2023)**	**Formulation Exports (2018-2023)**	**Formulation Export CAGR (2018-2023)**
Azerbaijan	0.4	23.4%	43.9	18.6%
Democratic Republic of Congo	55.1	9.3%	813.4	17.9%
Georgia	4.2	12.4%	141.0	26.4%
Ghana	131.0	3.2%	740.8	11.3%
Guatemala	45.4	3.3%	322.4	15.1%
Kenya	253.9	6.2%	1,603.5	9.1%
Kuwait	7.1	5.7%	22.3	28.1%
Libya	0.2	56.8%	79.6	8.4%
Peru	67.6	-1.2%	539.4	12.5%
Philippines	126.5	-0.7%	1,630.5	12.7%
Tanzania	85.8	23.2%	1,321.6	15.4%
Uganda	78.5	-11.3%	1,001.3	0.6%
Uzbekistan	11.8	16.4%	677.6	12.4%
Vietnam	554.9	6.5%	847.3	1.7%

Source: Ministry of Commerce and Industry, Frost & Sullivan

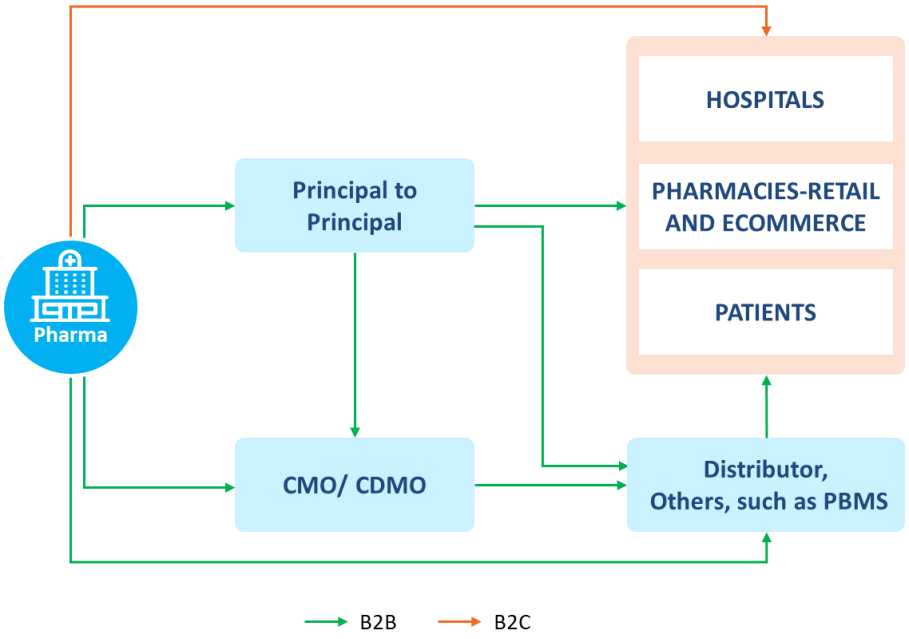
3. Competitive Landscape of the Global Pharmaceutical Market

The pharmaceutical market is experiencing a notable surge in competition, fueled by its inherent attractiveness driven by its size, growth prospects, and the sector's critical role in healthcare. As a result, an influx of companies, ranging from multinational powerhouses to agile startups, are entering the fray, intensifying competition as each strives to capture a slice of this lucrative market. In this fiercely competitive landscape, pharmaceutical entities employ diverse tactics to distinguish themselves. Beyond the fundamental criterion of targeting markets and launching products aligned with companies' inherent strengths, differentiation strategies encompass strategic collaborations, mergers and acquisitions, and business models, to name a few.

For instance, in regulated markets, a diverse mix of local and international pharmaceutical companies compete for market share since the maturity and legacy of regulatory systems allow a diverse array of companies to navigate these markets with more advanced planning.

However, in recent years, with the accelerated growth in emerging markets, several companies have gravitated towards accessing these markets. Yet, competing in emerging markets for pharmaceutical companies is not straightforward. For large parts, pharmaceutical companies employ a high volume, low-profit strategy in many emerging markets to remain competitive and profitable. According to research by different agencies, pharmaceutical companies operating in emerging regions earn gross margins of 30–40%, while those in mature markets earn margins of 50–60%. This puts sales volume ahead of profit margins as a priority. Additionally, given the heterogeneity and relative nascency of regulations, which are changing more frequently in price-sensitive emerging markets, local companies often enjoy cost advantages, cultural familiarity, and agility in responding to market changes. Given the inherent differences in both markets, their market dynamics, regulatory environment, pharmaceutical companies' portfolios, and strategic objectives, pharmaceutical companies often employ different business models. Some of the commonly used business models include licensing agreements, joint ventures, and direct investment in local manufacturing facilities. These strategies allow companies to adapt to the unique challenges and opportunities presented by each market, ultimately enhancing their competitiveness and market presence.

Exhibit 3.1: Select Business Models Adopted by Pharmaceutical Companies



Source: Frost & Sullivan

Source: Frost & Sullivan

In addition to employing different business models, pharmaceutical companies also differentiate themselves by focusing on quality, regulatory compliance, product portfolio selection, brand recognition and trust, and investment in technology and innovation. In the fiercely competitive global pharmaceutical market, Indian companies have left a considerable imprint, evident in their remarkable export market growth. Their contribution to the US market is particularly noteworthy, reflected in the number of FDA-approved sites, and a number of ANDA approvals as discussed in the sections above. Some of the Indian companies catering to the US market are analyzed below.

Exhibit 3.2: Financial Analysis of Select Indian Pharmaceutical Companies, FY2024

Parameter/ Company	Ajanta	Alembic	Alkem	Aurobindo	Caplin Point	Gland	Jubilant	Glenmark	Piramal	Strides	Senores
Operating Revenue (INR Million)	42,087.1	62,286.3	1,26,675.8	2,87,045.0	16,941.0	56,647.2	66,448.0	1,16,354.6	81,711.6	40,511.2	2,145.2
EBITDA (INR Million)	12,565.4	9,606.9	24,348.4	61,913.6	6,186.5	15,033.1	8,247.0	11,343.7	13,683.5	4,181.8	444.1
EBITDA Margin	29.9%	15.4%	19.2%	21.6%	36.5%	26.5%	12.4%	9.7%	16.7%	10.3%	20.7%
PAT (INR Million)	8,161.7	6,158.2	18,114.6	31,689.7	4,614.2	7,724.6	727.0	(18,308.5)	178.2	(943.1)	327.1
PAT Margin	19.4%	9.9%	14.3%	11.0%	27.2%	13.6%	1.1%	(15.7)%	0.2%	(2.3)%	15.2%
ROACE	32.2%	13.4%	18.8%	13.8%	26.5%	13.6%	5.0%	4.8%	5.1%	4.2%	11.7%
ROAE	23.5%	13.4%	18.0%	11.2%	21.7%	9.3%	1.3%	(20.7)%	0.2%	(4.4)%	23.6%
Debt to Equity	0.00	0.09	0.11	0.21	0.00	0.04	0.63	0.13	0.58	1.17	1.07

Source: Annual Reports, FY24 Earnings Call, Investor Presentations, Frost & Sullivan
Note: Ajanta Pharma Ltd. (Ajanta), Alembic Pharmaceuticals Ltd. (Alembic), Alkem Laboratories Ltd. (Alkem), Aurobindo Pharma Ltd. (Aurobindo), Caplin Point Laboratories Ltd. (Caplin Point), Gland Pharma Ltd. (Gland), Jubilant Pharmova Ltd. (Jubilant), Senores Pharmaceuticals Ltd. (Senores), Piramal Pharma Ltd. (Piramal), Glenmark Pharmaceuticals Ltd. (Glenmark), and Strides Pharma Science Ltd. (Strides).
Formulas used: EBITDA= Profit Before Tax (PBT) + Depreciation expense + Finance costs; EBITDA Margin= EBITDA/Revenue from Operations; Profit After Tax (PAT) Margin= PAT/ Revenue from Operations; Return on average capital employed (ROACE)= EBIT/Avg Capital Employed; EBIT= PBT + Finance Costs; Avg Capital Employed= Avg shareholders' equity (including minority visit) + Avg Long Term Debt+ Avg Short Term Debt; Return On Average Equity (ROAE)= PAT/ Avg Shareholders' Equity (including minority visit); Debt/Equity= (Non-current borrowings + Current Borrowings)/Shareholder's equity (including minority visit)

Exhibit 3.3: Operational Analysis of Select Indian Pharmaceutical Companies, FY2024

Parameter/ Company	Ajanta	Alembic	Alkem	Aurobindo	Caplin Point	Gland	Jubilant	Glenmark	Piramal	Strides	Senores
Region Wise- US %	22.9%	27.8%	21.9%	47.8%	18.0%	54.0%	81.1%	24.0%	41.0%	50.0%*	66.6%
Number of US ANDAs	115	362	313	1143	29	182	84	329	19	266	19

Source: Annual Reports, FY24 Earnings Call, Investor Presentations, FDA, Frost & Sullivan
*Note: For Alembic and Aurobindo, the US revenue split is for its formulations Business; Jubilant data is for FY22 and the US and Canada; Glenmark and Piramal data is for North America; * Region-wise share for FY23. The number of ANDAs includes active ANDAs with unique product numbers and approval dates and also takes into account ANDAs held by disclosed subsidiaries, the numbers are indicative, Data as of May 2024.*

Senores Pharma is a global research-driven pharmaceutical company focused on developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across multiple therapeutic areas and a variety of oral and injectable dosage forms. The company also has a presence in the Emerging Markets across 43 countries. It markets products by entering into marketing and distribution agreements with foreign and Indian pharmaceutical companies. branded products. As of FY24, the company holds 19 ANDAs and has commercialized 21 products in regulated markets and 182 products in emerging markets.

Senores Pharma has built a portfolio of specialty and niche products that include advanced formulations such as extended-release versions, difficult-to-manufacture complex products, low-competition intensity products, and novel combinations. Examples of these advanced formulations include the extended-release versions that improve patient compliance and drug efficacy. These innovations have allowed the company to leverage new pathways like 505(q) and secure CGT designation.

Senores Pharma's success is driven by its prioritization of R&D, as evidenced by its R&D investment.[48], which stood at 33.3% of its operating revenue in FY24 and has grown by a CAGR of 277.6% between FY22 and FY24 (from INR 50.0 million to INR 713.4 million). This focus on R&D has allowed the company to maintain high profit margins compared to its industry

[48] Intangible assets developed and under development related to product development

peers. In FY24, Senores Pharma achieved a PAT margin of 15.3% and an EBITDA margin of 20.7%, whereas the average of its evaluated peers was 8.3% and 18.9%, respectively.

Senores Pharma also competes to provide manufacturing and development services to pharmaceutical companies in the CMO/CDMO industry. The company's competitors include full-service pharmaceutical outsourcing, CDMO companies; contract manufacturers focusing on a limited number of dosage forms; contract manufacturers providing multiple dosage forms; and marquee pharmaceutical companies offering third-party manufacturing services to utilize their excess capacity.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read "Forward-Looking Statements" beginning on page 33 for a discussion of the risks and uncertainties related to those statements along with "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 35, 267 and 372, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Overview of the Global Pharma Market" dated July 24, 2024 (the "**F&S Report**", and the date of the F&S Report, the "**Report Date**") which is exclusively prepared for the purpose of the Offer and issued by Frost & Sullivan ("**F&S**") and is exclusively commissioned for an agreed fee and paid for by our Company in connection with the Offer. F&S was appointed pursuant to an engagement letter entered into with our Company dated March 29, 2024. F&S is not related in any other manner to our Company. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Further, the F&S Report was prepared on the basis of information as of specific dates and opinions in the F&S Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. F&S has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and has further advised that it has taken due care and caution in preparing the F&S Report based on the information obtained by it from sources which it considers reliable. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the F&S Report will be available on the website of our Company at https://senorespharma.com/reports from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. Further, the F&S Report is not a recommendation to invest or disinvest in any company covered in the report. Prospective investors are advised not to unduly rely on the F&S Report. The views expressed in the F&S Report are that of F&S. For more information and risks in relation to commissioned reports, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 68. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 32.*

Overview

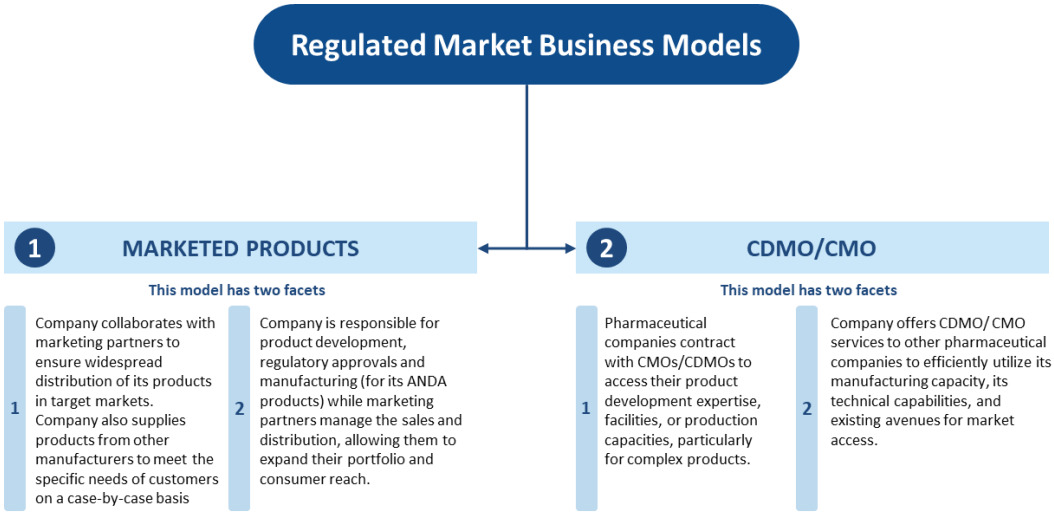
We are a global research driven pharmaceutical company engaged in developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across various therapeutic areas and dosage forms, with a presence in Emerging Markets. Our strength lies in identifying, developing and manufacturing a diverse range of specialty, underpenetrated and complex pharmaceutical products establishing us as a preferred partner to certain customers. Through data analytics, research, market assessment and experienced management, we strategically identify commercially underpenetrated molecules to launch products in the Regulated and Emerging Markets. We leverage our R&D capabilities to develop and manufacture a portfolio of differentiated complex pharmaceutical products. Our focus on quality and our ability to identify specialty and complex molecules has resulted in an extensive pipeline of curated complex products spanning diverse dosage forms and therapeutic domains, demonstrated through our partnerships in the Regulated Markets with prominent foreign and Indian pharmaceutical companies including Prasco LLC, Lannett Company Inc., Jubilant Cadista Pharmaceuticals Inc., Alkem Laboratories Limited, Sun Pharmaceuticals Industries Limited, Dr. Reddy's Laboratories Inc. and Cipla USA Inc.

Our business is primarily focussed on the Regulated Markets of US and Canada. We have a presence in the Emerging Markets across 43 countries. We also manufacture critical care injectables and APIs.

Regulated Markets Business

Our Regulated Markets Business is carried out through our two subsidiary companies, Havix, which houses our US FDA approved oral solid dosage ("**OSD**") facility at Atlanta, US and, SPI which holds our intellectual property and enters into agreements with our marketing partners. Our Regulated Markets Business primarily serves the US and Canada markets. We are in the process of expanding our reach into the Regulated Market of UK. Set out below are details in connection with our Regulated Markets Business and presence in Semi-Regulated Markets:

We have adopted the following business models for our Regulated Markets Business: (I) Marketed products ("**Marketed Products**") which includes ANDA Products and Sourced Products; and (II) contract development and manufacturing operations ("**CDMO**")/ contract manufacturing operations ("**CMO**").



The table below sets out the breakdown of our revenue from operations in the Regulated Markets from Marketed Products and CDMO/ CMO, for the indicated periods:

Sr. No	Business Segment (Regulated Markets)	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)
(I)	**Marketed Products**	**1307.03**	**90.05%**	**207.40**	**99.31%**	**7.50**	**84.57%**
(a)	ANDA Products	716.37	49.35%	195.01	93.38%	7.50	84.57%
(b)	Sourced Products	590.66	40.69%	12.38	5.93%	0	0.00%
(II)	**CDMO/CMO**	**144.49**	**9.95%**	**1.45**	**0.69%**	**1.37**	**15.43%**
	Total Revenue from Regulated Markets	**1451.52**	**100.00%**	**208.85**	**100.00%**	**8.87**	**100.00%**

(I) Marketed Products

A. ANDA Products

For our ANDA Products we have adopted a strategy of identifying, developing and commercializing specialty and complex niche products in the mid-market range. We identify products based on the information available on multiple public databases and our internal research. We market products in the Regulated Markets by entering into marketing and distribution arrangements with prominent foreign and Indian pharmaceutical companies. As of March 31, 2024, we have received approvals for 19 ANDAs and have commercialised 21 products in the US and Canada markets on the basis of these ANDAs. Our approved and launched ANDAs include four products where we have Competitive Generic Therapeutic ("**CGT**") designations. This gives us an exclusivity for marketing such products for a period of six months (if we begin marketing within 75 days of approval) from the date of launch during which period no other generic player can launch competing versions of the same product in the US market (*Source: F&S Report*). As of May 31, 2024, we have identified and filed six ANDAs, six products are on stability and two products have ongoing exhibits. We also have three products which are ready for exhibit and 34 ANDAs are under development. Set out below are some of our commercialised products in the Regulated Markets together with certain key details in connection with these products:

- Acetaminophen Butalbital and Acetaminophen Butalbital Caffeine

  Our Company has obtained ANDA approvals for Acetaminophen Butalbital and Acetaminophen Butalbital Caffeine. As per the F&S Report, Centers for Medicare and Medicaid Services ("**CMS**") expenditure on Butalbital, a barbiturate medication often combined with acetaminophen for managing tension headaches and migraine, has risen from USD 4.1 million in 2018 to USD 6.8 million in CY 2022. We have commercialised oral capsules (strength 300mg;50mg;40mg and 325mg;50mg;40mg) of Acetaminophen Butalbital Caffeine and oral tablets (strength 300mg;50mg, 325mg;25mg and 325mg;50mg) of Acetaminophen Butalbital.

  We launched an oral capsule for Acetaminophen Butalbital Caffeine (325mg;50mg;40mg) in March 2022 and commanded a volume market share of 11.2% during the first 11 months of CY 23 *(Source: F&S Report)*. We enjoyed a volume market share of 4.8% and 2.8% respectively for Acetaminophen Butalbital oral tablets (300mg;50mg) and (325mg;50mg), respectively during the first 11 months of CY 23 *(Source: F&S Report)*.

- Chlorzoxazone

  Chlorzoxazone is a centrally acting muscle relaxant primarily prescribed to alleviate muscle spasms and associated discomfort (*Source: F&S Report*). As per the F&S Report, CMS spending on Chlorzoxazone has risen from USD 16.5 million in 2018 to USD 21.2 million in CY 2022. We have received ANDA approvals for Chlorzoxazone and have commercialised oral tablets of 250mg and 500mg emerging as a key player in this segment (*Source: F&S Report*). We were the first company globally to identify CGT for Chlorzoxazone 250mg and launched the product in October 2021 with six months exclusivity, which helped us to establish a foothold in the market and consequently, we enjoyed a volume market share of 60.9% during the first 11 months of CY 23 (*Source: F&S Report*).

- Diclofenac potassium

  Diclofenac Potassium, a nonsteroidal anti-inflammatory drug (NSAID), is widely recognized for its potent anti-inflammatory, analgesic, and antipyretic properties (*Source: F&S Report*). As per the F&S Report, in CY 2018, CMS spending on the drug amounted to USD 48.9 million, and has experienced a CAGR of 19.5% to reach USD 99.6 million in CY 2022. The expenditure by the CMS on Diclofenac Potassium reflects its substantial clinical utility and market demand (Source: F&S Report). We have received ANDA approvals for Diclofenac potassium and have commercialised oral tablets of 25mg and 50mg emerging as a key player in this segment (*Source: F&S Report*).

- Ketorolac

  Nonsteroidal anti-inflammatory drug (NSAID) ketorolac tromethamine, also referred to as Ketorolac, is prescribed to temporarily relieve moderate to severe pain (*Source: F&S Report*). As per the F&S Report, with its extensive utilization in outpatient clinics and hospital settings, CMS spending on ketorolac has grown by 9.1% CAGR between CY 2018 and CY 2022 from USD 119.5 million to USD 169.7 million. We have received ANDA approvals for Ketorolac and have commercialised an oral tablet (10mg) which was launched in May 2022, for which we enjoyed a volume market share of 14.6% during the first 11 months of CY 23 (*Source: F&S Report*).

- Mexiletine Hydrochloride

  Mexiletine Hydrochloride, also known as Mexiletine is primarily used as an antiarrhythmic agent for the treatment of irregular heartbeats and as a treatment for certain types of neuropathic pain, with CMS spending on the drug amounting to USD 14.0 million in CY 2022 (*Source: F&S Report*). We have received ANDA approvals for this product and have commercialised three oral capsules of 150mg, 200mg and 250 mg. We started commercializing these products in January 2022 and enjoyed a volume market share of 13.8%, 16.2% and 10.0% during the first 11 months of CY 23 for our 150mg oral capsule, 200 mg oral capsule and 250mg oral capsule (*Source: F&S Report*).

With an emphasis on research and development, we have consistently demonstrated our capability to propel products from initial conception to successful commercialization. Our strength lies in taking a product from conceptualization to market launch, ensuring tangible results and delivering solutions to market successfully. The typical process involved from conceptualisation to commercialization has been set out below:

Our Regulatory Affairs team in the US as well as in India work jointly for filing and obtaining ANDA approvals from the USFDA and other approvals from regulatory bodies.

The CGT designation pathway is gaining traction (*Source: F&S Report*). As per the F&S Report, our Company's strategic focus on low-competition markets is evident, with 40% of our total approvals between January 2018 and May 2024 obtaining CGT designation, significantly surpassing the industry average of 29.2% during the same period. Additionally, as per the F&S Report, our Company received CGT exclusivity for 75% of its approvals, ranking second in terms of proportion of CGT approvals with exclusivity among companies with a higher-than-average number of CGT approvals (i.e., greater than three ingredients with CGT approvals.

Company	Number of Ingredients with CGT Approval	Number of Ingredients with CGT Exclusivity	Proportion of Ingredients with CGT Exclusivity
Company 1	5	4	80.0%
Company 2	16	12	75.0%
Senores Pharmaceutical Limited	4	3	75.0%
Company 3	4	3	75.0%
Company 4	28	17	60.7%
Industry Average	**3**	**2**	**52.6%**

Source: FDA: Competitive Generic Therapy Approvals, Frost & Sullivan
Note: Data as of May 2024

As per the F&S Report, fewer competitors in the market leads to lower and slower price erosion of drugs, which allows for companies to secure a higher market share. For instance, we were the first company globally to identify CGT for Chlorzoxazone 250mg and launched the product in CY 2021 with six months exclusivity (*Source: F&S Report*). Between 2016 and 2021, there was only one other company with approval for the product (*Source: F&S Report*). This has allowed our Company to enjoy a market share by volume of 60.9% during the first 11 months of CY 23 (*Source: F&S Report*).

The table below sets out details of the therapeutic area of our pipeline products in the Regulated Markets, the form in which such products are/ will be manufactured and the ANDA status of these products:

Sr. No.	Therapeutic Area	Form	Status	CGT Opportunity/ Exclusivity
1	Beta Blockers	Tablet	Filed	-
2	Beta Blockers	Tablet	Filed	-
3	Anthelmintics	Tablet	Filed	-
4	Anticonvulsants	Capsule	Filed	-
5	Anticonvulsants	Capsule	Filed	-
6	Infertility	Tablet	Filed	Yes
7	Cardiovascular	Capsule	On Stability	-
8	Cardiovascular	Capsule	On Stability	-
9	Cardiovascular	Capsule	On Stability	-
10	Iron Chelators	Tablet	On Stability	-
11	Iron Chelators	Tablet	On Stability	-
12	Pain Management	Tablet	On Stability	-
13	Anti-Depressant	Capsule	Exhibit ongoing	Yes
14	Anti-Depressant	Capsule	Exhibit ongoing	Yes
15	Antipsychotic	Tablet	Ready for Exhibit	Yes
16	Antipsychotic	Tablet	Ready for Exhibit	Yes
17	Muscle Relaxant	Tablet	Ready for Exhibit	Yes
18	Pain Management	Tablet	Under Development	Yes
19	Pain Management	Tablet	Under Development	Yes
20	Pain Management	Tablet	Under Development	Yes
21	Anorectic Agent	Tablet	Under Development	Yes
22	NSAID	Capsule	Under Development	-
23	Anti-Depressant	Capsule	Under Development	Yes
24	Dieuretic	Tablet	Under Development	Yes
25	Anticholinergic	Tablet	Under Development	-
26	Selective Serotonin Reuptake Inhibitor	ER Capsule	Under Development	-
27	Selective Serotonin Reuptake Inhibitor	ER Capsule	Under Development	-
28	Anti-epileptic	ER Capsule	Under Development	Yes
29	Antilipemic	Tablet	Under Development	-
30	Antilipemic	Tablet	Under Development	-
31	Antilipemic	Capsule	Under Development	Yes
32	Antilipemic	Capsule	Under Development	Yes
33	Sympathomimetic amine	ER Tablet	Under Development	Yes
34	HMG-CoA reductase inhibitors	ER Tablet	Under Development	-
35	Renin Inhibitor	Tablet	Under Development	-
36	Renin Inhibitor	Tablet	Under Development	-
37	Antidepressant	ER Tablet	Under Development	-
38	Calcium Channel Blockers	ER Capsule	Under Development	Yes
39	Calcium Channel Blockers	ER Capsule	Under Development	Yes
40	Calcium Channel Blockers	ER Capsule	Under Development	Yes
41	NSAID	Tablet	Under Development	Yes
42	NSAID	Tablet	Under Development	Yes
43	NSAID	Tablet	Under Development	Yes
44	ACE Inhibitors	ER Tablet	Under Development	Yes
45	ACE Inhibitors	ER Tablet	Under Development	Yes
46	ACE Inhibitors	ER Tablet	Under Development	Yes
47	ACE Inhibitors	ER Tablet	Under Development	Yes
48	Selective Serotonin Reuptake Inhibitor	Tablet	Under Development	-
49	Selective Serotonin Reuptake Inhibitor	Tablet	Under Development	-
50	Diuretic	Tablet	Under Development	Yes
51	Pain Management	Tablet	Under Development	Yes

We have entered into long-term marketing arrangements for a period ranging between 5-7 years with major generic pharmaceutical and marketing companies which operate in the Regulated Markets including Alkem Laboratories Limited, Lannett Company Inc., Prasco LLC, Jubilant Cadista Pharmaceuticals Inc., Sun Pharmaceuticals Industries Limited, Cintex Services LLC and Dr. Reddy's Laboratories Inc. Our revenue model includes includes: (i) an in-

licensing fee on a negotiated basis based on various milestones; (ii) transfer price; and (iii) profit share which is ascertained at the time of finalizing the agreement.

We cater to the Regulated Markets through our Atlanta Facility, which was set up in 2018. The Atlanta Facility received approval from the USFDA in February 2019. Subsequently, it has been audited and approved by the US FDA four times since commencement of its operations, with the latest surprise audit being completed in April 2024 and no form FDA 483 inspectional observation was issued. The Atlanta Facility is also frequently audited by our customers. Since inception in 2018, our Atlanta Facility has been audited eight times by our customers until April 30, 2024.

Our Atlanta Facility also caters to certain jurisdictions within the Semi-Regulated Markets including South Africa, Saudi Arabia and Israel.

B. Sourced Products

We also deal in products that are sourced from other companies to meet certain specific requirements of our customers (our marketing partners). These products are not manufactured by us but are sourced from other manufacturers/distributors and marketed to our customers. We supply these products to our customers basis tailor-made orders that are extended on a case-to-case basis.

(II) CDMO/CMO

We also leverage our Atlanta Facility to engage in CDMO/ CMO business in the US and other Regulated Markets. We believe our CDMO customers rely on our customized formulation, development and manufacturing capabilities to address the growing drug and therapy complexity, cost efficiencies and regulatory scrutiny. We partner with many of our CDMO customers early in the drug development process enabling us to expand our relationship as molecules progress through the clinical phase and into commercial manufacturing. This results in sustained relationships with our customers and a recurring revenue stream. We believe our range of products and services, reliability and scale address our CDMO/ CMO customers' increasing need to outsource while seeking to reduce the number of supply chain partners and ensuring high quality of products and services. Through this business model we offer a range of services including bioavailability and development services, providing analytical solutions like method development, validation and stability testing, project management services, manufacturing and regulatory support. This helps us in utilizing our manufacturing capacities efficiently and leveraging our product development capabilities in a viable manner. Our CDMO customers in the Regulated Markets include Mint Pharmaceuticals Inc. (Canada), Solco Healthcare US LLC (US), Ambicare Pharmaceuticals Inc. (Canada), Amici Pharmaceuticals Inc. (US) and Waymade PLC (UK). Additionally, the Atlanta Facility enables us to service US government business which our customers undertake, including the manufacture of controlled substances. We also act as a pure contract manufacturer for leading companies like Alkem Laboratories Limited and Jubliant Cadista where we provide manufacturing services to our customers for the products already developed by them. As of March 31, 2024, through our Regulated Markets Business, we have entered into six CDMO/ CMO contracts with customers based in the US, four in Canada, and one in the UK.

Emerging Markets Business

We develop and manufacture pharmaceutical products across various therapeutic areas for the Emerging Markets through our WHO-GMP approved manufacturing facility at Chhatral (Ahmedabad), Gujarat. Our Chhatral Facility caters to countries in the Emerging Markets including Philippines, Uzbekistan Tanzania and Peru. As of May 31, 2024, we marketed our products in 43 countries in the Emerging Markets and have obtained product registrations for 182 products and have filed product registrations for 245 products. Our Chhatral Facility has received approvals from the regulatory bodies of 10 countries. Set out below is the breakdown of product registrations, applications filed and applications which are under preparation for various regions in the Emerging Markets, as of May 31, 2024:

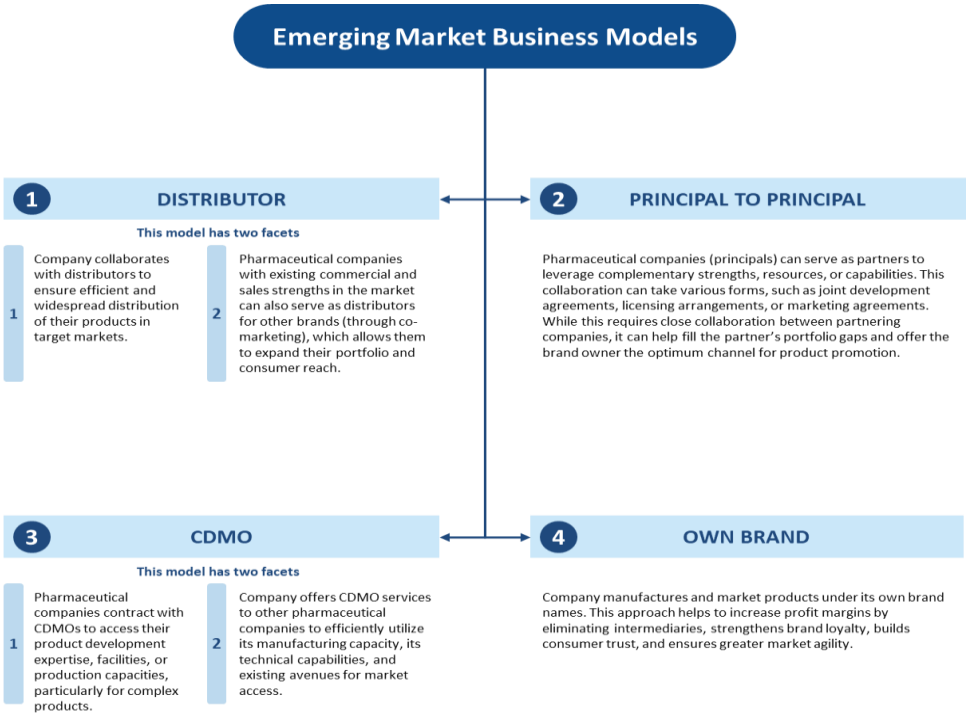
Region	Product Registrations	Product Applications Filed	Total
Latin America	59	61	120
Commonwealth of Independent States	55	7	62
Southeast Asia	46	96	142
Africa	21	78	99
Middle East	1	3	4
Total	**182**	**245**	**427**

Set out below is a map indicating our presence in the countries in the Emerging Markets together with certain details in connection with these markets:

We have adopted a strategy of introducing niche and differentiated products in the Emerging Markets. We have introduced several complex molecules in Emerging Markets based on product and therapeutic identification process adopted by us for the Regulated Markets which has given us insight into the potential of these complex products in the Emerging Markets. All of these products are under patent protection in the US markets and are not available in some countries within the Emerging Markets. We have received approvals to market such products in the Emerging Markets. The table below sets out details of these molecules, their therapeutic area and the number of filings done for these products:

Molecule	Therapeutic Area	Number of Filings Done
Apixaban	Anticogulant	4
Tofacitinib	JAK Inhibitor	4
Sacubitril + Valsartan	ARN Inhibitor	2
Sugammadex	Neuromuscular Reversal	2
Ferric Carboxymaltose	Iron Replacement	1
Eltrombopag Olamine	Thrombopoietin Receptor Agonists	1

We adopt the following business models for our Emerging Markets Business:



The table below sets out brief details of our business models for the Emerging Markets Business:

Business Model	Description	Responsibility of Product Filing and Product Registration	Responsibility for Dossier Preparation	Responsibility for Marketing
Distributor Model	We manufacture formulations which are showcased to distributors in different geographies in the Emerging Markets. The distributors distribute the products under their brands	Company or Distributor, depending on the nature of the arrangement	Company	Distributor
P2P Model	We manufacture formulations for major Indian pharmaceutical companies including through the P2P model.	Customer	Customer	Customer
CDMO	Through the CDMO model, we partner with major Indian pharmaceutical companies	Customer	Company	Customer
Own Brands	We are in the process of setting up this business model in the Emerging Markets through which we will manufacture and market products under our own brand names.	Company	Company	Company or Distributor

RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024. The table below sets out our breakdown of revenue from operations in the Emerging markets from our business models, for the indicated periods:

Sr. No	Business Segment*	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(A)	Distributor Model	239.64	54.21%	-	-	-	-
(B)	P2P Model	200.32	45.32%	-	-	-	-
(C)	CDMO	2.06	0.47%	-	-	-	-
	Total Revenue from Emerging Markets	**442.02**	**100.00%**	**-**	**-**	**-**	**-**

* *As of March 31, 2024, we have not commenced any business under the own brands business model of our Emerging Markets Business*.

Critical Care Injectables Business

We launched our Critical Care Injectables Business in August, 2022 for supply of critical care injectables across India to various hospitals through our distributors which was launched to leverage our injectable manufacturing capabilities. Part of the critical care injectables are manufactured at our Chhatral Facility and part sourcing is done from injectables players in the Indian market. As of March 31, 2024, we have launched 54 products in major therapeutic segments including antibiotics, anti-bacterial, anti-fungal and blood line. As of March 31, 2024, we have presence in several hospitals across states in India and we conduct our business by tying up with distributors in various states and also by entering into arrangements with hospitals in India.

API Business

We commenced the business of manufacturing APIs with the objective of having an API manufacturing facility as a backward integration activity. While our API business currently caters to the domestic market and SAARC countries, in the medium to long-term we intend to manufacture APIs for the Regulated Markets and also in the semi-regulated markets as a direct product sale. We manufacture APIs through our Naroda Facility and are in the process of setting up a new greenfield unit for the manufacture of APIs at Chhatral, Gujarat. As of March 31, 2024, we have successfully commercialized seven APIs which includes oncology APIs.

The table below sets out our breakdown of revenue from our business segments, for the indicated periods:

Sr. No	Business Segment	Fiscal 2024		Fiscal 2023[#]		Fiscal 2022[#*]	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(A)	Regulated Markets Business	1,451.52	67.66%	207.40	58.69%	8.87	6.26%
(B)	Emerging Markets Business	442.02	20.60%	-	-	-	-
(C)	Critical Care Injectables Business	57.10	2.66%	17.05	4.83%	-	-
(D)	API Business	139.02	6.48%	19.78	5.60%	-	-
(E)	Other Operational income	55.58	2.59%	109.14	30.89%	132.83	93.74%
	Total Revenue from Operations	**2,145.24**	**100.00%**	**353.37**	**100.00%**	**141.70**	**100.00%**

[#] *RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024.*

* *Our API Business does not have any revenue from operations in Fiscal 2022 since this business was commenced by us in Fiscal 2023.*

R&D Capabilities

We are an R&D driven company with a differentiated product portfolio across dosage forms which has enabled us to reach a range of target markets with a presence in US, Canada and the Emerging Markets. Our capabilities include internal research and development knowledge, established manufacturing capabilities in the US and in India (including the ability to synthesise and manufacture critical APIs in-house), a regulated quality assurance system given our exposure to Regulated Markets and regulatory experience. Our strength lies in our ability to identify, research, develop and manufacture in-house pharmaceutical products for high-growth therapeutic areas, for which there is limited competition. As of March 31, 2024, we have three dedicated R&D facilities in India and the US. We are in the process of consolidating our R&D facilities into one proposed dedicated facility in Ahmedabad.

We are led by a professional and experienced management team comprising qualified Key Managerial Personnel and Senior Management Personnel. We benefit from the industry experience, vision and guidance of our Individual Promoters, Swapnil Jatinbhai Shah, who has over 15 years of experience in the pharmaceutical industry, and Ashokkumar Vijaysinh Barot, who has over 21 years of experience in the pharmaceutical industry. Our global strategic decision-making functions and consolidated operations are headed by our Promoter, Swapnil Jatinbhai Shah. We also have experienced professionals with substantial healthcare domain knowledge and sectoral experience leading key aspects of our business. As of March 31, 2024, our Company and Havix have employed 51 persons in our R&D team, including two members having doctoral qualifications.

Key Financial Information

Since our Company acquired Havix with effect from May 3, 2023, the restated consolidated statement of profit and loss for Fiscal 2024 includes the impact of the acquisition of Havix. Further, since RPPL became our subsidiary with effect from December 14, 2023, the restated consolidated statement of profit and loss for Fiscal 2024 includes the impact of the acquisition of RPPL. Accordingly, the restated consolidated statement of profit and loss for Fiscal 2024 is not strictly comparable with the restated consolidated statement of profit and loss for Fiscal 2023 and Fiscal 2022.

The table below sets out details of our key financial and operational metrics for Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations (₹ million)	2,145.24	353.37	141.70
EBITDA Margin	20.70%	46.28%	17.03%
PAT Margin	15.25%	23.87%	7.00%
Return on Capital Employed	11.73%	18.56%	5.38%
Return on Equity	23.60%	20.55%	4.35%
Debt to Equity (times)	1.07	1.34	0.39
Revenue from Regulated Markets (₹ million)	1,451.52	208.85	8.87

Notes:

(1) EBITDA Margin= EBITDA/Revenue from Operations where EBITDA = Profit Before Tax + Depreciation expense + Finance costs

(2) PAT Margin= Profit for the period/ Revenue from Operations

(3) ROCE= EBIT/Average Capital Employed where

EBIT= Profit before tax + Finance Costs

Average Capital Employed= Average shareholders equity (including minority interest) + Average Total Debt (Non current borrowings + current borrowings)

(4) ROE= Profit for the period/ Average shareholders equity (including minority interest).

(5) Debt/Equity= Total Debt/ Shareholders equity (including minority interest)

Strengths

Ability to cater to the Regulated Markets through our US FDA approved formulation manufacturing facility in the US

We manufacture products for the Regulated Markets through our US FDA approved OSD facility at Atlanta, US. The Atlanta Facility has a strong regulatory track record and has been audited and approved by the US FDA four times since commencement of its operations, with the latest audit being completed in April 2024. The US FDA approval certifies the quality of our manufacturing facility and processes for its consumption in a stringent regulated market such as the US, demonstrating our commitment to maintaining the highest quality standards. This enforces belief in the product, thereby increasing the ability to scale, permits access to customers in certain markets in which the US FDA approval is a precondition, increases corporate goodwill and provides us with a competitive advantage. The Atlanta Facility is also (i) approved by the DEA which makes us eligible for manufacturing formulations having controlled substances in the US market; and (ii) compliant with the Trade Agreements Act and the Buy American Act which is a pre-requisite for catering to government supplies in the US market.

Our Atlanta Facility is also subject to periodic audits by our customers, which ensures that the regulator and our customers are able to confirm the continuance of quality of our facility and processes. Since inception in 2018, our Atlanta Facility has been audited eight times by our customers until June 30, 2024. We have been consistently implementing GMPs across each of our manufacturing facilities, which are monitored by a comprehensive QMS encompassing all areas of business processes from R&D and raw material procurement to manufacturing to packaging and delivery. Our Atlanta Facility also caters to certain jurisdictions within the Semi-Regulated Markets including South Africa, Saudi Arabia and Israel.

We also have a CDMO business in the Regulated Markets catering to pharmaceutical companies. which is carried out of our Atlanta Facility. Pharmaceutical companies increasingly favour partnering with one-stop-shop solution providers that seamlessly integrate both development and manufacturing services within a unified framework (*Source: F&S Report*) Through our CDMO services, we provide a one stop solution from development to manufacturing and includes services such as bioavailability enhancement, integrated development solutions, dose form design, scaling up to commercial manufacturing, technology transfer, method development and validation, stability testing, project management and regulatory support.

The CDMO business model helps us plan and efficiently utilize our manufacturing capacities and leverage our product development capabilities in a viable manner. Our CDMO customers include Mint Pharmaceuticals Inc. (Canada), Solco Healthcare US LLC (US), Ambicare Pharmaceuticals Inc. (Canada), Amici Pharmaceuticals Inc. (US) and Waymade PLC (UK). We also act as a pure contract manufacturer for our customers such as Alkem Laboratories Limited and Jubliant Cadista for products which have already been developed by such customers. Leveraging on the strengths, capabilities and track record as CDMO/ CMO partner in the Regulated Markets of US and Canada, we are in the process of expanding our reach by entering into similar CDMO/ CMO partnerships in other Regulated Market of UK. This will ensure that the share of our revenues on a consolidated basis from Regulated Markets will consistently grow and will also ensure efficient utilization of the capacities created at our Atlanta Facility.

We believe our ability to serve Regulated Markets through our US FDA-approved formulation manufacturing facility in the US provides us with a distinct competitive advantage. This approval not only ensures compliance with stringent regulatory standards but also enhances our credibility and market reach, positioning us favourably against competitors.

Distinct niche product portfolio built in a short span for Regulated Markets

Our approach on product selection strategy for the Regulated Markets is to target the development and manufacture of specialty, niche and difficult to manufacture complex products which have market potential in the small to mid-market range, where typically prominent global pharmaceutical companies are not present and therefore the competition is lesser. Complex products present multiple advantages for pharmaceutical companies. As per the F&S Report, while the competitive landscape may vary across different drugs, generic prices plummet by 85% (on an average of 5 competitors per product). However, this is not the same for complex products (*Source: F&S Report*). They tend to be less affected by price erosion, ensuring more stable pricing and profitability over time. Complex products that are difficult to manufacture also face lower competition and therefore enjoy lower price erosion and higher market share (*Source: F&S Report*). We follow a product identification strategy wherein we

analyse the data available on various databases, data on government sourcing, as well as insights which we obtain relating to new molecular application trends in India and other markets. Following this strategy, we have 19 ANDAs approved by the US FDA and we have commercialized 21 products in the US and Canada markets. As of May 31, 2024, we have identified and filed six ANDAs, six products are on stability, two products have ongoing exhibits, three products are ready for exhibit and 34 ANDAs are under development. Further, of the 19 ANDAs for which we have received approval, four products are CGT designated products. CGT designated products have an exclusivity period of six months for marketing of the product during which no other company manufacturing generic drugs can launch versions of the same product (*Source: F&S Report*). As per the F&S Report, this exclusivity period allows companies to establish a foothold in the market and generate revenue without immediate competition, providing a valuable opportunity for market penetration and revenue growth. We were the first company globally to identify CGT for Chlorzoxazone 250mg and launched the product in October 2021 with six months exclusivity. Between 2016 and 2021, there was only one other company with approval for the product (Source: F&S Report). The exclusivity period helped us to establish a foothold in the market and consequently, during the first 11 months of CY 23, we enjoyed a volume market share of 60.9% (*Source: F&S Report*). Our products under development are across various therapeutic areas including anthelmintics, infertility, antihistamine, iron chelators, anticonvulsants, cardiovascular, pain management, antabuse, muscle relaxant, beta blockers, central nervous system and antipsychotic.

This strategy of product selection has helped us rapidly grow our business in the Regulated Markets of US and Canada over a short span of three years since the launch of our first commercial product in April 2020. Our revenue from the Regulated Markets has grown at a CAGR of 1,179.23% from ₹ 8.87 million in Fiscal 2022 to ₹ 1,451.52 million in Fiscal 2024.

Long-term marketing arrangements with pharmaceutical companies in the Regulated Markets

We have entered into long-term marketing arrangements for a period ranging between 5-7 years with major generic pharmaceutical and marketing companies which operate in the Regulated Markets including Lannett Company Inc., Prasco LLC, Jubilant Cadista Pharmaceuticals Inc., Sun Pharmaceuticals Industries Limited, Cintex Services LLC and Dr. Reddy's Laboratories Inc. Upon completion of product identification and when the product development reaches an advanced stage, we approach the identified marketing or distribution partners in the Regulated Markets for in-licensing. Once the arrangement is confirmed, the products are filed and then launched by the distribution and marketing companies, while the manufacturing of products takes place at our Atlanta Facility. In addition to an agreed proportion of the net proceeds received from the sale of these products, we receive a transfer price from the distribution and marketing company and an in-licensing fee to cover the cost of product development and for filing and receiving the ANDA approval.

We also have well established CDMO relationships with partners including Mint Pharmaceuticals Inc., Amici Pharmaceuticals Inc., Solco Healthcare US LLC and Ambicare Pharmaceuticals Inc. Our CDMO business has helped us in optimally utilizing our production capacities.

We believe that our ability to build and strengthen our relationships with our key customers stems from various factors, such as our product quality, our R&D and manufacturing capabilities, our track record of compliance with the various regulatory standards of jurisdictions in which we supply our products, the consistency of our supply and our competitive pricing.

Our customer engagements are dependent on us delivering quality products consistently. Our potential customers may require considerable amounts of time to approve us as suppliers to ensure that all their quality controls are met and that we meet all their regulatory requirements across a variety of jurisdictions and multiple regulators. We aim at putting importance on maintaining our relationships with our top pharmaceutical customers, building our customer base and strengthening our product basket for existing customers.

Through strategic alliances with leading pharmaceutical companies worldwide, we forge long-term relationships. These long-term arrangements facilitate steady and predictable cashflows. Our commitment to sustained collaboration not only drives profitability but also strengthens our reputation as a preferred partner to certain customers.

Presence in the Emerging Markets with a strong product portfolio, including specialty or complex products

We have an established presence in the Emerging Markets and are currently marketing our products in 43 countries with specific focus on Latin America, Africa, Commonwealth of Independent States, South-East Asia and Middle East regions. We cater to the Emerging Markets through our Chhatral Facility. We focus on value added and niche products which are identified on the basis of research and analysis of market trends and demand trends in the regions to which we cater. We have adopted a product identification and launch approach by registering and launching complex products which are widely sold in Regulated Markets, but which we have chosen to launch in the Emerging Markets instead of launching the products in the Regulated Markets to receive benefits of relatively less competition for these products in the Emerging Markets. All of these products are under patent protection in the US markets and are not available in some countries within the Emerging Markets.

We manufacture pharmaceutical products including tablets, capsules, liquids, dry syrups, ORS and injectables at our manufacturing facility at Chhatral. The Chhatral Facility is capable of manufacturing four dosage forms, i.e., oral solids, oral liquids, injectables and ORS and has separate facilities for Cephalosporins and Beta Lactam products. The Chhatral Facility has received an ISO 9001:2015 quality management system certification for the development, manufacturing, testing and

marketing of pharmaceutical oral dosage formulations for its Beta Lactum products. The Chhatral Facility has been approved by WHO in accordance with the WHO-GMP standards and by the Food and Drug Control Administration in accordance with the GMP guidelines. As part of the regulatory approval process, most countries into which we supply our products require our facility to be approved by the regulatory authorities of these countries. The Chhatral Facility has been approved by the regulatory authorities of 10 countries which include Kuwait, Cambodia, Sri Lanka, Ivory Coast, Kenya, Nigeria, Philippines, Liberia, Peru and Zambia.

Our strategy of product selection has helped us rapidly grow our business in the Emerging Markets. As of May 31, 2024, we have a product portfolio of 182 products and combination molecules which are launched and are marketed under various models in 43 countries across the world in the Emerging Markets. In Fiscal 2024 our revenue from our Emerging Market Business was ₹ 442.02 million respectively, which amounted to 20.60% of our revenue from operations for Fiscal 2024.

We sell and market our products in the Emerging Markets through various business models which includes the distributor model, P2P model and CDMO. In the CDMO segment, we have partnered with companies such as Ajanta Pharma Limited and La Renon Healthcare Private Limited to develop and manufacture complex oral solids and injectables for India and in other countries within the Emerging Markets.

Our success in Emerging Markets and product portfolio, stems from our strategic approach and understanding of local dynamics. We have invested in building relationships and localised experience, enabling us to navigate regulatory frameworks efficiently and establish a structured distribution network.

Strong R&D capabilities driving our differentiated portfolio of products

We identify niche products based on information available on public databases and on the basis of our internal research carried out to identify relevant product opportunities in the US market. We undertake the formulation development process which involves various steps such as R&D to establish API equivalency, formulation development, conducting bioequivalence studies, stability studies and other technical support services partly in our R&D facilities located in the US and in India and partly on an outsourcing basis. Upon completion of product identification and when the product development reaches an advanced stage, we approach the identified marketing or distribution partners in the Regulated Markets for in-licensing. Once the arrangement is confirmed, the products are filed and after approval then launched by the distribution and marketing companies, while the manufacturing of products takes place at the Atlanta Facility. Our strength lies in our ability to identify, research, develop and manufacture in-house pharmaceutical products for high-growth therapeutic areas, for which there is limited competition.

The manufacturing of pharmaceutical products in the US and other Regulated Markets is supported by our R&D capabilities. We have a formulation development laboratory at our Atlanta Facility which acts as our front-end R&D center. This R&D laboratory in the US is supported by a back-end R&D in India which helps us in dossier preparation and the submission of ANDA applications in a time and cost-efficient manner.

Our manufacturing of pharmaceutical products for Emerging Markets are supported by our R&D capabilities in India. We have dedicated R&D units in India for both our pharmaceutical products and for APIs. As of March 31, 2024, our Company and Havix have employed 51 persons in our R&D team, including two members having doctoral qualifications. We are focused on undertaking dedicated R&D in areas where we believe there is significant growth potential. We believe that our process research, analytical research and process chemistry research capabilities provide us significant competitive advantages.

The table below sets out our investments in R&D activities, for the indicated periods:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
R&D Investment*	713.35	33.25%	390.11	110.40%	50.02	35.30%

* *R&D Investments are additions in intangibles developed and under development.*

Our R&D laboratory at the Chhatral Facility is equipped with 13 high performance liquid chromatography, seven stability chambers and five auto dissolution machines. Our R&D laboratory at the Naroda Facility is capable of handling various reactions including nitration, bromination, Friedel-crafts, Grignard, hydrogenation, chlorination, esterification and hydrolysis. It is equipped with one UV chamber, six fume hoods and two high performance liquid chromatography. We are in the process of consolidating our R&D activities in India by setting up a dedicated R&D centre at Ahmedabad, Gujarat for which we have acquired a commercial building measuring 11,750 square feet on a leasehold basis.

We have consistently invested in our R&D initiatives to grow our differentiated product portfolio for both the domestic and international markets we will continue to focus on expanding our research activities for our CDMO and manufacturing operations.

Professional and dedicated management teams for our diverse business verticals

Our business and operations are led by a qualified and experienced management team and our Board of Directors, who come from diverse backgrounds with prior industry experience in various fields such as pharmaceuticals, accounting, management, law, sales and marketing. We benefit from the industry experience, vision and guidance of our Individual Promoters, Swapnil Jatinbhai Shah, who has over 15 years of experience in the pharmaceutical industry, and Ashokkumar Vijaysinh Barot, who has over 21 years of experience in the pharmaceutical industry. Our global strategic decision-making functions and consolidated operations are headed by our Promoter, Swapnil Jatinbhai Shah, with primary focus on the Regulated Markets. We also have experienced professionals with substantial healthcare domain knowledge and sectoral experience leading key aspects of our business including, among others:

- *Regulated Market Business*

  (i) Ashok Barot- is a non-executive, non-independent director of our Company and handles operations at the Atlanta Facility. He has experience of more than 21 years in the pharmaceutical sector. He is associated with Di-Cal Pharma Private Limited as a non-executive director.

  (ii) Hemanshu Nitinchandra Pandya- is a non-executive, non-independent director of our Company and has more than four years of experience in marketing and business development. Hemanshu focusses on alliance management and corporate development of the Regulated Market Business. He was previously associated with Cyrilmed LLC as a consultant.

- *Emerging Markets Business*

  (i) Jitendra Babulal Sanghvi- is a non-executive, non-independent director of our Company and handles the overall operations of the Emerging Markets Business at the Chhatral Facility. He has experience of more than 15 years in the pharmaceutical sector.

  (ii) Chetan Bipinchandra Shah- is a whole-time director of our Company and is the Chief Operating Officer. He has experience of more than 24 years in various major pharmaceutical companies in India. He was previously associated with Reliance Retail Limited, Cadila Pharmaceuticals Limited, Torrent Pharmaceuticals Limited, Torrent Private Limited, Reliance Fresh Limited, and Reliance Corporate IT Park Limited.

  (iii) Arpit Deepakkumar Shah- is a non-executive, non-independent Director of our Company and handles marketing primarily for the Latin America Market. He has experience of more than 10 years in marketing and business development. He has been associated with Remus Pharmaceuticals Limited as a Director since September 21, 2015 and was previously associated with Case-Mate Inc. as a Sales Operations and Purchase Manager

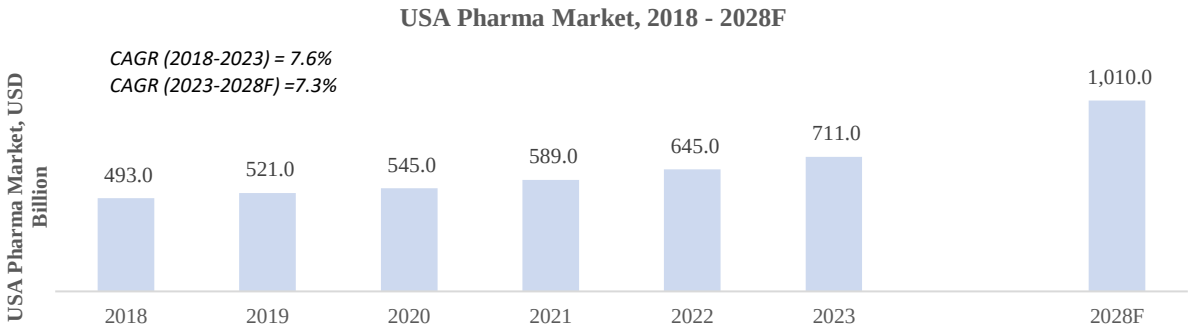
Together, these individuals and other members of our senior management team and Board have led the process of creating value through growth. Their vision and execution capabilities have been instrumental in the growth and success of our business and brand, and their diverse skill set will continue to provide us with significant competitive advantage as we seek to expand and enter new geographic markets.

For further details on our management team and their qualifications, see "*Our Management*" beginning on page 240.

Strategies

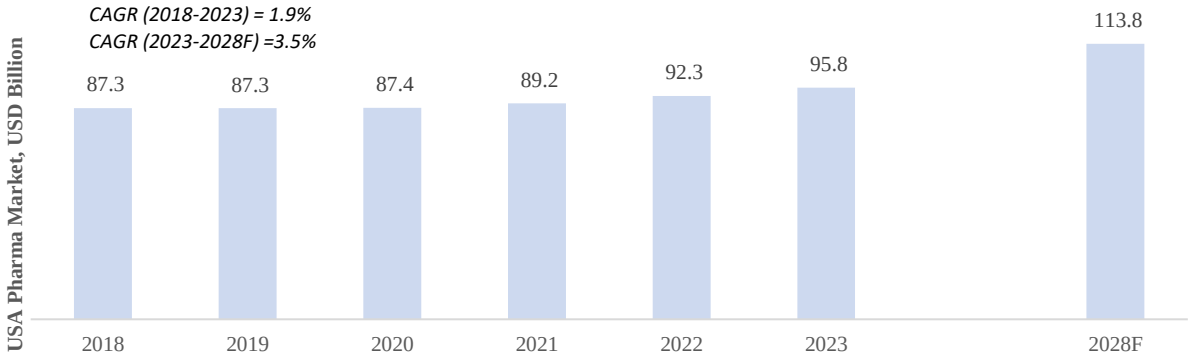
Significantly enhance market presence of our Marketed Products in North America and other Regulated Markets

As per the F&S Report, in CY 2023, the US accounted for nearly 43% of the global pharmaceutical market, 56% of the Regulated Market and 91% of the North American market and is expected to maintain its dominance during the forecast period. The United States dominates the global healthcare market, boasting the largest and most advanced pharmaceutical industry with the government allocating approximately 17% or more of the GDP towards healthcare signifying a substantial and growing investment in the healthcare segment (*Source: F&S Report*). The pharmaceutical sector in the United States is expected to reach USD 1,010.0 billion in CY 2028, growing at a CAGR of 7.3% between CY 2023 and CY 2028 and the generic pharmaceutical market in the United States is expected to reach USD 113.8 billion growing at a CAGR of 7.3% between 2023 and 2028 (*Source: F&S Report*).



Source: IQVIA Global Use of Medicines- 2023 & 2024, Evaluate Pharma, Frost & Sullivan

Exhibit 2.19: USA Generic Pharma Market, 2018 - 2028F



In Fiscals 2024, 2023 and 2022, our revenue from our Marketed Products in the Regulated Market Business was ₹1,307.03 million, ₹207.40 million, ₹7.50 million, respectively, which amounted to 60.93%, 58.69% and 5.29% of our revenue from operations for the respective periods. We intend to focus on enhancing the business of our Marketed Products in the Regulated Markets. As of March 31, 2024, we have obtained 19 ANDAs and commercialised 21 products. As part of our strategy of developing our ANDA portfolio we intend to develop our own ANDAs and also acquire ANDAs to reduce the time to market for the identified molecules. In furtherance of this strategy, we are in the process of expanding our Atlanta Facility by implementing a brownfield project, and ramping up our R&D facilities at our Atlanta Facility by installing additional laboratory equipment. We intend to set up a niche injectables manufacturing facility in the US to carry out manufacturing and marketing of high value-added injectables for the US market. For details, see "*Objects of the Offer- Details of the Objects- Funding the working capital requirements of our Company and our Subsidiaries, namely, SPI and Ratnatris*" on page 119. As per the F&S Report, formulations such as injectables, inhalations and liquids are witnessing rapid growth. Injectables pegged at USD 3.3 billion in 2023 are expected to grow at a CAGR of 7.5% from 2023 to 2028 to reach USD 4.7 billion in 2028 (*Source: F&S Report*). As per the F&S Report, the growth of the injectables market is fueled by technical and scientific advantages over other dosage forms. Injectable medications offer precise dosing, rapid onset of action, and enhanced bioavailability compared to oral formulations (*Source: F&S Report*). Injectable drugs are more stable and compatible with complex molecules, making them ideal for targeted drug delivery and the administration of biologics (*Source: F&S Report*). Globally, almost 64% of the new drug pipeline consists of injectables, indicating the growing significance of the segment and the next wave of opportunity for companies (*Source: F&S Report*).

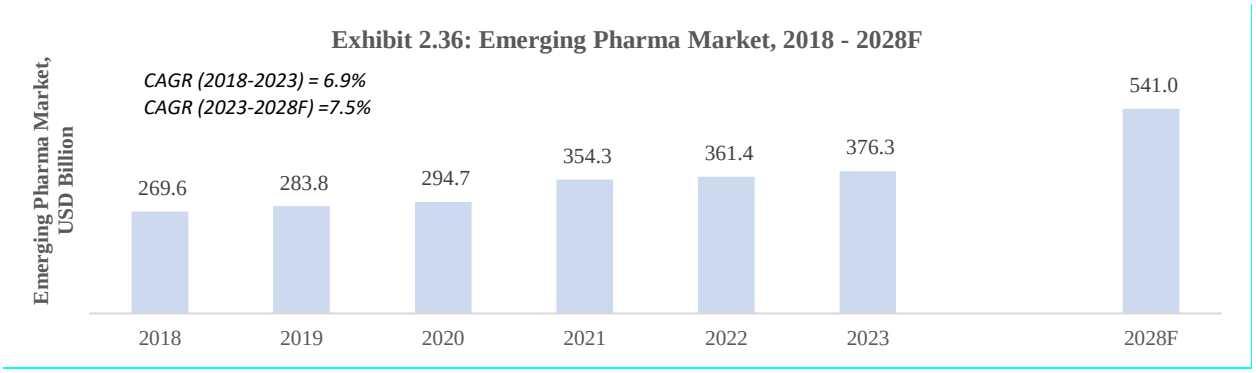
This strategic move will expand our capability to offer new dosage formats and enhance our capability to meet the growing demand for injectables. Our new critical care injectables manufacturing facility will leverage technology and rigorous quality control to produce high-quality critical care injectables, allowing us to expand our product portfolio.

Launch of products in the US with New Drug Applications ("NDA") approval

We plan to enter into the NDA products segment in the US Markets i.e., generic products which have potential to be approved as New Drug Applications. While these products would have been launched in other markets, we intend to be the first company to launch them in the US. Full new drug applications under NDA can receive 5 years of exclusivity for a new chemical drug product (*Source: F&S Report*), providing significant growth potential for us. We currently have one combination product in the pipeline. We will continue to work on development of such molecules and file applications for them to be approved as NDAs.

Expanding into new Regulated and Emerging Markets

As per the F&S Report population growth, expanding disease burden, local government prioritization of healthcare, private sector investment in improving infrastructure, and local manufacturing are helping Emerging Markets outpace the growth of developed markets. The chart below sets out the growth of emerging markets:



As per the F&S Report, Emerging Markets have surpassed several developed economies, particularly in Europe, in pharmaceutical spending, reaching a total market size of USD 376.3 billion in CY 2023. For details, see "*Industry Overview*" on page 149.

As per the F&S Report, this strategic shift positions emerging markets as pivotal contributors to pharmaceutical sales growth in the coming years, projecting a CAGR of 7.5% between CY 2023 and 2028. Approximately 45% of this growth will stem from generic drugs, indicating a pronounced preference for cost-effective options, especially in Asia, Europe, and the Middle East, encompassing key nations like Russia, India, China, Indonesia, Egypt, KSA, and Turkey (*Source: F&S Report*). Despite the increasing popularity of innovative drugs, generics are expected to maintain their importance in these price-sensitive markets (*Source: F&S Report*).

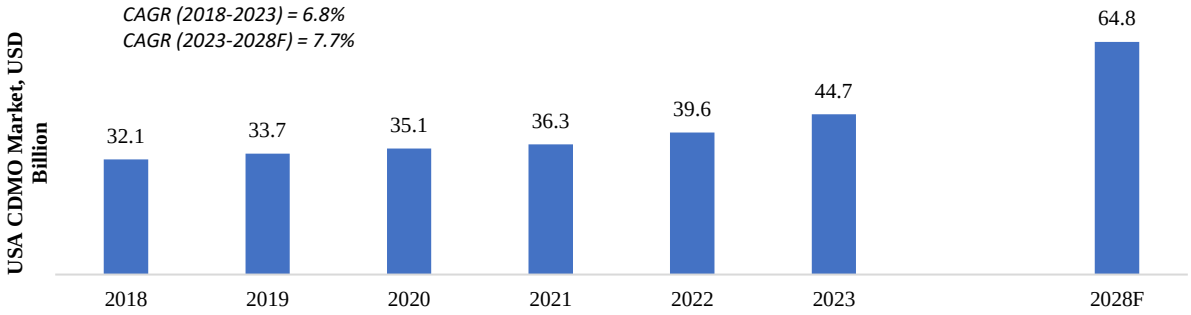
We plan to expand into new Regulated Markets and Emerging Markets, aiming to broaden our global reach and drive scale and growth of our operations. By tapping into newer mid-tier markets such as Brazil, Australia, New Zealand, we can leverage our experience and niche product portfolio to meet the diverse needs of customers worldwide. We have identified certain markets within the Emerging Markets where we see significant opportunities for registering and marketing value added niche formulations. These markets include Philippines, Uzbekistan, Peru, Ghana, Tanzania, Kenya, Libya and Guatemala. We intend to focus on niche and complex range of products with higher margin profile and pursue multiple marketing and distribution models to enhance our presence in various emerging market countries.

Our Company currently has marketing presence in the Emerging Markets. We intend to leverage our knowledge of these markets to manufacture more products by exploring the opportunity of setting up facilities at these Emerging Market locations to cater to these markets. Our Atlanta Facility also caters to certain jurisdictions within the Semi-Regulated Markets including South Africa, Saudi Arabia and Israel We intend to leverage our presence in the Regulated Markets through our Atlanta Facility, and intend to increase our reach in the Semi Regulated Markets which will be served through our US FDA approved Atlanta Facility.

Strategic alliance for CMO/ CDMO in Regulated Markets

As per the F&S Report, the dependence on CDMO and CMO has increased as they offer appended manufacturing capacities, access to new markets, mitigate investment, production and supply risk and bring necessary technology overhaul. The pharmaceutical industry faces formidable challenges, including but not limited to substantial capital expenditure necessary for establishing and sustaining extensive manufacturing facilities, developing capabilities and investing in advanced R&D to develop a diverse product portfolio, building technical proficiency and managing protracted regulatory approval processes (*Source: F&S Report*). The chart below sets out the growth of the CDMO/ CMO market in the US:

Exhibit 2.35: USA CDMO/CMO Market, 2018 - 2028F



Source: Frost & Sullivan

As per the F&S Report, increasing trends in outsourcing (with average outsourcing penetration expected to jump from 27% in CY 2018 to 37% in CY 2028) stemming from growing drug complexity and rapid technological turnaround, upcoming loss of exclusivity for drugs driving high-volume demand for generics, and increased business model shift from capital expenditure to operational expenditures will help propel the CDMO market to grow faster than the pharmaceutical market. As a result, the US CDMO market was valued at USD 44.7 billion in CY 2023 and is forecasted to reach USD 64.8 billion by CY 2028, growing at a CAGR of 7.7% (*Source: F&S Report*). As per the F&S Report, the US CDMO market is the largest globally, accounting for 40-45% of the global share across the forecast period. US-based CDMOs and CMOs operate in accordance with stringent regulatory standards set by the US FDA and pharmaceutical companies often prioritize working with CDMOs and CMOs that adhere to FDA regulations, ensuring compliance and mitigating regulatory risks (*Source: F&S Report*).

The CDMO business model helps us plan and efficiently utilize our manufacturing capacities and leverage our product development capabilities in a viable manner. We intend to continue to focus on our CDMO business focused on the Regulated by partnering with prominent pharmaceutical companies with an established marketing capabilities and ground force in the respective countries. We intend to continue with strategic tie ups for the Regulated Markets from our Atlanta Facility. Through our CDMO services, we provide a one stop solution from development to manufacturing and includes services such as bioavailability enhancement, integrated development solutions, dose form design, scaling up to commercial manufacturing, technology transfer, method development and validation, stability testing, project management and regulatory support. Leveraging on the strengths, capabilities and track record as CDMO/ CMO partner in the Regulated Markets of US and Canada, we are in the process of expanding our reach by entering into similar CDMO/ CMO partnerships in other Regulated Market of UK. This will ensure that the share of our revenues on a consolidated basis from Regulated Markets will consistently grow and will also ensure efficient utilization of the capacities created at our Atlanta Facility.

Pursuing an integrated approach to our business by enhancing our capabilities for greater backward integration

We forayed into the business of manufacturing APIs by setting up our subsidiary, RLSPL with the objective of having a strong API manufacturing facility as a backward integration activity for the key formulations to be manufactured by our Chhatral Facility. RLSPL has been merged with our Company with effect from January 1, 2024. Our strategy to manufacture our own APIs will allow us to attain a significant degree of vertical integration, allowing us to source products in a cost-effective manner, ensure quality and availability of essential raw material. As per the F&S Report, benefits associated with setting up API manufacturing includes supply chain control, cost efficiencies through vertical integration, quality assurance, flexibility to customize API specifications to meet specific formulation requirements, reduced time to market, competitive advantage, diversified revenue stream and business resilience.

In order to ensure the continued availability of APIs required on a captive basis for the domestic markets, we will continue to expand our API capacities in a phased manner in India. While our API business currently caters to the domestic market and SAARC countries, in the medium to long-term we intend to manufacture APIs for the Regulated Markets and also for the semi-regulated markets as a direct product sale. We are in the process of setting up a new greenfield unit for the manufacture of APIs at Chhatral, Gujarat. We intend to increase the installed capacity of manufacturing APIs from 25 MTPA to 169 MTPA through the setting up of the new greenfield unit. We believe that the backward integration through manufacturing of APIs will help us in minimizing our dependence on third party vendors and allows us to gain greater market competitiveness. We are also in the process of setting up this business model in the Emerging Markets through which we will manufacture and market products under our own brand names.

Inorganic growth through synergistic acquisitions

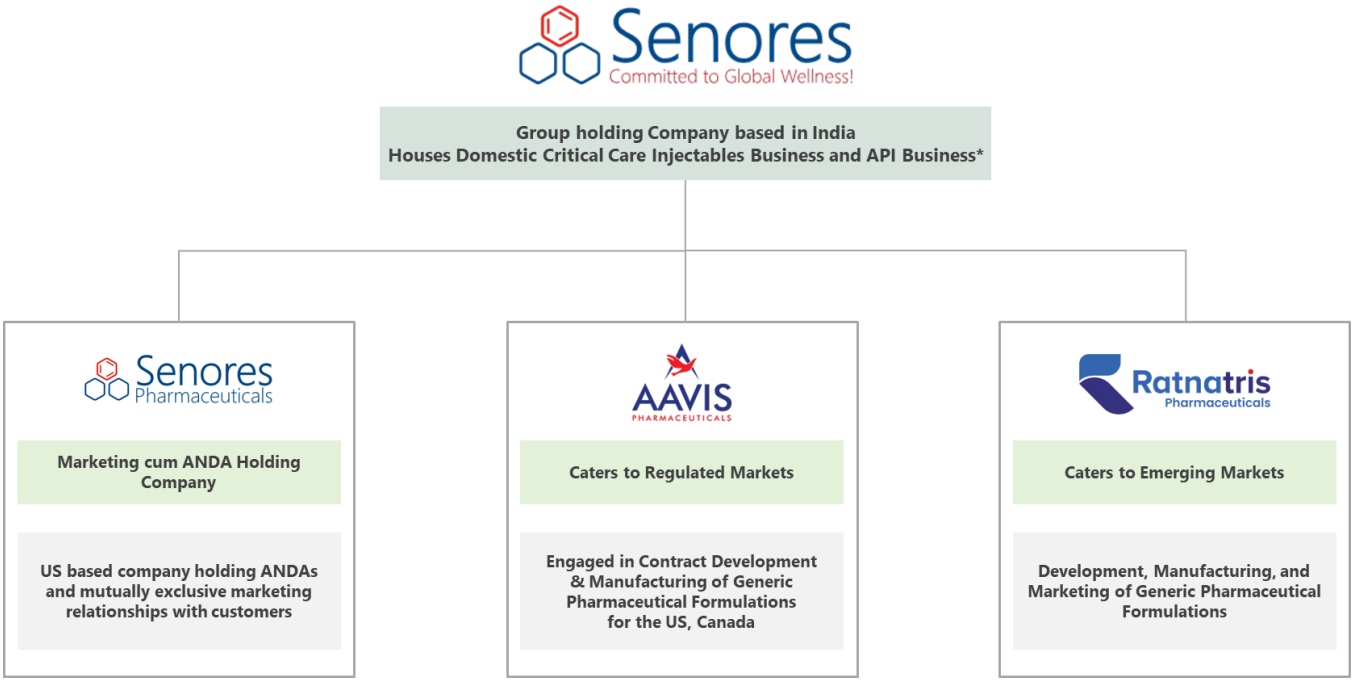
We have during Fiscal 2024 acquired strategic controlling stake in the Havix and in RPPL. For details, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 229. To complement our organic growth and internal knowledge, we may also pursue strategic acquisitions of companies and products that we believe will add to our capabilities and technical

experience or enter into partnerships to strengthen our product and technology infrastructure and which we expect would allow us to both deepen our presence in our existing markets and facilitate our entry into new markets.

We will look to capitalize on the growth in the pharmaceuticals market by pursuing strategic acquisitions with a focus on backward integration or expansion of capabilities in terms of capacity or products. In particular, we will look for targets with R&D and manufacturing assets that are in line with our existing or desired competencies as well as having the profitability metrics that fit in with our business philosophy. We also will look for opportunities to acquire businesses to add additional pharmaceutical, chemistry or technological competencies or to expand our product portfolio into new brands, new dosage capabilities or enter therapeutic segments where we are currently not present. Further, we are focused on identifying acquisition targets that have natural synergies with our business and that will benefit from our management knowledge, our R&D and manufacturing competencies and the scale of our pan-Indian distribution network.

DESCRIPTION OF OUR BUSINESS

We are a global research driven pharmaceutical company engaged in developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across various therapeutic areas and dosage forms, with a presence in Emerging Markets. Our strength lies in identifying, developing and manufacturing a diverse range of specialty, underpenetrated and complex pharmaceutical products establishing us as a preferred partner to certain customers.



* *Our API business was housed under our wholly owned subsidiary RLSPL until RLSPL merged with Senores Pharmaceuticals Limited, with the appointed date being January 1, 2024.*

The table set forth below provides breakdown of our revenue from operations by business and as a percentage of revenue from operations for the periods indicated:

Sr. No	Business Segment	Fiscal 2024		Fiscal 2023#		Fiscal 2022#*	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(A)	Regulated Markets Business	1,451.52	67.66%	208.85	59.10%	8.87	6.26%
(B)	Emerging Markets Business	442.02	20.60%	-	-	-	-
(C)	Critical Care Injectables Business	57.10	2.66%	17.05	4.82%	-	-
(D)	API Business	139.02	6.48%	19.78	5.60%	-	-
(E)	Other Operational income	55.58	2.59%	109.14	30.89%	132.83	93.74%
	Total Revenue from Operations	**2,145.24**	**100.00%**	**353.37**	**100.00%**	**141.70**	**100.00%**

[#] *RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024.*

[*] *Our API and Critical Care Injectables Business did not have any revenue from operations in Fiscal 2022 since these businesses commenced in Fiscal 2023.*

Regulated Markets Business

Our Regulated Markets Business is carried out through our two subsidiary companies, Havix, which houses our US FDA approved oral solid dosage ("**OSD**") facility at Atlanta, US and, Senores Pharma Inc. which holds our intellectual property and enters into agreements with our marketing partners. SPI generates revenue on the basis of the licensing fees as well as from the profit sharing for the products manufactured at Havix. We have diversified revenue streams for our Regulated Markets Business: (I) Marketed Products that include (a) "ANDA Products"; and (b) Sourced Products and (II) contract development and manufacturing operations ("**CDMO**")/ contract manufacturing operations ("**CMO**").

I. Marketed Products

A. ANDA Products

For our ANDA Products we identify, develop and commercialize specialty, complex generic products in the mid-market range. We identify products based on the information available on multiple public databases and on the basis of our internal research for identifying relevant product opportunities in the Regulated Markets. We market products in the Regulated Markets by entering into marketing and distribution arrangements with prominent foreign and Indian pharmaceutical companies.

B. Sourced Products

We supply products to our customers which are sourced from other manufacturers/distributors. These are tailor-made orders that are extended on a case-to-case basis. These products are not manufactured by us but are sourced from other manufacturers and marketed to our customers.

Products

As of March 31, 2024, we have received approvals for 19 ANDAs and have commercialized 21 products in the US market on the basis of these ANDAs. Our approved and launched ANDAs include four products where we have Competitive Generic Therapeutic ("**CGT**") designations. CGT designations gives us an exclusivity for marketing such products for a period of six months (if we begin marketing within 75 days of approval) from the date of launch during which period no other generic player can launch competing versions of the same product in the US market (*Source: F&S Report*)

Set out below sets out some of our commercialised products in the Regulated Markets together with certain key details in connection with these products:

- *Acetaminophen Butalbital and Acetaminophen Butalbital Caffeine*

  Our Company has obtained ANDA approvals for Acetaminophen Butalbital and Acetaminophen Butalbital Caffeine. As per the F&S Report, CMS expenditure on Butalbital, a barbiturate medication often combined with acetaminophen for managing tension headaches and migraine, has risen from USD 4.1 million in CY 2018 to USD 6.6 million in CY 2022. We have commercialised oral capsules (strength 300mg;50mg;40mg and 325mg;50mg;40mg) of Acetaminophen Butalbital Caffeine and oral tablets (strength 300mg;50mg, 325mg;25mg and 325mg;50mg) of Acetaminophen Butalbital.

  We launched an oral capsule for Acetaminophen Butalbital Caffeine (325mg;50mg;40mg) in March 2022 and commanded a volume market share of 11.2% during the first 11 months of CY 23 *(Source: F&S Report)*. We enjoyed a volume market share of 4.8% and 2.8% respectively for Acetaminophen Butalbital oral tablets (300mg;50mg) and (325mg;50mg), respectively during the first 11 months of CY 23.

- *Chlorzoxazone*

  Chlorzoxazone is a centrally acting muscle relaxant primarily prescribed to alleviate muscle spasms and associated discomfort (*Source: F&S Report*). As per the F&S Report, CMS spending on Chlorzoxazone has risen from USD 16.5 million in 2018 to USD 21.2 million in CY 2022. We have received ANDA approvals for Chlorzoxazone and have commercialised oral tablets of 250mg and 500mg emerging as a key player in this segment (*Source: F&S Report*). We were the first company globally to identify CGT for Chlorzoxazone 250mg and launched the product in October 2021 with six months exclusivity, which helped us to establish a foothold in the market and consequently, we enjoyed a volume market share of 60.9% during the first 11 months of CY 23. (*Source: F&S Report*).

- *Diclofenac potassium*

  Diclofenac Potassium, a nonsteroidal anti-inflammatory drug (NSAID), is widely recognized for its potent anti-inflammatory, analgesic, and antipyretic properties (*Source: F&S Report*). As per the F&S Report, in CY 2018, CMS spending on the drug amounted to USD 48.9 million, and has experienced a CAGR of 19.5% to reach USD 99.6 million in CY 2022. The expenditure by the CMS on Diclofenac Potassium reflects its substantial clinical utility and market demand (Source: F&S Report). We have received ANDA approvals for Diclofenac potassium and have commercialised oral tablets of 25mg and 50mg emerging as a key player in this segment (*Source: F&S Report*). As per the F&S Report, we are a key player in this segment.

- Ketorolac

  Nonsteroidal anti-inflammatory drug (NSAID) ketorolac tromethamine, also referred to as Ketorolac, is prescribed to temporarily relieve moderate to severe pain (*Source: F&S Report*). As per the F&S Report, with its extensive utilization in outpatient clinics and hospital settings, CMS spending on ketorolac has grown by 9.1% CAGR between CY 2018 and CY 2022 from USD 119.5 million to USD 169.7 million. We have received ANDA approvals for Ketorolac and have commercialised an oral tablet (10mg) which was launched in May 2022, for which we enjoyed a volume market share of 14.6% during the first 11 months of CY 23 (*Source: F&S Report*).

- Mexiletine Hydrochloride

  Mexiletine Hydrochloride, also known as Mexiletine is primarily used as an antiarrhythmic agent for the treatment of irregular heartbeats and as a treatment for certain types of neuropathic pain, with CMS spending on the drug amounting to USD 14.0 million in CY 2022 (*Source: F&S Report*). We have received ANDA approvals for this product and have commercialised three oral capsules of 150mg, 200mg and 250 mg. We started commercializing these products in January 2022 and enjoyed a volume market share of 13.8%, 16.2% and 10.0% during the first 11 months of CY 23 for our 150mg oral capsule, 200 mg oral capsule and 250mg oral capsule (*Source: F&S Report*).

Processes

Our expertise lies in taking a product from conceptualization to market launch particularly for our products, ensuring tangible results and delivering solutions to market successfully. The typical process involved from conceptualisation to commercialization has been set out below:

Customers

We have entered into long-term marketing arrangements for a period ranging between 5-7 years with major generic pharmaceutical and marketing companies which operate in the Regulated Markets including Alkem Laboratories Limited, Lannett Company Inc., Prasco LLC, Jubilant Cadista Pharmaceuticals Inc., Sun Pharmaceuticals Industries Limited, Cintex Services LLC and Dr. Reddy's Laboratories Inc. These agreements also set out our revenue model which includes: (i) an in-licensing fee on a negotiated basis based on various milestones including entering into the agreement, approval of the ANDA and shipping of initial validation batches; (ii) transfer price which depending on the agreement could include cost incurred in

procurement, manufacturing, testing, release, stability and regulatory activities in connection with the product; and (iii) profit share which is ascertained at the time of finalizing the agreement.

CDMO/ CMO

We engage in CDMO/ CMO in the US and other Regulated Markets though our USFDA approved Atlanta Facility. We believe our CDMO customers rely on our customized formulation, development and manufacturing expertise to address the growing drug and therapy complexity, cost efficiencies and regulatory scrutiny. We partner with many of our CDMO customers early in the drug development process enabling us to expand our relationship as molecules progress through the clinical phase and into commercial manufacturing. This ensures long-term relationships with our customers and a recurring revenue stream.

Through this business model we offer a range of services including bioavailability and development services, providing analytical solutions like method development, validation and stability testing, project management services, manufacturing and regulatory support. This helps us in utilizing our manufacturing capacities efficiently and leveraging our product development capabilities in a viable manner.

We also act as a pure contract manufacturer for leading companies where we provide manufacturing services to our customers for the products already developed by them.

Customers

Our CDMO customers in the Regulated Markets include Mint Pharmaceuticals Inc. (Canada), Solco Healthcare US LLC (US), Ambicare Pharmaceuticals Inc. (Canada), Amici Pharmaceuticals Inc. (US) and Waymade PLC (UK). Our CMO customers include Alkem Laboratories Limited and Jubliant.

Emerging Markets Business

We develop, manufacture and market pharmaceutical products across several major therapeutic areas for the Emerging Markets through our WHO-GMP approved manufacturing facility at Chhatral (Ahmedabad), Gujarat. The table below sets out brief details of our business models for the Emerging Markets Business:

Business Model	Description	Responsibility of Product Filing and Product Registration	Responsibility for Dossier Preparation	Responsibility for Marketing
Distributor Model	We manufacture formulations which are showcased to distributors in different geographies in the Emerging Markets. The distributors distribute the products under their brands	Company or Distributor, depending on the nature of the arrangement	Company	Distributor
P2P Model	We manufacture formulations for major Indian pharmaceutical companies including through the P2P model.	Customer	Customer	Customer
CDMO	Through the CDMO model, we partner with major Indian pharmaceutical companies	Customer	Company	Customer
Own Brands	We are in the process of setting up this business model in the Emerging Markets through which we will manufacture and market products under our own brand names.	Company	Company	Company or Distributor

RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024.

Products

As of March 31, 2024, we marketed our products in 43 countries in the Emerging Markets and have obtained product registrations for 182 products.

We have adopted a strategy of introducing niche and differentiated products in the Emerging Markets. We have introduced several complex molecules in Emerging Markets based on product and therapeutic identification process adopted by us for the Regulated Markets which has given us insight into the potential of these complex products in the Emerging Markets. All of these products are under patent protection in the US markets and are not available in some countries within the Emerging

Markets. We have filed applications for approvals of such products in the Emerging Markets. The table below sets out details of these molecules, their therapeutic area and the number of filings done for these products:

Molecule	Therapeutic Area	Number of Countries where filings are done
Apixaban	Anticogulant	4
Tofacitinib	JAK Inhibitor	4
Sacubitril + Valsartan	ARN Inhibitor	2
Sugammadex	Neuromuscular Reversal	2
Ferric Carboxymaltose	Iron Replacement	1
Eltrombopag Olamine	Thrombopoietin Receptor Agonists	1

API Business

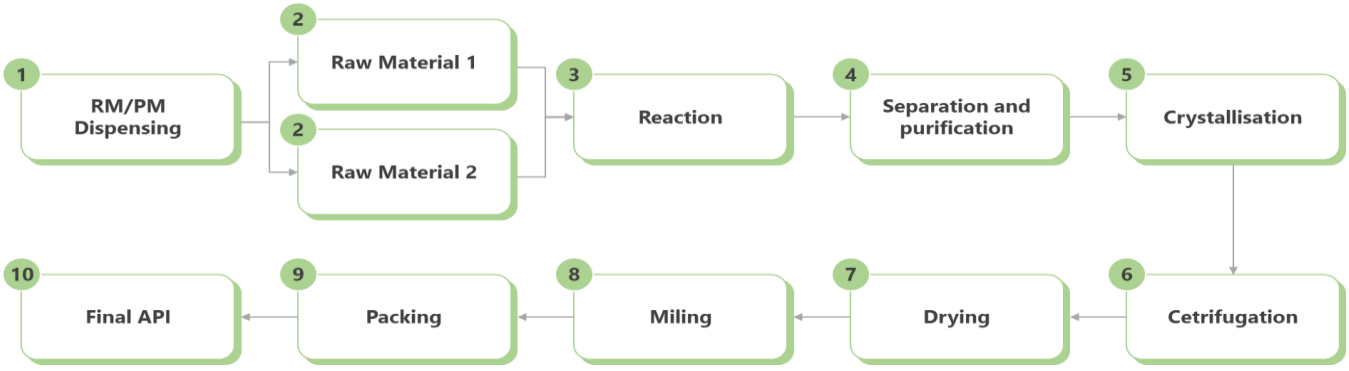
We commenced the business of manufacturing APIs in March 2023 with the objective of having an API manufacturing facility as a backward integration activity. While our API business currently caters to the domestic business, in the medium to long-term we intend to manufacture APIs for the Regulated Markets and also in the semi-regulated markets as a direct product sale. Our proficiency in API manufacturing encompasses capabilities in various reaction processes such as nitration, hydrogenation and bromination among others.

Products

Presently, we manufacture the following APIs for the domestic market and SAARC countries as set out in the table below:

S. No	API	Therapeutic Area
1	Anastrozole	Anti-Psychotic
2	Aripiprazole	Anti-Psychotic
3	Benfotiamine	Central Nervous System
4	Clomiphene Citrate	Infertility
5	Desloratadine	Antihistamine
6	Desvenlafaxine Succinate	Anti-depressant
7	Fluoxetine Hydrochloride	Anti-depressant
8	Imatinib Mesylate	Oncology
9	Letrozole	Oncology
10	Mesalamine	Anti-Inflammatory
11	Nicardipine Hydrochloride	Cardiovascular
12	Oxcarbazepine	Anticonvulsants
13	Rivaroxaban	Cardiovascular
14	Tamsulosin Hydrochloride	Urology
15	Tofacitinib Citrate	Alpha Blocker

Processes



The first step involves preparing the raw materials, which may include dispensing multiple materials. The raw materials are then combined for a reaction, likely to create the desired API. The reaction mixture is then separated to isolate and purify the target API. This stage may involve multiple processes, such as centrifugation, filtration, or chromatography. The purified API is then crystallized to form a solid product. Crystallization helps to ensure the API is pure and consistent. The crystallized API will undergo a centrifugation step to remove impurities. The API is then dried to remove any residual moisture and post that, is milled into a powder. Milling reduces the size of the powder to the desired uniformity. The final API is then packaged into drums.

Customers

As of March 31, 2024, we served 121 customers in our API business including Akum Drugs & Pharmaceuticals Limited, Lincoln Pharmaceuticals Limited, Acme Lifetech LLP among others.

Critical Care Injectables Business

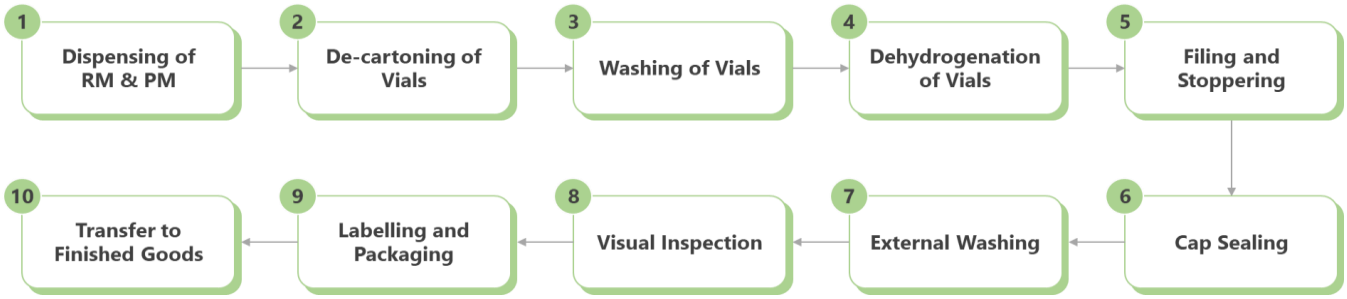
We launched our Critical Care Injectables Business in August, 2022 for supply of critical care injectables across India to various hospitals through our distributors which was launched to leverage our injectable manufacturing capabilities. Part of the critical care injectables are manufactured at our Chhatral Facility and part sourcing is done from injectables players in the Indian market.

Products

As of March 31, 2024, we have launched 54 products in major therapeutic segments including antibiotics, anti-bacterial, anti-fungal and blood line. Some of our key products are set out below:

S. No	Product	Therapeutic Area
1	Albumin	Blood line
2	Colistimethate Sodium	Anti-Bacterial
3	Tigecyline	Antibiotics
4	Cefuxorime Axetil	Anti-Bacterial
5	Caspofungin Acetate	Anti-Fungal
6	Glutathione	Anti-Oxidant
7	Enaxoparin	Blood line
8	Teicoplanin	Anti-Bacterial
9	Meropenem	Antibiotics
10	Iron Sucrose	Blood line

Processes



The process begins with raw materials and packaging materials being dispensed or retrieved from storage. Next, vials are removed from their cardboard boxes. The vials are then washed to clean them. The next process involves filling the vials with product. After filling, a rubber stopper is added to the vial. Then the vials are sealed with caps. The vials are rinsed and wiped externally to remove any contaminants. The finished goods are visually inspected for quality control. Labels are applied to the vials, and they are then packaged. The finished goods are transferred to storage or shipping.

Customers

As of March 31, 2024, we have presence over several hospitals across states in India. We tie-up with distributors in various states and also through entering into arrangements with hospitals in India.

MANUFACTURING FACILITIES

We have three manufacturing facilities. Our facilities are capable of producing a wide range of pharmaceutical products in various dosage forms across several major therapeutic areas including complex oral solids and injectables, oral liquids, ORS and APIs. Our manufacturing and development capabilities include formulation through process development, and scale-up and full-scale commercial manufacturing.

Our manufacturing facilities are equipped with advanced machinery and equipment including vial filling, granulation and glass line reactor. Our manufacturing facilities have received numerous key regulatory approvals and accreditations which enable us to supply our products in the Regulated and Emerging Markets. We continuously invest in the improvement of our manufacturing facilities to ensure they remain in compliance with the relevant regulations and have functions dedicated to addressing improvement areas in our facilities. The table below sets forth certain information on our Manufacturing Facilities:

Facility	Location	Entity under which the Facility is housed	Description	Key Approvals
Atlanta Facility	Atlanta, US	Havix	Facility for manufacturing oral solid dosages	• US FDA • DEA • Compliant with Trade Agreements Act • Compliant with Buy American Act
Chhatral Facility	Chhatral, Ahmedabad, Gujarat	RPPL	Facility for manufacturing oral solids, oral liquids, injectables and ORS.	• WHO-GMP • Ministry of Health, Cambodia • Ministry of Health and Public Hygiene, Ivory Coast • Pharmacy and Poisons Board, Kenya • Pharmaceutical and Herbal Medicines Registration and Control Administration (Drug & Food Control), Kuwait • National Agency for Food and Drug Administration and Control, Nigeria (NAFDAC) • National Authority of Medicines, Medical Devices and Health Products, Peru • Food and Drug Administration, Philippines • Drug Regulatory Authority, Sri Lanka • Zambia Medicines Regulatory Authority • Liberia Medicines & Health Products Regulatory Authority (LMHRA)
Naroda Facility	Naroda, Gujarat	Senores Pharmaceuticals Limited	Facility for manufacturing APIs	• Indian GMP Guidelines

Atlanta Facility

The Atlanta Facility operates under our Subsidiary, Havix. We cater to the Regulated Markets through the Atlanta Facility. Our Atlanta Facility was set up in 2018. The Atlanta Facility received approval from the USFDA in February 2019. Subsequently, it has been audited and approved by the US FDA four times since commencement of its operations, with the latest surprise audit being completed in April 2024 and no Form FDA 483 inspectional observation was issued (An FDA Form 483 is issued to management after an inspection when an investigator(s) has observed any conditions that, in their judgment, may constitute violations of the Food Drug and Cosmetic (FD&C) Act and related Acts (*Source: F&S Report*)). The Atlanta Facility is also (i) approved by the DEA which makes us eligible for manufacturing formulations controlled substances in the US; and (ii) compliant with the Trade Agreements Act and the Buy American Act which is a pre-requisite for catering to government supplies in the US market. We also carry out our Regulated Markets CDMO business through our Atlanta Facility.

Our Atlanta Facility is spread across an area of 17,211.58 square metres and comprises of 2 manufacturing lines.

Chhatral Facility

The Chhatral Facility operates under our Subsidiary, RPPL. The Chhatral Facility is WHO-GMP approved and has received approval from the regulatory bodies of 10 countries. In addition to products manufactured for the Emerging Markets, we also manufacture products for our Critical Care Injectables Business at our Chhatral Facility. The Chhatral Facility is capable of manufacturing four dosage forms, i.e., oral solids, oral liquids, injectables and ORS and has separate facilities for Cephalosporins and Beta Lactam products.

Our Chhatral Facility is spread across an area of 35,205.00 square metres and comprises of 12 manufacturing lines.

Naroda Facility

The Naroda Facility operates directly under the issuer Company. We manufacture APIs through our Naroda Facility. The Naroda Facility is compliant with Indian GMP guidelines.

Our Naroda Facility is spread across an area of 1,406.00 square metres.

Production Capacity and Capacity Utilization

The table below sets out our total annual installed capacity and capacity utilization of our Atlanta Facility for the periods indicated:

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)
A)	**Capsule Total**	38.40	10.43	27.15%	29.25	5.97	20.42%	11.52	1.69	14.69%
B)	**Tablet Total**	132.48	25.58	19.31%	50.75	12.96	25.54%	48.90	6.92	14.15%
	Grand Total	170.88	36.01	21.07%	80.00	18.93	23.67%	60.42	8.61	14.25%

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*
\# *Assuming the Atlanta Facility is working for 256 days.*

The table below sets out the installed capacity and the capacity utilization of the Chhatral Facility, for the periods indicated:

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilized (in million)	Capacity Utilization (%)
A)	**General Oral Dosage**	**898.56**	**580.03**	**64.55%**	**898.56**	**609.34**	**67.81%**	**898.56**	**519.58**	**57.82%**
	Tablets	499.20	329.20	65.95%	499.20	349.20	69.95%	499.20	299.20	59.94%
	Capsules	312.00	242.00	77.56%	312.00	252.00	80.77%	312.00	212.00	67.95%
	Liquids	12.48	2.20	17.64%	12.48	3.74	29.96%	12.48	3.21	25.73%
	Dry Syrups	12.48	2.00	16.05%	12.48	1.40	11.19%	12.48	1.72	13.78%
	ORS	62.40	4.63	7.41%	62.40	3.00	4.81%	62.40	3.45	5.53%
B)	**Injectables**	**49.92**	**6.74**	**13.50%**	**49.92**	**1.80**	**3.61%**	**49.92**	**7.92**	**15.87%**
	Dry powder injection	16.64	1.72	10.31%	16.64	0.44	2.62%	16.64	1.07	6.45%
	Ampoules	16.64	3.09	18.55%	16.64	0.68	4.10%	16.64	6.74	40.48%
	Vials	16.64	1.94	11.64%	16.64	0.68	4.10%	16.64	0.12	0.69%
	Lyophilized injection (Under Installation)	-	-	NA	-	-	NA	-		NA
C)	**Beta Lactum Oral Dosage Form**	**511.68**	**251.17**	**49.09%**	**511.68**	**270.12**	**52.79%**	**511.68**	**174.40**	**34.08%**
	Capsules	312.00	232.00	74.36%	312.00	252.00	80.77%	312.00	162.00	51.92%
	Tablets	187.20	18.02	9.63%	187.20	17.14	9.15%	187.20	11.28	6.03%
	Dry Syrups	12.48	1.15	9.23%	12.48	0.98	7.85%	12.48	1.11	8.93%
	Total (A) + (B) + (C)	**1,460.16**	**837.94**	**57.39%**	**1,460.16**	**881.26**	**60.35%**	**1,460.16**	**701.90**	**48.07%**

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*
\# *Assuming the Chhatral Facility is working for 300 days.*

The table below sets out the installed capacity and the capacity utilization of our Naroda Facility, for the periods indicated:

Facility	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)	Annual Installed Capacity (in MT)	Annual Production Qty (MT)	Capacity Utilization (%)
API	**25.00**	**18.78**	**75.10%**	**25.00**	**14.93**	**59.72%**	**25.00**	**16.94**	**67.76%**

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*
\# *Assuming the Naroda Facility is working for 256 days.*

RAW MATERIALS AND SUPPLIERS

We rely on various suppliers in India and overseas for our raw materials supplies. We monitor the availability and pricing of raw materials on a regular basis and leverage our purchasing power to ensure that we have access to raw materials in a cost-

efficient manner. The key raw materials and supplies that we use for our varying manufacturing operations are APIs and finished dosage forms.

We conduct tests and analysis on raw materials supplied by our vendors periodically to maintain quality standards. See "*Risk Factors- We rely on domestic and international third-party suppliers for the supply of raw materials. Any delay, interruption or reduction in such supply or any shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.*".

RESEARCH AND DEVELOPMENT

Our in-house research and development ("**R&D**") capabilities are the cornerstone of our operations and continued growth. The manufacturing of pharmaceutical products in the US is supported by our R&D capabilities. We have a formulation development laboratory at our Atlanta Facility which acts as our front-end R&D center with. This R&D laboratory in the US is supported by a back-end R&D in India which helps us in dossier preparation and the submission of ANDA applications in a time and cost-efficient manner.

We have dedicated R&D units in India for both our pharmaceutical products and for APIs. As of March 31, 2024, our Company and Havix have employed 51 persons in our R&D team, including two members having doctoral qualifications. We are focused on undertaking dedicated R&D in areas where we believe there is significant growth potential. We believe that our process research, analytical research and process chemistry research capabilities provide us significant competitive advantages. Our R&D laboratory at the Chhatral Facility is equipped with 13 high performance liquid chromatography, seven stability chambers and five auto dissolution machine. Our R&D laboratory at the Naroda Facility is capable of handling various reactions including nitration, bromination, Friedel-crafts, Grignard, hydrogenation, chlorination, esterification and hydrolysis. It is equipped with one UV chamber, six fume hoods and two high performance liquid chromatography. We are in the process of consolidating our R&D activities in India by setting up a dedicated R&D centre at Ahmedabad, Gujarat for which we have acquired a commercial building measuring 11,750 square feet on a leasehold basis.

The table below sets out our investments in R&D activities, for the indicated periods:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
R&D Investment*	713.35	33.25%	390.11	110.40%	50.02	35.30%

* *R&D Investments are additions in intangibles developed and under development.*

INTELLECTUAL PROPERTY

For details of the intellectual property held by our Company, see "*Government and Other Approvals- Our Intellectual Property* Rights" on page 410. For risks in relation to intellectual property held by our Company, see "*Risk Factors- If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected. Further, if our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for infringement of intellectual property rights*" on page 50.

MARKETING AND SELLING ARRANGEMENTS

We have entered into long-term marketing arrangements with prominent generic pharmaceutical and marketing companies which operate in the Regulated Markets including Alkem Laboratories Limited, Mint Pharmaceuticals Inc., Ambicare Pharmaceuticals Inc., Lannett Company Inc., Prasco LLC, Jubilant Cadista Pharmaceuticals Inc., Sun Pharmaceuticals Industries Limited, Cintex Services LLC and Dr. Reddy's Laboratories Inc. We typically enter into long term marketing agreements for a period ranging between 5-7 years with our marketing partners which results in predictable and stable cash flows.

In our Regulated Market business, after selecting a product using several primary and secondary data banks, we start the development of the product and conduct various activities required as per product development cycle including but not limited to API equivalency, formulation development, stability testing and bioequivalence study. At this stage we also either have a marketing partner or are in the process of finalizing the marketing partner through which our products are marketed. After finalization of the marketing partner, we enter into marketing arrangements such as in-licensing fees and transfer price are finalized and then the product is filed. Post approval we start the commercialization of the product along with our partner.

In our Emerging Market business, we have a large depository of products/dossiers which we export directly or indirectly to markets such as Philippines, Uzbekistan, Azerbaijan, Nigeria, Peru and Guatemala. We keep developing products as per market needs across all major therapeutic areas including but not limited to cardiovascular, central nervous system, anti-diabetic, anti-epileptic and gastroenterology. We enter into various types of agreement such as (i) Distributor – we partner with a local distributor in a specific country and export our products to them directly from our manufacturing facility. The marketing authorization holder can be either of the two (i.e., the distributor or us) depending on the type of arrangement; (ii) P2P- we export our products to other countries via local marketing companies who have their own tie ups in those countries; and (iii) CDMO- we partner with Indian pharmaceutical companies who export their products to other countries manufactured at our manufacturing facility. We have a dedicated region-wise business development and operations team for Africa, Latin America, South East Asia, Commonwealth of Independent States and Middle East regions.

For our Critical Care Injectables Business we have created a dedicated team of 30 employees which includes experienced medical representatives, area sales managers, zonal sales heads, regional sales heads and national sales heads from major pharmaceutical companies in India to carry out sales and marketing activities.

COMPETITION

The pharmaceutical market is experiencing a notable surge in competition, fueled by its inherent attractiveness driven by its size, growth prospects, and the sector's critical role in healthcare (*Source: F&S Report*). As a result, an influx of companies, ranging from multinational powerhouses to agile startups, are entering the fray, intensifying competition as each strives to capture a slice of this lucrative market (*Source: F&S Report*). In this fiercely competitive landscape, pharmaceutical entities employ diverse tactics to distinguish themselves (*Source: F&S Report*). Beyond the fundamental criterion of targeting markets and launching products aligned with companies' inherent strengths, differentiation strategies encompass strategic collaborations, mergers and acquisitions, and business models, to name a few (*Source: F&S Report*).

Our competition varies by market, therapeutic area and product category, and within each category, upon dosage strengths and drug delivery. We also compete to provide manufacturing and development services to pharmaceutical companies in the CMO/CDMO industry. Our competition includes full-service pharmaceutical companies, CDMO and CMO companies focusing on a limited number of dosage forms, multiple dosage forms; and large pharmaceutical companies offering third-party manufacturing services to utilize their excess capacity.

To stay ahead of our competitors, we regularly upgrade our equipment and technology for our manufacturing facilities. We aim to keep our costs of production low to maintain our competitive advantage and our profit margins. We continuously seek new product registrations, marketing authorizations and other approvals from regulatory authorities to increase our product offerings.

UTILITIES

We consume fuel and power for our operations at our manufacturing facilities. Additionally, we have also installed generators in our manufacturing facilities to ensure uninterrupted supply of power. Our manufacturing processes also require water consumption.

INFORMATION TECHNOLOGY

Our information technology ("**IT**") systems are vital to our business and we have adopted numerous IT policies, including for management of passwords, end point system security, and application and network security, to assist us in our operations. The key functions of our IT team include establishing and maintaining enterprise information systems and infrastructure services to support our business requirements, maintaining secure enterprise operations through, among others, risk assessment, cybersecurity systems, planning and mitigation policies, and identifying emerging technologies which may be beneficial to our operations. We have implemented the use of enterprise resource planning in managing our financial accounting, materials, production planning, product quality, sales and distribution. We consistently make efforts to maintain and upgrade our systems to ensure business continuity.

QUALITY CONTROL AND QUALITY ASSURANCE

We believe that quality function is critical to our brand and continued growth. The provision of high-quality products is a key differentiator in our business, critical to our continued success and the maintenance of long-term relationships with our customers. We are committed to providing high quality products to our customers and to meet this commitment, we have implemented current good manufacturing practices across our manufacturing sites, encompassing all areas of business processes right from supply chain to product delivery. This enables us to maintain consistent quality, efficiency and product safety.

We have a centralized corporate quality function that tracks all changes in quality requirements and standards and ensures implementation across all our facilities, which maintain uniform standard of quality. Any remedial action or improvement done in one facility are ported to all other facilities. Our quality function monitors all stages of product development. Various in-process quality checks are performed to monitor product quality during the manufacturing process. Final finished products are

tested as per the predetermined quality specifications before release in the market. All products are subjected to extensive stability testing program to understand the real product behavior during its shelf life.

The Atlanta Facility has a regulatory track record and has been audited and approved by the US FDA four times since commencement of its operations, with the latest audit being completed in April 2024. The US FDA approval certifies the quality of our manufacturing facility and processes. It also implies that a product manufactured at the Atlanta Facility has undergone rigorous quality check processes and reviews including analytical test records and batch records. The Chhatral Facility has been approved by WHO in accordance with the WHO-GMP standards in relation to the Beta-lactum category of pharmaceutical products. As part of the regulatory approval process, most countries into which we supply our products require our facility to be approved by the regulatory authorities of these countries. The Chhatral Facility has been approved by the regulatory authorities of 10 countries which include Kuwait, Cambodia, Sri Lanka, Ivory Coast, Kenya, Nigeria, Philippines, Liberia, Peru and Zambia.

Our quality assurance team has dedicated qualified professionals with significant industry experience that is responsible for maintaining our required quality standards. The table below sets out the number of our quality control and quality assurance professionals as of March 31, 2024:

Entity	Quality Assurance	Quality Control	Total
RLSPL (API)*	1	4	5
RPPL (Emerging Markets)	23	55	78
SPL (Critical Care Injectables)	1	1	2
Havix (Regulated Markets)	8	14	22
Total	**33**	**74**	**107**

* *Our API business was housed under our wholly owned subsidiary RLSPL until RLSPL merged with Senores Pharmaceuticals Limited, with the appointed date being January 1, 2024.*

All personnel are required to undergo thorough training programs designed to update them on latest quality norms and standards periodically. See "*Risk Factors – Any manufacturing or quality control problems may damage our reputation for high quality production and expose us to potential litigation or other liabilities, which would negatively impact our business, prospects, results of operations and financial condition*" on page 40.

ENVIRONMENTAL, HEALTH AND SAFETY CONTROLS

We have an internal framework and governance structure in place for compliance with applicable standards and we are committed to complying with regulatory standards of the various markets where our products are sold. We have integrated sustainability throughout our operations through meaningful interventions in the form of environmental and safety management initiatives as well as measures to ensure our operations have minimal adverse impacts on the occupational health of our workforce.

We are subject to significant environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environment protection and noise pollution. These regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. We implement regular and strict monitoring to comply with pollution control norms, with a commitment to reduce, recycle and reuse resources for conservation and waste reduction, wherever feasible. We provide clean, safe and healthy working environment for our all employees. We have periodic medical check-up of all our employees. We also conduct regular training workshops for employees involved in handling materials, operating various process, waste generation and treatment. We are committed to safe and accident-free operations in all our establishments. We conduct frequent fire safety mock drills and intensive training programs to inculcate safety awareness and adherence to safety policies and periodic internal and external audit for ensuring compliance to our safety policy**.**

We have adopted an environment health and safety policy that is aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working at our facilities or under our management.

Failure to comply with applicable environmental or other laws and regulations may subject us to penalties and may also result in the closure of our facility. For details, see "*Risk Factors- We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.*"

INSURANCE

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We may also be subject

to product liability claims if the products that we manufacture are not in compliance with regulatory standards and the terms of our contractual arrangements.

We maintain insurance policies that are customary for companies operating in our industry. Our principal types of coverage include insurance for standard all risk, burglary, group medical claim, group personal accident, and marine open policy. Our subsidiary, Havix maintains insurance for cyber liability, products liability, and workmen compensation insurance. RPPL maintains insurance for standard fire and special perils policy, workmen compensation and marine transit policy.

Set forth below are the details of our total insured net assets, insurance coverage and percentage of insurance coverage as of March 31, 2024:

Particulars	As of March 31, 2024
Total insured net assets** (in ₹ millions)	2,726.07
Insurance Coverage* (in ₹ millions)	4,636.22
Insurance coverage/net assets (in times)	1.70

* *Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipment, vehicles and all risk insurance.*

** *Net assets = Property, Plant and Equipment (net block) + Capital work-in-progress + intangible (net block) + intangibles under development + inventory - Land*

We believe that the level of insurance we maintain is appropriate for the risks of our business. However, we cannot assure you that our current insurance policies will insure us fully against all risks and losses that may arise in future. Even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. See "*Risk Factors – Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses depending on the insurance policy, which could adversely affect business, results of operations and financial condition.*" on page 61.

HUMAN RESOURCES

Our work force is a critical factor in maintaining quality and safety to strengthen our competitive position. The number of employees in various functions of our Company, on a standalone basis is set out below:

Function	As of March 31, 2024
Management	3
Institutional Business	30
Production	18
Accounts and Finance	10
Research & Development	9
HR and Administration	8
Quality	7
Business Development	6
Project Management Team	4
Engineering	4
Purchase	3
Legal & Compliance	3
Strategy	3
Regulatory Affairs	2
Operations	2
Corporate Communication & Public Relations	1
TOTAL	**113**

Our employees are not part of any union and we have not experienced any work stoppages due to labour disputes or cessation of work in Fiscal 2024, Fiscal 2023 and Fiscal 2022. In Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Company's attrition rate was 3.05%, 1.78% and nil.

PROPERTIES

Our Registered and Corporate Office premises is situated at 1101 to 1103, 11th Floor, South Tower, One 42, opp. Jayantilal Park, Ambli Bopal Road, Ahmedabad, Gujarat – 380054 is occupied by us on a leasehold basis.

The following table sets forth certain details of the properties at which we operate our business operations:

S. No.	Property	Location	Property Description	Nature of Holding	Term
1.	Registered and Corporate Office	Ahmedabad, Gujarat	1101 to 1103, 11th Floor, South Tower, One 42, opp. Jayantilal Park, Ambli Bopal Road, Ahmedabad, Gujarat – 380054.	Leased	5 years from October 1, 2020
2.	Office Premises	Ahmedabad, Gujarat	Unit 1004-1006, 10th Floor, North Tower, One 42, off Bopal Ambli Road, opp. Ashok Vatika Bodakev, Ahmedabad, Gujarat – 380054. Ahmedabad, Gujarat.	Leased	9 years from November 15, 2021
3.	Office Premises	Ahmedabad, Gujarat	Unit No. 402, Puniska House, Next to One 42, opp. Jayantilal Park BRTs, Ambli Bopal Road, Ahmedabad – 380054, Gujarat.	Leased	9 years from November 18, 2023
4.	R&D Centre	Ahmedabad, Gujarat	Arrow House, Nr Purshottam Bunglows, opposite Hotel Grand Bhagwati, S G Highway, Ahmedabad - 380054, Gujarat	Leased	5 years from February 1, 2024
5.	Chhatral Facility	Mehsana District, Gujarat	Survey No. 416, Indrad Takadi District, Mehsana, Gujarat - 382715	Owned	Not applicable
6.	API Facility (under construction)	Mehsana District, Gujarat	Amalgamated New Survey No-1530 Mouje-Rajpur, Takadi, District Mehsana	Owned	Not applicable
7.	Naroda Facility	Ahmedabad, Gujarat	C-1 B-1306/3 Phase IV GIDC Estate Naroda Ahmedabad - 382330	Leased	99 years from March 5, 1988
8.	Naroda Facility	Ahmedabad, Gujarat	C-1 B-1306/4 Phase IV GIDC Estate Naroda Ahmedabad - 382330	Leased	99 years from March 16, 1991
9.	Atlanta Facility	Hoschton	9488 Jackson Trail Rd Ste A Hoschton, GA, 30548-2491	Leased*	The initial term commenced from March 1, 2017 until February 22, 2022 and thereafter an automatic renewal for a 5 years period.
10.	Representative Office	Ho Chi Minh City	23rd Floor, A&B Building, 76 Le Lai, Ben Thanh Ward- District 1- Ho Chi Minh City, Vietnam	Leased	1 year from February 1, 2024 with automatic renewal clause for one year each

**The lease is with our step-down subsidiary, 9488 Jackson Trail, LLC.*

See "*Risk Factors – Our Registered Office and Corporate Office, our Naroda Facility and R&D centre are located on leased or rented premises and there can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms*." on page 61.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key laws, guidelines and regulations in India which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter is based on the current provisions of statutes, bills, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. Such information has been obtained from sources available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to prospective investors. Further, they are neither designed nor intended to be a substitute for professional legal advice. For details of the government approvals obtained by our Company, see "Government and Other Approvals" on page 407.

Laws in relation to our Business

Drugs and Cosmetics Act, 1940 ("DC Act") and the Drugs and Cosmetics Rules, 1945 ("Drugs Rules")

The DC Act regulates the import, manufacture, distribution and sale of drugs and cosmetics, and prohibits the import, manufacture and sale of certain drugs and cosmetics which are misbranded, adulterated, spurious or harmful. Violation of the various provisions of the DC Act, including those pertaining to the manufacture or import of any drug which is not of standard quality and the failure to keep and maintain such records, registers and other documents as may be prescribed, are punishable with a fine, or imprisonment or both.

The Drugs Rules, 1945 lays down the functions of the central drugs laboratory under section 3 of the Drugs Rules. Under the Drugs Rules, an import license is required for importing drugs. The form and manner of application for import license has also been provided under the Drug Rules. The Drugs Rules require any person manufacturing or selling any drug or cosmetic, including for the purposes of examination, testing or analysis, to obtain a license from the Central Licence Approving Authority. Further, the Drugs Rules require every person holding a license to maintain such records, registers and other documents as may be prescribed, which may be subject to inspection by the relevant authorities. The manufacturers, and pursuant to the Drugs and Cosmetics (Amendment) Rules, 2020, the marketers shall also be responsible for the quality of the drug as well as the applicable regulatory compliances.

Drugs (Control) Act, 1950 ("Drugs Act")

The Drugs Act controls the sale, supply and distribution of certain drugs notified by the Central Government. The Drugs Act lays down, amongst others, limitations on the maximum quantity of any drug which may be possessed by a dealer or producer, the maximum price at which a drug may be sold, and the maximum quantity which may be sold to any person by a dealer or a producer. Further, the Drugs Act empowers the relevant authorities to prohibit the disposal, or direct the sale, of any specified drug. The Drugs Act prescribes penalties, including fine or imprisonment or both, for the contravention of its provisions.

Drugs (Prices Control) Order, 2013 ("DPCO")

The DPCO prescribes and sets out procedures for the determination of, amongst others, the ceiling price and maximum retail price of scheduled formulations and new drugs available in the domestic market. Pursuant to the DPCO, the Central Government may, in certain conditions, issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs or formulations to increase the production of, or sell such active pharmaceutical ingredient or bulk drugs, to other manufacturer(s) of formulations, and direct the formulators to sell formulations to institutions, hospitals or any agency. Further, the DPCO requires existing manufacturers of certain drugs to obtain prior approval from the Government in relation to the pricing of new drugs. The DPCO also prescribes penalties for the contravention of its provisions.

Drugs, Medical Devices and Cosmetics Bill, 2022 (the "Drugs Bill, 2022")

The Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022 on July 8, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

Cosmetics Rules, 2020 (the "Cosmetic Rules")

The Cosmetic Rules, notified under the DCA, provides that no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for

grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

The Essential Commodities Act, 1955 ("ECA")

The ECA empowers the Central Government to control the production, supply and distribution of, and trade and commerce in, certain essential commodities, including drugs as defined under the Drugs and Cosmetics Act, 1940, for maintaining or increasing their supply, or for securing their equitable distribution and availability at fair prices, or for securing any essential commodity for the defence of India or the efficient conduct of military operations. The Central Government is empowered to issue orders for regulating, amongst others, the production, storage, transport, disposal, distribution, acquisition, use or consumption of any essential commodity. The ECA prescribes penalties, including fine or imprisonment or both, for the contravention of its provisions.

The Narcotics Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")

The NDPS Act controls and regulates certain operations relating to narcotic drugs and psychotropic substances, such as the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, import into India and transshipment of narcotic drugs and psychotropic substances, except for medical and scientific purposes and in the manner set out therein. The NDPS Act empowers the Central Government to take measures in respect of such drugs, including ensuring the availability of narcotic drugs and psychotropic substances for medical and scientific use. It also regulates controlled substances which can be used in the manufacturing of narcotic drugs and psychotropic substances. Offences under the NDPS Act, or violations of the provisions of the NDPS Act, are punishable by either imprisonment or monetary fines or both.

New Drugs and Clinical Trial Rules, 2019 ("NDCT Rules")

The NDCT Rules lay down guidelines in relation to the use of new drugs and the conducting of clinical trials, including by setting out the procedure for obtaining approval to undertake clinical trials. The NDCT Rules also require manufacturers of a new drug or an investigational new drug to obtain permission from the Central Licencing Authority to conduct clinical trials in the manner set out thereunder. Further, the NDCT Rules require any institution or organisation intending to conduct biomedical and health research to constitute an ethics committee to oversee such research, in accordance with the guidelines issued by the Indian Council of Medical Research in this regard. The NDCT Rules also require that free, informed and written consent be obtained from each study subject in a clinical trial. The NDCT Rules provide for compensation in case of injury or death caused during clinical trials.

National Pharmaceuticals Pricing Policy, 2012 ("Pricing Policy")

The Pricing Policy pertains to the pricing of those essential drugs specified in the National List of Essential Medicines declared by the Ministry of Health and Family Welfare, Government of India, and as modified from time to time, to ensure the availability of such medicines at a reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the industry. The prices of various drugs are regulated based on their essentiality, and by fixing a ceiling price on drug formulations, below or equal to which manufacturers are required to price their products.

The Poisons Act, 1919 ("Poisons Act")

The Poisons Act enables the state governments to grant licenses for the possession, sale, wholesale or retail and fixing of the fee, if any, of poisons. The Poisons Act also enables state governments to regulate, amongst others, the classes of persons to whom such licenses may be granted, the classes of persons to whom such poison may be sold, and the maximum quantity of poison which may be permitted to be sold to any one person.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 ("DMRA")

The DMRA seeks to control the advertisement of drugs, and prohibits the advertisement of remedies that claim to possess magic qualities. The DMRA defines advertisements as including any notice, circular, label, wrapper or other document or announcement. It also prohibits advertisements that misrepresent, make false claims or mislead, and advertisements for drugs for the treatment of certain specified diseases. Violation of provisions of DMRA are punishable by either imprisonment or fine or both. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

The Pharmacy Act, 1948 (the "Pharmacy Act")

The Pharmacy Act regulates the profession and practice of pharmacy and for that purpose to constitutes pharmacy councils. It provides for establishment of the Pharmacy Council of India and the State Pharmacy Councils. It has provisions for, inter alia, the registration of pharmacists and consequent penalties in the event of non-registration, false registration etc.

Food Safety and Standards Act, 2006 ("FSSA")

The FSSA regulates the manufacture, storage, distribution and sale of articles of food, lays down general principles of food safety, and restricts the use of additives, contaminants, antibiotic residues, microbiological elements for food articles. The FSSA prohibits the use of misleading or false information in the packaging or labelling of the food items. Any person who manufactures for sale or stores or sells or distributes articles of food for human consumption which are unsafe is punishable under the FSSA by imprisonment and fines. In addition to the FSSA, the following rules and regulations passed under the FSSA are applicable to our Company:

1. Food Safety and Standards Rules, 2011;
2. Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
3. Food Safety and Standards (Food Recall Procedure) Regulations, 2017;
4. Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
5. Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
6. Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
7. Food Safety and Standards (Packaging) Regulations, 2018; and
8. Food Safety and Standards (Labelling and Display) Regulations, 2020.

Legal Metrology Act, 2009 ("Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 (the "LM Rules")

The Legal Metrology Act establishes and enforces standards of weights and measures, and regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act prohibits quoting prices or charges, issuing or exhibiting any price list, invoice, cash memo or other document, publishing any advertisement, or indicating the net quantity of a pre-packaged commodity, otherwise than in accordance with the standard units of weight, measure or numeration. Manufacturers are required to maintain records and registers, and make declarations on pre-packaged commodities, in the manner prescribed under the Legal Metrology Act. The Legal Metrology (Packaged Commodities) Rules, 2011, were introduced under the Legal Metrology Act, and prescribe requirements as to the pre-packing of any commodity for sale, distribution or delivery.

The Indian Boilers Act, 1923 ("Boilers Act") and the Indian Boiler Regulations, 1950 ("Boilers Regulations")

The Boilers Act regulates the possession and use of steam boilers and provides for the safety of life and property from the explosion of steam boilers. It lays down conditions for the registration of boilers and sets out requirements in relation to the inspection of boilers. Further, the Boilers Act provides for penalties for the illegal use of boilers. The Boilers Regulations set out standard requirements with respect to the materials used to manufacture boilers, and the construction, safety and testing of boilers.

The Warehousing (Development & Regulation) Act, 2007 (the "Warehousing Act")

The Warehousing Act makes provisions for the development and regulation of warehouses, negotiability of warehouse receipts, establishment of a Warehousing Development and Regulatory Authority etc. It prohibits the commencement or carrying on the warehousing business by any person unless it has obtained a registration certificate in respect of the concerned warehouse or warehouses granted by the Authority under the Warehousing Act. It makes a warehouseman liable for loss of, or injury to, goods caused by his failure to exercise such care and diligence in regard to the goods as a careful and vigilant owner of the goods of the same bulk, quality and value would exercise in the custody of them in similar conditions.

Guidelines for Good Clinical Laboratory Practices 2021 (the "GCLP Practices")

The CGLP Practices are a set of principles that define a quality system concerned with the organisational process and the conditions under which laboratory studies are planned, performed, monitored, recorded, archived and reported. It is intended to promote quality test data. The GCLP Guidelines establish minimum criteria which should be followed by clinical and research laboratories involved in examining human samples, in routine healthcare delivery and clinical research, respectively,

in addition to internationally accepted guidelines. All clinical laboratories wherein human samples are processed, may be tested under the following disciplines (but not limited to) for diagnosis, patient care, disease control and clinical research should follow good clinical laboratory practices: microbiology and infectious disease serology, hematology and blood banking, molecular biology and molecular pathology, clinical pathology, clinical biochemistry-routine and special (TDM, immunoassays), histopathology and cytopathology, histopathology and cytopathology.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and the rules made thereunder

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" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. 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 ten lakhs.

***The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022* (" *Advertisement Guidelines*")**

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines law down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organisation making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

The Public Liability Insurance Act, 1991 ("PLI Act") and Public Liability Insurance Rules, 1991 ("PLI Rules")

The primary objective of the PLI Act is to provide public liability insurance for the purpose of providing immediate relief to the persons affected by an accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PLI Act imposes a duty on the owner to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. Hazardous substances have to be taken the meaning as provided under the Environment Protection Act, 1986, and the list has been further enumerated by the government by way of a notification. The penalty for contravention of the provisions of the PLI Act includes imprisonment or fine or both. Further, the PLI Rules mandate that the owner contributes towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

Fiscal Regulations

Foreign Exchange Management Act, 1999 (the "FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA. Pursuant to FEMA, the GoI and the RBI have promulgated various regulations, rules, circulars and press notes in connection with various aspects of foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("**FEMA Rules**") to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("FDI") under the "automatic route" within the specified sectoral caps. Under the current Consolidated FDI Policy, foreign direct investment in companies engaged in the pharmaceutical sector is permitted up to 100% of the paid-up share capital in greenfield projects and up to 74% of the paid-up share capital in brownfield projects under the automatic route, subject to compliance with certain prescribed pricing guidelines and reporting requirements. Investment in brownfield projects beyond 74% is permissible through government approval route. Foreign investment in brownfield pharmaceuticals, irrespective of entry route, is further subject to the following conditions: (i) the production level of NLEM drugs and/ or consumables and their supply to the domestic market

at the time of induction of FDI, being maintained over the next five years at an absolute quantitative level; (ii) research and development expenses being maintained in value terms for five years at an absolute quantitative level at the time of induction of FDI; (iii) the administrative ministry must be provided complete information pertaining to the transfer of technology, if any, along with induction of FDI into the investee company; and (iv) the Department of Pharmaceuticals, Ministry of Health and Family Welfare, Government of India or any other regulatory agency or department as notified by Central Government from time to time, will monitor the compliance of conditionalities. Further, non-compete clause in any agreement between the foreign investor and the investee in a brownfield pharmaceutical entity is not allowed except in special circumstances with the Government approval.

Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2023 ("Foreign Trade Policy")

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer- exporter Code Number ("**IEC**") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions.

The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license.

The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes.

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 law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), relevant state's Goods and Services Act, 2017 (SGST), Union Territory Goods and Services Act, 2017 (UTGST), Integrated Goods and Services Act, 2017 (IGST), 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 this 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 has also passed an amendment 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.

Environmental Laws

Environment (Protection) Act, 1986 ("EPA") and the Environment Protection Rules, 1986 ("EP Rules")

The EPA provides for the protection and improvement of the environment. The EPA empowers the Central Government to take all such measures as it deems necessary or expedient for the purpose of protecting and improving the quality of the environment and preventing, controlling and abating environmental pollution. The EPA prohibits any person carrying on any industry, operation or process from discharging, emitting or permitting to be discharged or emitted any environmental pollutant in excess of prescribed standards. Further, it requires persons handling hazardous substances to do so in accordance with such procedure, and in compliance with such safeguards, as may be prescribed.

The EP Rules prescribe the standards for emission or discharge of environmental pollutants from industries, operations or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of the wholesomeness of water, and envisions the establishment of a central pollution control board and state pollution control boards for this purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the prior consent of the concerned state pollution control board. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act to, inter alia, decriminalize certain offences, increased penalties for violationof the provisions of the Water Act in the range of ₹ 10,000 to ₹ 1,500,000.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. The Air Act requires any person establishing or operating any industrial plant in an air pollution control area to obtain previous consent from the concerned state pollution control board. Further, it prohibits any person operating any industrial plant in an air pollution control area from causing or permitting to be discharged the emission of any air pollutant in excess of prescribed standards.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules pertain to the management, import, export, treatment, storage and disposal of hazardous and other wastes. The Hazardous Wastes Rules impose on occupiers the responsibility to manage hazardous and other wastes in a safe and environmentally sound manner. Authorisation must be obtained from the concerned state pollution control board by occupiers of any facility undertaking activities including the handling, generation, collection, storage, transport, use, transfer or disposal of hazardous and other wastes.

Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")

The Noise Pollution Rules were enacted to regulate and control noise producing and generating sources with the objective of maintaining of ambient air quality standards in respect of noise. Pursuant to the Noise Pollution Rules, different areas / zones shall be classified into industrial, commercial, residential or silence areas/zones, with each area having a permitted ambient air quality standard in respect of noise. The Noise Pollution Rules provide for penalties in case the noise levels in any area / zone exceed the permitted standards.

Bio-Medical Waste Management Rules, 2016 (the "BMW Rules")

The BMW Rules have been made under the EP Act and is applicable to all persons who generate, collect, receive, store, transport, treat, dispose or handle bio-medical waste in any form. The BMW Rules mandate every occupier of an institution generating bio-medical waste to take all necessary steps to ensure that such waste is handled without any adverse effect to human health and environment and inter alia to make a provision within the premises for a safe, ventilated and secured location for storage of segregated bio-medical waste, pre-treat laboratory waste and provide training to workers involved in handling bio-medical waste. The BMW Rules further require every occupier or operator handling bio-medical waste to apply to the prescribed authority for grant of authorization and submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, receipt, storage, transportation, treatment, disposal, or any form of handling of biomedical waste in accordance with the BMW Rules and the guidelines issued thereunder. Section 15 of the EP Act provides that whoever fails to comply with or contravenes any of the provisions of this Act, or the rules made or orders or directions issued thereunder, would be punishable with fine or imprisonment or both.

The Plastic Waste Management Rules, 2016 (the "Plastic Rules")

The Plastic Rules give thrust on plastic waste minimisation, source segregation, recycling, involving waste pickers, recyclers and waste processors in collection of plastic waste fraction either from households or any other source of its generation or intermediate material recovery facility and adopt polluter's pay principle for the sustainability of the waste management system.

The manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and multi-layered packaging, shall be, inter alia, subject to the following conditions like: carry bags and plastic packaging shall either be in natural shade which is without any added pigments or made using only those pigments and colourants which are in conformity with Indian Standard: IS 9833:1981, sachets using plastic material shall not be used for storing, packing or selling gutkha, tobacco and pan masala, etc.

The E-waste Management Rules, 2016 (the "E-waste Rules")

E-waste means electrical and electronic equipment, whole or in part discarded as waste by the consumer or bulk consumer as well as rejects from manufacturing, refurbishment and repair processes. The E- waste Rules provide for different responsibilities of the manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment listed in Schedule I of the E-waste Rules. The State Government is also responsible for earmarking or allocation of industrial space or shed for e-waste dismantling and recycling in the existing and upcoming industrial park, estate and industrial clusters.

The Chemical Accidents (Emergency Planning, Preparedness, and Response) Rules, 1996 (the "Chemical Accident Rules")

The Chemical Accidents Rules formulated pursuant to the provisions of the EP Act, seek to manage the occurrence of chemical accidents, by inter alia, setting up a central crisis group and a crisis alert system. The functions of the central crisis group inter alia include, (i) conducting post-accident analysis of major chemical accidents; (ii) rendering infrastructural help in the event of a chemical accident; and (iii) review district off site emergency plans.

Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("MSIHC Rules")

The MSIHC Rules regulate the usage and manufacture of, and dealings in, hazardous chemicals. Any occupier in control of an industrial activity involving the specified hazardous substance is required to identify major accident hazards, and take adequate steps to prevent such accidents and limit their consequences to persons and the environment, and provide persons working on site with training and equipment to ensure their safety. Further, occupiers are required to prepare safety reports on the industrial activities specified under the MSIHC Rules and submit such reports to the concerned authorities prior to undertaking such industrial activities. The MSIHC Rules additionally require that any person importing hazardous chemicals into India is required to provide information including the quantity of chemical being imported and product safety information to the concerned authorities prior to such import.

Labour Related Legislations

The Factories Act, 1948, as amended (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 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. 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.

In addition, the employment of workers, depending on the nature of the activity, is currently regulated by a wide variety of generally applicable labour legislations, including the Industrial Disputes Act, 1947, the Contract Labour (Regulation and Abolition) Act, 1970, Industrial Employment (Standing Orders) Act, 1946, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employee's Compensation Act, 1923, the Trade Unions Act, 1926, the Payment of Bonus Act, 1965, the Equal Remuneration Act, 1976, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Child Labour (Protection Regulation) Act, 1986, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Apprentices Act, 1961.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- Code on Wages, 2019, 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 proposes to subsume various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

Certain portions of the Code on Wages, 2019, 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.

The Gujarat Shops and Establishment Act, 2019

The Gujarat Shops and Establishment Act, 2019 is based on the legislation of the Model Shops and Establishments Act, 2016. The applicability of the Act been reduced to establishments employing 10 or more workers and shops/establishments engaging less than 10 workers must provide an online intimation. The Act also outlines various requirements, such as enhancing overtime pay for workers, opening and closing hours of establishments, increasing charges for penalties in cases of non-compliance, facilitating provisions for the welfare of women, leaves and holidays.

Intellectual Property Laws

Trade Marks 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 trade mark 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 trade mark shall be for a period of ten years, but may be renewed from time to time as prescribed under the Trade Marks Act. The Trade Marks Act also prescribes penalties for the falsification or false application of trade marks.

Patents Act, 1970 ("Patents Act")

The Patents Act entitles persons claiming to be the true and first investor 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.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, including the Income Tax Act, 1961, the Income Tax Rules, 1962, and the relevant goods and services tax legislations, the Competition Act, 2002, the Consumer Protection Act, 2019, the Information Technology Act, 2000, foreign exchange and investment laws, foreign trade laws, and other applicable statutes promulgated by the relevant Central and State Governments.

The Sales Promotion Employees (Conditions of Service) Act, 1976 (the "Sales Promotion Act")

The Sales Promotion Act regulates certain conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides, inter alia, conditions of appointment and leave of sales promotion employees and maintenance of registers and other documents of such employees.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as "Senores Pharmaceuticals Private Limited" a private limited company under the Companies Act, 2013 through certificate of incorporation dated December 26, 2017, issued by the Registrar of Companies, Central Registration Centre.

The name of the Company was thereafter changed to "Senores Pharmaceuticals Limited" upon conversion to a public limited company pursuant to a Board resolution dated August 1, 2023, a special resolution passed in the extraordinary general meeting of the Shareholders held on August 24, 2023 and the approval of the central government dated September 4, 2023, and consequently a fresh certificate of incorporation dated September 4, 2023, was issued by the RoC to reflect the change in name.

Changes in Registered Office

The following table sets forth the details of the change in registered office of the Company since its date of incorporation:

Date of Board resolution	Details of change in address of our registered office	Reason for change
July 30, 2020	Change in the registered office of the Company from 1006, Tenth Floor, Shop Atlantis, Prahaladnagar Road, Satellite, Ahmedabad, Gujarat - 380015, India to Seventh FL. 711, Venus Atlanis, Nr. Reliance Pump, Prahalad Nagar road, Anand Nagar Road, Satellite, Ahmedabad, Gujarat – 380015, India.	Administrative and economic convenience
April 21, 2021	Change in registered office of the Company from Seventh FL. 711, Venus Atlanis, Nr. Reliance Pump, Prahalad Nagar road, Anand Nagar Road, Satellite, Ahmedabad, Gujarat – 380015, India to 1101 to 1103, 11th floor, South Tower, One 42 Opp. Jayantilal Park, Ambali Bopal Road, Ahmedabad, Gujarat-380054, India.	Administrative and economic convenience

The Registered and Corporate Office of our Company is currently situated at 1101 to 1103, 11th floor, South Tower, One 42 Opp. Jayantilal Park, Ambali Bopal Road, Ahmedabad, Gujarat-380054, India.

Main Objects of our Company

The main objects of our Company contained in its Memorandum of Association are as disclosed below:

1. To carry on business as manufacturers, processors, importers, exporters, traders, buyers, sellers, manufacturers, contractors and loan licence manufacturers, jobworkers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, consultants, liasioners, jobbers, brokers, concessionaires or otherwise deal in all kinds, specification, strengths of pharmaceuticals in all its branches, tonics, vitamins, bulk drugs, vaccines, nutraceuticals, active pharmaceuticals ingredients, intermediates, medical gases, diagnostic agents, surgical & non surgical articles, A.P.I., drugs intermediates, medical, pharmaceutical chemicals, preparations and compound drugs and formulations, solvents, catalyst and ayurvedic, homeopathic, herbal, unani, siddha, bio-chemic health care products;

The objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association

The amendments to the Memorandum of Association of our Company in the 10 years immediately preceding the date of this Draft Red Herring Prospectus are as detailed below.

Date of Shareholders' Resolution/ Effective Date	Nature of Amendment
May 17, 2018	Clause V of the MoA was amended to reflect the increase in authorised capital from ₹ 100,000 divided into 10,000 Equity Shares of ₹ 10 each to ₹ 1,000,000 divided into 100,000 Equity Shares of ₹ 10 each.
February 4, 2019	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 1,000,000 divided into 100,000 Equity Shares of ₹ 10 each to ₹ 5,000,000 divided into 500,000 Equity Shares of ₹ 10 each.
May 26, 2020	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 5,000,000 divided into 500,000 Equity Shares of ₹ 10 each to ₹ 15,000,000 divided into 1,500,000 Equity Shares of ₹ 10 each.

Date of Shareholders' Resolution/ Effective Date	Nature of Amendment
November 2, 2020	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 15,000,000 divided into 1,500,000 Equity Shares of ₹ 10 each to ₹ 50,000,000 divided into 5,000,000 Equity Shares of ₹ 10 each.
September 11, 2021	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 50,000,000 divided into 5,000,000 Equity Shares of ₹ 10 each to ₹ 200,000,000 divided into 20,000,000 Equity Shares of ₹ 10 each.
June 30, 2023	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 200,000,000 divided into 20,000,000 Equity Shares of ₹ 10 each to ₹ 450,000,000 divided into 45,000,000 Equity Shares of ₹ 10 each.
August 24, 2023	Clause I of the MoA was amended to reflect the change in our Company's name from "Senores Pharmaceuticals Private Limited" to "Senores Pharmaceuticals Limited."
May 29, 2024	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 450,000,000 divided into 45,000,000 Equity Shares of ₹ 10 each to ₹ 500,000,000 divided into 45,000,000 Equity Shares of ₹ 10 each and 500,000 preference shares of ₹ 100 each.
May 27, 2024	Clause V of the MoA was amended to reflect the change in authorised capital from ₹ 500,000,000 divided into 45,000,000 Equity Shares of ₹ 10 each and 500,000 preference shares of ₹ 100 each to ₹ 590,000,000 divided into 54,000,000 Equity Shares of ₹ 10 each and 500,000 preference shares of ₹ 100 each.

Major events and milestones of our Company

The table below sets forth some of the major events in our history:

Calendar Year	Major events and milestones
2021	Incorporated a wholly owned subsidiary, Senores Pharmaceuticals Inc in the US.
2021	Entered into a new segment of API with acquisition of Ratnagene Lifescience Private Limited.
2022	Started the domestic business with a launch of the critical care injectables
2023	Acquired majority stake in Havix., making it a Subsidiary of our Company
2023	Consolidated our presence in emerging markets by acquiring shares in Ratnatris Pharmaceuticals Private Limited, making a Subsidiary of our Company.
2024	Launched first CMO product in the US with Jubilant Cadista

Key awards, accreditations, certifications and recognitions received by our Subsidiaries

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Subsidiaries:

Calendar Year	Award/Accreditation/Certification/Recognition
2022	Our Subsidiary, RPPL, obtained the ISO 9001:2015 certification in the "general" section
2022	Our Subsidiary, RPPL, obtained the ISO 9001:2015 certification in the "B-lactum" section
2023	Our Subsidiary, RPPL, received the WHO-GMP certificate from the FDA in the "manufacturer" category
2023	Our Subsidiary, RPPL, received the GLP certificate from the FDA
2024	The Atlanta Facility of our Subsidiary, Havix, was audited and approved by the USFDA

Other Details Regarding our Company

Significant financial and/or strategic partnerships

Our Company does not have any significant financial and strategic partners as of the date of this Draft Red Herring Prospectus.

Defaults or rescheduling of borrowings from financial institutions or banks

No payment defaults or rescheduling have occurred in relation to outstanding borrowings availed by our Company from any financial institutions or banks as on the date of this Draft Red Herring Prospectus.

Time and cost overruns

There have been no time and cost over-runs in respect of our business operations.

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 and capacity/facility creation to the extent applicable, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 188 and 372, respectively.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Joint Ventures and Associate Companies

As of the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years

Our Company has not made any divestments of any material business or undertaking, and has not undertaken any material mergers, amalgamation or revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus. Further, except as disclosed below, our Company has not made any material acquisitions in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Acquisition of equity shares of Ratnatris Pharmaceuticals Private Limited ("RPPL")

Pursuant to a share swap agreement dated November 2, 2023, entered into by our Company, and Remus Pharmaceuticals Limited, our Company acquired 1,868,090 fully paid-up equity shares of RPPL for a consideration of 3,261,744 fully paid-up equity shares of our Company. The value of the equity shares of RPPL was considered ₹ 110.00 per equity share and the value of the equity shares of our Company was considered ₹ 63.00 per equity share, determined on the basis of valuation reports.

By way of the deed of adherence dated December 12, 2023, our Company has also agreed to the terms of the share subscription-cum-shareholders agreement dated February 5, 2022, as an investor in RPPL. Thereafter, pursuant to the amendment agreement to the share subscription-cum-shareholders agreement dated December 13, 2023, our Company acquired 480,000 equity shares of RPPL from Ratnamani Marketing Private Limited, and 235,771 equity shares of RPPL from Jitendra Babulal Sanghvi for a consideration of 1,249,759 Equity Shares of our Company. The value of the equity shares of RPPL was considered ₹ 110.00 per equity share and the value of the equity shares of our Company was considered ₹ 63.00 per equity share, each determined on the basis of valuation reports.

Details of acquisition of equity shares in RPPL are as disclosed below:

Name of the acquirer	Our Company
Name of the acquiree	Ratnatris Pharmaceuticals Private Limited
Relationship of the Promoters or Directors with Remus Pharmaceuticals Limited, Ratnamani Marketing Private Limited & Jitendra Babulal Sanghvi	*Relationship with Remus Pharmaceuticals Limited:* Our Promoter and Managing Director, Swapnil Jatinbhai Shah and our Non-Executive, Non-Independent Director, Arpit Deepakkumar Shah are the promoters and directors on the board of Remus Pharmaceuticals Limited. *Relationship with Ratnamani Marketing Private Limited:* Jitendra Babulal Sanghvi, Non- Executive Non-Independent Director of our Company is a shareholder in Ratnamani Marketing Private Limited. *Relationship with Jitendra Babulal Sanghvi:* He is the Non-Executive, Non-Independent Director of our Company.
Summarised information about valuation	1. RPPL Share Swap Agreement – The value of the equity shares of RPPL was considered ₹ 110.00 per equity share and the value of the equity shares of our Company was considered ₹ 63.00 per equity share, determined on the basis of valuation reports. 2. Amended SSA – The value of the equity shares of RPPL was considered ₹ 110.00 per equity share and the value of the equity shares of our Company was considered ₹ 63.00 per equity share, determined on the basis of valuation reports.
Effective date of transaction	December 14, 2023

Acquisition of Havix Group, Inc. d/b/a Aavis Pharmaceuticals ("Havix")

Pursuant to a share swap agreement dated December 21, 2022, entered into by our Company, Ashokkumar Vijaysinh Barot, Dhananjay Barot, Renosen Pharmaceuticals Private Limited, and Havix, our Company acquired 33,000 fully paid-up equity shares of Havix from Ashokkumar Vijaysinh Barot for a consideration of 2,178,000 Equity Shares of our Company, 5,000 fully paid-up equity shares of Havix from Dhananjay Barot for a consideration of 330,000 Equity Shares of our Company and 9,000 fully paid-up equity shares of Havix from Renosen Pharmaceuticals Private Limited for a consideration of 594,000 Equity Shares of our Company. Pursuant to a share swap agreement dated April 14, 2023 entered into by our Company, Havix and Renosen Pharmaceuticals Private Limited, our Company acquired 21,961 fully paid-up equity shares of Havix from Renosen Pharmaceuticals Private Limited for a consideration of 1,449,426 Equity Shares of our Company. Pursuant to a second share swap agreement dated April 14, 2023 entered into by our Company, Havix, Aviraj Group LLC, and Aviraj Overseas LLC, our Company acquired 10,375 fully paid up equity shares of Havix from Aviraj Group LLC and 28,715 fully paid up equity capital of Havix from Aviraj Overseas LLC for a consideration of 2,579,940 Equity Shares of our Company.

Details of acquisition of equity shares in Havix are as disclosed below:

Name of the acquirer	Our Company
Name of the acquiree	Havix Group, Inc. d/b/a Aavis Pharmaceuticals
Relationship of the Promoters or Directors with Aviraj Group LLC and Aviraj Overseas LLC, Ashok Barot, Dhananjay Barot and Renosen Pharmaceuticals Private Limited	*Relationship with Aviraj Group LLC and Aviraj Overseas LLC:* Our Promoter and Non-Executive, Non-Independent Director, Ashokkumar Vijaysinh Barot is a member of Aviraj Group LLC & Aviraj Overseas LLC. *Relationship with Ashokkumar Vijaysinh Barot:* He is the Promoter and Non-Executive, Non-Independent Director of our Company. *Relationship with Dhananjay Barot:* Dhananjay Barot is the son of our Promoter and Non-Executive, Non-Independent Director, Ashokkumar Vijaysinh Barot. *Relationship with Renosen Pharmaceuticals Private Limited:* Our Promoter and Managing Director, Swapnil Jatinbhai Shah, is a director on the board of Renosen Pharmaceuticals Private Limited.
Summarised information about valuation	The value of the equity shares of Havix was considered USD 53.00 per equity share and the value of the equity shares of our Company was considered ₹ 63.00 per equity share, each determined on the basis of valuation reports.
Effective date of transaction	May 3, 2023

Acquisition of Ratnagene Lifescience Private Limited ("RLPL")

Name of the acquirer	Our Company
Name of the acquiree	Ratnagene Lifescience Private Limited
Relationship of the Promoters or Directors with Shantaben Babulal Sanghvi, Prakash Mishrimal Sanghvi, Jayanti Mishrimal Sanghvi, Swapnil Jatinbhai Shah, Sevantilal Shivlal Champaneri, Vinay Khandelwal, Shantilal Sanghvi and Rishabh Sanghvi	*Relationship with Shantaben Babulal Sanghvi:* Our Non-Executive, Non-Independent Director, Jitendra Babulal Sanghvi is the son of Shantaben Sanghvi. *Relationship with Prakash Mishrimal Sanghvi, Jayanti Mishrimal Sanghvi, Sevantilal Shivlal Champaneri, Vinay Khandelwal, Shantilal Sanghvi and Rishabh Sanghvi:* NIL *Relationship with Swapnil Jatinbhai Shah:* He is the Promoter and Manging Director of our Company.
Summarised information about valuation	Our Company subscribed to the equity shares of RLSPL by way of a rights issuance and pursuant to such allotment, our Company acquired 3,460,000 equity shares of ₹ 10 each pursuant to which we acquired 57.67% of the shareholding capital of RLSPL. Further, our Company acquired 34,00,000 equity shares from the existing shareholders of RLSPL by way of transfer at the value of ₹ 10 each.
Effective date of transaction	October 30, 2021*

** Our Company acquired complete stake in RLSPL by way of further share transfers.*

Acquisition of Mascot Industries

Name of the acquirer	Ratnagene Lifesciences Private Limited
Name of the acquiree	Mascot Industries
Relationship of the Promoters or Directors with Mascot Industries (*through its representatives, Jitendra Babulal Sanghvi and Rishabh Sanghvi*)	*Relationship with Jitendra Babulal Sanghvi:* He is the Non-Executive, Non-Independent Director of our Company. *Relationship with Mascot Industries and Rishabh Sanghvi:* Nil
Summarised information about valuation	The acquisition of Mascot Industries was by way of a slump sale agreement dated December 14, 2022 pursuant to which RLPL purchased the assets of Mascot Industries at a consideration of ₹ 100.00 million based on valuation reports obtained in relation to the value of land, building, plant and machinery of Mascot Industries.
Effective date of transaction	April 1, 2023

Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus, except as stated below, there are no agreements entered into by and between our Company and Shareholders of our Company or any inter-se Shareholders with regard to rights and obligations in connection with the securities of our Company:

Share Subscription-cum-Shareholders Agreement dated January 24, 2022, entered into among our Company, Swapnil Jatinbhai Shah, Anar Swapnil Shah, Pinkyben Jatinbhai Shah, Ashokkumar Vijaysinh Barot, Sangeeta Mukur Barot, (together, the "SSSA Promoters") Pankaj Chaudhari, Deval Rajnikant Shah, along with Prakash Sanghvi, and Manoj Prakash Sanghvi (together, the "Investors", and such agreement, the "SSSA") read with the amendment agreement dated July 3, 2024 entered into among our Company, the SSSA Promoters, Deval Rajnikant Shah and the Investors.

Pursuant to a Memorandum of Understanding dated September 7, 2021 the Investors agreed to subscribe to equity share capital of our Company through compulsory convertible debentures ("**CCD**").

Thereafter, our Company, the SSSA Promoters and the Investors entered into a Share Subscription-cum-Shareholders Agreement dated January 24, 2022 ("**SSSA**"), pursuant to which the Investors have been allotted 3,333,313 Equity Shares of the Company, by converting a part of the CCD - Series I, on November 30, 2021 and the remainder 313 CCD - Series I on August 19, 2023. The Investors have also agreed to further subscribe to additional equity shares in the Company through a series of CCDs.

The SSSA 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 maters in connection therewith. In accordance with the terms of the SSSA, (i) the Investors have a right to nominate two directors, subject to meeting the conditions under the SSSA. (ii) the Promoters have a right to nominate four directors, on the board of our Company ("**Promoter Director**"); and (iii) the quorum for a meeting of the board of our Company requires the presence of at least one Investor Director.

The SSSA also provides for certain rights and obligations, including right of first refusal, tag along rights, pre-emptive rights. Further, the Promoters and Investors are entitled to undertake transfers pursuant to the transfer restriction terms of the SSSA.

Further, in order to facilitate the proposed Offer process in accordance with applicable laws, the Parties entered into an amendment agreement dated July 3, 2024 (the "**SSSA Amendment Agreement**"), recording certain amendments and waivers with respect to certain special rights available to the Promoters and the Investors under the SSSA.

Pursuant to the SSSA Amendment Agreement, the right to appoint nominee directors on our Board and other special rights including affirmative voting rights available with the Promoters and the Investors shall stand automatically terminated without any further action from and by any of the parties on the date on which the updated draft red herring prospectus (to be filed with SEBI pursuant to receipt of its final observations on this Draft Red Herring Prospectus in accordance with Regulation 25(5) of the SEBI ICDR Regulations) is approved by our Board or a committee thereof.

Scheme of amalgamation between Ratnagene Lifescience Private Limited and Senores Pharmaceuticals Limited

Our Board of Directors passed a resolution dated March 8, 2024, approving the scheme of amalgamation under Section 233 and other applicable provisions of the Companies Act, 2013, (the "**Scheme of Amalgamation 2024**") between our Subsidiary Ratnagene Lifescience Private Limited (the "**Transferor**"), and our Company, (the "**Transferee**"). The Scheme of Amalgamation 2024 provided for the amalgamation of the Transferor with the Transferee. The appointed date for the Scheme of Amalgamation 2024 was January 1, 2024. The Scheme of Amalgamation 2024 was sanctioned by the Office of the Regional Director, North-Western Region, by its order dated June 20, 2024.

In terms of the Scheme of Amalgamation 2024, Transferor shall stand amalgamated with the Transferee such that by virtue of the amalgamation: (i) all the properties of the Transferor immediately before the amalgamation becomes the properties of the Transferee; (ii) all the liabilities of the Transferor immediately becomes the liabilities of the Transferee; (iii) shareholders holding not less than three – fourths in value of the shares in the Transferor, other than shares already held therein immediately before the amalgamation by, or by a nominee for the Transferor, become shareholders of the Transferee. Additionally, the Transferee has undertaken to have all legal and other proceedings involving the Transferor, pending or arising on or after, the January 1, 2024, transferred in the name of the Transferee.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee

There are no agreements entered into by our Promoters, Key Managerial Personnel or Directors 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.

We confirm there are no other inter-se agreements, arrangements and clauses or covenants which our Company is a party to, in relation to securities of our Company, which are material, adverse or pre-judicial to the interest of the minority/ public shareholders or which may have a bearing on the investment decision.

Other agreements

Except as disclosed above, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company, or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer.

We confirm that there are no other inter-se agreements between our Company, Shareholders, Promoters, shareholders' agreements or other agreements of a like nature, in relation to the securities of our Company, comprising material clauses / covenants that are required to be disclosed in this Draft Red Herring Prospectus or containing clauses / covenants that are adverse / prejudicial to the interest of public shareholders.

Other than as disclosed in "*Capital Structure – Build-up of Promoters' equity shareholding in our Company*" on page 102 and "*Capital Structure – Details of secondary transactions of Equity Shares*," on page 104, we have not entered into any agreements in relation to the primary and secondary transactions of securities.

Guarantees given by the Promoters participating in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale to third parties:

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Name of Promoter	Guarantee Provided for Company	Name of the Lender	Type of Facility	Sanction Amount as on 30.06.2024 (in ₹ Million)	Security	Reason	Consideration
Swapnil Jatinbhai Shah	Senores Pharmaceuticals Limited	HDFC Bank	Overdraft	40.00	-Corporate Guarantee of Ratnatris Pharmaceuticals Pvt. Ltd -Primary security of debtors, stock and fixed deposits. -Collaterally secured by Equitable Mortgage of (i) 100 % share of NA land admesuring about 35205 Sq. Mtr bearing amalgamated Revenue Survey No. 416 (old S. NO. 750/1 and 770) situated, laying & being at Mouje Village Indrad, Taluka KADI and Equitable Mortgage of Factory building thereon. (ii) Industrial Land Revenue Survey No. 818 belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.)	Personal guarantee in respect of term loan and working capital facilities availed by HDFC Bank	Nil
	Senores Pharmaceuticals Limited	HDFC Bank	SBLC Limit	644.50			
	Senores Pharmaceuticals Limited	HDFC Bank	Bank Guarantee	20.00			
	Senores Pharmaceuticals Limited (erstwhile Ratnagene Lifesciences Private Limited)	HDFC Bank	Bank Guarantee	12.50	Primary Security: Entire Book Debt Of The Company, Fd, P&m, Stock Of The Company Collateral Security -Corporate Gaurantees of i) Remus Pharmaceuticals Limited, Group Company ii) Senores Pharmaceuticals Limited ('Earlier Senores Pharmaceuticals Private Limited'), Holding Company iii) Ratnatris Pharmaceuticals Private Limited, Group Company -Plot No C-1/b-1304/4 & C-1/b-1304/3 Naroda Phase 4, Nr. Dishman Pharma, GIDC Naroda, Ahmedabad - 382330, Gujarat belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd.		
	Senores Pharmaceuticals Ltd. (erstwhile Ratnagene Lifesciences Private Limited)	HDFC Bank	Letter of Credit	60.00			
	Senores Pharmaceuticals Ltd. (erstwhile Ratnagene Lifesciences Private Limited)	HDFC Bank	Term Loan	75.00			
	Senores Pharmaceuticals Ltd. (erstwhile Ratnagene Lifesciences Private Limited)	HDFC Bank	Term Loan	225.00			

Name of Promoter	Guarantee Provided for Company	Name of the Lender	Type of Facility	Sanction Amount as on 30.06.2024 (in ₹ Million)	Security	Reason	Consideration
					which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.) . - Survey No. 1530, Old Survey No. 803, & Revenue Survey No 818 Mouje; Rajpur, Taluka - Kadi, Nr. Turakhia Dekor LLP, Kadi 382120, Gujarat belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.).		
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Bank Guarantee	20.00	- Primarily secured by hyothecation by way of first and exclusive charge in all present and furture stocks and book debts, and hypotecation by way of first and exclusive charge in all plant and machinery. Further, collaterally secured by Equitable Mortgage of 100 % share of NA land admeduring about 35205 Sq. Mtr bearing amalgamated Revenue Survey No. 416 (old S. NO. 750/1 and 770) situated, laying & being at Mouje Village Indrad, Taluka KADI and Equitable Mortgage of Factory building thereon belonging to Ratnatris Pharmaceuticals Pvt. Ltd. -Corporate Guarantee of Ratnamani Marketing Pvt. Ltd. and Remus Pharmaceuticasl Ltd.and Collateral Security of owners, FD as cash margin for BG/LC, LC for FBD and Drul, Stock for Exports, Exports Debtors / FBD DISC.		
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Letter of Credit	35.00			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Cash Credit	30.00			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Term Loan	25.70			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Term Loan	12.80			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Term Loan	45.00			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Term Loan	50.00			
	Ratnatris Pharmaceuticals Private Limited	HDFC Bank	Term Loan	120.00			

Name of Promoter	Guarantee Provided for Company	Name of the Lender	Type of Facility	Sanction Amount as on 30.06.2024 (in ₹ Million)	Security	Reason	Consideration
					- Secured against Hyphothecation of Plant & Machinery, Stock viz RM, WIP,FG, Packing Material, Book Debt, Bills, Money Deposits. Further, secured by hyphothecation of goods received under LC and receivable arising from sale proceeds thereof.		
Ashokkumar Vijaysinh Barot	Senores Pharmaceuticals Limited	HDFC Bank	Overdraft	40.00	-Corporate Guarantee of Ratnatris Pharmaceuticals Pvt. Ltd -Primary security of debtors, stock and fixed deposits. -Collaterally secured by Equitable Mortgage of (i) 100 % share of NA land admesuring about 35205 Sq. Mtr bearing amalgamated Revenue Survey No. 416 (old S. NO. 750/1 and 770) situated, laying & being at Mouje Village Indrad, Taluka KADI and Equitable Mortgage of Factory building thereon. (ii) Industrial Land Revenue Survey No. 818 belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.)	Personal guarantee in respect of term loan and working capital facilities availed by HDFC Bank	Nil
	Senores Pharmaceuticals Limited	HDFC Bank	Bank Guarantee	20.00			
	Senores Pharmaceuticals Limited	HDFC Bank	SBLC Limit	644.50			

The guarantees set out above have been issued as security in connection with the facilities availed by our Company and our Subsidiaries, as applicable. Pursuant to the terms of the guarantees, the obligations of our Promoter Selling Shareholders include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. Any default or failure by our Company or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholder. No consideration has been paid or is payable to our Promoter Selling Shareholders for providing these guarantees. The borrowings of our Company and Subsidiaries, as applicable, are typically secured by immovable property, movable fixed assets and current assets.

OUR SUBSIDIARIES

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has four Subsidiaries, the details of which are below.

Indian Subsidiaries

1. Ratnatris Pharmaceuticals Private Limited; and

Foreign Subsidiaries

1. Havix Group, Inc. d/b/a Aavis Pharmaceuticals; and
2. Senores Pharmaceuticals Inc.
3. 9488 Jackson Trail, LLC

Set out below are the details of our Subsidiaries.

Indian Subsidiaries

1. Ratnatris Pharmaceuticals Private Limited

Corporate Information

Ratnatris Pharmaceuticals Private Limited was originally incorporated as Intelligence Pharmaceuticals Private Limited a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 29, 2005, issued by the RoC. Thereafter, pursuant to a certificate of incorporation consequent upon change of name issued on March 23, 2010, the name was changed to Ratnamani Healthcare Private Limited. Pursuant to a certificate of incorporation dated April 12, 2022, the name of the subsidiary was changed to Ratnatris Pharmaceuticals Private Limited. Its CIN is U24230GJ2005PTC047394, and its registered office is situated at 1004-1006, 10th Floor, North Tower, ONE42, off Bopal Ambli Road, Opp. Ashok Vatika, Bodakdev, Ahmedabad, Ahmedabad, Gujarat, India, 380054.

Nature of business

The entity is engaged in the business of, *inter alia*, manufacturing, dealing and distributing bulk drug, liquid drugs, intermediates, as authorized under the objects clause of its memorandum of association.

Capital structure

Particulars	No. of equity shares of face value of ₹ 10 each
Authorised share capital of ₹ 45,000,000	4,500,000
Issued, subscribed and paid-up equity share capital of ₹ 37,447,260	3,744,726

Shareholding pattern

The shareholding pattern of Ratnatris Pharmaceuticals Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of equity shares (of ₹ 10 each) held	Percentage of total capital (%)
Ratnamani Marketing Private Limited	270,000	7.21
Jitendra Babulal Sanghvi	14,320	0.38
Jayanti Misrimal Sanghvi	162,000	4.33
Manoj Prakash Sanghvi	108,000	2.88
Dimple Manoj Sanghvi	108,000	2.88
Shanti Misrimal Sanghvi	54,000	1.44
Sashi Shantilal Sanghvi	54,000	1.44
Pavan Misrimal Sanghvi	108,000	2.88
Vimla Pavan Sanghvi	108,000	2.88
Kushal Champalal Bhansali	126,818	3.39
Adinath Medicare Pvt Ltd.	47,727	1.27

Name of the shareholder	No. of equity shares (of ₹ 10 each) held	Percentage of total capital (%)
Our Company	2,583,861	69.00
Total	**3,744,726**	**100.00**

Foreign Subsidiaries

1. Havix Group, Inc. d/b/a Aavis Pharmaceuticals

Corporate Information

Havix Group Inc. d/b/a Aavis Pharmaceuticals was incorporated under the laws of the State of Delaware on February 17, 2015. The registered office of the Subsidiary is 1201 Orange Street, Suite 600, Wilmington, County of New Castle, 19801 and the principal place of business is located at 9488 Jackson Trail Rd Ste A Hoschton, GA, 30548-2491 United States. The Subsidiary has its manufacturing facility located at 9488 Jackson Trail Rd Ste A Hoschton, GA, 30548-2491 United States.

Nature of business

Havix Group Inc. d/b/a Aavis Pharmaceuticals is authorised by its certification of incorporation to engage in any lawful activity for which corporations may be organized under the Delaware General Corporation Law. Havix Group Inc. d/b/a Aavis Pharmaceuticals is engaged in the business of developing, manufacturing and supplying of various finished formulations.

Capital structure

Authorized	Number Authorized
Common Stock, par value $0.01 per share	2,500,000
Preferred Stock, par value $0.01 per share	10,000

Shareholding pattern

The shareholding pattern of Havix Group Inc. d/b/a Aavis Pharmaceuticals as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	Issued and outstanding	Percentage of issued and outstanding (%)
Our Company	113,176.00	49.91%
Senores Pharmaceuticals Inc.	37,795.00	16.67%
Rakhi G. Desai	13,615.00	6.00%
Smeet Chaudhari	11,250.00	4.96%
Pankaj V. Chaudhari	9,422.00	4.15%
Maheshbhai Patel	9,375.00	4.13%
Espee Therapeutics LLP	8,334.00	3.68%
Parabdh Healthcare LLP	5,377.00	2.37%
Niraj Shah	5,377.00	2.37%
Riya Venture LLP	5,222.00	2.30%
Rajdeep Ventures LLP	4,740.00	2.09%
Ruchita S. Shah	1,208.00	0.53%
Shalin H. Shah	1,208.00	0.53%
Riya Caplease LLC	540.00	0.24%
Mannraag Enterprise LLP	135.00	0.06%
Total	**226,774.00**	**100.00**

2. Senores Pharmaceuticals Inc.

Corporate Information

Senores Pharmaceuticals, Inc. was incorporated under the laws of the State of Delaware on January 28, 2021. The registered office of the Subsidiary is 16192 Coastal Highway, in the city of Lewes, County of Sussex and the principal place of business is located at 2877, Pearl Ridge Trace, Buford, GA, 30519, United States.

Nature of business

Senores Pharmaceuticals, Inc. is authorised by its certification of incorporation to engage in any lawful activity for which corporations may be organized under the Delaware General Corporation Law. Senores Pharmaceuticals, Inc. is engaged in the business of development of finished formulations for regulated markets.

Capital structure

Particulars	Authorized shares
Common Stock par value $ 1.00 each	2,000,000

Shareholding pattern

The shareholding pattern of Senores Pharmaceuticals Inc. as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	Issued shares owned	Percentage of total shares(%)
Our Company	700,000	100%
Total	**700,000**	**100%**

3. **9488 Jackson Trail, LLC**

Corporate Information

9488 Jackson Trail, LLC has been duly incorporated on February 24, 2017 under the laws of State of Georgia. Its registered office is situated at 9488 Jackson Trail, Hoschton, GA 30548.

Nature of business

9488 Jackson Trail, LLC is engaged in the business of in any lawful activity, as authorized under its constitutional documents.

Capital structure

Since the entity is a limited liability company, there is no capital structure.

Shareholding pattern

As on the date of this Draft Red Herring Prospectus, there is only one member of 9488 Jackson Trail, LLC, namely Havix Group Inc. d/b/a Aavis Pharmaceuticals.

Common pursuits

Other than 9488 Jackson Trail, LLC, all our Subsidiaries have common pursuits with our Company since they operate in the pharmaceutical industry. However, all our Subsidiaries with common pursuits cater to different sets of geographies.

Other than 9488 Jackson Trail, LLC, all our Subsidiaries have directors common to our Company, which could lead to a potential conflict of interest.

Our Company ensures necessary procedure and practices as permitted by laws and regulatory guidelines to address any conflict situations as and when they arise. Our Company has not encountered any instances of conflict in the past.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries, which are not accounted for by our Company.

Business interest between our Company and our Subsidiaries

None of our Subsidiaries have any business interest in our Company other than as stated in *"Our Business"* and "*Restated Consolidated Financial Information - Related Party Transactions – Note 47*", on pages 188 and 347 respectively.

Other confirmations

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

OUR MANAGEMENT

Board of Directors

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 fifteen Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting.

As of the date of this Draft Red Herring Prospectus, our Board comprises of twelve Directors, of whom three are Executive Directors, five are Non-Executive, Non-Independent Directors and four are Non-Executive, Independent Directors (including one woman Non-Executive, Independent Director).

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

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Swapnil Jatinbhai Shah ***Nationality:*** Indian ***DIN:*** 05259821 ***Designation***: Managing Director ***Date of birth:*** July 1, 1985 ***Address:*** 41, Ashwa Villa Bunglows, Sindhu Bhavan Road Thaltej, Thaltej, Thaltej Daskroi, Ahmedabad – 380 059, Gujarat ***Occupation*****:** Business ***Current term:*** For a period of five years, with effect from October 15, 2021 ***Period of directorship***: Since October 15, 2021	39	***Indian Companies:*** • Remus Pharmaceuticals Limited • Renosen Pharmaceuticals Private Limited • Ratnatris Pharmaceuticals Private Limited • Relius Lifescience Private Limited ***Foreign Companies:*** • Havix Group, Inc. d/b/a Aavis Pharmaceuticals • Senores Pharmaceuticals Inc.
Sanjay Shaileshbhai Majmudar ***Nationality:*** Indian DIN: 00091305 Designation: Chairman and Non-Executive, Non-Independent Director Date of birth: March 21, 1963 Address: 24, Sumadhur Society, near Nehrunagar Society, S.M. Road, Ambawadi, Ahmedabad – 380 015, Gujarat, India Occupation: Business Current term: For a period of five years, with effect from February 10, 2024 Period of directorship: Since February 10, 2024	61	***Indian Companies:*** • AIA Engineering Limited • Ashima Limited • M & B Engineering Limited • Welcast Steels Limited ***Foreign Companies:*** • Vega Industries (Middle East) FZC
Hemanshu Nitinchandra Pandya ***Nationality:*** United States ***DIN:*** 10383995 ***Designation***: Non-Executive, Non-Independent Director ***Date of birth:*** October 12, 1971 ***Address:*** 4 Banyan Road, Skillman, NJ – 08550, United States	52	***Indian Companies:*** • NIL ***Foreign Companies:*** • Intrommune Therapeutics • Havix Group INC. d/b/a Aavis Pharmaceuticals

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Occupation**:** Professional ***Current term****:* For a period of five years, with effect from November 10, 2023 ***Period of directorship***: Since November 10, 2023		
Jitendra Babulal Sanghvi ***Nationality:*** Indian ***DIN****:* 00271995 ***Designation***: Non-Executive, Non-Independent Director ***Date of birth****:* August 23, 1979 ***Address:*** 4, the Raj Co Op. Housing Society, B/H, Bank of India, Usmanpura, Ahmedabad City, Ahmedabad, Naranpura, Vistar, Gujarat, 380013 ***Occupation*****:** Business ***Current term****:* Liable to retire by rotation ***Period of directorship***: Since November 23, 2021	44	***Indian Companies:*** • Ratnatris Pharmaceuticals Private Limited ***Foreign Companies:*** • NIL
Chetan Bipinchandra Shah ***Nationality:*** Indian ***DIN****:* 10381971 ***Designation***: Whole-Time Director and Chief Operating Officer ***Date of birth****:* April 20, 1966 ***Address:*** 8 Vidhyanagar Society-2, Nr. Mehta Sweet Mart, Usmanpura, Ashram Road, Ahmedabad – 380 014, Gujarat, India ***Occupation*****:** Service ***Current term****:* For a period of three years, with effect from November 10, 2023 ***Period of directorship***: Since November 10, 2023	58	***Indian Companies:*** • Nil ***Foreign Companies:*** • NIL
Deval Rajnikant Shah ***Nationality:*** Indian ***DIN****:* 00332722 ***Designation***: Whole-Time Director and Chief Financial Officer ***Date of birth****:* September 6, 1963 ***Address:*** B-1302, Aaryan Opulence, Nr. Jayantilal Park BRTS, Ambli Road, Ambli, Ahmedabad – 380 058, Gujarat, India ***Occupation*****:** Service ***Current term****:* For a period of three years, with effect from May 1, 2024 ***Period of directorship***: Since January 1, 2020	60	***Indian Companies:*** • Nil ***Foreign Companies:*** • Nil

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Ashokkumar Vijaysinh Barot ***Nationality:*** Indian ***DIN:*** 01192300 ***Designation***: Non-Executive, Non-Independent Director ***Date of birth:*** September 4, 1966 ***Address:*** Aviraj, Sahara Township, Radhanpur Road, Dediyasan, Mahesana -2, Mahesana, Mahesana I E – 384 002, Gujarat ***Occupation*:** Business ***Current term:*** Liable to retire by rotation ***Period of directorship***: Since May 15, 2018	57	***Indian Companies:*** • Di- Cal Pharma Private Limited • Tierra Fertilizer Private Limited • Aviraj Charitable Foundation ***Foreign Companies:*** • Havix Group, Inc. d/b/a Aavis Pharmaceuticals • Senores Pharmaceuticals Inc.
Arpit Deepakkumar Shah ***Nationality:*** Indian ***DIN:*** 07214641 ***Designation***: Non-Executive, Non-Independent Director ***Date of birth:*** September 11, 1987 ***Address:*** 12/A Aditya Bunglows, Drive-in Road, Opp Sal Hospital, Thaltej, Ahmedabad – 380 054, Gujarat India ***Occupation*:** Business ***Current term:*** For a period of five years, with effect from November 10, 2023 ***Period of directorship***: Since November 10, 2023	36	***Indian Companies:*** • Remus Pharmaceuticals Limited • Relius Lifesciences Private Limited • Ratnatris Pharmaceuticals Private Limited ***Foreign Companies:*** • NIL
Naresh Bansilal Shah ***Nationality:*** Indian ***DIN:*** 10384306 ***Designation***: Non-Executive, Independent Director ***Date of birth:*** March 18, 1947 ***Address:*** 407/406, Raheja Classique, Building No-4, New Link Road, Oshiwara, Behind Infinity Mall, Andheri West, Mumbai, Mumbai, Maharashtra – 400 053 ***Occupation*:** Business ***Current term:*** For a period of five years, with effect from January 30, 2024 ***Period of directorship***: Since January 30, 2024	77	***Indian Companies:*** • NIL ***Foreign Companies:*** • Havix Group INC. d/b/a Aavis Pharmaceuticals • Senores Pharmaceuticals Inc.
Manjula Devi Shroff ***Nationality:*** Indian ***DIN:*** 00297159 ***Designation***: Non-Executive, Independent Director	60	***Indian Companies:*** • Eimco Elecon (India) Limited • E-Infochips Institute of Training Research and Academics • Allen Enterprises Private Limited

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Date of birth**:* February 27, 1964 ***Address: 10 Rushil Bunglows New Jay Ambe Park Society, Bodakdev, Ahmedabad City, Ahmedabad Gujarat – 380 054 ***Occupation*****:** Business ***Current term**:* For a period of five years, with effect from January 30, 2024 ***Period of directorship***: Since January 30, 2024		• Kahini Edtech Private Limited • Altus Learning Private Limited • Schools Welfare Federation ***Foreign Companies:*** • NIL
Kalpit Rajesh Gandhi ***Nationality:*** Indian ***DIN**:* 02843308 ***Designation***: Non-Executive, Independent Director ***Date of birth**:* February 3, 1985 ***Address:*** 17/A/2, Santosha Park BH Hira Rupa Hall, Ambali Bopal Road, Ahmedabad – 380 058, Gujarat, India ***Occupation*****:** Business ***Current term**:* For a period of five years, with effect from January 30, 2024 ***Period of directorship***: Since January 30, 2024	39	***Indian Companies:*** • Vadilal Industries Limited • Vadilal Delight Limited • Vadilal International Private Limited • Vadilal Marketing Private Limited • Ratnatris Pharmaceuticals Private Limited ***Foreign Companies:*** • NIL
Udayan Dileep Choksi ***Nationality:*** Indian ***DIN**:* 02222020 ***Designation***: Non-Executive, Independent Director ***Date of birth**:* January 14, 1976 ***Address:*** E-7, Sea Face Park, 50, B Desai Road, Breach Candy Hospital, Breach Candy, Cumballa Hill, Mumbai – 400026, Maharashtra, India ***Occupation*****:** Professional ***Current term**:* For a period of five years, with effect from March 8, 2024 ***Period of directorship***: Since March 8, 2024	48	***Indian Companies:*** • Apcotex Industries Limited • Bhavnagar Port Infrastructure Private Limited • M&B Engineering Limited • Universal Trustees Private Limited • Ratnatris Pharmaceuticals Private Limited ***Foreign Companies:*** • NIL

Brief Profiles of our Directors

Swapnil Jatinbhai Shah is the Promoter and Managing Director of our Company. He has over 15 years of experience in the pharmaceutical sector. He was previously involved in business operations in a Delaware based pharmaceutical company. He is currently leading our Company's overall functioning and is a part of the core management team. He is also responsible for product portfolio management, corporate strategy, business development and overall strategic management of our Company. He holds a master's degree in business administration from Hofstra University, New York and a bachelor's degree in chemical engineering from Nirma University. He is also the promoter and chairman of Remus Pharmaceuticals Limited, a company listed on the emerge platform of National Stock Exchange of India Limited. He was previously associated as a strategist at Planet Payment Inc. (*now acquired by Fintrx, Inc., a fintech company listed on the NASDAQ*). He is a convenor of the pharma panel in the Confederation of Indian Industry (CII), Gujarat State Council.

Sanjay Shaileshbhai Majmudar is the Chairman and Non-Executive, Non-Independent Director of our Company. He holds a bachelor's degree in commerce from Navgujarat Commerce College, Gujarat University and a bachelor's degree in law from

L.A. Shah Law College, Gujarat University. He is a fellow member of the Institute of Chartered Accountants of India. He is a partner at Parikh & Majumdar, Chartered Accountants since December 12, 1988 and the proprietor of Sanjay Majumdar & Associates since May 2, 1985. He has over 39 years of experience. He currently serves as a director on the board of AIA Engineering Limited and serves as the chairperson of its audit committee. He serves on the board of Ashima Limited and is a member of its audit committee of Ashima Limited. He is also a director on the board of M & B Engineering Limited and Welcast Steels Limited.

Hemanshu Nitinchandra Pandya is a Non-Executive, Non-Independent Director of our Company. He holds a bachelor's degree in arts from Rutger's College, State University of New Jersey, USA. He has over four years of experience in the pharmaceuticals industry. He was previously associated with Cyrilmed LLC as a consultant and is currently associated with Havix Group Inc. d/b/a Aavis Pharmaceuticals as a director and chief business officer.

Jitendra Babulal Sanghvi is a Non-Executive, Non-Independent Director of our Company. He holds a bachelor's degree in commerce from Gujarat University. He has been conferred with the 'Young Pharma Entrepreneur of the Year' award in 2013. He has over 15 years of experience in the pharmaceutical industry. He has been associated with Ratnatris Pharmaceuticals Private Limited (*earlier known as Intelligence Pharmaceuticals Private Limited*) as a director since August 11, 2009.

Chetan Bipinchandra Shah is the Whole-Time Director and Chief Operating Officer of our Company. He has over 24 years of experience in the pharmaceutical industry and was previously associated with pharmaceutical companies such as Torrent Pharmaceuticals Limited and Cadila Pharmaceuticals Limited. He was also associated with Reliance Retail Limited, Reliance Fresh Limited, and Reliance Corporate IT Park Limited. He holds a bachelor's degree in industrial engineering from Lukhdhirji Engineering College, Saurashtra University and a post graduate diploma in industrial engineering from the National Institute of Industrial Engineering. He also holds a diploma in human resources development and a diploma in labour laws from the Indian Council for Labour Management. He is currently responsible for the overall operations of our Company. He is a part of the core management team of our Company and is responsible for management information system and manufacturing processes, supply chain, strategy planning, risk management, policy enforcement and capital expenditure planning.

Deval Rajnikant Shah is the Whole-Time Director and Chief Financial Officer of our Company. He was the founder and a partner of M/s. Shah Narielwala & Co., Chartered Accountants, Chartered Accountants. He has more than 40 years of experience in chartered accountancy, engineering and pharmaceuticals. He was previously associated with SAI Consulting Engineers Private Limited as the chief financial officer. He holds a bachelor's degree in commerce from Navgujarat Commerce College, Gujarat University and a bachelor's degree in law from L.A. Shah Law College, Gujarat University. He is a fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Company Secretaries of India. He heads the overall finance, accounts and taxation functions of our Company. In addition to being part of the core management team, he is responsible for formulating financial strategies and financial planning, risk management and finalizing corporate strategy for mergers and acquisitions within the group.

Ashokkumar Vijaysinh Barot is the Promoter and Non-Executive, Non-Independent Director of our Company. He holds a bachelor's degree in microbiology from Sardar Patel University. He is a registered pharmacist with the state pharmacy council of Gujarat and a diploma in pharmacy from Sardar Patel University. He has over 21 years of experience in the pharmaceutical industry. He has been a non-executive director on the board of Di-Cal Pharma Private Limited since November 6, 2008.

Arpit Deepakkumar Shah is a Non-Executive, Non-Independent Director of our Company. He holds a bachelor's degree in information technology from C.U. Shah College of Engineering & Technology, Wadhwan, Saurashtra University. He has over 10 years of experience. He was previously associated with Case-Mate Inc. as a Sales Operations and Purchase Manager. He is also the promoter and managing director of Remus Pharmaceuticals Limited, a company listed on the Emerge platform of National Stock Exchange of India Limited.

Naresh Bansilal Shah is a Non-Executive, Independent Director of our Company. He holds a bachelor's degree in science from M.G. Science College, Gujarat University. He has over 17 years of experience in the pharmaceuticals industry. He was previously associated with Cadila Healthcare Limited and Ranbaxy Laboratories Limited and is currently the chief operating officer at Inventia Healthcare Limited.

Manjula Devi Shroff is a Non-Executive, Independent Director of our Company. She holds a master's degree in arts from (Political Science), Utkal University. She has completed the management education programme from Indian Institute of Management, Ahmedabad. She has over 15 years of experience. She is currently associated with Kevalam Foundation, Visamo Kids Foundation, and Altus Learning Private Limited.

Kalpit Rajesh Gandhi is a Non-Executive, Independent Director of our Company. He holds a bachelor's degree in science (business administration) from the Gordon S Marshall School of Business, University of Southern California. He holds a master's in business administration from the IESE Business School, University of Navarra. He has over 15 years of experience. He currently serves on the board of Vadilal Industries Limited as a director and the chief financial officer.

Udayan Dileep Choksi is a Non-Executive, Independent Director of our Company. He holds a degree in bachelors of science (with honours) in economics from the University of Warwick. He is a registered member with the bar council of Maharashtra and Goa since December 24, 2010. He is also admitted as an associate member of the Institute of Chartered Accountants of India and is a registered member of the Bar Council of Maharashtra and Goa. He has over 17 years of experience in the legal industry. He is currently a partner at Khaitan & Co.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such 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 his/her directorship in such company.

None of our Directors are related to each other.

Except as stated above and as disclosed in "*Our Management – Relationship among Key Managerial Personnel and/or Senior Management*", our Directors are not related to any of the Key Managerial Personnel and Senior Management of our Company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

Other than the statutory benefits available to the Executive Directors, none of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, Section 180(1)(a) and Section 180(1)(c) of the Companies Act, our Shareholders have pursuant to a special resolution passed at their meeting dated January 1, 2024, authorised our Board with the borrowing power, to borrow any sum or sums of money for the ordinary course of business of the company, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of paid up capital and free reserves (not set apart for any specific purpose), provided that, the total amount up to which moneys may be borrowed by the board of directors shall not exceed ₹ 5,000 million.

Terms of Appointment of the Managing Director and Whole-Time Directors of our Company

Swapnil Jatinbhai Shah

Pursuant to the resolutions passed by our Board dated May 1, 2024 and by our Shareholders dated May 25, 2024 respectively, Swapnil Jatinbhai Shah is entitled to a remuneration of ₹ 30.00 million per annum and other perquisites which include contribution towards provident fund, superannuation fund or annuity fund, gratuity, leave encashment, car along with a driver, reimbursement for fuel expenses, reimbursement for travelling lodging and boarding other statutory retirement benefits with effect from April 1, 2024.

Deval Rajnikant Shah

Pursuant to the resolutions passed by our Board dated May 1, 2024 and by our Shareholders dated May 25, 2024 respectively, Deval Rajnikant Shah is entitled to a remuneration of ₹ 11.00 million per annum and other perquisites which include contribution towards gratuity, leave encashment, employee stock options, car along with a driver, reimbursement for fuel expenses, reimbursement for travelling lodging and boarding and other statutory retirement benefits with effect from April 1, 2024.

Chetan Bipinchandra Shah

Pursuant to the resolutions passed by our Board dated November 10, 2023 and by our Shareholders dated May 25, 2024 respectively, Chetan Bipinchandra Shah is entitled to a remuneration of ₹ 12.00 million per annum and other perquisites which include contribution towards provident fund, superannuation fund or annuity fund, gratuity, leave encashment, car along with a driver, reimbursement for fuel expenses, reimbursement for travelling, lodging and boarding and other statutory retirement

benefits with effect from November 10, 2023. Chetan Bipinchandra Shah may be entitled to a performance linked bonus up to ₹ 3.00 million.

Our Company has paid the following remuneration to our Managing Director and our Whole-Time Directors in Fiscal 2024:

S. No.	Name of Director	Total remuneration (in ₹ million)
1.	Swapnil Jatinbhai Shah	8.91
2.	Deval Rajnikant Shah	5.61
3.	Chetan Bipinchandra Shah	4.32

Terms of appointment of our Non-Executive Directors

Our Non-Executive Directors may be entitled to receive sitting fees, as determined by our Board from time to time, for attending meeting of our Board and committees of the Board thereof.

Pursuant to a Board resolution dated April 9, 2024, the Non-Executive Directors are entitled to receive sitting fees of ₹ 20,000 per meeting for attending meetings of the Board and ₹ 10,000 per meeting for attending meetings of the Committees of the Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

Our Non-Executive Directors did not receive any remuneration in Fiscal 2024.

Remuneration paid or payable to our Directors by Subsidiaries

Except as stated below, none of our directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries for the Fiscal Year 2024:

S. No.	Name of Director	Name of Subsidiary	Total remuneration (in ₹ million)[*]
1.	Jitendra Babulal Sanghvi	Ratnatris Pharmaceuticals Private Limited	1.43
2.	Arpit Deepakkumar Shah	Ratnatris Pharmaceuticals Private Limited	0.72
3.	Jitendra Babulal Sanghvi	Ratnagene Lifescience Private Limited (*now merged with our Company*)	0.20
4.	Ashokkumar Vijaysinh Barot	Havix Group, Inc. d/b/a Aavis Pharmaceuticals	3.78
5.	Hemanshu Nitinchandra Pandya	Havix Group, Inc. d/b/a Aavis Pharmaceuticals	3.02
6.	Deval Rajnikanth Shah	Ratnatris Pharmaceuticals Private Limited	0.45[#]

[*] *Salary/remuneration considered from the date on which these entities became subsidiaries of our Company till the end of the Fiscal 2024.*
[#] *Remuneration paid in as consultancy fees.*

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed in "*Capital Structure - Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and members of our Promoter Group*" on page 108, none of our Directors hold any Equity Shares in our Company.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Interest of Directors

All our Non-Executive Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees, the reimbursement of expenses payable to them, and commission as approved by our Board from time to time.

All Directors may be deemed to be interested to the extent of reimbursement of expenses payable to them, if any and the remuneration payable to such Directors as decided by the Board from time to time. Our Executive Directors are interested to the extent of remuneration, payable to them for services rendered as an officer or employee of our Company or our Subsidiaries. Our Independent Directors are interested to the extent of the sitting fees. Further, certain of our Directors are also on the board of some of our Subsidiaries and our Non-Executive, Independent Directors, namely, (i) Kalpit Rajesh Gandhi and Udayan Dileep Choksi are directors on the board of Ratnatris, and (ii) Naresh Bansilal Shah is on the board of SPI and Havix, which

are our Material Subsidiaries and accordingly may be deemed to be interested to the extent of the sitting fees, commission and remuneration payable to them by such Subsidiaries.

Certain of our Directors, namely, Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot, have also provided unsecured loans to our Subsidiaries. For further details in relation to such loans, please see "*Risk Factors - Our Company and our Subsidiaries have availed certain unsecured borrowings which are repayable on demand. Any such demand may adversely affect our business, cash flows, financial condition and results of operations"* on page 55.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares.

Except as disclosed in under "*Restated Consolidated Financial Information - Note 47 - Related Party Transactions*" on page 347, none of our Directors are deemed to be interested in any contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

Interest of Directors in the promotion or formation of our Company

Except Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot, who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, "*Our Promoter and Promoter Group*" on page 259.

Interest in land and property

Our Directors do not have any interest in any property acquired or proposed to be acquired of or by our Company.

Our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Business interest

Except in the ordinary course of business and as disclosed in "*Restated Consolidated Financial Information - Related Party Transactions – Note 47*" on page 347, our Directors do not have any other business interest in our Company.

Loans to Directors

Our Directors have not availed any loans from our Company.

Changes to our Board in the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/resignation/ regularisation)	Reason
Udayan Dileep Choksi	*Date of appointment:* March 8, 2024	*Designation at the time of appointment:* Additional Non-Executive, Independent Director	Appointment[(1)]
Deval Rajnikant Shah	*Date of redesignation:* May 1, 2024	*Designation at the time of redesignation:* Whole-Time Director	Redesignation as and Whole-Time Director [(2)]
Sanjay Shaileshbhai Majmudar	*Date of appointment:* February 10, 2024	*Designation at the time of appointment:* Additional Director	Appointment[(3)]
Manjula Devi Shroff	*Date of appointment:* January 30, 2024	*Designation at the time of appointment:* Additional Director	Appointment[(4)]
Kalpit Rajesh Gandhi	*Date of appointment:* January 30, 2024	*Designation at the time of appointment:* Additional Director	Appointment[(5)]
Naresh Bansilal Shah	*Date of appointment:* January 30, 2024	*Designation at the time of appointment:* Additional Director	Appointment[(6)]
Chetan Bipinchandra Shah	*Date of appointment:* November 10, 2023	*Designation at the time of appointment:* Additional Director	Appointment[(7)]

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/resignation/ regularisation)	Reason
Hemanshu Nitinchandra Pandya	*Date of appointment:* November 10, 2023	*Designation at the time of appointment:* Additional Director	Appointment[8]
Arpit Deepakkumar Shah	*Date of appointment:* November 10, 2023	*Designation at the time of appointment:* Additional Director	Appointment[9]
Manoj Prakash Sanghvi	*Date of cessation:* November 3, 2023	*Designation at the time of cessation:* Non-Executive, Non-Independent Director	Resignation due to personal reasons
Anar Swapnil Shah	*Date of cessation:* November 3, 2023	*Designation at the time of cessation:* Executive Director	Resignation due to personal reasons
Sangeeta Mukur Barot	*Date of cessation:* November 3, 2023	*Designation at the time of cessation:* Non-Executive, Non-Independent Director	Resignation due to personal reasons
Jitendra Babulal Sanghvi	*Date of appointment:* November 23, 2021	*Designation at the time of appointment:* Non-Executive, Non-Independent Director	Appointment
Manoj Prakash Sanghvi	*Date of appointment:* November 23, 2021	*Designation at the time of appointment:* Non-Executive, Non-Independent Director	Appointment
Swapnil Jatinbhai Shah	*Date of appointment:* October 15, 2021	*Designation at the time of appointment:* Executive Director	Appointment[10]
Anar Swapnil Shah	*Date of appointment:* October 15, 2021	*Designation at the time of appointment:* Executive Director	Appointment[11]
Anar Swapnil Shah	*Date of cessation:* October 11, 2021	*Designation at the time of cessation:* Director	Resignation due to personal reasons
Swapnil Jatinbhai Shah	*Date of cessation:* October 11, 2021	*Designation at the time of cessation:* Director	Resignation due to personal reasons

[1] *Regularization as a Non-Executive, Independent Director by way of a shareholders resolution dated May 25, 2024*
[2] *Regularization as a Whole-Time Director by way of a shareholders resolution dated May 25, 2024*
[3] *Regularization as a Non-Executive, Non-Independent Director by way of a shareholders resolution dated February 19, 2024*
[4] *Regularization as a Non-Executive, Independent Director by way of a shareholders resolution dated February 19, 2024*
[5] *Regularization as a Non-Executive, Independent Director by way of a shareholders resolution dated February 19, 2024*
[6] *Regularization as a Non-Executive, Independent Director by way of a shareholders resolution dated February 19, 2024*
[7] *Regularization as a Whole-Time Director and Chief Operating Officer by way of a shareholders resolution dated May 25, 2024*
[8] *Regularization as a Non-Executive, Non-Independent Director by way of a shareholders resolution dated May 25, 2024*
[9] *Regularization as a Non-Executive, Non-Independent Director by way of a shareholders resolution dated February 19, 2024*
[10] *Regularization as a Managing Director by way of a shareholders resolution dated November 23, 2021*
[11] *Regularization as an Executive Director by way of a shareholders resolution dated November 23, 2021*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof and formulation and adoption of policies. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) Corporate Social Responsibility Committee; and

(e) Risk Management Committee.

Audit Committee

The Audit Committee was constituted by the meeting of our Board held on April 9, 2024. The Audit Committee is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The members of the Audit Committee are:

Name of the Director	Position in the Committee	Designation
Kalpit Rajesh Gandhi	Chairperson	Non-Executive, Independent Director
Udayan Dileep Choksi	Member	Non-Executive, Independent Director
Naresh Bansilal Shah	Member	Non-Executive, Independent Director
Swapnil Jatinbhai Shah	Member	Managing Director

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference: The terms of reference of the Audit Committee shall include the following:

The Audit Committee shall have powers, including the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of the Company;

3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. To approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by the Company;

6. Formulating a policy on related party transactions, which shall include materiality of related party transactions

7. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

    b. Changes, if any, in accounting policies and practices and reasons for the same;

    c. Major accounting entries involving estimates based on the exercise of judgment by management;

    d. Significant adjustments made in the financial statements arising out of audit findings;

    e. Compliance with listing and other legal requirements relating to financial statements;

    f. Disclosure of any related party transactions; and

    g. Modified opinion(s) in the draft audit report.

8. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

9. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

10. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed

    Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013*;

11. Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

12. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;

13. Scrutinising of inter-corporate loans and investments;

14. Valuation of undertakings or assets of the Company, wherever it is necessary;

15. Evaluating of internal financial controls and risk management systems;

16. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

17. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

18. 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;

19. Discussing with internal auditors on any significant findings and follow up thereon;

20. 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;

21. Discussing 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;

22. Looking 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;

23. Reviewing the functioning of the whistle blower mechanism;

24. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

25. Monitoring the end use of funds raised through public offers and related matters;

26. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

27. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority;

28. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law;

29. Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

30. Formulating a policy on related party transactions, which shall include materiality of related party transactions;

31. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

32. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The powers of the Audit Committee shall include the following:

1. to investigate any activity within its terms of reference;

2. to seek information from any employee;

3. to obtain outside legal or other professional advice;

4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and

5. such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Management letters / letters of internal control weaknesses issued by the statutory auditors;

3. Internal audit reports relating to internal control weaknesses;

4. The appointment, removal and terms of remuneration of the chief internal auditor; and

5. Statement of deviations in terms of the SEBI Listing Regulations:

    a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;

    b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.;

6. Review the financial statements, in particular, the investments made by any unlisted subsidiary;

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by the meeting of our Board held on April 9, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The members of the Nomination and Remuneration Committee are:

Name of the Director	Position in the Committee	Designation
Udayan Dileep Choksi	Chairperson	Non-Executive, Independent Director
Kalpit Rajesh Gandhi	Member	Non-Executive, Independent Director
Sanjay Shaileshbhai Majmudar	Member	Non-Executive, Non-Independent Director

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

    The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

    a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

    b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. 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 Nomination and Remuneration Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates

3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's 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;

6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

8. Analysing, monitoring and reviewing various human resource and compensation matters;

9. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

10. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

11. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

12. Administering monitoring and formulating detailed terms and conditions the employee stock options scheme/ plan approved by the board and the members of the company in accordance with the terms of such scheme/ plan ("ESOP Scheme"), if any.

13. Construing and interpreting the ESOP Schemes and any agreements defining the rights and obligations of the company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Schemes.

14. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

15. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by the meeting of our Board held on April 9, 2024. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The members of the Stakeholders' Relationship Committee are:

Name of the Director	Position in the Committee	Designation
Sanjay Shaileshbhai Majmudar	Chairperson	Non-Executive, Non-Independent Director
Kalpit Rajesh Gandhi	Member	Non-Executive, Independent Director
Manjula Devi Shroff	Member	Non-Executive, Independent Director
Swapnil Jatinbhai Shah	Member	Managing Director

The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

6. 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;

7. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

8. To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

10. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

11. Ensure proper and timely attendance and redressal of investor queries and grievances;

12. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

13. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by the meeting of the Board held on June 12, 2024. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act.

The members of the Corporate Social Responsibility Committee are:

Name of the Director	Position in the Committee	Designation
Manjula Devi Shroff	Chairperson	Non-Executive, Independent Director
Swapnil Jatinbhai Shah	Member	Managing Director
Ashokkumar Vijaysinh Barot	Member	Non-Executive, Non-Independent Director

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. 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;

2. formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects.

3. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. 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 or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy;

7. To monitor the CSR Policy and its implementation by the Company from time to time;

8. To perform such other functions or responsibilities 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, 2013, as amended and the rules framed thereunder.

Risk Management Committee

The Risk Management Committee was constituted by the meeting of our Board held on April 9, 2024. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations.

The members of the Risk Management Committee are:

Name of the Director	Position in the Committee	Designation
Chetan Bipinchandra Shah	Chairperson	Whole-Time Director and Chief Operating Officer
Swapnil Jatinbhai Shah	Member	Managing Director
Sanjay Shaileshbhai Majmudar	Member	Non-Executive, Non-Independent Director
Udayan Dileep Choksi	Member	Non-Executive, Independent Director

The terms of reference of the Risk Management Committee include the following:

(1) To formulate a detailed risk management policy which shall include:

   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

   b. Measures for risk mitigation including systems and processes for internal control of identified risks.

   c. Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

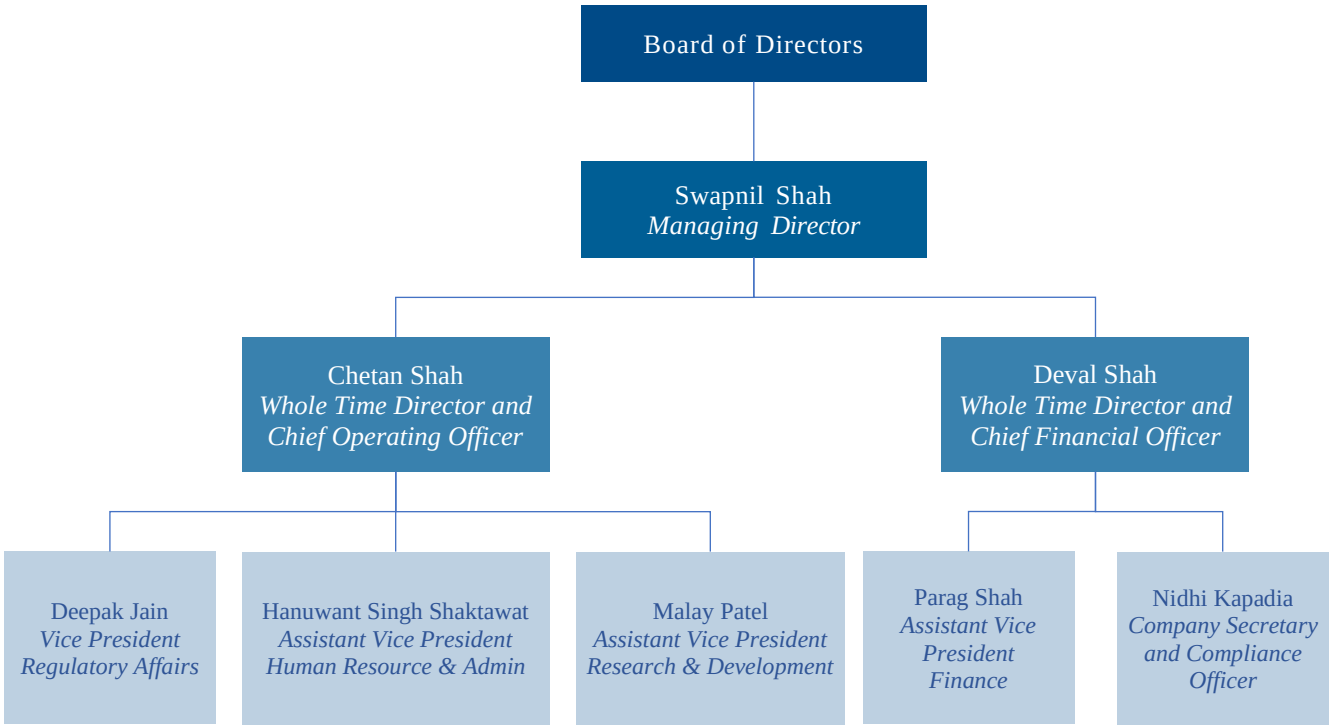
(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

Management organization chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Swapnil Jatinbhai Shah, Chetan Bipinchandra Shah and Deval Rajnikant Shah, whose details have been provided under the paragraph '*Our Management – Brief profile of our Directors'* on page 243, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Nidhi Dilipbhai Kapadia is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company from August 1, 2023. She holds a bachelor's degree in law (special) from Gujarat University and a bachelor's in commerce from Gujarat University. She is also registered with the Institute of Company Secretaries of India. She has over one year of experience in the secretarial practice. Prior to joining our Company, she was working with Ashwin A. Shah, Practising Company Secretary as an assistant company secretary. For Fiscal 2024, she was paid an aggregate compensation of ₹ 0.17 million.

Senior Management

Except Deval Rajnikant Shah, Whole-Time Director and Chief Financial Officer and Nidhi Dilipbhai Kapadia, Company Secretary and Compliance Officer who are also our Key Managerial Personnel and whose details are mentioned above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are as set forth below:

1. Hanuwant Singh Shaktawat, Assistant Vice President – Human Resources and Admin;

2. Parag Shah, Assistant Vice President – Finance;

3. Malay Patel, Assistant Vice President – Research and Development;

4. Deepak Jain, Vice President – Regulatory Affairs;

Hanuwant Singh Shaktawat is the Assistant Vice President – Human Resources and Admin of our Company. He has been associated with our Company since September 28, 2023. He holds a bachelor's degree in science from Mohanlal Sukhadia University, Udaipur and a master's of arts degree in social work from Rajasthan Vidyapeeth (deemed to be) University, Udaipur. He also holds a masters of business administration with specialization in human resource management from the Academy for International Management and Engineering Studies. He has over 20 years of experience in the manufacturing industry and the pharmaceuticals industry. Prior to joining our Company, he was associated with Gujarat Ambuja Exports Limited, Torrent Pharmaceuticals Limited, Cadila Pharmaceuticals Limited and Ratnamani Metals and Tubes Limited. For Fiscal 2024, he was paid an aggregate compensation of ₹ 1.92 million.

Parag Shah is the Assistant Vice President – Finance of our Company. He has been associated with our Company since August 1, 2022. He holds a bachelor's degree in commerce from Gujarat University. He is also an associate of the Institute of Chartered Accountants of India. He has over 13 years of experience in the banking industry and the pharmaceuticals industry. Prior to joining our Company, he was associated with HDFC Bank Limited and ICICI Bank Limited. For Fiscal 2024, he was paid an aggregate compensation of ₹ 6.80 million.

Malay Patel is the Assistant Vice President – Research and Development of our Company. He has been associated with our Company since March 1, 2024. He holds a bachelor's degree in pharmacy and a master's degree in pharmacy (pharmaceutical chemistry) from Rajiv Gandhi University of Health Sciences. He also holds a diploma in pharmaceutical packaging management from the Institute of Pharmaceutical Education and Research and a diploma in business management from the ICFAI University, Dehradun. He has over 16 years of experience in the pharmaceuticals industry. Prior to joining our Company, he was associated with FTF Pharma Private Limited, Macleods Pharmaceuticals Limited, Elite Pharma Private Limited, Cadila Pharmaceuticals Limited, Astron Research Limited and Intas Pharmaceuticals Limited. For Fiscal 2024, he was paid an aggregate compensation of ₹ 0.30 million.

Deepak Jain is the Vice President – Regulatory Affairs of our Company. He has been associated with our Company since April 26, 2019. He holds a bachelor's degree in pharmacy from Rajiv Gandhi Proudyogiki Vishwavidyalaya, Bhopal and a master's degree in pharmacy from SRM University. He has over 11 years of experience in the pharmaceuticals industry. Prior to joining our Company, he was associated with Cadila Healthcare Limited as a Deputy General Manager. For Fiscal 2024, he was paid an aggregate compensation of ₹ 6.84 million.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Relationship among Key Managerial Personnel and/or Senior Management

None of our Key Managerial Personnel or Senior Management are related to any of our Directors or other Key Managerial Personnel or Senior Management.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

There is no change in the Key Managerial Personnel and Senior Management of our Company since their respective appointments.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure - Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters and members of our Promoter Group*" on page 108, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters/ employment contracts and have not entered into any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management – Interest of Directors*" on page 246, Our Key Managerial Personnel (other than our Directors) and our Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, some of our Key Managerial Personnel and our Senior Management are interested to the extent of Equity Shares held by them, their relatives or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding.

Changes in the Key Managerial Personnel or Senior Management in last three years

Other than as disclosed in "*Our Management – Changes to our board in last three years*" on page 247, the changes in our Key Managerial Personnel and our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name	Date of appointment/ resignation	Designation (at the time of appointment/ resignation)	Reason
Hanuwant Singh Shaktawat	April 1, 2024	Assistant Vice President – Human Resources and Admin	Change in designation to Assistant Vice President – Human Resources and Admin
Malay Patel	March 1, 2024	Assistant Vice President – Research and Development	Appointment as Assistant Vice President – Research and Development
Nidhi Dilipbhai Kapadia	March 8, 2024	Company Secretary and Compliance Officer	Appointment as Company Secretary and Compliance Officer
Hanuwant Singh Shaktawat	September 28, 2023	General Manager – HR	Appointment as General Manager – HR
Nidhi Dilipbhai Kapadia	August 1, 2023	Company Secretary	Appointment as Company Secretary
Parag Shah	August 1, 2022	Assistant Vice President – Finance	Appointment as Assistant Vice President – Finance

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment.

Employee Stock Option

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

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters cumulatively hold 7,781,311 Equity Shares, representing 23.39% of the paid-up Equity Share capital of our Company. For details, see "*Capital Structure – Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares*" on page 102.

Details of our Promoters are as follows:

Swapnil Jatinbhai Shah

Swapnil Jatinbhai Shah, aged 39 years, is a Promoter, and is also the Managing Director of our Company. He is a resident of 41, Ashwa Villa Bunglows, Sindhu Bhavan Road Thaltej, Thaltej, Thaltej Daskroi, Ahmedabad – 380 059, Gujarat.

DIN: 05259821

Date of birth: July 1, 1985

Permanent account number: ATZPS7422E

For the complete profile of Swapnil Jatinbhai Shah, along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, see "*Our Management – Board of Directors*" on page 240.

Ashokkumar Vijaysinh Barot

Ashokkumar Vijaysinh Barot, aged 57 years, is a Promoter, and is also the Non-Executive, Non-Independent Director of our Company. He is a resident of Aviraj, Sahara Township, Radhanpur Road, Dediyasan, Mahesana -2, Mahesana I E – 384 002, Gujarat.

DIN: 01192300

Date of birth: September 4, 1966

Permanent account number: ABAPB7957N

For the complete profile of Ashokkumar Vijaysinh Barot, along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, see "*Our Management – Board of Directors*" on page 240.

Our Company confirms that the permanent account numbers, bank account numbers, Aadhaar card numbers, driving license numbers and passport numbers of Swapnil Jatinbhai Shah and Ashokkumar Vijaysinh Barot, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in the management and control of our Company

Swapnil Jatinbhai Shah is the original promoter of our Company. Ashokkumar Vijaysinh Barot is not an original promoter of our Company and has acquired control of our Company by way of acquisition of Equity Shares on January 17, 2018. There has been no change in control in our Company in the last five years preceding this Draft Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (i) to the extent that they have promoted our Company; (ii) to the extent of his direct and indirect shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; (iii) and other distributions in respect of the Equity Shares held by our Promoters; (iv) to the extent of his directorship in our Company and our Subsidiary; and (v) to the extent of his remuneration and employment benefits for being the directors in our Company and our Subsidiaries. For further details, see "*Capital Structure*" on page 96. Additionally, our Promoters may be interested in transactions entered into by our Company

with them, their relatives or other entities which are controlled by our Promoters. For further details, please see "*Our Management – Interest of Directors*" and "*Restated Consolidated Financial Information - Related Party Transactions – Note 47*" on pages 246 and 347 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company and no sum has been paid or agreed to be paid to our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise, for services rendered by such Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have an interest in any property acquired by our Company during the three preceding 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.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Restated Consolidated Financial Information - Related Party Transactions – Note 47*" and *"Our Management- Terms of Appointment"* on pages 347 and 245, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Common Pursuit

Certain members of our promoter group, namely, Espee Lifesciences Private Limited, Remus Pharmaceuticals Limited and Renosen Pharmaceuticals Private Limited are also engaged in the same line of business as our Company. For further details, please see "*Risk Factors – Some of our Directors and Promoters may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us. Further, certain of our Promoter Group, Subsidiaries and Group Companies are in the same line of business as us, which may result in a conflict of interest*" on page 49.

Companies or firms with which our Promoters have disassociated in the last three years

Except as stated below, Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Promoter	Name of the company/ firm disassociated from	Date of disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Swapnil Jatinbhai Shah	Ratnagene Lifescience Private Limited	June 20, 2024	Amalgamation of the Company
		Espee Global Holdings LLC	January 1, 2024	Sale of Stake
		Espee Pharma UK Limited	January 25, 2024	Sale of Stake
		Espee Pharma Canada Inc.	October 23, 2023	Sale of Stake
		Psyllium Labs LLC	October 23, 2023	Sale of Stake

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group, other than our Promoters, are as follows:

Swapnil Jatinbhai Shah

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Jatin Siddharthbhai Shah	Father
2.	Pinkyben Jatinbhai Shah	Mother
3.	Darshil Jatinbhai Shah	Brother
4.	Anar Swapnil Shah	Spouse
5.	Vihaan Swapnil Shah (Minor)	Son
6.	Suhana Swapnil Shah (Minor)	Daughter
7.	Hemant Ishwarlal Modi	Spouse's Father
8.	Sonal Hemant Modi	Spouse's Mother
9.	Ami Hemantbhai Modi	Spouse's Sister

Ashokkumar Vijaysinh Barot

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Rajendra Brahmbhatt	Brother
2.	Sangeeta Mukur Barot	Sister
3.	Bhavna Barot	Sister
4.	Parul Barot	Sister
5.	Dhananjay Ashokkumar Barot	Son
6.	Viraj Ashokkumar Barot	Daughter
7.	Hemagauri Ashokkumar Barot	Spouse
8.	Vasantiben V Brahmbhatt	Spouse's Mother
9.	Shailesh Brahmbhatt	Spouse's Brother
10.	Sonal H Rao	Spouse's Sister
11.	Nirmala Brahmbhatt	Spouse's Sister

Persons whose shareholding is aggregated under the heading "shareholding of the promoter group" as per regulation 2 (1)(pp)(v) of the SEBI ICDR Regulations:

1. Mukurdvaj Barot
2. Jitendra Babulal Sanghvi
3. Shantaben Babulal Sanghvi
4. Remus Pharmaceuticals Limited

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group of Ashokkumar Vijaysinh Barot, are as follows:

1. Aviraj Ventures LLP
2. Tierra Fertilizer Private Limited
3. Aviraj Charitable Foundation- Section 8 Company
4. Aone Investments Management LLC
5. APS International
6. Ashwamegh Minerals
7. Di Cal Pharma Private Limited
8. Espee Pharma UK Ltd
9. Espee Pharma Canada Inc.

10. Psyllium Labs LLC
11. Aviraj Overseas LLC
12. Aviraj Group LLC
13. Ashokkumar Vijaysinh Barot HUF

The entities forming part of our Promoter Group of Swapnil Jatinbhai Shah, are as follows:

1. Aelius Projects LLP
2. Espee Therapeutics LLP
3. Relius Lifesciences Private Limited
4. Remus Pharmaceuticals LLC
5. Suhana Ventures LLC
6. Renosen Pharmaceuticals Private Limited
7. Espee International Finechempharma Private Limited
8. Espee Lifesciences Private Limited
9. Healthy Life Nutraceuticals LLP
10. Gliesse Pharmaceuticals Private Limited
11. Espee Drugs & Finechem Co.
12. Salvino Biosciences Private Limited
13. Esdee Enterprise
14. Modi Hemantbhai Ishwarlal HUF
15. Jatin Siddharthabhai Shah HUF
16. Swapnil J Shah HUF
17. Swapnil Shah Family Trust
18. SVAR Family Trust
19. SSAS Family Trust

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiaries with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

In respect of (ii) above, pursuant to the Materiality Policy a company has been identified as a group company if: (i) such company is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last fiscal year, in respect of which Restated Consolidated Financial Information are included in the Offer Documents, which cumulatively exceeds 10% of the total income of our Company for the last fiscal year derived from the Restated Consolidated Financial Information, and any other company as may be identified as material by the Board.

Accordingly, in terms of the Materiality Policy, our Board by way of its resolution dated July 11, 2024 has resolved that as on the date of this Draft Red Herring Prospectus, following are the Group Companies of our Company in terms of the SEBI ICDR Regulations:

1. Aviraj Charitable Foundation
2. Aviraj Overseas LLC
3. Aviraj Group LLC
4. Di-Cal Pharma Private Limited
5. Remus Pharmaceuticals Limited
6. Renosen Pharmaceuticals Private Limited
7. Espee Lifesciences Private Limited

Details of our Group Companies

1. Aviraj Charitable Foundation

   Corporate Information

   The registered office of Aviraj Charitable Foundation is situated at G-60, Square One, Nr. 52 Street Opp. Bansari Township, Panchot Mahesana Gujarat 384002.

2. Aviraj Overseas LLC

   Corporate Information

   The registered office of Aviraj Overseas LLC is situated at 9488, Jackson Trail Rd, Ste A Hoschton, GA, 30548-2491, United States.

3. Aviraj Group LLC

   Corporate Information

   The registered office of Aviraj Group LLC is situated at 3666 Andover Way, Buford, Georgia-30519 USA.

4. Di-Cal Pharma Private Limited

   Corporate Information

   The registered office of Di-Cal Pharma Private Limited is situated at Block No. 1139, OPP. G.E.B, Kadi Road Chhatral, Taluka - Kalol, Chhatral, Gujarat, India - 382729.

5. Remus Pharmaceuticals Limited

   Corporate Information

   The registered office of Remus Pharmaceuticals Limited is situated at 1101 to 1103, South Tower, One 42, B/H Ashok Vatika, Nr. Jayantilal Park BRTS, Ambli bopal Road, Ahmedabad, Gujarat, India, 380054.

6. Renosen Pharmaceuticals Private Limited

Corporate Information

The registered office of Renosen Pharmaceuticals Private Limited is situated at 1101 to 1103, South Tower, One 42, B/H Ashok Vatika Nr. Jayantilal Park BRTS, Ambli Bopal Road, Ahmedabad, Gujarat, India, 380054.

7. Espee Lifesciences Private Limited

Corporate Information

The registered office of Espee Life Science Private Limited is situated at Tenth Fl. 1006, Shop, Atlantis, Nr. Reliance Pump, Prahalad Nagar Road, Anand Nagar Road, Ahmedabad, Gujarat, India - 380015.

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our top 5 Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements and management certified accounts for the preceding three years shall be hosted on the following websites:

S. No.	Top five Group Companies	Website
1.	Remus Pharmaceuticals Limited	https://remuspharma.com/financials
2.	Espee Lifesciences Private Limited	https://senorespharma.com/financials
3.	Renosen Pharmaceuticals Private Limited	https://senorespharma.com/financials
4.	Aviraj Charitable Foundation	https://senorespharma.com/financials
5.	Aviraj Group LLC	https://senorespharma.com/financials

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given above does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs or the Selling Shareholders nor any of the Company's, BRLMs' or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Nature and extent of interests of our Group Companies

In the promotion of our Company

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion or formation 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 Companies are not interested in any property acquired by our Company in the three years preceding the date 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 Companies are not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc entered into by our Company.

Business interest of our Group Companies

Except as disclosed under "*Restated Consolidated Financial Information - Related Party Transactions – Note 47*" on page 347 and in the ordinary course of business, our Group Companies do not have any business interest in our Company. Further, Aviraj Group LLC, Aviraj Overseas LLC, Renosen Pharmaceuticals Private Limited and Remus Pharmaceuticals Limited may be deemed to be interested to the extent of their shareholding in our Company and benefits arising thereon. As on the date of this Draft Red Herring Prospectus, the shareholding of Aviraj Group LLC, Aviraj Overseas LLC, Renosen Pharmaceuticals Private Limited, and Remus Pharmaceuticals Limited in our Company, is as provided below.

Group Company	Equity Shares held in our Company	Percentage of our pre-Offer shareholding
Aviraj Group LLC	684,750	2.06%

Group Company	Equity Shares held in our Company	Percentage of our pre-Offer shareholding
Aviraj Overseas LLC	1,895,190	5.70%
Renosen Pharmaceuticals Private Limited	2,694,219	8.10%
Remus Pharmaceuticals Limited	3,261,744	9.81%

Related business transactions

Except as disclosed in "*Restated Consolidated Financial Information – Note 47 - Related party disclosures*" on page 347, there are no other related business transactions with our Group Companies which are significant to the financial performance of our Company.

Common pursuits

Other than Renosen Pharmaceuticals Private Limited, Remus Pharmaceuticals Limited and Espee Lifesciences Private Limited, whose objects clause are identical to our Company, there are no common pursuits between any Group Companies and our Company or our Subsidiaries as on the date of this Draft Red Herring Prospectus. Remus Pharmaceuticals Limited and Renosen Pharmaceuticals Private Limited have common directors as our Company, which could lead to a potential conflict of interest. Our Company and our Subsidiaries will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

Other confirmations

Other than Remus Pharmaceuticals Limited, whose shares are listed on the Emerge platform of National Stock Exchange of India Limited, our Group Companies do not have any securities listed on any stock exchange.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Companies are not party to any pending litigation which have a material impact on our Company.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on June 12, 2024.

The quantum of dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, such as (i) the inadequacy of profits or our Company has incurred losses; (ii) our Company undertakes or proposes to undertake any significant business, expansion, investment or acquisitions; (iii) significant working capital requirement affecting free cash flow; (iv) our Company proposes to utilise surplus cash for buy-back of securities or setting off of the previous year losses or losses of its Subsidiaries; or (v) the declaration of dividend is prohibited by any regulatory body. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

For more information on restrictive covenants under our loan agreements, see "*Financial Indebtedness*" beginning on page 370.

No dividend has been declared or paid by our Company during the last three Fiscals preceding the date of this Draft Red Herring Prospectus nor since April 1, 2024 until the date of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid in the future. For more details, see "*Risk Factors – Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows"* on page 66.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors
Senores Pharmaceuticals Limited
(Previously known as Senores Pharmaceuticals Private Limited)
1101 to 1103, 11th Floor,
South Tower, ONE 42 Opp. Jayantilal Park,
Ambali Bopal Road,
Ahmedabad – 380 054.
Gujarat.

Dear Sirs,

1. We Pankaj R Shah & Associates, Chartered Accountants ("we", or "us") have examined the attached Restated Consolidated Financial Information of Senores Pharmaceuticals Limited *(Previously known as Senores Pharmaceuticals Private Limited)* ("Company") and its subsidiaries (collectively referred to as 'the Group') which comprise of the Restated Ind AS Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 , the Restated Ind AS Consolidated Statement of Profit and Loss (including Other Comprehensive Income, as applicable) and the Restated Ind AS Consolidated Statement of Cash Flows for each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Ind AS Consolidated Statement of Changes in Equity for each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of significant accounting policies, (collectively, the 'Restated Consolidated Financial Information'), as approved by the Board of Directors of the Company at their meeting held on July 11th, 2024 for the purpose of inclusion in the Offer Documents draft red herring prospectus ("**DRHP**") prepared by the Company in connection with its proposed initial public offer of equity shares of face value of Rs. 10 each ("Offer") and is prepared in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the 'Act')

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'ICDR Regulations'); and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI') (the 'Guidance Note').

2. The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Company ('Management') for the purpose set out in paragraph 13 below. The Management's Responsibility includes designing, implementing and maintenance of adequate internal financial controls Relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and Guidance Note.

The respective Board of Directors of the companies included in the Group are responsible for designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The respective Board of Directors of the companies are also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

a. The terms of reference and terms of our engagement agreed upon with you vide our engagement letter dated 02-04-2024 requesting us to carry out work on such Restated Consolidated Information, proposed to be included in the DRHP of the Company in connection with the proposed Offer of the Company;
b. The Guidance Note also requires that we comply with the ethical requirements of code of ethics issued by the Institute of Chartered Accountants of India (ICAI);
c. Concepts of test checks & materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
d. The requirement of Section 26 of the Act & the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibility in relation to your compliance with the Act, the ICDR Regulations & the Guidance Note in connection with the Offer.

4. These Restated Consolidated Financial Information have been compiled by the Management from:

a. Special Purpose Consolidated Financial Statement for the year ended March 31,2022 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on July 11th, 2024;
b. Special Purpose Consolidated Financial Statement for the year ended March 31, 2023 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on July 11th, 2024.
c. Audited Consolidated Financial Statements of the Group as at and for the financial year ended March 31, 2024 prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on July 11th, 2024.

5. For the purpose of our examination, we have relied on the audit reports issued on the following as mentioned below:

a. Audit report on Special Purpose Consolidated Financial Statement issued by us for the year ended March 31,2022 of the Group and approved by the Board of Directors at their meeting held on July 11th, 2024;
b. Audit report on Special Purpose Consolidated Financial Statement issued by us for the year ended March 31, 2023 of the Group and approved by the Board of Directors at their meeting held on July 11th, 2024

c. Audit report on Audited Consolidated Financial Statements of the Group as at and for the financial year ended March 31, 2024 by us and approved by the Board of Directors at their meeting held on July 11th, 2024.

d. Audit report on Audited Consolidated Financial Statements of the Group as at and for the financial year ended and March 31, 2023 and March 31, 2022 as issued by M/s. Parikh and Majmudar, Chartered Accountants and approved by the Board of Directors at their meeting held on 12th September, 2023 and 30th September, 2022 respectively.

6. We did not audit the financial statement of foreign subsidiary, Senores Pharmaceuticals INC and financial statements of foreign subsidiary Havix Group Inc. which includes the figures of its wholly-owned subsidiary named 9488 Jackson Trail LLC., (step down subsidiary of Senores Pharmaceuticals Limited) and whose share of total assets, total revenues, net cash inflows / (outflows) included in the consolidated financial statements, for the years ended March 31 2022, March 31 2023 and March 31 2024 is tabulated below, which both have been audited by other auditors, namely Smart Accountants LLC, 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. The details of the foreign subsidiaries are as under:

Amt in Rs. Millions

Name of Company	**F.Y.**	**Particulars**		
		Assets	**Revenue**	**Net Cash Inflow/(outflow)**
Havix Group INC (wef from date of acquisition i.e. 3rd May 2023)	2023-24	2185.39	1150.95	9.00
Senores Pharmaceuticals INC	2023-24	1858.01	491.65	14.54
	2022-23	846.94	264.94	0.08
	2021-22	300.84	8.87	15.57

7. In Ratnatris Pharmaceuticals Private Limited, financials of year 2023-24 is considered for consolidation as acquisition took place on 14th December 2023, whose share of profit/loss included in the Restated Consolidated Financial Information, for the relevant period which has been furnished to us by the Company's management and our opinion on the Restated Consolidated Financial Information, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the financial information furnished by management and audited by the statutory auditors as under:-

Statutory Auditor details:

Company/Year	2021-22	2022-23	2023-24
Ratnatris Pharmaceuticals Private Limited	Not Applicable*	Not Applicable*	Rajesh J Shah & Associates
Senores Pharmaceuticals Limited	Parikh and Majmudar Chartered Accountants	Parikh and Majmudar Chartered Accountants	Pankaj R. Shah & Associates
Ratnagene Lifescience Private Limited (now merged with Senores Pharmaceuticals Ltd)	Parikh and Majmudar Chartered Accountants	Parikh and Majmudar Chartered Accountants	Not Applicable**
*Only financials of year 2023-24 is considered for consolidation as acquisition took place on 14th December 2023 ** Ratnagene Lifescience Pvt Ltd merged with Senores Pharmaceuticals Ltd wef from appointed date 1st January, 2024.			

In our opinion and according to the information and explanations given to us by the Management, this financial information as mentioned above is not material to the Group. Our opinion is not modified in respect of this matter.

8. Based on the above and according to the information and explanations given to for the respective years, we report that the Restated Consolidated Financial Information:

a. Have been prepared after incorporating adjustments for the material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, 2023 and 2022 to reflect the same accounting treatment and grouping / classifications followed as at and for the financial year ended March 31, 2024;
b. does not contain any qualifications in the auditor's reports on the Special Purpose Consolidated Financial Statement for the year ended March 31, 2023 and March 31,2022 and Audited Consolidated Financial Statements of the Group as at and for the financial year ended March 31, 2024, and;
c. Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. We have not audited any financial statements of the Group as of any date or for any period subsequent to March 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to March 31, 2024.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited financial statements as mentioned in the paragraph 4 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Management and for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the relevant Stock Exchanges, in connection with the Offer. 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.

For, Pankaj R. Shah & Associates
Chartered Accountants
FRNo: 107361W

_____
Nilesh Shah
Partner
Membership No: 107414
UDIN: 24107414BJZXFH1259
Date: 11th July, 2024
Place: Ahmedabad

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263
Annexure - I Restated Consolidated Statement of Assets and Liabilities

(in ₹ Millions)

	Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A	**ASSETS**				
1	**Non-current assets**				
(a)	Property, Plant and Equipment	**5.1**	1,522.02	55.10	53.23
(b)	Capital work-in-progress	**5.2**	177.68	80.55	3.46
(c)	Goodwill	**5.3**	382.09	-	-
(d)	Other Intangible assets	**5.4**	358.78	200.38	11.26
(e)	Intangible Assets under Development	**5.5**	793.15	264.05	77.16
(f)	Right of Use Assets	**5.6**	91.35	16.99	4.47
(g)	Financial Assets				
	Investments	**6**	0.07	164.54	154.05
	Loans	**7**	-	0.98	10.36
	Other Financial Assets	**8**	204.57	5.22	2.50
(h)	Deferred Tax Assets (net)	**9**	149.59	-	4.51
(i)	Other Non-Current Assets	**10**	30.43	9.35	-
			3,709.73	**797.16**	**321.00**
2	**Current assets**				
(a)	Inventories	**11**	373.74	31.24	29.83
(b)	Financial Assets				
	Investments		-	-	-
	Trade receivables	**12**	1,120.06	221.07	196.31
	Cash and cash equivalents	**13**	76.47	1.00	20.20
	Bank Balance other than above	**14**	54.08	-	11.95
	Loans	**15**	3.34	-	-
	Other Financial Assets	**16**	661.56	168.17	-
(c)	Current Tax Assets (Net)				
(d)	Other current assets	**17**	219.85	91.89	12.23
			2,509.10	**513.37**	**270.52**
	TOTAL ASSETS		**6,218.83**	**1,310.53**	**591.52**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
(a)	Share capital	**18**	305.05	98.15	87.42
(b)	Other Equity	**19**	1,737.63	356.84	278.48
	Equity Attributable to Equity Holders of the Parent		**2,042.68**	**454.99**	**365.90**
	Non-Controlling Interests		**274.42**	**-**	**-**
	Total Equity		**2,317.10**	**454.99**	**365.90**
	Liabilties				
	Non-current liabilities				
(a)	Financial Liabilities				
	Borrowings	**20**	1,336.56	297.32	122.16
	Lease Liabilities	**21**	77.78	15.83	4.07
(b)	Provisions	**22**	12.38	2.60	0.54
(c)	Deferred tax liabilities (net)		-	20.96	-
(d)	Other Non-Current Liabilities		-	-	-
			1,426.72	**336.71**	**126.77**

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263
Annexure - I Restated Consolidated Statement of Assets and Liabilities

(in ₹ Millions)

	Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
2	**Current liabilities**				
(a)	Financial Liabilities				
	Borrowings	**23**	1,147.28	310.31	19.91
	Lease Liabilities	**24**	14.81	2.48	1.41
	Trade payables	**25**			
	(A) Total Outstanding dues of Micro Enterprises and Small Enterprises		210.94	2.86	0.45
	(B) Total Outstanding dues of creditors other than Micro Enterprises and small Enterprise		919.17	132.96	70.91
	Other Financial Liabilities	**26**	46.02	44.69	2.77
(b)	Other current liabilities	**27**	51.89	8.85	2.05
(c)	Provisions	**28**	13.84	0.83	0.07
(d)	Current Tax Liabilities (Net)	**29**	71.06	15.85	1.28
			2,475.01	**518.83**	**98.85**
	TOTAL EQUITY AND LIABILITIES		**6,218.83**	**1,310.53**	**591.52**

The accompanying annexures are integral part of these consolidated financial statements **1 - 63**

As per our report of even date attached
For, Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

CA Nilesh Shah
Partner
Mem. No. - 107414
UDIN: 24107414BJZXFH1259

Place: Ahmedabad
Date: 11th July, 2024

For and on behalf of Board of Directors of

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Swapnil Shah
Managing Director
DIN: 05259821

Deval Shah
Whole Time Director &
Chief Financial Officer
DIN: 00332722

Nidhi Kapadia
Company Secretary
Mem. No. - A71676

Place: Ahmedabad
Date: 11th July, 2024

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Annexure - II Restated Consolidated Statement of Profit and Loss

(in ₹ Millions, except for share data)

	Particulars	Note No.	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
I	Revenue from operations	**30**	2,145.24	353.37	141.70
II	Other income	**31**	28.18	36.84	4.61
III	**Total Income (I+II)**		**2,173.42**	**390.21**	**146.31**
IV	**Expenses**				
	Cost of materials consumed	**32**	319.55	3.45	0.01
	Purchases of stock-in-trade	**33**	703.01	129.03	104.33
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	**34**	38.77	(4.82)	(24.00)
	Employee benefits expenses	**35**	354.56	47.93	28.61
	Finance costs	**36**	94.46	21.38	5.65
	Depreciation & Amortisation expenses	**37**	100.18	17.79	7.05
	Other expenses	**38**	313.45	51.08	13.23
	Total expenses		**1,923.98**	**265.84**	**134.88**
V	**Profit before exceptional and extraordinary items and Tax (I-IV)**		249.44	124.37	11.43
VI	Exceptional items			-	-
VII	**Profit before tax (V-VI)**		249.44	124.37	11.43
VIII	**Tax expense:**	**39**			
	Current tax		80.00	14.26	1.73
	Deferred tax		(157.64)	25.78	(0.21)
			(77.64)	**40.04**	**1.52**
IX	**Profit from continuing operations (VII-VIII)**		327.08	84.33	9.91
X	Profit / (Loss) from discontinuing operations (before tax)		-	-	-
XI	Tax expense of discontinuing operations (a) on ordinary activities attributable to the discontinuing operations (b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-	-
XII	**Profit/(loss) from Discontinued operations (X-XI)**		-	-	-
XIII	**Profit for the period (IX+XII)**		**327.08**	**84.33**	**9.91**
XIV	**Other Comprehensive Income**				
	A (i) Items that will not be reclassified to profit or loss	**40**	(10.64)	(0.15)	0.12
	(ii) Income tax relating to items that will not be reclassified to profit and loss	**40**	3.18	0.04	(0.03)
	B (i) Items that will be reclassified to profit or loss	**41**	(3.25)	(10.15)	0.50
	(ii) Income tax relating to items that will be reclassified to profit and loss				
			(10.71)	(10.26)	0.59
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**316.37**	**74.07**	**10.50**

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Annexure - II Restated Consolidated Statement of Profit and Loss

(in ₹ Millions, except for share data)

	Particulars	Note No.	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	Profit for the year attributable to				
	Owners of the Holding Company		**314.55**	**84.33**	**9.91**
	Non-Controling Interests		**12.53**	**-**	**-**
	Other Comprehensive Income attributable to				
	Owners of the Holding Company		**(10.71)**	**(10.26)**	**0.59**
	Non-Controling Interests		**-**	**-**	**-**
	Total Comprehensive Income attributable to				
	Owners of the Holding Company		**303.84**	**74.07**	**10.50**
	Non-Controling Interests		**12.53**	**-**	**-**
XVI	**Earnings per share for continued operation**	**42**			
	Basic EPS (of ₹ 10/- each)		13.67	8.87	1.81
	Diluted EPS (of ₹ 10/- each)		12.21	6.65	1.81
	The accompanying annexures are integral part of these consolidated financial statements	**1 - 63**			

As per our report of even date attached
Chartered Accountants
Firm Regn. No. 107361W

For and on behalf of Board of Directors of
Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

CA Nilesh Shah
Partner
Mem. No. - 107414
UDIN: 24107414BJZXFH1259

Swapnil Shah
Managing Director
DIN: 05259821

Deval Shah
Whole Time Director &
Chief Financial Officer
DIN: 00332722

Nidhi Kapadia
Company Secretary
Mem. No. - A71676

Place: Ahmedabad
Date: 11th July, 2024

Place: Ahmedabad
Date: 11th July, 2024

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Annexure - III Restated Consolidated Statement of Cash Flows

(in ₹ Millions)

	Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
(A)	**Cash Flow from Operating Activities :**			
	Net Profit before Tax	**249.44**	**124.37**	**11.43**
	Adjustments for :			
	Depreciation & Amortisation expense	100.18	17.79	7.05
	Interest Income	(4.59)	(0.39)	(1.93)
	Interest expenses	85.00	18.37	5.10
	Effect of foreign exchange fluctuation	(2.50)	(10.15)	0.50
	Deferred tax recognised through goodwill / Business Combinations	0.81	-	-
	Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	(0.33)	(0.15)	0.12
	Operating Profit Before Working Capital Changes	**428.00**	**149.84**	**22.28**
	Adjustements for:			
	Non-current/current financial and other assets			
	Decrease/(Increase) in Other Financial Assets	(687.38)	(170.90)	(1.14)
	Decrease/(Increase) in Loans	4.24	9.38	41.90
	Decrease/(Increase) in Other Non-Current Assets	(11.96)	(9.35)	-
	Decrease/(Increase) in Other Current Assets	147.53	(79.67)	(5.50)
	Decrease/(Increase) in Trade Receivables	(571.09)	(24.74)	(194.00)
	Decrease/(Increase) in Inventories	(10.44)	(1.42)	(26.44)
	Increase/(Decrease) in Trade Payables	508.95	64.46	70.07
	Increase/(Decrease) in Other Current Liabilities	27.35	6.80	(12.48)
	Increase/(Decrease) in Other Financial Liabilities	(15.79)	41.93	1.39
	Increase/(Decrease) in Provisions & tax liabilities	61.94	17.41	0.88
	Cash Generated from/(used in) Operating Activities	**(118.65)**	**3.74**	**(103.06)**
	Direct Taxes Paid (Net)	(80.06)	(14.53)	(1.41)
	Nat Cash from Operating Activities (A)	**(198.71)**	**(10.79)**	**(104.47)**
				-
(B)	**Cash Flow from Investing Activity :**			-
	Purchase of property, plant and equipments	(518.25)	(472.77)	(106.82)
	Proceeds from sale of PPE	-	-	-
	Investment in Subsidiaries through Cash	(32.91)	-	-
	Investments in Other Entities	-	(10.49)	(139.52)
	Interest Received	4.59	0.39	1.93
	Net Cash form Investing Activities (B)	**(546.57)**	**(482.87)**	**(244.40)**
				-
(C)	**Cash Flow from Financing Activities:**			-
	Proceeds from Issue of Equity Share Capital	58.72	10.73	49.42
	Proceeds from Premium on Issue of Equity Share Capital	311.21	16.09	190.79
	Proceeds from Subscription to the Equity by Non-Controling Interest / (Acquisition of Non-controling Interest)	(13.55)	(11.80)	25.40
	Proceeds /(Repayment) of Long Term Borrowings (Net)	31.66	175.15	89.93
	Increase/(Decrease) in Lease Liabilities	(13.66)	0.31	(0.87)
	Proceeds /(Repayment) from Short Term Borrowings (Net)	580.43	290.40	15.06
	Interest Paid	(85.00)	(18.37)	(5.10)
	Net Cash Flow from/(used in) Financing Activities (C)	**869.81**	**462.51**	**364.62**

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Annexure - III Restated Consolidated Statement of Cash Flows

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
			-
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	**124.53**	**(31.15)**	**15.75**
Add : Opening Cash & Bank Balances	1.00	32.15	16.40
Add: Cash & Bank Acquired in Business Combinations	5.02		-
Closing Cash & Bank Balances	**130.55**	**1.00**	**32.15**

Cash and cash equivalents includes

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Cash on Hand	1.28	0.31	0.88
Balances with banks	75.19	0.69	19.32
Fixed deposits maturing less than 12 months	54.08	-	11.95
Closing Cash & Bank Balances	**130.55**	**1.00**	**32.15**

Disclosure of Cash and Non-Cash Changes in Liabilities from Financing Activities

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Borrowings (Current & Non-Current)			
Opening Balance	607.62	142.07	37.09
Changes from Cash flows	612.09	465.55	104.99
Borrowings Part of Acquiree's Net Assets in busienss combinations	1,464.16	-	-
Conversion of Compulsorily Convertible debentures to Equity	(200.02)	-	-
Closing Balance	**2,483.85**	**607.62**	**142.08**
Lease Liabilities			
Opening Balance	**18.31**	**5.48**	**6.35**
Changes from Cash flows	(6.81)	(3.97)	(1.35)
New Leases	77.97	15.00	-
Finance Cost	3.12	1.80	0.48
Closing Balance	**92.59**	**18.31**	**5.48**

As per our report of even date attached
For, Pankaj R Shah & Associates
Chartered Accountants

CA Nilesh Shah
Partner
Mem. No. - 107414
UDIN: 24107414BJZXFH1259

Place: Ahmedabad
Date: 11th July, 2024

For and on behalf of Board of Directors of
Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Swapnil Shah
Managing Director
DIN: 05259821

Deval Shah
Whole Time Director &
Chief Financial Officer
DIN: 00332722

Nidhi Kapadia
Company Secretary
Mem. No. - A71676

Place: Ahmedabad
Date: 11th July, 2024

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263
Annexure IV - Restated Statement of Changes in Equity

A. Equity Share Capital **(in ₹ Millions)**

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance as at March 31, 2024	98.15	-	-	206.90	**305.05**
Balance as at March 31, 2023	87.42	-	-	10.73	**98.15**
Balance as at March 31, 2022	38.00	-	-	49.42	**87.42**

B. Other equity **(in ₹ Millions)**

Particulars	Reserves and Surplus				
	Security premium	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1, 2022	**235.69**	**-**	**16.80**	**0.59**	**253.08**
Profit for the year	-	-	84.33	-	84.33
Addition during the year	16.09	-	-	-	16.09
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	(0.11)	(0.11)
Effect of Foreign Exchange Fluctuation				(10.15)	(10.15)
Balance as at March 31, 2023	**251.78**		**101.13**	**(9.67)**	**343.24**
Balance as at April 1, 2023	**251.78**	**-**	**101.13**	**(9.67)**	**343.24**
	-	-	-	-	-
Profit for the year	-	-	314.55	-	314.55
Addition during the year	1,096.55	1.40	-	-	1,097.95
Share Issue related expenditure	(6.00)				(6.00)
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	(8.86)	(8.86)
Effect of Foreign Exchange Fluctuation				(3.25)	(3.25)
Balance as at March 31, 2024	**1,342.33**	**1.40**	**415.68**	**(21.78)**	**1,737.63**

For, Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

CA Nilesh Shah
Partner
Mem. No. - 107414
UDIN: 24107414BJZXFH1259

Place: Ahmedabad
Date: 11th July, 2024

For and on behalf of Board of Directors of
Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

Swapnil Shah
Managing Director
DIN: 05259821

Deval Shah
Whole Time Director &
Chief Financial Officer
DIN: 00332722

Nidhi Kapadia
Company Secretary
Mem. No. - A71676

Place: Ahmedabad
Date: 11th July, 2024

1. Company Information:

The Restated Consolidated Financial Statements comprises financial statements of Senores Pharmaceuticals Limited (Previously "Senores Pharmaceuticals Private Limited") ('Senores India' or 'the Company' or 'the Holding Company') and its subsidiaries (Collectively 'the Group'). The Holding Company is domiciled in India having its registered office located at 1101 to 1103, 11th floor, South Tower, One 42 Opp. Jayantilal Park, Ambali Bopal Road, Ahmedabad - 380054 in the State of Gujarat, India. The Group is a global research driven pharmaceutical group focused on developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across major therapeutic areas and dosage forms. Our business is primarily focussed on the Regulated Markets of US and Canada. We also have a strong presence in the Emerging Markets across 48 countries. We also manufacture critical care injectables and APIs.

The Board of Directors approved these Restated Consolidated Financial Statements for the year ended 31st March, 2024, 31st March, 2023 & 31st March 2022 and authorized to issue on July 11^{th,} 2024.

2. Basis of Preparation and Presentation

2.1 Statement of compliance

(i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 ("the Act"), as amended read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(ii) Basis of Preparation and Presentation

The Restated Consolidated Financial Statement has been prepared for inclusion in the draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), the BSE Limited and the National Stock Exchange of India Limited, in connection with proposed initial public offering of its equity shares of the Company ("Offer"). The Restated Consolidated Financial Statements comprises the restated consolidated statement of assets and liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity and notes forming part of the consolidated financial information for years ended 31 March 2024, 31 March 2023 and 31 March 2022, and the summary of material accounting policies adopted in preparation of restated consolidated financial statements (hereinafter collectively referred to as "**Restated Consolidated Financial Statements**").

The Restated Consolidated Financial Statements have been prepared by the management of the Company in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and

- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note")

The Restated Consolidated Financial Statements have been prepared on the historical cost convention on the accrual basis except for certain assets and liabilities that are required to be carried at fair values by Ind AS.

These Restated Consolidated Financial Statements have been compiled by the management from:

a. Special Purpose Consolidated Financial Statements for the year ended March 31,2022 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024;
b. Special Purpose Consolidated Financial Statements for the year ended March 31, 2023 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024.
c. Audited Consolidated Financial Statements of the Group as at and for the financial year ended March 31, 2024, prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024.

In pursuance to SEBI ICDR Regulations and the Guidance note issued by ICAI, the aforesaid special purpose Ind AS financial statements have been prepared solely for the purpose of preparation of these Restated Consolidated Financial Statements for inclusion in the draft red herring prospectus in relation to the proposed Offer. As such these special purpose Ind AS financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Statements and are also not financial

statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Statements.

(iii) Basis for Consolidation

The Restated Consolidated Financial Statements comprise the financial statements of the Holding Company and its subsidiaries. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when The Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Financial Statements from the date the company gains control until the date the company ceases to control the subsidiary.

Restated Consolidated Financial Statements are 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 Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of The Company, i.e., year ended on 31st March. The end of reporting period of the Indian subsidiary is the same as of the Holding Company.

Consolidation Procedure

- On Consolidation, items of Assets, Liabilities, income and expenses are combined on line-by-line basis after eliminating the Intra Group Transactions and eliminating profit / (loss) arising out on Intra Group Transactions.

- Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and the Company's portion of equity of each subsidiary.

- Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full).

- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

- When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

Following Subsidiaries are consolidated in Restated Consolidated Financial Statements:

Name of the Subsidiary	Date of Incorporation	Country of Incorporation	% of Ownership Interest		
			March 31, 2024	March 31, 2023	March 31, 2022
Senores Pharmaceuticals INC	28-01-2021	USA	100%	100%	100%
Havix Group INC*	24-02-2015	USA	66.57%	15.62% ***	15.62% ***
9488 Jackson Trail LLC** (Step down Subsidiary)	24-02-2017	USA	66.57% **	15.62% **	15.62% **
Ratnatris Pharmaceuticals Private Limited	29-12-2005	India	69.00%	- ***	- ***

***Ownership Interest held in Havix Group INC as under:**

As on 31st March, 2024: 49.91% held by Holding Company and 16.66% held by its wholly owned Subsidiary Company namely Senores Pharmaceuticals INC

As on 31st March, 2023 & 31st March, 2022 – 2.26% held by Holding Company and 13.36% held by its wholly owned Subsidiary Company namely Senores Pharmaceuticals INC

****% Ownership interest held indirectly in Step-down Subsidiary namely 9488 Jackson Trail LLC which is a wholly-owned subsidiary of Havix Group INC.

*******Subsidiaries namely Havix Group INC, 9488 Jackson Trail, LLC and Ratnatris Pharmaceuticals Private Limited were not subsidiaries as on 31st March, 2023 and 31st March, 2022 and hence, the financial have not been consolidated in the said years.

Subsidiaries:

Subsidiary is an entity over which the group has a control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the group. That is deconsolidated from the date that control ceases.

The Group combines the consolidated financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and Unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary is consistent with the policies adopted by the Group.

(iv) Current and Non-Current Classification

The Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is:-

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period,

or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(v) Operating Cycle

Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee in lakhs with two decimals as per the requirement of Schedule III, unless otherwise stated.

3. Material Accounting Policies

3.1 Revenue Recognition:
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Group is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods
Revenue is generated primarily from Selling of Pharmaceuticals and other related products. Revenue is recognized at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided.

In revenue arrangements with multiple performance obligations, the Group accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue.

A contract liability is the obligation to transfer goods to the customer for which the Group has received consideration from the customer. Contract liabilities are recognized as revenue when the Group performs under the contract.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered at point in time or over the period of time in accordance with the terms of customer contracts. In certain instances, income from Licensing arrangement arises from the Completion of certain milestones over certain period of time and recognized and when the performance obligation is satisfied. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

3.1.3 Profit Sharing Revenues

The Group from time to time enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Group sells its products to the business partners at a base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is typically dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Revenue in an amount equal to the base purchase price is recognised in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

3.1.4 Out-licensing Agreements

Revenues include amounts derived from product out-licensing agreements. These arrangements typically consist of an initial up-front payment on inception of the license and subsequent payments dependent on achieving certain milestones in accordance with the terms prescribed in the agreement. Non-refundable upfront license fees received in connection with product out-licensing agreements are deferred and recognised over the period in which the Company has continuing performance obligations. Milestone payments which are

contingent on achieving certain clinical milestones are recognised as revenues either on achievement of such milestones, if the milestones are considered substantive, or over the period the Company has continuing performance obligations, if the milestones are not considered substantive. If milestone payments are creditable against future royalty payments, the milestones are deferred and released over the period in which the royalties are anticipated to be received.

3.1.5 Sale Return

The Group accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale. This allowance is based on the Group's estimate of expected sales returns. With respect to established products, the Group considers its historical experience of sales returns, levels of inventory in the distribution channel, estimated shelf life, product discontinuances, price changes of competitive products, and the introduction of competitive new products, to the extent each of these factors impact the Group's business and markets. With respect to new products introduced by the Group, such products have historically been either extensions of an existing line of product where the Group has historical experience or in therapeutic categories where established products exist and are sold either by the Group or the Group's competitors.

3.1.6 Contract Assets

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

3.1.7 Contract Liability

A contract liability is the obligation to render services to the customer for which the Group has received consideration from the customer. Contract liabilities are recognized as revenue when the Group performs under the contract.

3.1.8 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

3.2 Other Income

3.2.1 Interest Income

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

3.2.2 Dividend income

Dividend are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably if any.

3.2.3 Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset (if any) is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

3.2.4 All other Operating / Non-operating Incomes are recognized and accounted for on accrual basis.

3.3 Property, Plant and Equipment

All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on Transition date is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as “Capital work-in-progress”.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Tangible Assets is calculated on written down value basis (Except in case of Subsidiaries namely Havix Group INC and Ratnatris Pharmaceuticals Private limited where Depreciation if calculated on Straight line method) using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

Block of Assets	**Useful Life (Years)**
Computers and Electronic Equipment	3-5
Furniture, Fixtures and Electric Installations	10
Laboratory Equipment	10
Office Equipment	3-10
Building	30
Plant & Equipment	3-20
Motor Vehicles	8

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.4 Goodwill and Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment. All directly attributable costs and other administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

3.4.1 Research and Development

Expenditure on research activities is recognized in statement of profit and loss as incurred. Development expenditure is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortization and any accumulated impairment losses.

Amortisation on Intangible Asset is calculated as per Straight Line method (SLM) based on useful life of the asset as under;

Block of Assets	Useful Life (Years)
Product Development	2-20
Computer Software	6

3.4.2 Goodwill

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

3.5 Financial Instruments

3.5.1 Initial recognition

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.5.2. Subsequent Measurement

a. Non-derivative financial instruments

i. Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order 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.

ii. Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

iii. Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Group changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv. Financial liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

b. Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the group after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

3.5.3 **Effective Interest rate (EIR) method**

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

3.5.4 **De-recognition**

The group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.5.5 **Off-setting**

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the group currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

3.7 Lease

As a lessee

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 applies single recognition and measurement approach for all leases, except for short term leases and leases of low- value assets. At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets.

I. Right of Use Assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. In case of rent deposits carried at rate less than market rate, Initial direct costs of right of use assets includes the difference between present value of the Right of Use Assets and Nominal Amount of the deposit. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets:

Useful life of the asset is as follows;

Block of Assets	Useful Life (Years)
Right to Use Assets for Leasehold Office	5 / 9 (As per respective Contract)

II. Lease Liabilities:

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value, the lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group's incremental borrowing rates.

III. Short Term Leases and Leases of Low-Value Assets

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. For these short-term and leases of low value assets, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

3.8 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.8.1 Current Tax

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. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.8.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available

against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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.

3.9 Impairment

3.9.1 **Financial assets**

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.
At each reporting date, the Group assesses whether financial assets carried at amortized cost is credit impaired. A financial asset is ‘credit -impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Group follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group is not required to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

3.9.2 Non financial assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the group estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Goodwill is tested for impairment annually. Goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

3.10 Borrowing Costs

Borrowing cost includes interest and other costs that group has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.11 Employee Benefits

3.11.1 Short Term employee benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

3.11.2 Post- employment benefits

Gratuity

The Group provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Group. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Group.

Liability with regard to the Gratuity Plan are determined by actuarial valuation,performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognized in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Group recognizes these remeasurements in the Other Comprehensive Income (OCI).

Provident Fund / Retirement Plan

Eligible employees of the Group receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Group make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Group have no further obligation to the plan beyond its monthly contributions.

3.11.3 Compensated Absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation

performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised is the period in which the absences occur.

3.12 Provisions

A provision is recognized when the group has a present obligation as a result of past event and 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranties

A provision for warranties (if any) is recognized when the underlying products are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities. A liability is recognized at the time the product is sold. The Group does not provide any extended warranties to its customers.

3.13 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

3.14 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. Contingent assets are neither recognized nor disclosed in the financial statements.

3.15 Foreign Currency

a. Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the average exchange rate for the period.

c. Exchange difference

Exchange differences arising on settlement of such transactions and on translation of monetary items are recognized in the Consolidated Statement of Profit and Loss.

3.16 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.18 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on First in First out (FIFO) basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.19 Segment Reporting

An operating segment is component of the group that engages in the business activity from which the group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The group's chief operating decision maker is the Board of Directors.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

3.20 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

3.21 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

3.22 Business Combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as Goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the
non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

4. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Measurement and timing for Revenue Recognition
- Income tax and deferred tax
- Measurement of defined employee benefit obligations

4.1 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")

CIN: U24290GJ2017PLC100263

Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Part A: Statement of adjustments to Restated Consolidated Financial Information

Reconciliation between audited profit and restated profit **(in ₹ Millions)**

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Total Comprehensive Income ('TCI') as per Audited Financial Statements	316.37	64.36	13.68
Adjustments			
i) Audit Qualifications	-	-	-
ii) Adjustments due to rectification of Material errors	-	31.59	(3.21)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	(21.88)	-
Total Adjustments (i+ii+iii)	**-**	**9.71**	**(3.21)**
Restated Total Comprehensive Income for the Year	**316.37**	**74.08**	**10.48**

Reconciliation between audited equity and restated equity **(in ₹ Millions)**

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total equity (as per audited financial statements)	2,317.10	448.47	369.08
Adjustments			
i) Audit Qualifications	-	-	-
ii) Adjustments due to rectification of Material errors		29.28	(3.21)
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	-	(22.76)	-
Total Adjustments (i+ii+iii)	**-**	**6.52**	**(3.21)**
Total Equity as per restated consolidated summary statement of assets and liabilities	**2,317.10**	**454.98**	**365.88**

Part B: Non-Adjusting Events

(a) Audit qualifications for the respective period/years, which do not require any adjustment in the Restated Consolidated

There are no audit qualification in auditor's report for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 which require adjustments.

(b) Matters reported with respect to Other Legal and Regulatory Requirements which do not require any adjustment in the

There are no matters reported with respect to Other Legal and Regulatory Requirements in auditor's report for the financial years ended March 31, 2024, march 31, 2023 and March 31, 2022.

(c) Emphasis of matters which do not require any adjustment in the Restated Consolidated Financial Information:

For the Year ended March 31, 2023 and March 31, 2022:

We draw attention to Note 2.1 to the Special Purpose Consolidated Financial Statements, which describes the basis of preparation. As explained therein, these The Special Purpose Interim Consolidated Ind AS Financial Statements have been prepared by the Company for the purpose of preparation of the Restated Consolidated Financial Information, which will be included in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares of the Company by an offer for sale of equity shares by the existing shareholders by way of initial public offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"). As per the ICDR Regulations, the Company has opted not to present comparatives in these Special Purpose Consolidated Financial Statements. Accordingly, the attached Special Purpose Consolidated Financial Statements may not be suitable for any other purpose and this report should not be used, referred to or distributed for any other purpose.

There are no Emphasis of matters in auditor's report for the year ended March 31, 2024.

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Annexure VI - Statement of Restatement Adjustments to Audited Consolidated Financial Statements

Material regroupings :

Appropriate regrouping/reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the accounting policies and classification as per the Consolidated Financial Statements for the Year ended March 31, 2024 prepared in accordance with Schedule III (Division II) of the Act, as amended, 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.

(in ₹ Millions)

Particulars	Regrouping As at March 31, 2023	Remarks
Assets		
Other Current Assets	(162.70)	Reclassification of Unbilled Revenue from Other Current asset to other financial assets.
Other Financial Assets	162.70	
Liabilities		
Non-Current Borrowings	(10.08)	Reclassification of Inter-corporate deposit from non-current to current.
Current Borrowings	10.08	

The above reclassifications have been made in the previous year, wherever necessary to conform to the current year classification/disclosure and do not have any impact on the profit, hence, there is no change in the restated basic and diluted earnings per share of the previous year due to these regroupings. These reclassifications do not have any impact on the restated equity at the beginning of March 31, 2023 or March 31, 2022.

Note: 5 Property, Plant & Equipment

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Property, Plant & Equipment			
Gross Assets	1,586.51	55.95	53.47
Less: Accumulated Depreciation	(64.49)	(0.85)	(0.24)
Sub Total	**1,522.02**	**55.10**	**53.23**
Capital Work in Progress			
Gross Assets	177.68	80.55	3.46
Less: Accumulated Depreciation	-	-	-
Sub Total	**177.68**	**80.55**	**3.46**
Intangible Assets			
Gross Assets	415.04	225.74	22.52
Less:- Accumulated Depreciation	(56.26)	(25.36)	(11.26)
Sub Total	**358.78**	**200.38**	**11.26**
Intagible Assets under Development			
Gross Assets	793.15	264.05	77.16
Less: Accumulated Depreciation	-	-	-
Sub Total	**793.15**	**264.05**	**77.16**
Total	**2,851.63**	**600.08**	**145.11**

Goodwill

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Goodwill on Business Combinations (Refer Note 54 of the notes forming part of consolidated financial statements)	382.09	-	-
Total	**382.09**	**-**	**-**

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units (CGUs) that are expected to benefit from that business combination. The carrying amount of goodwill has been allocated as follows:

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Goodwill in respect of:			
Havix Group INC	252.64	-	-
Ratnatris Pharmaceuticals Private Limited	129.45		
Total	**382.09**	**-**	**-**

Right to Use assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Right of Use Assets			
Gross Assets	101.34	21.35	5.75
Less : Accumulated Depreciation	(9.99)	(4.36)	(1.28)
Total	**91.35**	**16.99**	**4.47**

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Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

(in ₹ Millions)

Note No.	PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		As at March 31, 2023	Additions	Acquired in Business Combinations	Deduction	As at March 31, 2024	As at March 31, 2023	Derpeciation During the year	Deduction	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
5.1	**Property, Plant and Equipment**											
	(a) Computers and Electronic Equipments	1.13	1.15	25.65	-	27.93	0.61	2.99	-	3.60	24.33	0.52
	(b) Furniture, Fixtures and office Equipments	0.07	4.35	28.95	-	33.37	0.01	3.52	-	3.53	29.84	0.06
	(c) Laboratory Equipments	1.73	0.14	-	-	1.87	0.22	0.45	-	0.67	1.20	1.51
	(d) Land	53.01	7.37	438.92	-	499.30	-	-	-	-	499.30	53.01
	e) Electrical Installation		0.05	-	-	0.05	-	0.01	-	0.01	0.04	-
	f) Buildings		30.27	467.49	-	497.76	-	18.34	-	18.34	479.42	-
	g) Plant & Machinery		49.78	464.03	-	513.81	-	37.50	-	37.50	476.31	-
	h) Vehicles		2.45	9.92	-	12.37	-	0.82	-	0.82	11.55	-
	i) Security Systems		-	0.06	-	0.06	-	0.03	-	0.03	0.03	-
	TOTAL (A)	**55.94**	**95.56**	**1,435.01**	**-**	**1,586.51**	**0.84**	**63.66**	**-**	**64.50**	**1,522.01**	**55.10**
5.2	**Capital work-in-progress**											
	Capital Work-in-Progress	80.54	70.62	26.52	-	177.68	-	-	-	-	177.68	80.54
	TOTAL (B)	**80.54**	**70.62**	**26.52**	**-**	**177.68**	**-**	**-**	**-**	**-**	**177.68**	**80.54**
5.3	**Goodwill**											
	Goodwill	-	382.09		-	382.09	-	-	-	-	382.09	-
	TOTAL (C)	**-**	**382.09**		**-**	**382.09**	**-**	**-**	**-**	**-**	**382.09**	**-**
5.4	**Intangible Assets**											
	Product Development	225.74	169.08	15.17	-	409.99	25.36	29.70	-	55.06	354.93	200.38
	Computer Software	-	-	5.05	-	5.05	-	1.20	-	1.20	3.85	-
	TOTAL (D)	**225.74**	**169.08**	**20.22**	**-**	**415.04**	**25.36**	**30.90**	**-**	**56.26**	**358.78**	**200.38**

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Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

5.5 Intangible Assets under Development

Product Under Development	264.05	243.45	454.73	169.08	793.15	-	-	-	-	793.15	264.05
TOTAL (E)	**264.05**	**243.45**	**454.73**	**169.08**	**793.15**	**-**	**-**	**-**	**-**	**793.15**	**264.05**

5.6 Right of Use Assets

Leased Office Premises	21.35	67.40	12.59	-	101.34	4.36	5.63	-	9.99	91.35	16.99
TOTAL (F)	**21.35**	**67.40**	**12.59**	**-**	**101.34**	**4.36**	**5.63**	**-**	**9.99**	**91.35**	**16.99**
					-				-	-	-
TOTAL (A + B + C + D + E + F)	**647.62**	**1,028.20**	**1,949.06**	**169.08**	**3,455.80**	**30.56**	**100.19**	**-**	**130.75**	**3,325.05**	**617.06**
Previous Year	**162.34**	**485.28**	**-**	**-**	**647.62**	**12.78**	**17.78**	**-**	**30.56**	**617.06**	**149.56**

(in ₹ Millions)

Note No.	PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		As at March 31, 2022	Additions		Deduction	As at March 31, 2023	As at March 31, 2022	Derpeciation During the year	Deduction	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
5.1	**Tangible Assets**											
	(a) Computers and Electronic Equipments	0.43	0.70		-	1.13	0.24	0.37	-	0.61	0.52	0.19
	(b) Furniture, Fixtures and office Equipments	0.02	0.05		-	0.07	-	0.01	-	0.01	0.06	0.02
	(c) Laboratory Equipments	-	1.73		-	1.73	-	0.22	-	0.22	1.51	-
	(d) Land	53.01	-		-	53.01	-	-	-	-	53.01	53.01
	TOTAL (A)	**53.46**	**2.48**		**-**	**55.94**	**0.24**	**0.60**	**-**	**0.84**	**55.10**	**53.22**
5.2	**Capital work-in-progress**											
	Capital Work-in-Progress	3.45	77.09		-	80.54	-	-	-	-	80.54	3.45
	TOTAL (B)	**3.45**	**77.09**		**-**	**80.54**	**-**	**-**	**-**	**-**	**80.54**	**3.45**
5.4	**Intangible Assets**											
	Product Development	22.52	203.22		-	225.74	11.26	14.10	-	25.36	200.38	11.26
	TOTAL (B)	**22.52**	**203.22**		**-**	**225.74**	**11.26**	**14.10**	**-**	**25.36**	**200.38**	**11.26**

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Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

5.5	**Intangible Assets under Development**											
	Product Under Development	77.16	186.89		-	264.05	-	-	-	-	264.05	77.16
	TOTAL (C)	**77.16**	**186.89**		**-**	**264.05**	**-**	**-**	**-**	**-**	**264.05**	**77.16**
5.6	**Right of Use Assets**	**-**				**-**						
	Leased Office Premises	5.75	15.60		-	21.35	1.28	3.08	-	4.36	16.99	4.47
	TOTAL (D)	**5.75**	**15.60**		**-**	**21.35**	**1.28**	**3.08**	**-**	**4.36**	**16.99**	**4.47**
	TOTAL (A + B + C + D)	**162.34**	**485.28**		**-**	**647.62**	**12.78**	**17.78**	**-**	**30.56**	**617.06**	**149.56**
	Previous Year	**55.54**	**103.36**		**-**	**158.90**	**5.73**	**7.05**	**-**	**12.78**	**146.11**	**49.81**

Note No.	PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		As at April 1st, 2021	Additions		Deduction	As at March 31, 2022	As at April 1st, 2021	Derpeciation During the year	Deduction	As at March 31, 2022	As at March 31, 2022	As at April 1st, 2021
5.1	**Tangible Assets**											
	(a) Computers and Electronic Equipments	0.12	0.31		-	0.43	0.10	0.14	-	0.24	0.19	0.02
	(b) Furniture and Fixtures	-	0.02		-	0.02	-	-	-	-	0.02	-
	(c) Laboratory Equipments	-	-		-	-	-	-	-	-	-	-
	(d) Land	-	53.01		-	53.01	-	-	-	-	53.01	-
	TOTAL (A)	**0.12**	**53.34**	**-**	**-**	**53.46**	**0.10**	**0.14**	**-**	**0.24**	**53.22**	**0.02**
5.2	**Capital work-in-progress**											
	Capital Work-in-Progress	-	3.45		-	3.45	-	-	-	-	3.45	-
	TOTAL (B)	**-**	**3.45**		**-**	**3.45**	**-**	**-**	**-**	**-**	**3.45**	**-**
5.4	**Intangible Assets**											
	Product Development	22.52	-		-	22.52	5.63	5.63	-	11.26	11.26	16.89
	TOTAL (B)	**22.52**	**-**		**-**	**22.52**	**5.63**	**5.63**	**-**	**11.26**	**11.26**	**16.89**
5.5	**Intangible Assets under Development**											
	Product Under Development	27.14	50.02		-	77.16	-	-	-	-	77.16	27.14
	TOTAL (C)	**27.14**	**50.02**		**-**	**77.16**	**-**	**-**	**-**	**-**	**77.16**	**27.14**
5.6	**Right of Use Assets**											
	Leased Office Premises	5.75	-		-	5.75	-	1.28	-	1.28	4.47	5.75
	TOTAL (D)	**5.75**	**-**		**-**	**5.75**	**-**	**1.28**	**-**	**1.28**	**4.47**	**5.75**
	TOTAL (A + B + C + D)	**55.53**	**103.36**		**-**	**158.89**	**5.73**	**7.05**	**-**	**12.78**	**149.56**	**49.80**

5.2.1 Capital Work-in-Progress ageing schedule

Particulars	Amount in Capital Work-in-Progress under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress *	97.14	77.09	3.45	-	**177.68**
Projects temporarily suspended	-	-	-	-	**-**
As at March 31, 2023					**-**
Projects in progress	77.09	3.45	-	-	**80.54**
Projects temporarily suspended	-	-	-	-	**-**
As at March 31, 2022					**-**
Projects in progress	3.45	-	-	-	**3.45**
Projects temporarily suspended	-	-	-	-	**-**

No Capital Work-in-Progress's Completion is overdue or has exceeded its cost compared to its original plan
*** API Plant under construction at Naroda, Ahmedabad**

5.3.1 Intangible assets under development ageing schedule

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024					
Projects in progress#	529.10	186.89	77.16	-	**793.15**
Projects temporarily suspended	-	-	-	-	**-**
As at March 31, 2023					**-**
Projects in progress	186.89	77.16	-	-	**264.05**
Projects temporarily suspended	-	-	-	-	**-**
As at March 31, 2022					**-**
Projects in progress	77.16	-	-	-	**77.16**
Projects temporarily suspended	-	-	-	-	**-**

No Intangible Assets under development's Completion is overdue or has exceeded its cost compared to its original plan
 # Products under Development

(i) **Except for the Properties taken over pursuant to the Amalgamation as referred in note 54, Title deeds of immovable properties and Leased Properties are in the name of the Group.**

(ii) **Except for the Properties Acquired in the business combinations recorded at Acquisition date Fair Value, The Group has not revalued its Property, Plant and Equipment and intangible assets during the year under review.**

Note: 6 - Investments

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unquoted - At Cost **Investments in Equity Instruments of Related Entities**			
• Havix Group INC	-	164.54	154.05
[FY 23 0.35 Lakhs Equity shares & FY 22 0.35 Lakhs Equity shares]			
• Other Investments	0.07	-	-
Total	**0.07**	**164.54**	**154.05**
Aggregate amount of quoted investments	-	-	-
Aggregate market value of quoted investments	-	-	-
Aggregate amount of unquoted investments	0.07	164.54	154.05

Note: 7 - Loans

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good			
Inter-Corporate Loans Given	-	0.98	10.36
Total	**-**	**0.98**	**10.36**

Note: 7.1 - Details of Loan given

(in ₹ Millions)

Particulars	Amount of loan or advance in the nature of loan outstanding as at March 31, 2024	% to to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-
Total	**-**	**-**

(in ₹ Millions)

Particulars	Amount of loan or advance in the nature of loan outstanding as at March 31, 2023	% to to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	0.98	100%
Total	**0.98**	**100%**

(in ₹ Millions)

Particulars	Amount of loan or advance in the nature of loan outstanding as at March 31, 2022	% to to the total Loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	10.36	100%
Total	**10.36**	**100%**

Note: 8 - Other Financial Assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good			
Deposits with the banks having maturity more than 12 months	194.81	4.00	1.43
Security Deposits	9.76	1.22	1.07
Total	**204.57**	**5.22**	**2.50**

Note: 9 - Deferred Tax Assets (net)

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets (Net)	147.81	(22.69)	3.94
MAT Credit Entitlement	1.78	1.73	0.57
Total	**149.59**	**(20.96)**	**4.51**

Note: 9.1 - Deferred Tax Assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Deferred Tax Liabilities			
Opening balance	24.30	3.12	4.69
Add / (Less): Addition / Deduction during the year including Additions on account of merger	203.67	21.18	(1.58)
Closing Balance (a)	227.97	24.30	3.11
(b) Deferred Tax Assets			
Opening balance	1.61	7.05	3.18
Add / (Less): Addition / Deduction during the year including Additions on account of merger	374.17	(5.44)	3.87
Closing Balance (b)	375.78	1.61	7.05
(c) MAT Credit Entitlement			
Opening balance	1.73	0.57	0.89
Add / (Less): Addition / Deduction during the year including Additions on account of merger	0.05	1.16	(0.32)
Closing Balance (c)	1.78	1.73	0.57
Total (b-a+c)	**149.59**	**(20.96)**	**4.51**

Note: 9.2 - Movement in deferred tax assets and liabilities

For the Year Ended March 31, 2024

(in ₹ Millions)

Particulars	As at March 31, 2023	Credit/(charge) in the Statement of Profit and Loss & through Acquisition of Subsidiaries*	Credit/(charge) in Other Comprehensive Income	As at March 31, 2024
Deferred tax Assets / (liabilities)				
Property, Plant & Equipment, Right-of-Use Assets and Intangible Assets	(24.29)	(131.27)	-	(155.57)
Lease Liabilities and Right to Use Assets	0.32	0.19	-	0.51
Provision / Expense allowed on Payment basis	1.29	13.24	0.48	15.01
Financial Instruments	-	0.24	2.70	2.93
Carried forward loss and Depreciation	-	357.32	-	357.32
MAT Credit	1.73	0.05	-	1.78
Total	**(20.96)**	**239.77**	**3.18**	**221.99**
Less: Earmarked against Debentures	-	(72.40)	-	(72.40)
	(20.96)	**167.36**	**3.18**	**149.59**

(*) Includes ₹ 10.64 Million deferred tax assets recognised in the Business Combinations.

(Refer Note 53 of the notes forming part of consolidated financial statements)

For the Year Ended March 31, 2023

(in ₹ Millions)

Particulars	As at March 31, 2022	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2023
Deferred tax Assets / (liabilities)				
Property, Plant & Equipment, Right-of-Use Assets and Intangible Assets	(3.11)	(21.19)	-	(24.29)
Lease Liabilities and Right to Use Assets	0.28	0.04	-	0.32
Provision / Expense allowed on Payment basis	0.15	1.10	0.04	1.29
Financial Instruments				
Carried forward loss and Depreciation	6.62	(6.62)	-	-
MAT Credit	0.57	1.16	-	1.73
Total	**4.51**	**(25.51)**	**0.04**	**(20.96)**

For the year ended on March 31, 2022

(in ₹ Millions)

Particulars	As at April 1, 2021	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2022
Provision / Expense allowed on Payment basis				
Property, Plant and Equipment	(4.69)	1.58	-	(3.11)
Lease Liabilities and Right to Use Assets	0.17	0.11	-	0.28
Employee Benefit Exps	0.10	0.08	(0.03)	0.15
Carried forward loss as per Income Tax	8.18	(1.56)	-	6.62
Total	**3.76**	**0.21**	**(0.03)**	**3.94**

Note: 10 - Other Non-Current Assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance for Capital Expenditure	30.43	9.35	-
Total	**30.43**	**9.35**	**-**

Note: 11 - Inventories

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Raw materials	193.22	1.68	4.28
(Includes in Transit ₹ 2.23 Millions for FY 24, FY 23 Nil & FY 22 Nil)			
Work-in-progress	51.99	-	-
Finished Goods	24.54	-	-
Traded Goods	26.11	28.82	24.00
Stores & Spares	30.76	-	-
Packing Materials	47.12	0.74	1.55
Total	**373.74**	**31.24**	**29.83**

Note: 12 - Trade receivables

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good			
Trade Receivables	1,122.35	222.68	196.31
Less: Provision for Expected Credit Loss	(2.29)	(1.61)	-
Total	**1,120.06**	**221.07**	**196.31**

Trade Receivables from Related parties amounting to ₹ 22.12 million in FY 24, ₹ 61.55 million in FY 23 & ₹ 75.79 million in FY 22. The detaols of the same are disclosed in Note 47)

12.1 Ageing of Trade Receivables **(in ₹ Millions)**

Particulars	Not Due	Outstanding for following periods from due date of					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
Undisputed Trade Receivables – considered good	523.80	371.93	92.71	83.63	34.02	16.25	**1,122.35**
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	**-**
Disputed Trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**523.80**	**371.93**	**92.71**	**83.63**	**34.02**	**16.25**	**1,122.35**
Less: provision for Expected Credit Loss	(0.05)	(0.16)	(0.09)	(0.34)	(1.65)	-	**(2.29)**
Net Trade Receivables	**523.75**	**371.78**	**92.62**	**83.29**	**32.37**	**16.25**	**1,120.06**
As at March 31, 2023							
Undisputed Trade Receivables – considered good	35.52	120.36	23.19	12.06	-	-	**191.13**
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	31.55	-	-	**31.55**
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	**-**
Disputed Trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**35.52**	**120.36**	**23.19**	**43.61**	**-**	**-**	**222.68**
Less: provision for Expected Credit Loss	(0.01)	(0.02)	-	(1.58)	-	-	**(1.61)**
Net Trade Receivables	**35.51**	**120.34**	**23.19**	**42.03**	**-**	**-**	**221.07**
As at March 31, 2022							
Undisputed Trade Receivables – considered good	-	179.38	16.93	-	-	-	**196.31**
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	**-**
Disputed Trade receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	**-**
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	**-**
Total	**-**	**179.38**	**16.93**	**-**	**-**	**-**	**196.31**
Less: provision for Expected Credit Loss	-	-	-	-	-	-	**-**
Net Trade Receivables	**-**	**179.38**	**16.93**	**-**	**-**	**-**	**196.31**

Note: 13 - Cash and cash equivalents

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash on hand	1.28	0.31	0.88
Balances with banks			
- In Current Account	75.19	0.69	19.32
Total	**76.47**	**1.00**	**20.20**

Note: 14 - Bank Balance other than above

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with banks other than above	-	-	-
- Fixed deposits maturing less than 12 months	52.08	-	11.95
- Security against Borrowings	2.00	-	-
Total	**54.08**	**-**	**11.95**

Note: 15 - Loans

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Loans Receivables considered good – Unsecured			
Loans & Advances	3.34	-	-
Total	**3.34**	**-**	**-**

Note: 16 - Other Financial Assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(Unsecured, Considered Good)			
Other Deposits	0.98	5.47	-
Unbilled Revenue	660.58	162.70	-
Total	**661.56**	**168.17**	**-**

Note: 17 - Other current assets

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good			
Advance Recoverable in cash or in kind or for value to be received	12.75	6.00	-
Prepaid expenses	30.32	12.02	0.14
Balance with Government Authorities	143.18	18.08	10.28
Advance to Employees	0.07	-	-
Advance to Suppliers	33.53	55.79	1.81
Total	**219.85**	**91.89**	**12.23**

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")

CIN: U24290GJ2017PLC100263

Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

Note: 18 - Share capital

(in ₹ Millions)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Equity Share Capital			
Opening balance	98.15	87.42	38.00
Add: During the year	206.90	10.73	49.42
Total	**305.05**	**98.15**	**87.42**

(in ₹ Millions, except for share data)

Particulars	**As at March 31, 2024**		**As at March 31, 2023**		**As at March 31, 2022**	
	No. of shares	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
Authorised						
Equity shares of ₹ 10 each (Refer Note i below)	5,40,00,000	540.00	2,00,00,000	200.00	2,00,00,000	200.00
Preference shares of ₹ 10 each	-	-	-	-	-	-
Issued, Subscribed and Paid Up						
Equity shares of ₹ 10 each fully paid up	3,05,04,615	305.05	98,15,000	98.15	71,33,000	71.33
Equity shares of ₹ 10 each fully paid up as at July 13th, 2022 (Issue price ₹ 25, Partly paid up price ₹ 15 as on March 31, 2022 out of which ₹ 9 is paid towards security premium and ₹ 6 towards face value)	-	-	-	-	26,82,000	16.09

Note i

The Authorised share Capital of ₹ 90 Million consisting of 9 Million Shares of ₹ 10/- (Ten rupees only) pertaining to the Transferor Company in merger as referred in Note 54 of the Financial information has been merged into the Company. Relevant formalities w.r.t. the Filing with the Registrar are in the process till the date of approval of this financial information.

18.1 Reconciliation of equity shares outstanding at the beginning and at the end of the year

(in ₹ Millions)

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the year	9.82	98.15	9.82	87.42	7.13	71.33
Additions during the year		-		-		-
Equity Shares of Rs. 10/- each fully paid up	-	-	-	-	2.68	16.09
Equity Shares of Rs. 10/- each, C.Y. Rs. 4 paid up, P.Y. - Rs. 6/- Paid up	-	-	-	10.73	-	-
Additional equity shares of 10/- each fully paid up issued pursuant to the Share Swap Agreement entered into by the Company	7.13	71.31	-	-	-	-
Additional equity shares of 10/- each fully paid up issued pursuant to rights issue to the Shareholders	5.32	53.22	-	-	-	-
Share issued of 10/- each fully paid up pursuant to conversion of Series I Compulsory Convertible Debentures	-	-	-	-	-	-
Share issued of 10/- each fully paid up pursuant to conversion of Series II Compulsory Convertible Debentures	3.17	31.75	-	-	-	-
Additional equity shares of 10/- each fully paid up issued pursuant to the Share Swap Agreement entered into by the Company	3.26	32.62	-	-	-	-
Shares issued of Rs 10/- each pursuant to Prefrential Issue by the Company	0.55	5.50	-	-	-	-
Additional equity shares of 10/- each fully paid up issued pursuant to the Share Swap Agreement entered into by the Company	1.25	12.50	-	-	-	-
Outstanding at the end of the year	**30.50**	**305.05**	**9.82**	**98.15**	**9.82**	**87.42**

18.2 Rights, Preferences and Restrictions attached to equity shares

The Company has one class of shares having par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The final dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

18.3 Shares held by promoters (Promotor as defined in the Companies Act, 2013)

Promoter name	As at March 31, 2024	% Holding as at March 31, 2024	As at March 31, 2023	% Holding as at March 31, 2023	Changes in % during the year
Swapnil Shah	36,33,281	11.91%	21,94,500	22.36%	-10.45%
Ashok Barot	39,17,780	12.84%	9,03,750	9.21%	3.64%
Total	**75,51,061**	**24.75%**	**30,98,250**	**31.57%**	

Promoter name	As at March 31, 2022	% Holding as at March 31, 2022	Changes in % during the year
Swapnil Shah	21,94,500	22.36%	0.00%
Ashok Barot	9,03,750	9.21%	0.00%
Total	**30,98,250**	**31.57%**	**0.00%**

18.4 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	% Holding in that class of shares	No. of shares	% Holding in that class of shares	No. of shares (in Millions)	% Holding in that class of shares
Swapnil Shah	36,33,281	11.91%	21,94,500	22.36%	21,94,500	22.36%
Ashok Barot	39,17,780	12.84%	9,03,750	9.21%	9,03,750	9.21%
Anar Shah	22,94,500	7.52%	21,94,500	22.36%	21,94,500	22.36%
Prakash Sanghvi	14,76,190	4.84%	10,00,000	10.19%	10,00,000	10.19%
Sangita Barot	13,42,955	4.40%	9,03,750	9.21%	9,03,750	9.21%
Jayanti Sanghvi	6,66,663	2.19%	6,66,600	6.79%	6,66,600	6.79%
Aviraj Overseas LLC	18,95,190	6.21%	-	0.00%	-	0.00%
Renosen Pharmaceuticals Private Limited	26,94,219	8.83%	-	0.00%	-	0.00%
Remus Pharmaceuticals Limited	32,61,744	10.69%	-	0.00%	-	0.00%

Note: 19 - Other Equity

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(A) Reserves and Surplus			
(a) Securities premium			
Opening balance	251.78	235.69	44.90
Add: Addition during the year	1,096.55	16.09	190.79
(Less): Share Issue related expenditure	(6.00)		
Sub Total (A)	**1,342.33**	**251.78**	**235.69**
(B) Retained Earnings			
Opening balance	101.13	16.80	6.89
Add: Profit for the year	314.55	84.33	9.91
Sub Total (B)	**415.68**	**101.13**	**16.80**
(C) Capital Reserve			
Opening balance	13.60	25.40	-
Add / (Less): Gain on Bargain Purchase (Refer Note 53.1)	1.40	-	-
Add / (Less): Adjustments on Account of merger	(13.60)	(11.80)	25.40
Sub Total (C)	**1.40**	**13.60**	**25.40**
Total Reserves and Surplus (A+B+C)	**1,759.41**	**366.51**	**277.89**
(B) Other Comprehensive Income (OCI)			
Items that will not be reclassified to statement of profit and loss			
(a) Remeasurement of Defined Benefit Plan			
Opening balance	(0.02)	0.09	-
Add / (Less): Addition / (Deletion)	(8.86)	(0.11)	0.09
Sub Total (a)	**(8.88)**	**(0.02)**	**0.09**
Items that will be reclassified to statement of profit and loss			
(b) Gain and losses on account of translating the financial statements of foreign operations			
Opening balance	(9.65)	0.50	-
Add / (Less): Addition / (Deletion)	(3.25)	(10.15)	0.50
Sub Total (b)	**(12.90)**	**(9.65)**	**0.50**
Total Comprehensive Income (B)	**(21.78)**	**(9.67)**	**0.59**
Total Other Equity (A+B)	**1,737.63**	**356.84**	**278.48**

Nature and purpose of Other Equity

Security Premium

The amount received in excess of face value of the equity shares, in relation to issuance of equity, is recognised in Securities Premium Reserve and can be utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings are the profits that the Company has earned till date. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Capital Reserve

Capital Reserve involves gain on bargain purchase in case of business combinations and adjustments on account of Amalgamations udner common control transactions

Other Comprehensive Incomes

This represents cumulative gain / (loss) on items recognised through OCI further bifurcated into reclassifiable and non-reclassifiable to the statement of profit and loss.

Note: 20 - Borrowings

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Liability component of compound financial instruments			
• 0% Compulsory Convertible Debentures - Series I	-	0.02	0.02
• 0% Compulsory Convertible Debentures - Series II	-	200.00	-
• 0% Compulsory Convertible Debentures - Series III	341.20	-	-
• 0% Compulsory Convertible Debentures - Series IV (Refer Note i below)	305.10	-	-
Less: Current Maturities	(646.30)	(200.02)	-
Sub Total (a)	-	-	0.02
(b) Loans from Related Parties (Unsecured)			
• Loan from related parties (i.e Directors and Ex Directors)	91.20	89.56	20.91
Less: Current Maturities	(7.34)	(28.72)	-
• Inter-Corporate Deposits	599.83	236.48	101.23
Sub Total (b)	683.69	297.32	122.14
(c) Other Loans (Unsecured)			
• Inter-Corporate Deposits - Others	230.25	-	-
• From Others	105.81	-	-
Less: Current Maturities	(18.76)	-	-
Sub Total (c)	317.30	-	-
(d) From Banks & Financial Institutions (Secured)			
• From Banks (Refer Note i below)	430.43	-	-
• Financial Institutions (Refer Note i below)	56.08	-	-
Less: Current Maturities	(150.94)	-	-
Sub Total (c)	335.57	-	-
Total (a+b+c)	**1,336.56**	**297.32**	**122.16**

Note: 21 - Lease Liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	92.59	18.31	5.48
Less: Current Maturities	(14.81)	(2.48)	(1.41)
(Refer Note 23 of the Notes forming part of the Consolidated Financial Statements)			
Total	**77.78**	**15.83**	**4.07**

Note: 22 - Provisions

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Employee Benefits			
- For Leave Encashment	4.67	1.12	-
- For Gratuity Benefits	7.71	1.48	0.54
Total	**12.38**	**2.60**	**0.54**

i) Note on Borrowings

Particulars	Sanctioned Limit	Security	Repayment Terms
0% Compulsory Convertible Debentures (Series I) of Face value of Rs 1000 per CCD	Nil	Unsecured	- Coupon rate - 0% - CCD are convertible into Variable number of Equity Shares of the Company at the value (Conversion Price) as decided by the Board of Directors of the Company at the time of Conversion within 24 months of the issue. - The CCD expected to be converted within 12 months from the date of the balance sheet are classified as Current. - The Company has converted the Compulsorily Convertible Debentures Series III amounting to Rs. 199.80 million into 3333000 Equity shares having face value of Rs 10 per share as on November 30th, 2021 which shall rank in line with the Existing Class of equity share. - The Company has converted the Compulsorily Convertible Debentures Series III amounting to Rs. 0.0197 Million into 313 Equity shares having face value of Rs 10 per share as on August, 19th, 2023 which shall rank in line with the existing class of equity share and balance amount was refunded.
0% Compulsory Convertible Debentures (Series II) of Face value of Rs 1000 per CCD	Nil	Unsecured	- Coupon rate - 0% - CCD are convertible into Variable number of Equity Shares of the Company at the value (Conversion Price) as decided by the Board of Directors of the Company at the time of Conversion within 24 months of the issue. - The CCD expected to be converted within 12 months from the date of the balance sheet are classified as Current. - The Company has converted the Compulsorily Convertible Debentures Series III amounting to Rs. 199.99 million into 3174600 Equity shares having face value of Rs 10 per share as on August, 19th, 2023 which shall rank in line with the existing class of equity share and balance amount was refunded..
0% Compulsory Convertible Debentures (Series III) of Face value of Rs 180,000 per CCD	Nil	Unsecured	- Coupon rate - 0% - CCD are convertible into Variable number of Equity Shares of the Company at the value (Conversion Price) as decided by the Board of Directors of the Company at the time of Conversion within 09 months of the issue. -Conversion into shares will be within 09 months from the date of allotment, in one or more trenches, at the discretion of the Company. If, at the time of conversion of such CCDs into equity shares, any fractional balance remains, for whatever reasons, the said amount shall be refunded to the respective CCD holder. - After the year ended on March 31st, 2024 and before the approval of the accounts by the board, The Company has converted the Compulsorily Convertible Debentures Series III amounting to Rs. 341.20 million into 1695000 Equity shares having face value of Rs 10 per share as on April 9th, 2024 which shall rank in line with the existing class of equity share.
0% Compulsory Convertible Debentures (Series IV) of Face value of Rs 320 per CCD	Nil	Unsecured	- Coupon rate - 0% - CCD are convertible into Variable number of Equity Shares of the Company at the value (Conversion Price) as decided by the Board of Directors of the Company at the time of Conversion within 09 months of the issue. -Conversion into shares will be within 09 months from the date of allotment, in one or more trenches, at the discretion of the Company. If, at the time of conversion of such CCDs into equity shares, any fractional balance remains, for whatever reasons, the said amount shall be refunded to the respective CCD holder. - After the year ended on March 31st, 2024 and before the approval of the accounts by the board, The Company has converted the Compulsorily Convertible Debentures Series IV amounting to Rs. 305.10 million into 1066250 Equity shares having face value of Rs 10 per share as on June 17, 2024 which shall rank in line with the Existing Class of equity share.
Cash Credit Facility from ICICI Bank	INR 50.00 million	Fixed Deposit: Exclusive of INR 50 Million (or proportionate disbursement to be done)	Payable on demand

HDFC Bank - ODAP	INR 40.00 million	-Personal Guarantee of Swapnil Shah, Jitendra Sanghvi, Ashok Barot, Sangeeta Barot, and Anar Shah. -Corporate Guarantee of Ratnatris Pharmaceuticals Pvt. Ltd of Rs 400 million. -Primary security of debtors, stock and fixed deposits. -Collaterally secured by Equitable Mortgage of (i) 100 % share of NA land admesuring about 35205 Sq. Mtr bearing amalgamated Revenue Survey No. 416 (old S. NO. 750/1 and 770) situated, laying & being at Mouje Village Indrad, Taluka KADI and Equitable Mortgage of Factory building thereon. (ii) Industrial Land Revenue Survey No. 818 belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.)	Payable on demand
HDFC Bank - Standby Letter of Credit (Working Capital Term Loan - USD 1.00 million)	INR 85.00 million		Repayable in 96 monthly instalments including a moratorium of 18 months for which only interest is served as per 6M term SOFR + 3.50% p.a. Principal Repayment starting from 03/12/2024 in monthly instalments.
HDFC Bank - Standby Letter of Credit (Working Capital Loan - USD 1.00 million)	INR 85.00 million		Payable on demand
HDFC Bank - Standby Letter of Credit (Term Loan - USD 2.00 million)	INR 170.00 million		Repayable in 96 monthly instalments including a moratorium of 18 months for which only interest is as per 6M term SOFR + 3.50% p.a. Principal Repayment starting from 15/04/2025 in monthly instalments.
HDFC Bank - Bank Guarantee	INR 20.00 million		Not applicable, since it is a Non- fund based Limit
Inter-corporate Deposits	Nil	Unsecured	
Loan from Related Parties	Nil	Unsecured	
Ratnaafin Capital Private Limited - Working Capital Demand loan	INR 50.00 million	- Unsecured Credit Facility - Guarantees - Personal Guarantees of Mr. Swapnil Shah and Mr. Ashokbhai Barot, Directors of the Company.	- Facility Tenure - 12 months, Cycle Duration - upto 180 days - Repayable in bullet payment at the end of cycle

	Nil	Unsecured	Loan from Related Parties Payable on demand
Zero Coupon Compulsory Convertible Debentures	INR 220 million	Unsecured	- As per the Scheme of Arrangement approved by the Hon'ble NCLT, Ahmedabad bench w.r.t. one of the subsidiary Ratnatris Pharmaceuticals Private Limited, the repayment of the debenture are linked with the realisation of specific assets (Trade receivable of 40.30 millions, indirect tax recoverable of 72.40 millions and deferred tax assets of 107.19 milliona) and accordingly these are offset against the specific assets in the financial information. '- In absence of recovery of the specific assets within period of 15 years from the date of the order, the earmarked assets will be written off and the debentures will be written back. '- Debentures are unsecured and carry zero rate of interest.
HDFC Bank - GECL 1	INR 25.77 million	- Primarily secured by hyothecation by way of first and exclusive charge in all present and furture stocks and book debts, and hypotecation by way of first and exclusive charge in all plant and machinery. Further, collaterally secured by Equitable Mortgage of 100 % share of NA land admeduring about 35205 Sq. Mtr bearing amalgamated Revenue Survey No. 416 (old S. NO. 750/1 and 770) situated, laying & being at Mouje Village Indrad, Taluka KADI and Equitable Mortgage of Factory building thereon belonging to Ratnatris Pharmaceuticals Pvt. Ltd. - Personal guarantee of Babulal Snaghvi, Mahendra Sanghvi, Jitendra Sanghvi, Swapnil Shah, Arpit Shah, and Rishabh Sanghvi, Corporate Guarantee of Ratnamani Marketing Pvt. Ltd. and Remus Pharmaceuticasl Ltd.and Collateral Security of owners, FD as cash margin for BG/LC, LC for FBD and Drul, Stock for Exports, Exports Debtors / FBD DISC. - Secured against Hyphothecation of Plant & Machinery, Stock viz RM, WIP,FG, Packing Material, Book Debt, Bills, Money Deposits. Further, secured by hyphothecation of goods received under LC and receivable arising from sale proceeds thereof.	Repayable in 49 monthly instalments with Interest rate 9.25 % p.a. (P.Y. ranging from 8.25 - 9.65 % p.a.) Principal repayment started from 07/07/2021 in monthly instalments.
HDFC Bank - GECL 2	INR 12.80 million		Repayable in 61 monthly instalments with Interest rate 9.25 % p.a. (P.Y. ranging from 8.25 - 9.65 % p.a.)Principal repayment starting from 07/04/2024 in monthly instalments.
HDFC Bank - Term Loan 1	INR 45.00 million		Repayable in 92 monthly instalments with Interest rate ranging from 9.52 - 9.69 % p.a. (P.Y. 9.10 - 10.60 % p.a.) ending on 07/02/2030.
HDFC Bank - Term Loan 2	INR 50.00 million		Repayable in 86 monthly instalments with Interest rate ranging from 9.63 - 9.76 % p.a. ending on 07/09/2030.
HDFC Bank Limited - Cash Credit	INR 170.00 million	Secured against exclusive 1st charge by way of Hypothecation of entire Raw Materials, Stock-in-process, stores & spares, packing materials, finished goods and book-debts of the Company, both present & Future and personal guarantee of Directors and other Primary and Collateral Security as mentioned in above term loans	Working capital facilities are repayable on demand and carries interest rate 1 Month MCLR + 2.85% for FY 2023-24 .
HDFC Bank Limited - Overdraft			
HDFC Bank Limited - Letter of Credit	INR 35.00 million		
HDFC Bank Limited - Vehicle Loan 1	INR 8.00 million	Secured by hypothecation of assets given under this loan.	Repayable in 60 equated monthly instalments with Interest rate of 7.90 % p.a. ending on 07/09/2027.
HDFC Bank Limited - Vehicle Loan 2	INR 2.20 million	Secured by hypothecation of assets given under this loan.	Repayable in 60 equated monthly instalments with Interest rate of 8.50 % p.a. ending on 05/07/2028.
Loan from Others	Nil	Unsecured	Borrowing from Ratnatris Pharmaceuticals Pvt Ltd payable after 7 years and it carries interest rate of 6% p.a.
Loan from Related Parties	Nil	Unsecured	Borrowing from Ratnatris Pharmaceuticals Pvt Ltd payable after 7 years and it carries interest rate of 6% p.a. (except directors 0% loans)

HDFC Bank - Term Loan 3	INR 75.00 million	Primary Security: Entire Book Debt Of The Company, Fd, P&m, Stock Of The Company Collateral Security -Corporate Gaurantees of i) Remus Pharmaceuticals Limited, Group Company ii) Senores Pharmaceuticals Limited ('Earlier Senores Pharmaceuticals Private Limited'), Holding Company (This guarantee is now eliminated as Ratnagene Lifesciences Pvt. Ltd. has now been merged into Senores Pharmaceuticals Ltd.) iii) Ratnatris Pharmaceuticals Private Limited, Group Company -Plot No C-1/b-1304/4 & C-1/b-1304/3 Naroda Phase 4, Nr. Dishman Pharma, GIDC Naroda, Ahmedabad - 382330, Gujarat belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.) . - Survey No. 1530, Old Survey No. 803, & Revenue Survey No 818 Mouje; Rajpur, Taluka - Kadi, Nr. Turakhia Dekor LLP, Kadi 382120, Gujarat belonging to Senores Pharmaceuticals Ltd. (Earlier belonging to Ratnagene Lifesciences Pvt. Ltd. which is now merged into Senores Pharmaceuticals Ltd. but necessary documentation with banks and authorities is pending.).	Repayable in 78 instalment of Rs 1.177 Millions, commencing from 07th Nov,2024.
Working Capital Facilities from HDFC Bank - Bank Guarantee	INR 12.50 million		Not applicable, since it is a Non- fund based Limit
Working Capital Facilities from HDFC Bank - CC Facility	INR 60.00 million		Working capital facilities are repayable on demand
Inter-corporate Deposits	Nil	Unsecured	
Loan from Related Parties	Nil	Unsecured	
AFCO commercial finanace loan	USD 0.09 million	Unsecured	Repayable in 11 monthly instalments of $8,153.72
Alliance Funding Group	USD 0.10 million	Equipment purchased through this loan for Havix Group Inc.	Repayable in 60 monthly instalments of $2210.53
A-one Investment & Finance Group	USD 0.50 million	Security interest on property, inventory, furniture, and business of Havix Group Inc. including lien on accounts receivables.	Repayable in 48 monthly instalments with a interest rate of 12% p.a. started from 15/05/2021.
Embassy National Bank - Term Loan	USD 3.29 million	Lien over current assets, Factory Land, building and equipments at Atlanta GA- USA. Personal Guaeantee of Swapnil Shah, Ashok Barot, and Dhananjay Barot. Corporate Guarantee of Espee Biopharma & Finechem LLC, and Espee Global Holdings LLC	Repayable in 300 monthly instalments with Interest rate 10 % p.a. ending on 13-01-2047
Loan from Related Parties	Nil	Unsecured	
SBA Covid Loan	USD 0.15 million	Charge over currents assets of Havix Group Inc.	Installment payments, including principal and interest, of $731.00 Monthly, will begin Twelve (12) months from the date of the promissory Note. The balance of principal and interest will be payable Thirty (30) years from the date of the promissory Note.
U.S. Bank - Equipment Finance Loan 1	USD 0.08 million	Equipment purchased through this loan belonging to Havix Group Inc.	Repayable in 60 monthly instalments of $1676.18 started from 26/11/2020.
U.S. Bank - Equipment Finance Loan 2	USD 0.03 million	Equipment purchased through this loan belonging to Havix Group Inc.	Repayable in 48 monthly instalments of $853.21 started from 09/09/2021.

Note: 23 Borrowings

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Loans repayable on demand			
• From Banks (Secured)			
- Cash Credit Facilities (Refer Note i below)	298.59	1.51	19.91
- Overdraft Facilities (Refer Note i below)	25.35	30.06	-
• From Financial Institutions (Refer Note i below)	-	50.00	-
Current maturities of Borrowings			
• 0% Compulsory Convertible Debentures	646.30	200.02	-
• Deposits from Directors and Ex Directors	7.34	13.22	-
• Inter-Corporate Deposits	18.76	15.50	-
• Current maturities of Term Loans	150.94	-	-
Total	**1,147.28**	**310.31**	**19.91**

Note: 24 - Lease Liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Lease Liabilities	14.81	2.48	1.41
Total	**14.81**	**2.48**	**1.41**

Note: 24.1 - Reconciliation of Lease Liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning	**18.31**	**5.48**	**6.35**
Additions	77.97	15.00	-
Finance Cost	3.12	1.80	0.48
Deletions	-	-	-
Payment of Lease	(6.81)	(3.97)	(1.35)
Balance at the end	**92.59**	**18.31**	**5.48**

Note: 24.2 - Current and Non-Current Classification of Lease Liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Maturities	14.81	2.48	1.41
Non-Current	77.78	15.83	4.07
Balance at the end	**92.59**	**18.31**	**5.48**

Note: 24.3 - Amount Recognised in Profit and Loss

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2023
Depreciation of Right to Use Assets	5.63	3.08	1.28
Interest on Lease Liabilities	3.12	1.80	0.48
Balance at the end	**8.75**	**4.88**	**1.76**

Note: 24.4 - Total cash Outflow For the Year

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total cash Outflow For the Year	6.81	3.97	**1.35**
Total	**6.81**	**3.97**	**1.35**

Note: 25 - Trade payables

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Dues to micro and small enterprises	210.94	2.86	0.45
Dues of creditors other than micro enterprises and small enterprises	919.17	132.96	70.91
Total	**1,130.11**	**135.82**	**71.36**

Note: 25.1 - Trade Payables - Total outstanding dues of Micro & Small Enterprises

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	210.94	2.86	0.45
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.		-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006		-	-
d) Interest accrued and remain unpaid as at year end	-	-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises		-	-

*Disclosure of payable to vendors as defined under the “Micro, Small and Medium Enterprise Development Act, 2006” is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

25.2 Ageing of Trade Payable **(in ₹ Millions)**

Particulars	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	
As at March 31, 2024						
MSME	76.19	103.28	31.33	-	0.14	**210.94**
Others	152.84	728.36	27.85	0.02	10.11	**919.17**
Disputed dues – MSME	-	-	-	-	-	**-**
Disputed dues - Others	-	-	-	-	-	**-**
Total	**229.03**	**831.64**	**59.17**	**0.02**	**10.25**	**1,130.11**
As at March 31, 2023						
MSME	0.12	2.74	-	-	-	**2.86**
Others	8.36	124.60	-	-	-	**132.96**
Disputed dues – MSME	-	-	-	-	-	**-**
Disputed dues - Others	-	-	-	-	-	**-**
Total	**8.48**	**127.34**	**-**	**-**	**-**	**135.82**
As at March 31, 2022						
MSME	-	0.44	0.01	-	-	**0.45**
Others	-	70.33	0.58	-	0.00	**70.91**
Disputed dues – MSME	-	-	-	-	-	**-**
Disputed dues - Others	-	-	-	-	-	**-**
Total	**-**	**70.77**	**0.59**	**-**	**0.00**	**71.36**

Note: 26 - Other Financial Liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Salary, Wages and Bonus payable	24.10	1.00	-
Credit balance in current accounts	2.17	19.96	2.77
Creditors for Purchase of Capital Assets	19.75	23.73	-
Total	**46.02**	**44.69**	**2.77**

Note: 27 - Other current liabilities

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	41.55	8.85	2.05
Advance from customers	9.28	-	-
Interest accrued	1.06	-	-
Total	**51.89**	**8.85**	**2.05**

Note: 28 - Provisions

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Employee Benefits			
- For Leave Encashment	1.46	0.37	-
- For Gratuity Benefits	2.14	0.10	0.01
- For Salary Payable	-	-	-
Provision for Expense	10.24	0.36	0.06
Total	**13.84**	**0.83**	**0.07**

Note: 29 - Current Tax Liabilities (Net)

(in ₹ Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Tax Liabilities (Net of Advance tax, TDS & TCS)	71.06	15.85	1.28
Total	**71.06**	**15.85**	**1.28**

Note: 30 - Revenue from operations **(in ₹ Millions)**

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
(A) Sale of products			
Export Sales	1,449.20	263.94	27.17
Domestic Sales	434.74	54.98	57.31
Sub total - A	**1,883.94**	**318.92**	**84.48**
(B) Sale of Services			
Consultancy Income	3.08	26.44	20.69
Licencing Fees	154.42	7.90	35.51
Tech Transfer Fees	37.33	-	-
Jobwork Income	2.18	-	-
R&D Incentives	26.92	-	-
Sub total - B	**223.93**	**34.34**	**56.20**
(C) Other Operating Income			
Export Incentives	5.53	0.11	1.02
Other Operating Revenue	31.84	-	-
Sub total - C	**37.37**	**0.11**	**1.02**
Total (A+B+C)	**2,145.24**	**353.37**	**141.70**

Note: Other operating Revenue includes Product Permission, Commissions and other anciliary revenues from sale of products & services.

Note: 30.1 - Disaggregation of Revenue from Contracts with Customers:

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Types of Product/Service			
API, Formulations & other related products			
- Traded Goods	764.80	89.70	29.80
*- Manufactured Goods **	1,124.67	229.33	55.70
Consultancy Income			
Consultancy Income	3.08	26.44	20.69
Tech Transfer Fees	37.33	-	-
Jobwork Income	2.18	-	-
R&D Incentives	26.92	-	-
Share of profit from distributors	-	-	
Licencing Fees	154.42	7.90	35.51
Other Operating Revenue	31.84	-	-
Total Revenue from Operations	**2,145.24**	**34.34**	**141.70**
Geographical Disaggregation:			
Revenues within India	474.29	55.09	58.33
Revenues outside India	1,670.95	298.28	83.37
Total Revenue from Operations	**2,145.24**	**353.37**	**141.70**
Timing of revenue recognition			
At a point in time	1,921.31	319.03	85.50
Over the Period of time	223.93	34.34	56.20
Total Revenue from Operations	**2,145.24**	**353.37**	**141.70**

Contract balances:

Receivables, contracts assets and contract liabilities from contracts with customers:

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Contract assets			
Trade Receivables (Refer note 12)	1,120.06	221.07	196.31
Unbilled Revenue (Refer note 16)	660.58	162.70	-
Contract liabilities			
Advances from customers (Refer Note 27)	9.28	-	-

Note: 31 - Other income

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest Income	4.59	0.39	1.93
Other Non-Operating Income			
Shared Service Income	0.34	2.24	-
Fees for Product Registration Dossiers	11.34	-	-
Gain on Foreign Exchange Fluctuation (Net)	10.71	34.21	2.68
Other Miscellaneous Income	1.20	-	-
Total	**28.18**	**36.84**	**4.61**

Note: Other Miscellaneous Income primarily includes income from Bus fare Income and Income sale of scrap.

Note: 32 - Cost of materials consumed

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	-	-	-
Opening stock	2.42	5.83	3.40
Add: Purchases	336.83	0.04	2.44
Add: Acquired in Business Combinations	220.64	-	-
	559.89	5.87	5.84
Less: Closing stock	(240.34)	(2.42)	(5.83)
Cost of Materials Consumed	**319.55**	**3.45**	**0.01**

Note: 33 - Purchases of stock-in-trade

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Purchase of Traded Goods (API, Formulations & other related products)	703.01	129.03	104.33
Total	**703.01**	**129.03**	**104.33**

Note: 34 - Changes in inventories of finished goods, work-in-progress and stock-in-trade

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Inventories at the end of the year:			
Finished goods	24.54	-	-
Traded Goods	26.11	28.82	24.00
Work-in-progress	51.99	-	-
Sub Total (A)	**102.64**	**28.82**	**24.00**
Inventories at the beginning of the year:			
Finished goods	-	-	-
Traded Goods	28.82	24.00	-
Work-in-progress	-	-	-
Stock Included Pursuant to Acquisitions	112.59	-	-
Sub Total (B)	**141.41**	**24.00**	**-**
Net (increase) / decrease (A-B)	**38.77**	**(4.82)**	**(24.00)**

Note: 35 - Employee benefits expenses

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Salaries, wages and bonus	335.27	44.17	26.97
Contribution to provident and other funds	16.14	3.07	1.55
Staff welfare expenses	3.15	0.69	0.09
Total	**354.56**	**47.93**	**28.61**

Note: 36 - Finance costs

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Interest on borrowings	81.29	16.01	4.47
Interest on Lease Liabilities	3.12	1.80	0.48
Interest on Others	0.07	0.05	-
Other Borrowing Costs	9.46	3.01	0.55
Interest on Income Tax	0.52	0.51	0.15
Total	**94.46**	**21.38**	**5.65**

Note: 37 - Depreciation & Amortisation expenses

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Depreciation of property, plant and equipment	63.64	0.61	0.14
Depreciation of Right of Use assets	5.63	3.08	1.28
Amortisation of Intangible Assets	30.91	14.10	5.63
Total	**100.18**	**17.79**	**7.05**

Note: 38 - Other expenses

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Stores and Spares Consumed	24.99	-	-
Electricity, Power and Fuel	29.34	-	-
Repairs and maintenance Expense	21.61	0.30	0.41
Repairs and maintenance - Plant and Machineries	5.60	-	-
Freight & Transport Charges	33.36	0.33	-
Factory Expenses	25.28	-	-
Testing Charges	0.02	-	-
Labour charges	26.92	-	-
Rent, rates and Tax	5.14	0.38	0.14
Printing, Stationary & Communication	1.62	2.54	0.16
Product Development Expense	0.04	-	-
Advertisement and sales promotion	8.49	3.82	0.31
Insurance Expense	31.11	0.28	0.25
Travelling, Conveyance and Vehicle	14.77	4.53	2.98
Legal and professional Consultancy Expense	39.90	8.63	8.58
Product Registration Holding fees	13.64	27.49	-
General Office Expense	27.72	0.24	0.35
Loss on Sale of Assets	0.35	-	-
Loss on sale of MEIS	-	0.03	-
Donations and Contributions	0.16	0.80	-
Provision for Expected Credit Loss Method (ECL)	0.76	1.61	-
Miscellaneous Expenses	0.84	-	-
Payments to the auditors comprises (net of service tax input credit, where applicable):			
As auditors - Statutory audit/Tax Audit fees	1.79	0.10	0.05
- Tax Matters	-	-	-
- Company Law Matters	-	-	-
- Certification fees & Other Services	-	-	-
- Reimbersement of Expenses	-	-	-
Total	**313.45**	**51.08**	**13.23**

Note: 39 - Tax expense:

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Current Tax Expense	80.00	14.26	1.73
Deferred Tax Expense	(157.64)	25.78	(0.21)
Total	**(77.64)**	**40.04**	**1.52**

Note: 39.1 - Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate:

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Profit Before Tax	**249.44**	**124.37**	**11.43**
Statutory Tax Rate (%)	0.28	27.82%	27.82%
Tax at statutory tax rate	69.39	34.60	3.18
Tax effect of non-taxable Income	-	-	-
Tax effect of deductible expenses	-	(0.06)	(7.78)
Tax effect of non-deductible expenses	13.24	1.54	0.24
Tax effect of Depreciaition difference	131.26	1.57	1.57
Effect of tax payable under MAT	0.05	1.16	(0.32)
Tax effect of Loss utilised as per income tax Act	(357.32)	(6.62)	(4.86)
Others	65.74	7.85	9.50
Income Tax Expense	**(77.64)**	**40.04**	**1.52**
Effective Tax Rate	**(0.31)**	**32.19%**	**13.30%**

Note: 40 - A (i) Items that will not be reclassified to profit or loss

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Re-measurement of defined benefit plans / Obligations	(1.73)	(0.15)	0.12
Profit / (Loss) on fair value of previously held Equity Interest on Business Combinations	(10.31)	-	-
Gain from Bargain Purchase (Refer note 54.1)	1.40	-	-
Income tax relating to items that will not be reclassified to profit or Loss	3.18	0.04	(0.03)
Total	**(7.46)**	**(0.11)**	**0.09**

Note: 41 - B (i) Items that will be reclassified to profit or loss

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Profit on account of translating financial statements of foreign operations	(3.25)	(10.15)	0.50
Income tax relating to items that will be reclassified to profit or Loss	-	-	-
Total	**(3.25)**	**(10.15)**	**0.50**

Note: 42 - Earnings per share for continued operation

(in ₹ Millions, except for share data)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Basic & Diluted EPS			
Computation of Profit (Numerator)			
(i) Profit after tax	314.55	84.33	9.91
(ii) Add:		-	-
(iii) Profit for the year for diluted EPS	314.55	84.33	9.91
Weighted Average Number of Shares (Denominator)			
Weighted average number of Equity shares used for calculation of basic earnings per share	2,30,07,536	95,09,325	54,82,775
Add: Dilution effect of Compulsory Convertible debentures	27,61,250	31,74,913	313
Weighted average number of Shares for computing Diluted Earnings Per Share	2,57,68,786	1,26,84,238	54,83,088
Earnings Per Share (Rs. per Equity Share of Rs. 10/- each)			
Basic	13.67	8.87	1.81
Diluted	12.21	6.65	1.81

Note: 43 - Contingent Liabilities

(in ₹ Millions)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
i) Contingent Liabilities			
Outstanding Standby Letter of Credit	191.72	82.22	-
Disputed Income Tax Demand	205.13	-	-
Outstanding Bank Guarantees	2.46	1.31	-
ii) Commitments			
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	17.79	28.91	-
Total	**417.10**	**112.44**	**-**

44 Employee Benefits

44.1 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

(in ₹ Millions)

Particulars	2023-24	2022-23	2021-22
Contribution to Provident Funds	12.83	2.50	1.26
Contribution to ESIC	1.24	0.04	-
Contribution to Labour Welfare Fund	0.01	-	
Total	**14.08**	**2.54**	**1.26**

44.2 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan
The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	Post Employment Benefit
Salary definition	Last Drawn Basic Salary including Dearness Allowance (if any)
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was applied
Vesting conditions	5 years of continuous service (Not applicable in case of death/disability)
Retirement age	58-60 Years

44.3 The Group is responsible for the governance of the plan.

44.4 Risk to the Plan

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

A Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter- valuation period.

C Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Group there can be strain on the cashflows.

D Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the Group to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

F Asset Liability Matching Risk:

Gratuity Benefits liabilities of the Group are Unfunded. There are no minimum funding requirements for a Gratuity Benefits plan and there is no compulsion on the part of the Group to fully or partially pre-fund the liabilities under the Plan. Since the liabilities are unfunded, there is no Asset-Liability Matching strategy device for the plan.

44.5 Reconciliation of defined benefit obligations

(in ₹ Millions)

Particulars	2023-24	2022-23	2021-22
Defined benefit obligations as at beginning of the year	1.58	0.55	0.37
Current service cost	2.71	0.90	0.27
Interest cost	0.49	0.04	0.02
Expense recognized in OCI	-	-	-
Actuarial Loss/(Gain) due to change in financial assumptions	-0.81	-0.04	-0.06
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-	-
Actuarial Loss/(Gain) due to experience adjustment for plan liabilities	1.88	0.19	-0.06
Benefits Paid	-1.11	-	-
Defined benefit obligations as at end of the year	**4.74**	**1.64**	**0.55**

44.6 Funded Status

(in ₹ Millions)

Particulars	As at		
	2023-24	2022-23	2021-22
Present Value of Benefit Obligation at the end of the Period	9.82	1.58	0.55
Fair Value of Plan Assets at the end of the Period	-	-	-
Funded Status / (Deficit)	**9.82**	**1.58**	**0.55**

44.7 Net amount Charged to Statement of Profit and Loss for the period

(in ₹ Millions)

Particulars	2023-24	2022-23	2021-22
Current service cost	2.71	0.90	0.27
Net Interest cost	0.49	0.04	0.02
Net amount recognized Statement of Profit and Loss	**3.20**	**0.94**	**0.29**

44.8 Net amount Recognized to Other Comprehensive Income for the period

(in ₹ Millions)

Particulars	2023-24	2022-23	2021-22
Actuarial (Gains)/Losses on Obligation For the Period	(0.24)	0.15	(0.12)
Actuarial (Gains)/Losses - Due to Change in Demographic Assumptions	(0.61)	-	
Actuarial (Gains)/Losses - Due to Change in financial assumptions	0.02	-	
Actuarial (Gains)/Losses - Due to experience adjustments	(0.34)	-	
Return on plan assets excluding interest income	-	-	
Amounts recognized in Other Comprehensive Income	**(1.17)**	**0.15**	**(0.12)**

44.10 Actuarial Assumptions

Particulars	2023-24	2022-23	2021-22
Discount Rate (Average)	7.18%	5.00%	7.25%
Salary Growth Rate (Average)	9.33%	6.67%	10.00%

44.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation

a. 31-Mar-24

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	Conso	Conso %	Conso	Conso %
Discount Rate	+/- 0.5%	(0.81)	-8.25%	(0.96)	-9.78%
Salary Growth Rate	+/- 0.5%	(0.82)	-8.35%	(0.04)	-0.41%
Net amount Recognized to Other C	+/- 0.5%	(0.07)	-0.71%	(0.12)	-1.22%

b. 31-Mar-23

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	Conso	Conso %	Conso	Conso %
Discount Rate	+/- 0.5%	(0.13)	-8.23%	0.14	8.86%
Salary Growth Rate	+/- 0.5%	0.19	12.03%	(0.18)	-11.39%
Rate of Employee Turnover	+/- 0.5%	(0.07)	-4.43%	0.08	5.06%

b March 31, 2022

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	-	%	-	%
Discount Rate	+/- 0.5%	0.03	0.00%	(0.03)	0.00%
Salary Growth Rate	+/- 0.5%	(0.01)	0.00%	0.01	0.00%
Withdrawal rate	+/- 0.5%	0.00	0.00%	0.00	0.00%

44.12 Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on March 31, 2024	Conso	%
1st Following Year	2.14	21.79%
2nd Following Year	1.10	11.20%
3rd Following Year	1.23	12.53%
4th Following Year	1.03	10.49%
5th Following Year	1.00	10.18%
Sum of Years 6 To 10	3.36	34.22%
	9.86	**100%**

45 Financial Risk Management

The Group's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Group's activities. The Board of Directors oversee compliance with the Group's risk management policies and procedures, and reviews the risk management framework.

A Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

i Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Group mainly from borrowings with variable rates. The Group measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

(in ₹ Millions)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Liability			
Term Loans	430.43	Nil	Nil
Working Capital Loan - from Banks (Including Interest Accrued thereon)	323.94	81.57	19.91
	754.37	**81.57**	**19.91**

Particulars	Impact on Profit and Loss after Tax		
	March 31, 2024	March 31, 2023	March 31, 2022
Interest Rate increase by 0.50 basis point	2.82	0.31	0.07
Interest Rate decrease by 0.50 basis point	(2.82)	(0.31)	(0.07)

ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The Group measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency		March 31, 2024	March 31, 2023	March 31, 2022
Financial Assets					
Trade Receivables	USD	in Million	2.06	1.019	0.69
	INR	in Million	171.45	83.780	52.13
Financial Liabilities					
Trade Creditors	USD	in Million	-	-	-
	INR	in Million	-	-	-
Net Asset/(Liability)	INR	in Million	171.45	83.780	52.13

Sensitivity Analysis

(in ₹ Millions)

Particulars	Impact on profit / loss before tax		
	March 31, 2024	March 31, 2023	March 31, 2022
INR / USD rate changes favourably by 2%	3.43	1.68	1.04
INR / USD rate changes unfavourably by 2%	(3.43)	(1.68)	(1.04)

B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Group's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Group measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities

(in ₹ Millions)

As at March 31, 2024	Carrying Amount	upto 1 year	1 - 3 years	> 3 years
Borrowings	2,483.84	1,147.28	1,142.28	194.28
Lease Liabilities	92.59	14.81	56.50	10.64
Trade Payables	1,130.11	1,130.11	-	-
Other Financial Liabilities	46.02	46.02	-	-
	3,752.56	**2,338.22**	**1,198.78**	**204.92**

As at March 31, 2023	Carrying Amount	upto 1 year	1 - 3 years	> 3 years
Borrowings	607.63	310.31	297.31	-
Lease Liabilities	18.31	2.48	5.23	10.60
Trade Payables	135.82	135.82	-	-
Other Financial Liabilities	44.70	44.70	-	-
	806.46	**493.31**	**302.54**	**10.60**

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 3 years	> 3 years
Borrowings	142.07	19.91	122.16	-
Lease Liabilities	5.48	1.41	3.19	0.88
Trade Payables	71.36	70.78	0.58	0.00
Other Financial Liabilities	2.77	2.77	-	-
	221.68	**94.87**	**125.93**	**0.88**

C Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

Credit risk arising from cash and cash equivalent and other financial assets is limited due to sound receivable management of the Group.

The maximum exposure to the credit risk at the reporting date from trade recievables after the provision of Allowance for Credit Loss is as under :

(in ₹ Millions)

Particulars	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Trade Receivable	1,120.06	221.07	196.31

46 Financial Instruments

Disclosure of Financial Instruments by Category

As at March 31, 2024

(in ₹ Millions)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	6	-	-	0.07	0.07	0.07
Other Financial Assets	8 &15	-	-	866.13	866.13	866.13
Trade Receivables	12	-	-	1,120.05	1,120.05	1,120.05
Cash and Cash Equivalents	13 & 14	-	-	130.54	130.54	130.54
Loans	7	-	-	-	-	-
Total Financial Assets		**-**	**-**	**2,116.79**	**2,116.79**	**2,116.79**
Financial liability						
Borrowings	19 & 22	-	-	2,483.85	2,483.85	2,483.85
Lease Liabilities	20 & 23			92.59	92.59	92.59
Trade Payables	25	-	-	1,130.11	1,130.11	1,130.11
Other Financial Liabilities	26	-	-	46.02	46.02	46.02
Total Financial Liabilities		**-**	**-**	**3,752.57**	**3,752.57**	**3,752.57**

As at March 31, 2023

(in ₹ Millions)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	6	-	-	164.54	164.54	164.54
Other Financial Assets	8 &15	-	-	173.39	173.39	173.39
Trade Receivables	12	-	-	221.06	221.06	221.06
Cash and Cash Equivalents	13 & 14	-	-	1.01	1.01	1.01
Loans	7	-	-	0.98	0.98	0.98
Total Financial Assets		**-**	**-**	**560.98**	**560.98**	**560.98**
Financial liability						
Borrowings	19 & 22	-	-	607.63	607.63	607.63
Lease Liabilities	20 & 23			18.31	18.31	18.31
Trade Payables	25	-	-	135.82	135.82	135.82
Other Financial Liabilities	26	-	-	44.70	44.70	44.70
Total Financial Liabilities		**-**	**-**	**806.46**	**806.46**	**806.46**

As at March 31, 2022

(in ₹ Millions)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	6	-	-	154.05	154.05	154.05
Other Financial Assets	8	-	-	2.50	2.50	2.50
Trade Receivables	27	-	-	196.31	196.31	196.31
Cash and Cash Equivalents	12 & 13	-	-	32.15	32.15	32.15
Loans	7 & 14	-	-	10.36	10.36	10.36
Total Financial Assets		**-**	**-**	**395.37**	**395.37**	**395.37**
Financial liability		-	-	-	-	-
Borrowings	19 & 22	-	-	142.07	142.07	142.07
Lease Liabilities	20 & 23			5.48	5.48	5.48
Trade Payables	25	-	-	71.36	71.36	71.36
Other Financial Liabilities	26	-	-	2.77	2.77	2.77
Total Financial Liabilities		**-**	**-**	**221.68**	**221.68**	**221.68**

46.1 Fair Value Measurement of Financial Asset and Financial Liabilities

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The Group does not have any Financial assets measured at fair value as on the balance sheet dates.

47 Related Party Disclosures

A Related Parties And Nature Of Relationship:

1 ***Key Management Personnels:***

		Designation at Holding Company	***Designation at Subsidiary Company***
a			
1	Swapnil Jatinbhai Shah	Managing Director	Non-Executive Director in Ratnatris Pharmaceuticals Pvt Ltd & Director in Senores Pharmaceuticals Inc
2	Deval Rajnikant Shah	CFO & Whole Time Director	
3	Chetan Bipinchandra Shah	COO & Whole Time Director	
4	Ashokbhai Vijaysinh Barot	Whole Time Director	Executive Director in Havix Group Inc & Director in Senores Pharmaceuticals Inc
5	Jitendra Babulal Sanghvi	Non-Executive Director	Executive Director in Ratnatris Pharmaceuticals Pvt Ltd
6	Sanjay Shaileshbhai Majmudar	Non-Executive Director	
7	Arpit Deepakkumar Shah	Non-Executive Director	Executive Director in Ratnatris Pharmaceuticals Pvt Ltd
8	Hemanshu Nitinchandra Pandya	Non-Executive Director	Executive Director in Havix Group Inc
b			
9	Manjula Devi Shroff	Independent Director	
10	Udayan Dileep Choksi	Independent Director	
11	Kalpit R Gandhi	Independent Director	
12	Naresh Bansilal Shah	Independent Director	
c	Nidhi Kapadia	Company Secretary & Compliance Officer	

2 ***Enterprises over which Key Management Personnel and/or their close members exercise significant influence***

1	Tierra Fertilizer Private Limited	13	Relius Lifescience Private Limited
2	Aviraj Charitable Foundation	14	Remus Pharmaceuticals Limited
3	Aviraj Ventures LLP	15	Renosen Pharmaceuticals Private Limited
4	APS International	16	Remus Pharmaceuticals LLC
5	Ashwamegh Minerals	17	Espee Therapeutics LLP
6	Ashokkumar Vijaysinh Barot- HUF	18	Aelius Projects LLP
7	Aviraj Overseas LLC	19	Suhana Ventures LLC
8	Aviraj Group LLC	20	Swapnil J Shah HUF
9	A-one Investments Management LLC	21	Swapnil Shah Family Trust
10	Di-Cal Pharma Private Limited	22	SVAR Family Trust
11	Aviraj Charitable Foundation	23	Espee Life Science Private Limited
12	Mascot Industries	24	SMA Advsiory Services

3 ***Close members of Key Management Personnel as per 1(a)***

	Name of Close member	Relation		Name of Close member	Relation
1	Anar Swapnil Shah (resigned as a director wef 03/11/2023)	Spouse	26	Dhruvi C Shah	Daughter
2	Jatin Siddharthbhai Shah	Father	27	Dimpleben S. Yadav	Sister
3	Pinkyben Jatinbhai Shah	Mother	28	Ratna S. Majmudar	Spouse
4	Vihaan Swapnil Shah	Son	29	Shaival Majmudar	Son
5	Suhana Swapnil Shah	Daughter	30	Komal Shaival Majmudar	Son's Wife
6	Darshil Jatinbhai Shah	Brother	31	Shivna Majmudar	Daughter
7	Hemagauri Ashokkumar Barot	Spouse	32	Swati Buch	Sister
8	Dhananjay Ashokkumar Barot	Son	33	Shruti Desai	Sister
9	Shivani Dhananjay Barot	Son's Wife	34	Roma Shah	Spouse
10	Viraj Ashokkumar Barot	Daughter	35	Deepak Shah	Father
11	Rajendra Brahmbhatt	Brother	36	Alkaben Shah	Mother
12	Sangeeta Mukur Barot (resigned as a director wef 03/11/2023)	Sister	37	Athena Shah	Daughter
13	Bhavna Barot	Sister	38	Mansi Aadarsh Shah	Sister
14	Parul Barot	Sister	39	Heena Pandya	Spouse
15	Hina Shah	Spouse	40	Nitinchandra Pandya	Father
16	Virbala Shah	Mother	41	Niruparna Pandya	Mother
17	Miraj Shah	Son	42	Cyril Pandya	Son
18	Ruchi Shah	Son's Wife	43	Priti Pandya Patel	Sister
19	Shivani Sampat	Daughter	44	Pinky Jitendra Sanghvi	Spouse
20	Param Sampat	Daughter's Husband	45	Babulal Mishrimal Sanghvi	Father
21	Tapan Shah	Brother	46	Shantaben Babulal Sanghvi	Mother
22	Paurvi Shah	Sister	47	Hitansh Jitendra Sanghvi	Son
23	Amee C. Shah	Spouse	48	Saumya Jitendra Sanghvi	Daughter
24	Bipinchandra Hiralal Shah	Father	49	Leelaben Dilip Kanungo	Sister
25	Sarojben Bipinchandra Shah	Mother			

4 Subsidiaries (including step down subsidiaries) :

1	Senores Pharmaceuticals Inc	Wholly Owned
2	Havix Group Inc	Subsidiary
3	Ratnatris Pharmaceuticals Private Limited	Subsidiary
4	9488 Jackson Trail LLC	Step Down Subsidiary

5 Related Parties of Subsidiaries [with whom transaction done during the year, not covered above]

a Key Management Personnels

1 Dhananjay Ashokkumar Barot
2 Rishabh M Sanghvi
3 Ruchita Shah

	Name of Close members of Key Management Personnel as per as per 5(a)	Relation
b		
1	Shalin Shah	Spouse

6 Related Party cease to exist as on March 31st, 2024

Manoj Prakash Sanghvi (resigned as a director wef 03/11/2023)

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263
Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

B. Related Party Transactions:

(in ₹ Millions)

Name of Related Party	Nature of Relationship	Nature of Transactions	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Aelius Projects LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Property tax	Senores Pharmaceuticals Ltd	0.05	-	0.04
Aelius Projects LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Rent Expense	Senores Pharmaceuticals Ltd	2.08	1.80	1.35
Aelius Projects LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repair & Maintance expense	Senores Pharmaceuticals Ltd	0.19	0.19	0.19
Anar Swapnil Shah	Close members of Key Management Personnel as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	-	-	6.58
Anar Swapnil Shah	Close members of Key Management Personnel as per 1(a)	Interest expense	Senores Pharmaceuticals Ltd	-	-	0.08
Anar Swapnil Shah	Close members of Key Management Personnel as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	6.30	-	32.28
Anar Swapnil Shah	Close members of Key Management Personnel as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	-	-	8.35
Arpit Deepakkumar Shah	Key Management Personnels as per 1(a)	Remuneration to Directors	Ratnatris Pharmaceuticals Pvt Ltd	0.72	-	-
Arpit Deepakkumar Shah	Key Management Personnels as per 1(a)	Repayment of Borrowings	Ratnatris Pharmaceuticals Pvt Ltd	0.01	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Borrowing availed	Havix Group Inc	10.50	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	35.50	24.00	9.38
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Interest expense	Senores Pharmaceuticals Ltd	-	0.04	0.97
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	187.76	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Remuneration to Directors	Havix Group Inc	3.78	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Repayment of Borrowings	Havix Group Inc	13.77	-	-
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	55.77	14.41	15.36
Aviraj Group LLC	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Ltd	43.14	-	-
Aviraj Overseas LLC	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Ltd	119.40	-	-
Aviraj Charitable Foundation	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Donation expense	Senores Pharmaceuticals Ltd	-	0.80	-
Chetan Bipinchandra Shah	Key Management Personnels as per 1(a)	Reimbursement of Expenses	Senores Pharmaceuticals Ltd	0.18	-	-
Chetan Bipinchandra Shah	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Ltd	4.78	-	-
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	3.15	-	-
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Consultancy Service	Ratnatris Pharmaceuticals Pvt Ltd	0.45	-	-
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	3.15	-	25.00
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Reimbursement of Expenses	Senores Pharmaceuticals Ltd	0.22	0.24	0.22
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Ltd	6.11	6.11	5.59
Deval Rajnikant Shah	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	3.15	1.00	1.52
Dhananjay Ashokkumar Barot	Key Management Personnels as per 5(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	20.79	-	-
Dhananjay Ashokkumar Barot	Key Management Personnels as per 5(a)	Remuneration to Directors	Havix Group Inc	9.01	-	-
Di-Cal Pharma Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest income	Senores Pharmaceuticals Ltd	-	-	0.98
Di-Cal Pharma Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Refund of Deposit	Senores Pharmaceuticals Ltd	-	9.38	16.75

Espee Life Science Private Limited	Enterprises over which Key Management Personnel and/or their Close members exercise significant influence	Purchase of material, consumables etc	Ratnatris Pharmaceuticals Pvt Ltd	0.04	-	-
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Ratnatris Pharmaceuticals Pvt Ltd	0.72	-	-
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest income	Senores Pharmaceuticals Ltd	-	-	0.98
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Ltd	31.19	-	-
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of Expenses	Senores Pharmaceuticals Ltd	-	0.26	-
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Refund of Deposit	Senores Pharmaceuticals Ltd	-	-	26.47
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Ltd	0.03	0.14	0.33
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Licence fees income	Senores Pharmaceuticals Ltd	-	-	28.01
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Inc	0.87	-	-
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Ltd	4.37	6.97	
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Senores Pharmaceuticals Inc	10.06	-	-
Havix Group Inc	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Senores Pharmaceuticals Ltd	3.08	36.43	
Havix Group INC	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Investments in Shares	Senores Pharmaceuticals Ltd	-	-	139.52
Havix Group INC	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Recovery of expenses	Senores Pharmaceuticals Ltd	-	2.59	2.02
Hemanshu Nitinchandra Pandya	Key Management Personnels as per 1(a)	Remuneration to Directors	Havix Group Inc	3.02	-	-
Jatin Siddharthbhai Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Ltd	9.60	-	-
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	19.84	74.00	
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	30.78	-	-
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Remuneration to Directors	Ratnatris Pharmaceuticals Pvt Ltd	1.43	-	-
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Ltd	0.20	-	-
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	19.84	74.00	
Kalpit R Gandhi	Key Management Personnels as per 1(b)	Issue of Debentures	Senores Pharmaceuticals Ltd	6.40	-	-
Manoj P Sanghvi	Key Management Personnels as per 6	Borrowing availed	Senores Pharmaceuticals Ltd	13.62	12.00	
Manoj P Sanghvi	Key Management Personnels as per 6	Issue of Debentures	Senores Pharmaceuticals Ltd	-	-	20.00
Manoj P Sanghvi	Key Management Personnels as per 6	Issue of Equity shares	Senores Pharmaceuticals Ltd	33.62	-	-
Manoj P Sanghvi	Key Management Personnels as per 6	Repayment of Borrowings	Senores Pharmaceuticals Ltd	25.62	-	-

Mansi Aadarsh Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Ltd	4.80	-	-
Mascot Industries	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Ltd	0.02	6.69	
Mascot Industries	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Ltd	4.79	1.07	
Nidhi Kapadia	Key Management Personnels as per 1©	Remunaration	Senores Pharmaceuticals Ltd	0.17	-	-
Miraj Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Ltd	1.60	-	-
Pinkyben Jatinbhai Shah	Close members of Key Management Personnel as per 1(a)	Issue of Debentures	Senores Pharmaceuticals Ltd	9.60	-	-
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Technical Services	Senores Pharmaceuticals Ltd	-	14.40	-
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Ltd	-	18.01	-
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Ltd	-	0.13	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Senores Pharmaceuticals Ltd	-	13.00	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Corporate Guarantee Commission Expense	Senores Pharmaceuticals Ltd	-	0.05	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest expense	Senores Pharmaceuticals Ltd	-	0.09	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of Expenses	Senores Pharmaceuticals Ltd	-	5.71	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Ltd	14.16	33.32	
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Ltd	3.41	-	-
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Ltd	10.07	3.00	
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Ratnatris Pharmaceuticals Pvt Ltd	40.94	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Senores Pharmaceuticals Ltd	-	0.50	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Corporate Guarantee Commission Expense	Ratnatris Pharmaceuticals Pvt Ltd	0.06	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest expense	Ratnatris Pharmaceuticals Pvt Ltd	0.44	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Ltd	205.49	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of Goods	Senores Pharmaceuticals Ltd	11.18	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Purchase of material, consumables etc	Ratnatris Pharmaceuticals Pvt Ltd	0.35	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of expenses	Ratnatris Pharmaceuticals Pvt Ltd	0.17	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Recovery of expenses	Senores Pharmaceuticals Ltd	1.50	1.19	
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Ratnatris Pharmaceuticals Pvt Ltd	2.57	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Reimbursement of Expenses	Senores Pharmaceuticals Ltd	2.09	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Ltd	0.11	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Havix Group Inc	5.15	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Ratnatris Pharmaceuticals Pvt Ltd	11.19	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Goods	Senores Pharmaceuticals Ltd	2.39	-	-
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Sale of Services	Ratnatris Pharmaceuticals Pvt Ltd	12.50	-	-
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowing availed	Senores Pharmaceuticals Ltd	41.00	-	-
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Consultancy Service	Senores Pharmaceuticals Ltd	1.25	-	-
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest Income	Ratnatris Pharmaceuticals Pvt Ltd	0.34	-	-

Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Issue of Equity shares	Senores Pharmaceuticals Ltd	169.74	-	-
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of Borrowings	Senores Pharmaceuticals Ltd	41.00	-	-
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Repayment of loan received	Ratnatris Pharmaceuticals Pvt Ltd	3.50	-	-
Ruchita Shah	Key Management Personnels as per 5(a)	Remuneration to Directors	Havix Group Inc	1.74	-	-
Sangeeta Mukur Barot	Close members of Key Management Personnel as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	25.01	-	1.57
Sangeeta Mukur Barot	Close members of Key Management Personnel as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	25.54	-	-
Sangeeta Mukur Barot	Close members of Key Management Personnel as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	25.01	1.57	
Senores Pharmaceuticals Inc.	Enterprises over which Key Management Personnel as per 1(a) and/or their close members exercise significant influence	Recovery of expenses	Havix Group Inc	0.87	-	-
Senores Pharmaceuticals Inc.	Enterprises over which Key Management Personnel as per 1(a) and/or their close members exercise significant influence	Sale of Services	Havix Group Inc	9.99	-	-
Shalin Shah	Close members of Key Management Personnel as per 5(a)	Salaries & Wages	Havix Group Inc	4.61	-	-
Shantaben Babulal Sanghvi	Close members of Key Management Personnel as per 1(a)	Issue of Equity Shares	Senores Pharmaceuticals Ltd	-	-	23.33
Shivani Dhananjay Barot	Close members of Key Management Personnel as per 5(a)	Salaries & Wages	Havix Group Inc	1.61	-	-
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Borrowing availed	Senores Pharmaceuticals Ltd	14.09	92.67	21.74
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Interest Expense	Senores Pharmaceuticals Ltd	-	0.11	1.02
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Issue of Equity shares	Senores Pharmaceuticals Ltd	86.39	-	32.28
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Remuneration to Directors	Senores Pharmaceuticals Ltd	8.91	7.50	7.13
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Repayment of Borrowings	Ratnatris Pharmaceuticals Pvt Ltd	0.01	-	
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Repayment of Borrowings	Senores Pharmaceuticals Ltd	62.92	43.44	25.39
Tapan Shah	Close members of Key Management Personnel as per 1(a)	Consultancy Service	Senores Pharmaceuticals Ltd	0.12	0.05	0.10

B. Related Party Transactions with Subsidiaries

(in ₹ Millions)

Name of Related Party	Nature of Relationship	Nature of transaction	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Havix Group Inc	Subsidiary Company	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Ltd.	449.28	-	-
Havix Group Inc	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	9.19	-	-
Havix Group Inc	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	45.61	-	-
Havix Group Inc	Subsidiary Company	Sale of Services	Senores Pharmaceuticals Ltd.	32.12	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Corporate Guarantee Commission expense	Senores Pharmaceuticals Ltd.	0.05	-	-
Ratnatris Pharmaceuticals Pvt Ltd	Subsidiary Company	Corporate Guarantee Commission expense	Senores Pharmaceuticals Ltd.	0.05	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Ltd.	284.22	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Purchase of Goods	Senores Pharmaceuticals Ltd.	8.87	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Purchase of Technical Services	Senores Pharmaceuticals Ltd.	11.20	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	6.35	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	0.51	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	1.37	-	-
Senores Pharmaceuticals Inc.	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	-	0.075	2.626
Senores Pharmaceuticals Inc.	Subsidiary Company	Interest Income	Senores Pharmaceuticals Ltd.	53.65	31.08	4.774
Senores Pharmaceuticals Inc.	Subsidiary Company	Loan given	Senores Pharmaceuticals Ltd.	373.67	318.65	231.06
Senores Pharmaceuticals Inc.	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	1.49	-	-
Senores Pharmaceuticals Inc.	Subsidiary Company	Sale of Services	Senores Pharmaceuticals Ltd.	36.19	35.32	-
Havix Group Inc	Fellow Subsidiary	Reimbursement of Expenses	Senores Pharmaceuticals Inc.	9.07	-	-
Havix Group Inc	Fellow Subsidiary	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Inc.	33.14	-	-
Havix Group Inc	Fellow Subsidiary	Product Development Expenditure	Senores Pharmaceuticals Inc.	105.00	-	-
Havix Group Inc	Fellow Subsidiary	Purchase of Intangible Asset under development	Senores Pharmaceuticals Inc.		-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Recovery of Expenses	Havix Group Inc	9.07	-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Sale of Intangible Asset under development	Havix Group Inc	482.91	-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Sale of Services	Havix Group Inc	104.27	-	-

c. Related Party Transactions with Subsidiaries eliminated on consolidation

(in ₹ Millions)

Name of Related Party	Key Management Personnels as per 5(a)	Nature of transaction	Transacting Entity	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Havix Group Inc	Subsidiary Company	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Ltd.	449.28	-	-
Havix Group Inc	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	9.19	-	-
Havix Group Inc	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	45.61	-	-
Havix Group Inc	Subsidiary Company	Sale of Services	Senores Pharmaceuticals Ltd.	32.12	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Corporate Guarantee Commission expense	Senores Pharmaceuticals Ltd.	0.05	-	-
Ratnatris Pharmaceuticals Pvt Ltd	Subsidiary Company	Corporate Guarantee Commission expense	Senores Pharmaceuticals Ltd.	0.05	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Ltd.	284.22	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Purchase of Goods	Senores Pharmaceuticals Ltd.	8.87	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Purchase of Technical Services	Senores Pharmaceuticals Ltd.	11.20	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	6.35	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	0.51	-	-
Ratnatris Pharmaceuticals Pvt ltd	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	1.37	-	-
Senores Pharmaceuticals Inc.	Subsidiary Company	Sale of Goods	Senores Pharmaceuticals Ltd.	-	0.08	2.63
Senores Pharmaceuticals Inc.	Subsidiary Company	Interest Income	Senores Pharmaceuticals Ltd.	53.65	31.08	4.77
Senores Pharmaceuticals Inc.	Subsidiary Company	Loan given	Senores Pharmaceuticals Ltd.	373.67	318.65	231.06
Senores Pharmaceuticals Inc.	Subsidiary Company	Recovery of Expenses	Senores Pharmaceuticals Ltd.	1.49	-	-
Senores Pharmaceuticals Inc.	Subsidiary Company	Sale of Services	Senores Pharmaceuticals Ltd.	36.19	35.32	-
Havix Group Inc	Fellow Subsidiary	Reimbursement of Expenses	Senores Pharmaceuticals Inc.	9.07	-	-
Havix Group Inc	Fellow Subsidiary	Non- Current Investment In Shares during the period	Senores Pharmaceuticals Inc.	33.14	-	-
Havix Group Inc	Fellow Subsidiary	Product Development Expenditure	Senores Pharmaceuticals Inc.	105.00	-	-
Havix Group Inc	Fellow Subsidiary	Purchase of Intangible Asset under development	Senores Pharmaceuticals Inc.	482.91	-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Recovery of Expenses	Havix Group Inc	9.07	-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Sale of Intangible Asset under development	Havix Group Inc	482.91	-	-
Senores Pharmaceuticals Inc.	Fellow Subsidiary	Sale of Services	Havix Group Inc	104.27	-	-

C. Related Party Balances:

a. Balances with Related Parties other than Subsidiaries **(in ₹ Millions)**

Name of Related Party	Nature of Relationship	Type of Balance	Transacting Entity	As at the year ended March 31, 2024	As at the year ended March 31, 2023	As at the year ended March 31, 2022
Aelius Projects LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade Payable	Senores Pharmaceuticals Ltd	0.37	0.20	0.04
Arpit Deepakkumar Shah	Key Management Personnels as per 1(a)	Payables for employee benefits	Ratnatris Pharmaceuticals Pvt Ltd	0.13		
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Borrowings	Havix Group Inc	30.59		
Ashokbhai Vijaysinh Barot	Key Management Personnels as per 1(a)	Borrowings	Senores Pharmaceuticals Ltd		20.27	10.64
Aviraj Group LLC	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowings	Havix Group Inc	34.22		
Deval Shah	Key Management Personnels as per 1(a)	Borrowings	Senores Pharmaceuticals Ltd		0.02	0.66
Di-Cal Pharma Private Limited	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Loans & Advances	Senores Pharmaceuticals Ltd		0.98	10.36
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade payables	Ratnatris Pharmaceuticals Pvt Ltd	0.22		
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade Payable	Senores Pharmaceuticals Ltd	-	0.20	0.04
Espee Therapeutics LLP	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade Receivable	Senores Pharmaceuticals Ltd	0.02	0.14	0.01
Havix Group INC	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Non Current Investment	Senores Pharmaceuticals Inc		164.54	154.05
Havix Group INC	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Trade Receivable	Senores Pharmaceuticals Ltd		52.23	23.04
Hemagauri Shah	Close members of Key Management Personnel as per 1(a)	Borrowings	Havix Group Inc	6.25		
Jitendra Babulal Sanghvi	Key Management Personnels as per 1(a)	Payables for employee benefits	Ratnatris Pharmaceuticals Pvt Ltd	0.26		
Manoj P Sanghvi	Key Management Personnels as per 6	Borrowings	Senores Pharmaceuticals Ltd		12.00	
Mascot Industries	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Trade Payable	Senores Pharmaceuticals Ltd		6.62	
Ratnatris Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Trade Receivable	Senores Pharmaceuticals Ltd		-	52.54
Ratnatris Pharmaceuticals Pvt Ltd	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowings	Senores Pharmaceuticals Ltd		10.08	
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Interest payable	Ratnatris Pharmaceuticals Pvt Ltd	0.40		
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowings	Ratnatris Pharmaceuticals Pvt Ltd	40.94		
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade receivables	Ratnatris Pharmaceuticals Pvt Ltd	2.65		
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade Payable	Senores Pharmaceuticals Ltd	13.22		
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Trade Receivable	Senores Pharmaceuticals Ltd	4.96		
Remus Pharmaceuticals Limited	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowings	Senores Pharmaceuticals Ltd	-	0.11	0.11
Renosen Pharmaceuticals Private Limited	Enterprises over which Key Management Personnel as per 1(a) exercise significant influence	Trade Payable	Senores Pharmaceuticals Ltd	-	0.33	0.33
Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Loans & Advances	Ratnatris Pharmaceuticals Pvt Ltd	3.31		

Renosen Pharmaceuticals Pvt Ltd.	Enterprises over which Key Management Personnel as per 1(a) and/or their Close members exercise significant influence	Borrowings	Senores Pharmaceuticals Ltd	0.08	0.08	0.08
Sangeeta Barot	Close members of Key Management Personnel as per 1(a)	Borrowings	Senores Pharmaceuticals Ltd			1.57
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Borrowings	Senores Pharmaceuticals Inc	2.08		
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Borrowings	Senores Pharmaceuticals Ltd	5.18	56.07	6.84
Swapnil Jatinbhai Shah	Key Management Personnels as per 1(a)	Payable on Employee benefits	Senores Pharmaceuticals Ltd	1.29	0.40	
Tapan Shah	Close members of Key Management Personnel as per 1(a)	Trade Payable	Senores Pharmaceuticals Ltd	0.01		

b. Balances with Subsidiaries:

(in ₹ Millions)

Name of Related party	Nature of relationship	Type of Balance	Transacting Entity	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Senores Pharmaceuticals Inc	Subsidiary Company	Non Current investments	Senores Pharmaceuticals Ltd	52.26	52.26	52.26
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Non Current investments	Senores Pharmaceuticals Ltd	284.22	-	-
Havix Group Inc	Subsidiary	Non Current investments	Senores Pharmaceuticals Ltd	479.31	-	-
Senores Pharmaceuticals Inc	Subsidiary Company	Loans & Advances	Senores Pharmaceuticals Ltd	896.36	549.71	231.06
Senores Pharmaceuticals Inc	Subsidiary Company	Loans & Advances	Senores Pharmaceuticals Ltd	89.91	-	-
Senores Pharmaceuticals Inc	Subsidiary Company	Trade Receivable	Senores Pharmaceuticals Ltd	63.88	38.71	3.10
Havix Group Inc	Subsidiary	Trade Receivable	Senores Pharmaceuticals Ltd	95.47	-	-
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Trade Payable	Senores Pharmaceuticals Ltd	3.69	-	-
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Trade Receivable	Senores Pharmaceuticals Ltd	6.11	-	-
Havix Group Inc	Fellow Subsidiary	Non Current investments	Senores Pharmaceuticals Inc	169.53	-	-
Havix Group Inc	Fellow Subsidiary	Trade Receivable	Senores Pharmaceuticals Inc	128.33	-	-
Senores Pharmaceuticals Inc	Fellow Subsidiary	Trade Payable	Havix Group Inc	128.33	-	-
Senores Pharmaceuticals Inc	Fellow Subsidiary	Trade Receivable	Havix Group Inc	139.03	-	-
Havix Group Inc	Fellow Subsidiary	Trade Payable	Senores Pharmaceuticals Inc	139.03	-	-

c. Balances with Subsidiaries eliminated on Consolidation:

(in ₹ Millions)

Name of Related party	Nature of relationship	Type of Balance	Transacting Entity	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Senores Pharmaceuticals Inc	Wholly Owned Subsidiary	Non Current investments	Senores Pharmaceuticals Ltd	52.26	52.26	52.26
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Non Current investments	Senores Pharmaceuticals Ltd	284.22	-	-
Havix Group Inc	Subsidiary	Non Current investments	Senores Pharmaceuticals Ltd	479.31	-	-
Senores Pharmaceuticals Inc	Wholly Owned Subsidiary	Loans & Advances	Senores Pharmaceuticals Ltd	896.36	549.71	231.06
Senores Pharmaceuticals Inc	Wholly Owned Subsidiary	Loans & Advances	Senores Pharmaceuticals Ltd	89.91	-	-
Senores Pharmaceuticals Inc	Wholly Owned Subsidiary	Trade Receivable	Senores Pharmaceuticals Ltd	63.88	38.71	3.10
Havix Group Inc	Subsidiary	Trade Receivable	Senores Pharmaceuticals Ltd	95.47	-	-
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Trade Payable	Senores Pharmaceuticals Ltd	3.69	-	-
Ratnatris Pharmaceuticals Private Limited	Subsidiary	Trade Receivable	Senores Pharmaceuticals Ltd	6.11	-	-
Havix Group Inc	Fellow Subsidiary	Non Current investments	Senores Pharmaceuticals Inc	169.53	-	-
Havix Group Inc	Fellow Subsidiary	Trade Receivable	Senores Pharmaceuticals Inc	128.33	-	-
Senores Pharmaceuticals Inc	Fellow Subsidiary	Trade Payable	Havix Group Inc	128.33	-	-
Senores Pharmaceuticals Inc	Fellow Subsidiary	Trade Receivable	Havix Group Inc	139.03	-	-
Havix Group Inc	Fellow Subsidiary	Trade Payable	Senores Pharmaceuticals Inc	139.03	-	-

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
U24290GJ2017PLC100263

Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

Note 48

A. Statement of Profit and Loss attributable to Owners and Minority Interest

As at 31-03-2024 **(in ₹ Millions)**

Name of the Entity	% Holding	Net Assets i.e total assets minus total liabilities		Share in profit or loss	
		As % of Consolidated Net Assets	Amount	% of Consolidated Share in profit or loss	Amount
Parent					
Senores Pharmaceuticals Ltd		72.56%	1,681.18	2.49%	8.15
Indian Subsidiary					
Ratnatris Pharmaceuticals Private Limited	69.00%	2.76%	63.98	-0.35%	(1.15)
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%	18.09%	419.18	90.79%	296.94
Havix Group Inc	66.57%	19.03%	441.05	20.39%	66.70
Non - Controlling Interest in					
Havix Group Inc	33.43%	9.56%	221.48	10.24%	33.50
Ratnatris Pharmaceuticals Private Limited	31.00%	1.24%	28.75	-0.16%	(0.51)
Adjustment arising out of consolidation		-23.24%	(538.52)	-23.40%	(76.55)
Total		**100.00%**	**2,317.10**	**100.00%**	**327.08**

As at 31-03-2024 **(in ₹ Millions)**

Name of the Entity	% Holding	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Other Comprehensive	Amount	As % of Total Comprehensive Income	Amount
Parent					
Senores Pharmaceuticals Ltd		0.47%	(0.05)	2.56%	8.10
Indian Subsidiary					
Ratnatris Pharmaceuticals Private Limited	69.00%	-1.29%	0.14	-0.32%	(1.01)
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%	0.00%	-	93.86%	296.94
Havix Group Inc	66.57%	0.00%	-	21.08%	66.70
Non - Controlling Interest in					
Havix Group Inc	33.43%	0.00%	-	10.59%	33.50
Ratnatris Pharmaceuticals Private Limited	31.00%	-0.58%	0.06	-0.14%	(0.45)
Adjustment arising out of consolidation		101.40%	(10.86)	-103.30%	**(87.41)**
Total		**100.00%**	**(10.71)**	**24.33%**	**316.37**

As at 31-03-2023 **(in ₹ Millions)**

Name of the Entity	% Holding	Net Assets i.e total assets minus total liabilities		Share in profit or loss	
		As % of Consolidated Net Assets	Amount	% of Consolidated Share in profit or loss	Amount
Parent					
Senores Pharmaceuticals Limited		85.55%	389.23	14.22%	11.99
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%	28.31%	128.81	100.34%	84.62
Non - Controlling Interest in					
Adjustment arising out of consolidation		**-13.86%**	**(63.05)**	**-14.56%**	**(12.28)**
Total		**100.00%**	**454.99**	**100.00%**	**84.33**

As at 31-03-2023 **(in ₹ Millions)**

Name of the Entity	% Holding	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
Parent					
Senores Pharmaceuticals Limited		1.04%	(0.11)	16.04%	11.88
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%		-	114.24%	84.62
Adjustment arising out of consolidation		98.96%	**(10.15)**	-30.28%	**(22.43)**
Total		**100.00%**	**(10.26)**	**100.00%**	**74.07**

As at 31-03-2022 **(in ₹ Millions)**

Name of the Entity	% Holding	Net Assets i.e total assets minus total liabilities		Share in profit or loss	
		As % of Consolidated Net Assets	Amount	% of Consolidated Share in profit or loss	Amount
Parent					
Senores Pharmaceuticals Limited		99.02%	362.30	68.79%	6.82
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%	15.25%	55.80	31.92%	3.16
Adjustment arising out of consolidation		-14.27%	**(52.20)**	-0.71%	**(0.07)**
Total		**100.00%**	**365.90**	**100.00%**	**9.91**

As at 31-03-2022 **(in ₹ Millions)**

Name of the Entity	% Holding	Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
Parent					
Senores Pharmaceuticals Limited		14.14%	0.08	65.76%	6.90
Foreign Subsidiary					
Senores Pharmaceuticals INC	100.00%	0.00%		30.14%	3.16
Adjustment arising out of consolidation		85.86%	**0.51**	4.10%	**0.43**
Total		**100.00%**	**0.59**	**100.00%**	**10.50**

Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
U24290GJ2017PLC100263

Annexure VII - Notes forming part of the Restated Consolidated Financial Statements

B. Contribution of Company and its Subsidiaries in Profits & loss Statement for the period:

(in ₹ Millions)

Particulars	Senores Pharmaceuticals Ltd	Senores Pharmaceuticals Inc	Havix Group Inc*	Ratnatris Pharmaceuticals Pvt Ltd**	Inter Company Adjustments on Consolidation	Total
For FY 2023-24						
Revenue from Operations	**340.06**	**491.65**	**1,064.15**	**473.47**	**(224.09)**	**2,145.24**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	**67.85**	**473.84**	**3.78**	**37.17**	**(138.56)**	**444.08**
EBITDA (%)	*19.95%*	*96.38%*	*0.36%*	*7.85%*		*20.70%*
Profit after Tax (PAT)	**8.15**	**296.94**	**100.20**	**(1.66)**	**(76.55)**	**327.08**
PAT (%)	*2.40%*	*60.40%*	*9.42%*	*-0.35%*		*15.25%*
For FY 2022-23						
Revenue from Operations	**123.82**	**264.94**	**-**	**-**	**(35.40)**	**353.36**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	**50.12**	**155.60**	**-**	**-**	**(42.18)**	**163.54**
EBITDA (%)	*40.48%*	*58.73%*				*46.28%*
Profit after Tax (PAT)	**11.99**	**84.62**	**-**	**-**	**(12.28)**	**84.33**
PAT (%)	*9.68%*	*31.94%*				*23.87%*
For FY 2021-22						
Revenue from Operations	**135.46**	**8.87**	**-**	**-**	**(2.63)**	**141.70**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	**20.96**	**7.88**	**-**	**-**	**(4.71)**	**24.13**
EBITDA (%)	*15.47%*	*88.83%*				*17.03%*
Profit after Tax (PAT)	**6.82**	**3.16**	**-**	**-**	**(0.070)**	**9.91**
PAT (%)	*5.03%*	*35.57%*				*6.99%*

*Figures considered from date of acquisition i.e. 3rd May, 2023
**Figures considered from date of acquisition i.e. 14th December, 2023

49 Capital Management

The Group's capital management is intended to create value for shareholders by facilitating the achievement of long-term and short-term goals of the group.

The Group determines the amount of capital required on the basis of annual business plan coupled with long-term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term borrowings.

The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

Net debt includes borrowings less cash and cash equivalents, other bank balances.

The table below summarises the capital, net debt and net debt to equity ratio of the Group.

(in ₹ Millions)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Equity Share Capital	305.05	98.15	87.42
Other Equity	1,737.63	356.84	278.48
Non-Controlling Interests	274.42	-	-
Total Equity	**2,317.10**	**454.99**	**365.90**
Loans and borrowings	2,483.84	607.63	142.07
Less: cash and cash equivalent	76.47	1.00	20.20
Less: Other bank Balances	54.08	-	11.95
Net Debt	**2,353.29**	**606.63**	**109.92**
Gearing Ratio	***1.02***	***1.33***	***0.30***

50 Segment Information

50.1 Primary Segment

The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Board of directors, who are the Chief Operating Decision Makers. They are responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. Manufacturing and Development of Pharmaceuticals and allied products and services

50.2 Information about major customers

Following are the Top 5 customer contributing to the Revenue from Operations of the Group:

(in ₹ Millions)

Partiuclars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue from such customers			
Customer attributing highest revenue	590.66	113.59	78.99
Customer attributing second highest revenue	370.84	59.00	28.43
Customer attributing third highest revenue	107.88	56.89	24.39
Customer attributing fourth highest revenue	107.98	36.20	7.50
Customer attributing fifth highest revenue	109.13	25.66	1.37

50.3 Secondary Segment - Geographical Segment

The analysis of geographical segment is based on geographical location of the customers. The geographical segments considered for disclosure are as follows:

Sales within India : Sales to Customer located within India.
Sales outside India : Sales to Customer located outside India.

Information pertaining to Secondary Segment.

(in ₹ Millions)

Country	2023-24	2022-23	2021-22
Within India	474.29	55.09	58.33
Outside India	1,670.95	298.28	83.37
Total	**2,145.24**	**353.37**	**141.70**

51 The Management has assessed internal and external information upto the date of approval of these fianncial statements while reviewing the recoverability of the assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities etc. based on such assessment, the management expects to fully recover the carrying amounts of the assets and confortably discharge its debts & obligations. Hence, the management does not envisage any material impact on these Financial Statements.

52 The Group has applied the term loans for the purpose for which it was raised during the year.

53 Balance receivables, trade payables as well as loans and advance have been taken as per the books of accounts submitted by the company and are subject to confirmation from the respective parties.

54 Business Combinations

54.1 Acquisition of 'API Business Undertaking'

a)

One of the wholly owned Subsidiary namely Ratnagene Lifescience Private Limited ('Purchaser' or 'the Acquirer') ('Merged with Holding Company pursuant to merger) (Refer Note 55 below) had entered into a Slump Sale Agreement (Including Amendments thereto) ('Business Transfer Agreement' or 'BTA') with M/s Mascot Industries ('Seller'), to acquire the "API Business Undertaking" ('Undertaking' or "the Acquiree') of the Seller w.e.f. 1st April, 2023 being the Acquisition date (Closing date and the Effective Date of the Agreement). The Undertaking is the preliminary manufacturing unit of Active Pharmaceuticals Ingredients ('API') and Consists of all its Assets & Liabilities including but not limited to movable and immovable properties, Inventories, Licenses, Permits, know-hows, Advances, Deposits, receivables, and all Liabilities including Contingent Liabilities as set forth in the BTA. Pursuant to this Agreement, the Group has obtained control over the undertaking w.e.f. 1st April, 2023 and has recognised all the identifiable assets and liabilities at the Acquisition date Fair Value in accordance with the IND AS 103 "Business Combinations" as on the effective date.

b) Purchase Consideration

Total Purchase Consideration is consisting of cash consideration of 100 million Rupees ('₹') (Gross of Cash & Cash Equivalents) being the fair value of the Total Consideration payable in cash as 30% in 30 days from the BTA and balance 70% within the stipulated time as decided in the Agreement subject to condition of interest @12% after the stipulated period. The Purchase Consideration and the fair value of the assets and liabilities of the undertaking has been derived based on the Report of the Registered Valuer.

c) Gain on Bargain Purchase

The Excess of the Fair Value of the net identifiable Assets over the Purchase Consideration is recognised as Bargain Purchase. The Purchase price allocation of the purchase consideration to the identifiable Net Assets and Liabilities is as under

Particulars	(in ₹ Millions)
Property, Plant and Equipment	107.18
Other Non-Current Assets	0.16
Inventories	8.53
Cash and bank Balances	3.31
Trade Receivables	51.24
Other Financial Assets	3.06
Other Current Assets	0.67
Other Current Liabilities	(42.26)
Provisions	(0.11)
Loans	(30.38)
Fair Value of the Net Identifiable Assets	**101.40**
Less: Purchase Consideration	**(100.00)**
Gain from a Bargain Purchase	**1.40**

54.2 Acquisition of Havix

a) The Holding Company ('Acquirer 1') jointly with its wholly Owned Subsidiary Company namely Senores Pharmaceuticals INC (Acquirer 2') incorporated in USA were holding 15.62% shares of Havix Group INC ('Havix' or 'Acquiree') as on 31st March, 2023.During the year, the Group has acquired further 50.95% in the Company w.e.f. 3nd May, 2023 ('Acquisition date') by entering into Share Swap Agreement with the sharehoders of the Acquiree. Pursuant to this, Havix became subsidiary of the Company. Havix is engaged in the business of Developing and Manufacturing Pharmaceuticals and allied Products similar to the Group and adds significant expansion to the current busienss verticle of the Group. The control over Havix was obtained w.e.f. the Acquisition date and the group has recognised all the identifiable assets and liabilities at the Acquisition date Fair Value in accordance with the IND AS 103 “Business Combinations” as on the Acquisition date.

Havix has a wholly owned subsidiary named 9488 Jackson Trail LLC which became the step-down subsidiary of Acquirer 1 on account of the aforesaid acquisition. Both companies are maintaining a single set of books of accounts and preparing a single set of financial statements

b) Purchase Consideration

The Purchase Consideration consists of about 7.13 Million Shares of the Acquire 1 company issued to the Shareholders of the Havix amounting ₹ 449.28 Million to acquire 47.64% shares and 32.91 Million ₹ as a consideration given by Acquirer 2 to acquire 3.31% shares of the Acquiree amounting to total purchase consideration of ₹ 482.19 Million .

c) Goodwill on Acquisition

The Excess of the Purchase Consideration transferred and Non-Controling Interest measured at Proportionate Share in the Acquiree's Net Identifiable Net Asset over the total Identifiable Net Asset ('INA') is recognised as Goodwill.

Particulars	(in ₹ Millions)
PPE, Intangible Asset and Other Non-Current Assets	1,040.46
Trade Receivables	135.31
Inventory	122.95
Other Current Assets	172.37
Trade Payables	(154.94)
Deferred Tax Liability	(5.19)
Other Current Liabilities	(103.41)
Borrowings and other Liabilites	(632.15)
Identifiable Net Assets	**575.39**
Less: non-controlling interests at proportionate share of the acquiree’s identifiable	(192.35)
Less: Fair Value of Previously held Equity Interest in Acquiree	(153.49)
Less: Purchase Consideration	**(482.19)**
(Goodwill) / Capital Reserve	**(252.64)**

54.3 Acquisition of Ratnatris

a) The Holding Company ('Purchaser' or 'Acquirer') has entered into Share Swap Agreement with the Shareholders of Ratnatris Pharmaceuticals Private Limited ('Acquiree 3' or 'Ratnatris') to acquire 69% shares of the Ratnatris w.e.f. 14th December, 2023 being Acquisition date to became a Subsidiary Company. Ratnatris is engaged in the manufacuring and marketing of pharmaceuticals and allied products like tablets, oral-liquid, capsules, powders and Injections. The Acquisition is expansion to the existing segment and enhances manufacturing facilities of the Group in India. The control over the Ratnatris was obtained w.e.f. the Acquisition date and the group has recognised all the identifiable assets and liabilities at the Acquisition date Fair Value in accordance with the IND AS 103 “Business Combinations” as on the Acquisition date.

b) Purchase Consideration

The Purchase Consideration consists of about 4.51 Million Equity Shares of Rs. 10/- each of the Holding Company issued to the Shareholders of the Ratnatris amounting to total 284.22 Million ₹ (including premium).

c) Goodwill on Acquisition

The Excess of the Purchase Consideration transferred and Non-Controling Interest measured at Proportionate Share in

Particulars	(in ₹ Millions)
Property, Plant & Equipment	732.78
Capital work in progress	29.21
Right of Use Assets	12.65
Other Intangible Assets	16.97
Intangible Asset Under Development	1.27
Investments	0.07
Deferred Tax Assets	15.82
Other Non-Current Asset	12.66
Inventory	209.11
Trade Receivable	192.59
Cash and cash equivalents and Bank Balances	4.00
Loans	6.60
Other Current Assets	111.99
Borrowings	(742.55)
Lease Liabilities	(13.58)
Trade Payables	(330.40)
Provisions	(5.90)
Other Liabilities	(29.00)
Net Identifiable Assets at Fair Value	**224.31**
Less: non-controlling interests at proportionate share of the acquiree's identifiable net assets	**(69.53)**
Less: Purchase Consideration	**(284.22)**
(Goodwill) / Capital Reserve	**(129.45)**

Acquisition related cost not included in the purchase consideration is recognised as expense in the statement of profit and loss as and when incurred.

55 Compliance with approved Schemes of Arrangements

Merger of one of the Indian Subsidiary with the Holding Company:

55.1 The Regional Director ('RD') vide its order dated 20th June, 2024 has Sanctioned the Scheme of Amalgamation between Ratnagene Lifescience Private Limited ('Transferor Company') (i.e. Subsidiary Company), Senores Pharmaceuticals Limited (Formerly 'Senores Pharmaceuticals Private Limited') ('Transferee Company') (i.e. Holding Company) and their respective shareholders and creditors ('the Scheme') under section 233 of the Companies Act, 2013. The Scheme provides for the Amalgamation of the Transferor Company into the Transferee Company and dissolution of the Transferor Company without winding up with the Appointed date being 1st January, 2024. The effective date of the Scheme is June 27th,2024.

55.2 As stated in the Scheme, the company has applied 'Pooling of interest' method prescribed in the Appendix C of the Indian Accounting Standard 103 'Business Combinations' as the entities involved in the transaction are considered to be under a common control. Accordingly,

a) All the assets, liabilities and reserves of the Transferor Company transferred to and vested in the Transferee Company pursuant to the Scheme are recorded at their respective book value and in the same form as appearing in the consolidated financial statements of Transferee Company, being the holding company, in respect of Transferor Company

b) The identity of the reserves of the Transferor Company are preserved and appear in the books of accounts of Transferee Company in the same form and manner, as appearing in the consolidated financial statements of the Transferee Company, being the Holding Company, in respect of the Transferor Company, prior to this Scheme becoming

c)The inter-company balances between the transferor and Transferee Company inter-se have been cancelled.

d) The investments in the equity shares of the Transferor Company and the difference between (a) the carrying value of assets, liabilities and reserves pertaining to the Transferor Company recorded and (b) the carrying value of investment in the equity shares of the Transferor Company in the books of accounts of the Transferee Company, are credited to capital reserve in the books of accounts of Transferee Company and presented separately from other capital reserves with disclosure of its nature and purpose in the notes. In case, the difference is deficit, then the same is adjusted against existing capital reserve and disclosed in the "Other Equity".

55.3 Further, the comparative financial information presented in the financial statements are restated as id the business combination has occurred from the beginning of the preceding period in the financial statements i.e. 1st April, 2022. Accordingly previous year figures of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income) and Statement of Cash Flows have been restated considering that the amalgamation has taken place from the first day of the earliest period presented i.e., 1st April, 2021 as required under Appendix C of Ind AS 103.

55.4 Further, pursuant to the effect of the above Scheme, Authorised Share Capital of the Transferor Company amounting to Rs. 9,00,00,000/- (Rupees nine crores) consisting of 90,00,000 (ninety lakhs only) equity shares of Rs. 10/- (rupees ten only) shall be consolidated with the Authorised Share Capital of the Transferee Company.

56 Undisclosed Transactions

As stated & confirmed by the Board of Directors, The Group does not have any such transaction which is not recorded in the books of accounts 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.

57 Benami Transactions

As stated & confirmed by the Board of Directors ,The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

58.1 Loan or Investment to Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors, The Group has not advanced or loaned or invested funds to any other

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

58.2 Loan or Investment from Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors, The Group has not received any fund from any person(s) or entity(ies),

(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

59 Working Capital

As stated and confirmed by the Board of Directors, The Group has been sanctioned working capital facilities during the year under review and inventory records submitted with the banks are in confirmity with books of accounts.

60 Willful Defaulter

As stated & Confirmed by the Board of Directors ,The Group has not been declared willful defaulter by the bank during the year under review.

61 Transactions with Struck off Companies

As stated & Confirmed by the Board of Directors ,The Group has not under taken any transactions nor has outstanding balance with the Group Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

62 Satisfaction of Charge

As stated & Confirmed by the Board of Directors ,The Group does not have any pending registration or satisfaction of charges with ROC beyond the statutory period .

63 Crypto Currency

As stated & Confirmed by the Board of Directors ,The Group has not traded or invested in Crypto Currency or Virtual Currency.

Annxure V - Note 1 to 4 of Material Accounting Policies and
Annexure VII - Notes 5 to 63 forming part of the Restated Consolidated Financial Statements

As per our report of even date attached
For, Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

For and on behalf of Board of Directors of
Senores Pharmaceuticals Limited
(Formerly known as "Senores Pharmaceuticals Private Limited")
CIN: U24290GJ2017PLC100263

CA Nilesh Shah	**Swapnil Shah**	**Deval Shah**
Partner	**Managing Director**	**Whole Time Director & Chief Financial Officer**
Mem. No. - 107414	**DIN: 05259821**	**DIN: 00332722**
UDIN: 24107414BJZXFH1259		
	Nidhi Kapadia	
	Company Secretary	
	Mem. No. - A71676	
Place: Ahmedabad	**Place: Ahmedabad**	
Date: 11th July, 2024	**Date: 11th July, 2024**	

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company and our Material Subsidiaries*, as identified in accordance with the SEBI ICDR Regulations, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://senorespharma.com/financials. 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 to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

**One of our Material Subsidiaries, Havix Group, Inc. d/b/a Aavis Pharmaceuticals was acquired on May 3, 2023. The Audited Financial Statements for Havix Group, Inc. d/b/a Aavis Pharmaceuticals are available on our website for Fiscal 2024 in accordance with the SEBI ICDR Regulations.*

The details of accounting ratios derived from Restated Financial Statements and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated earnings per Equity Shares - Basic (in ₹)	13.67	8.87	1.81
Restated earnings per Equity Share – Diluted (in ₹)	12.21	6.65	1.81
Return on Net Worth (%)*	23.60%	20.55%	4.35%
Net Asset Value per Equity Share (in ₹)	66.96	46.36	41.86
EBITDA	444.08	163.54	24.13

** Return on Net Worth means Profit After Tax divided by Average Total Equity.*

Certain non-GAAP financial measures, such as Adjusted EBITDA, adjusted EBITDA margin, EBITDA, EBITDA margin, Return on Net Worth, Net Asset Value, presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance.

*See **"Risk Factors** – Certain non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies."* on page 66.

Reconciliation of restated profit for the year to EBITDA and EBITDA Margin for the year

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as restated profit for the year plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin is the percentage of EBITDA divided by total revenue from operations for the period/year.

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated profit for the year	**327.08**	**84.33**	**9.91**
Add: Tax Expense	(77.64)	40.04	1.52
Add: Finance Costs	94.46	21.38	5.65
Add: Depreciation and Amortization Expenses	100.18	17.79	7.05
EBITDA	444.08	163.54	24.13
Revenue from Operations	2,145.24	353.37	141.70

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
EBITDA Margin (%)	**20.70%**	**46.28%**	**17.03%**

Reconciliation of net worth and return on net worth

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital (I)	305.05	98.15	87.42
Other Equity (II)	1,737.63	356.84	278.48
Non-Controlling Interests (III)	274.42	.	.
Net Worth (IV) = (I + II + III)	**2,317.10**	**454.99**	**365.9**
Average Net Worth (V)*	**1,386.05**	**410.45**	**227.85**
Restated profit for the year (VI)	327.08	84.33	9.91
Return on net worth (VII) = (VI/V) (%)	**23.60%**	**20.55%**	**4.35%**

* *Average of opening and closing net worth of the year / period. 'Net worth': Equity share capital and other equity (including Non-Controlling Interest)*

Reconciliation of Net Asset Value (per Equity Share)

(In ₹ million, except share data)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital (I)	305.05	98.15	87.42
Other Equity (II)	1,737.63	356.84	278.48
Total equity (III) = (I + II)	2,042.68	454.99	365.9
Number of equity shares outstanding (IV)	30.50	9.82	8.74*
Net asset value per equity share (V) = (III / IV)	66.96	46.36	41.86

* *Number of equity shares of outstanding for Fiscal 2022 is considered proportionately based on paid up value per share.*

Reconciliation of net debt - equity ratio

(In ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Non-current borrowing (I)	1,336.56	297.32	122.16
Current Borrowing (II)	1,147.28	310.31	19.91
Total Borrowing (III) = (I + II)	2,483.84	607.63	142.07
Cash and Cash Equivalents (IV)	130.55	1.00	32.15
Net Debt (V) = (III - IV)	2,353.29	606.63	109.92
Equity Share Capital (VI)	305.05	98.15	87.42
Other Equity (VII)	1,737.63	356.84	278.48
Non-Controlling Interests (VIII)	274.42	-	-
Total Equity (IX) = (VI + VII + VIII)	2,317.10	454.99	365.90
Net Debt - Equity Ratio (in times) (X) = (V / IX)	1.02	1.33	0.30

Summary of Related Party Transactions

For details of the related party transactions in accordance with Ind AS 24, see *"Restated Consolidated Financial Information – 47"* on page 347.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Statements*" and "*Risk Factors*" beginning on pages 372, 267 and 35, respectively.

(in ₹ million)

Particulars		Pre-Offer at March 31, 2024	As adjusted for the proposed Offer[#]
Borrowings			
Current borrowings[*]		323.94	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)[*]		2,159.90	[●]
Total Borrowings	**(A)**	**2483.84**	
Equity			
Equity share capital[*]		305.05	[●]
Other equity[*]		1,737.63	[●]
Non-Controlling Interest		274.42	[●]
Total Equity	**(B)**	**2,317.10**	[●]
Ratio: Total borrowings / total equity (in times)		1.07	[●]

** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*

[#]Post-Offer capitalisation will be determined after finalization of the Offer Price.

Notes:

1) *Our Company has issued 1,695,000 Equity Shares with face value Rs 10 per share by conversion of 0% Unsecured fully Compulsorily Convertible Debentures on April 9, 2024 which shall rank pari pasu with the existing Equity Shares.*

2) *Our Company has issued 1,066,250 Equity Shares with face value Rs 10 per share by conversion of 0% Unsecured fully Compulsorily Convertible Debentures on June 17, 2024 which shall rank pari pasu with the existing Equity Shares.*

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries avail credit facilities in the ordinary course of business. For details regarding the borrowing powers of our Board, see "*Our Management - Borrowing Powers of our Board*" on page 245.

Set forth below is a brief summary of the aggregate borrowings by our Company and its Subsidiaries as of June 30, 2024 on a consolidated basis:

Secured Loans		
Category of borrowings	**Sanctioned amount (in ₹ Millions)**	**Outstanding amount as on June 30, 2024 (in ₹ million)**
Working Capital	172.00	83.45
Cash Credit	30.00	30.00
Overdraft	90.00	73.56
Bank Guarantee	52.50	10.90
Letter of Credit	95.00	16.70
Term Loans	1,129.96	776.37
Vehicle Loan	10.20	7.45
Total	**1,579.66**	**998.44**

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, pursuant to their certificate dated July 24, 2024.*

Unsecured Loans	
Category of borrowings	**Outstanding amount as on June 30, 2024 (in ₹ million)**
From Directors	44.93
From Others	1,177.87
Total	**1,222.79**

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, pursuant to their certificate dated July 24, 2024.*

Principal terms of the facilities sanctioned to our Company:

1. ***Interest:*** The interest rate for the working capital facilities and term loans availed by our Company ranges from 1.25% to 10.00% per annum.

2. ***Tenor:*** The tenor of the facilities typically varies from 11 months to 120 months.

3. ***Security:*** Our facilities are typically secured by the creation of a charge over certain of our immovable properties, our fixed assets, our current assets, and personal guarantees in favour of our lenders.

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.

5. ***Penal Interest:*** The terms of certain facilities availed by our Company prescribe penalties for default in the repayment obligations of the Company, delay in creation of the stipulated security or in case of events of default. The penalty typically ranges from 5 % to 18 % per annum.

6. ***Re-payment:*** Our Company may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand.

    a) ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, *inter alia*: material adverse change in the ownership/ control or management of our Company without prior approval of the lender;

    b) failure to pay outstanding principal and interest amounts on due dates;

    c) winding up, insolvency/ bankruptcy or dissolution;

    d) commencement of or existence of any legal proceedings/ investigations that may have a material adverse change/ effect;

    e) failure to procure or maintain insurance on our assets;

    f) cessation or change in business; and

    This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

7. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby the lenders may:

   a) convert the outstanding amount into fully paid-up Equity Shares of our Company, in their sole and absolute discretion;

   b) demand that all or any part of the amount due together with accrued interest and all other amounts accrued in relation to the facility be paid immediately;

   c) further access by our Company to the facility may be suspended or terminated at the lender's sole discretion;

   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 our Company, and the same may lead to consequences other than those stated above.

8. ***Restrictive Covenants:*** The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   a) adverse changes in capital structure;

   b) undertaking any new project, scheme of expansion or diversification or capital expenditure;

   c) change in our constitution, structure, constitutional documents, members, composition of our Board, management control and legal and/or beneficial ownership; and

   d) change in the shareholding pattern; and

   e) approaching the capital market for mobilizing additional resources;

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purposes of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia*, effecting changes to our capital structure. For further details, see "*Risk Factors – Any failure to comply with financial and other restrictive covenants imposed on us under our financing agreements may affect our operational flexibility, business, results of operations and prospects.*" on page 54.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information on page 267.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2024, 2023 and 2022, 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" beginning on page 267. Please also refer to "Definitions and Abbreviations" on page 1 for certain terms used in this section. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our audited financial statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP.

This Draft Red Herring Prospectus also contains certain 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. See "Forward-Looking Statements" on page 33.

Unless the context otherwise requires, in this section, references to "we", "us", "our" "our Company" or "the Company" refers to Senores Pharmaceuticals Limited and its Subsidiaries on a consolidated basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Overview of the Global Pharma Market" dated July 24, 2024 (the "**F&S Report**", and the date of the F&S Report, the "**Report Date**") which is exclusively prepared for the purpose of the Offer and issued by Frost & Sullivan ("**F&S**") and is exclusively commissioned for an agreed fee and paid for by our Company in connection with the Offer. F&S was appointed pursuant to an engagement letter entered into with our Company dated March 29, 2024. F&S is not related in any other manner to our Company. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Further, the F&S Report was prepared on the basis of information as of specific dates and opinions in the F&S Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. F&S has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and has further advised that it has taken due care and caution in preparing the F&S Report based on the information obtained by it from sources which it considers reliable. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the F&S Report will be available on the website of our Company at https://senorespharma.com/report from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. Further, the F&S Report is not a recommendation to invest or disinvest in any company covered in the report. Prospective investors are advised not to unduly rely on the F&S Report. The views expressed in the F&S Report are that of F&S. For more information and risks in relation to commissioned reports, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the F&S Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 68. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 32.*

OVERVIEW

We are a global research driven pharmaceutical company engaged in developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across various therapeutic areas and dosage forms, with a presence in Emerging Markets. Our strength lies in identifying, developing and manufacturing a diverse range of specialty, underpenetrated and complex pharmaceutical products establishing us as a preferred partner to certain customers. Through data analytics, research, market assessment and experienced management, we strategically identify commercially underpenetrated molecules to launch products in the Regulated and Emerging Markets. We leverage our R&D capabilities to develop and manufacture a portfolio of differentiated complex pharmaceutical products. Our focus on quality and our ability to identify specialty and complex molecules has resulted in an extensive pipeline of curated complex products spanning diverse dosage forms and therapeutic domains, demonstrated through our partnerships in the Regulated Markets with prominent foreign and Indian pharmaceutical companies including Prasco LLC, Lannett Company Inc., Jubilant Cadista Pharmaceuticals Inc., Alkem Laboratories Limited, Sun Pharmaceuticals Industries Limited, Dr. Reddy's Laboratories Inc. and Cipla USA Inc.

Our business is primarily focussed on the Regulated Markets of US and Canada. We have a presence in the Emerging Markets across 43 countries. We also manufacture critical care injectables and APIs.

Regulated Markets Business

Our Regulated Markets Business is carried out through our two subsidiary companies, Havix, which houses our US FDA approved oral solid dosage ("**OSD**") facility at Atlanta, US and, SPI which holds our intellectual property and enters into agreements with our marketing partners. Our Regulated Markets Business primarily serves the US and Canada markets. We are in the process of expanding our reach into the Regulated Market of UK.

The table below sets out the breakdown of our revenue from operations in the Regulated Markets from Marketed Products and CDMO/ CMO, for the indicated periods:

Sr. No	Business Segment (Regulated Markets)	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations from the Regulated Markets (%)
(I)	**Marketed Products**	**1307.03**	**90.05%**	**207.40**	**99.31%**	**7.50**	**84.57%**
(a)	ANDA Products	716.37	49.35%	195.01	93.38%	7.50	84.57%
(b)	Sourced Products	590.66	40.69%	12.38	5.93%	0	0.00%
(II)	**CDMO/CMO**	**144.49**	**9.95%**	**1.45**	**0.69%**	**1.37**	**15.43%**
	Total Revenue from Regulated Markets	**1451.52**	**100.00%**	**208.85**	**100.00%**	**8.87**	**100.00%**

Emerging Markets Business

We develop and manufacture pharmaceutical products across various therapeutic areas for the Emerging Markets through our WHO-GMP approved manufacturing facility at Chhatral (Ahmedabad), Gujarat. Our Chhatral Facility caters to countries in the Emerging Markets including Philippines, Uzbekistan Tanzania and Peru. As of May 31, 2024, we marketed our products in 43 countries in the Emerging Markets and have obtained product registrations for 182 products and have filed product registrations for 245 products. Our Chhatral Facility has received approvals from the regulatory bodies of 10 countries.
RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024. The table below sets out our breakdown of revenue from operations in the Emerging markets from our business models, for the indicated periods:

Sr. No	Business Segment*	Fiscal 2024		Fiscal 2023		Fiscal 2022	
		Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
(A)	Distributor Model	239.64	54.21%	-	-	-	-
(B)	P2P Model	200.32	45.32%	-	-	-	-
(C)	CDMO	2.06	0.47%	-	-	-	-
	Total Revenue from Emerging Markets	**442.02**	**100.00%**	**-**	**-**	**-**	**-**

* *As of March 31, 2024, we have not commenced any business under the own brands business model of our Emerging Markets Business.*

Critical Care Injectables Business

We launched our Critical Care Injectables Business in August, 2022 for supply of critical care injectables across India to various hospitals through our distributors which was launched to leverage our injectable manufacturing capabilities. Part of the critical care injectables are manufactured at our Chhatral Facility and part sourcing is done from injectables players in the Indian market. As of March 31, 2024, we have launched 54 products in major therapeutic segments including antibiotics, anti-bacterial, anti-fungal and blood line. As of March 31, 2024, we have presence in several hospitals across states in India and we conduct our business by tying up with distributors in various states and also by entering into arrangements with hospitals in India.

API Business

We commenced the business of manufacturing APIs with the objective of having an API manufacturing facility as a backward integration activity. While our API business currently caters to the domestic market and SAARC countries, in the medium to long-term we intend to manufacture APIs for the Regulated Markets and also in the semi-regulated markets as a direct product sale. We manufacture APIs through our Naroda Facility and are in the process of setting up a new greenfield unit for the manufacture of APIs at Chhatral, Gujarat. As of March 31, 2024, we have successfully commercialized seven APIs which includes oncology APIs.

The table below sets out our breakdown of revenue from our business segments, for the indicated periods:

Sr. No	Business Segment	Fiscal 2024		Fiscal 2023[#]		Fiscal 2022[#*]	
		Revenue contribution (in ₹ million)	**Percentage of revenue from operations (%)**	**Revenue contribution (in ₹ million)**	**Percentage of revenue from operations (%)**	**Revenue contribution (in ₹ million)**	**Percentage of revenue from operations (%)**
(A)	Regulated Markets Business	1,451.52	67.66%	207.40	58.69%	8.87	6.26%
(B)	Emerging Markets Business	442.02	20.60%	-	-	-	-
(C)	Critical Care Injectables Business	57.10	2.66%	17.05	4.83%	-	-
(D)	API Business	139.02	6.48%	19.78	5.60%	-	-
(E)	Other Operational income	55.58	2.59%	109.14	30.89%	132.83	93.74%
	Total Revenue from Operations	**2,145.24**	**100.00%**	**353.37**	**100.00%**	**141.70**	**100.00%**

[#] *RPPL, our Subsidiary, through which we undertake our Emerging Markets Business became our subsidiary with effect from December 14, 2023. Accordingly, we do not have any revenue from operations from the Emerging Markets Business for Fiscal 2023 and Fiscal 2022. The revenue from operations from our Emerging Markets Business in Fiscal 2024 is the revenue earned from December 14, 2023 to March 31, 2024.*

* *Our API Business does not have any revenue from operations in Fiscal 2022 since this business was commenced by us in Fiscal 2023.*

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* beginning on pages 188 and 35. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Our Manufacturing Facilities, particularly our US FDA approved formulation facility in the US

Our manufacturing capabilities form a key driver for the growth of our revenue from operations. We manufacture products for the Regulated Markets through our US FDA approved OSD facility at Atlanta, US. The Atlanta Facility has a strong regulatory track record and has been audited and approved by the US FDA four times since commencement of its operations, with the latest audit being completed in April 2024. The Atlanta Facility is also (i) approved by the DEA which makes us eligible for manufacturing formulations having controlled substances in the US market; and (ii) compliant with the Trade Agreements Act and the Buy American Act which is a pre-requisite for catering to government supplies in the US market. Our Atlanta Facility also caters to certain jurisdictions within the Semi-Regulated Markets including South Africa, Saudi Arabia and Israel

We believe our ability to serve the Regulated Markets through our US FDA-approved formulation manufacturing facility in the US provides us with a distinct competitive advantage. This approval not only ensures compliance with stringent regulatory standards but also enhances our credibility and market reach, positioning us favourably against competitors.

In order to continue to grow our manufacturing capabilities for our business, it is essential for us to increase our formulations manufacturing capacity across dosage forms by pursuing strategic acquisitions, building additional manufacturing units and driving efficiencies in our existing production lines by leveraging technology and improving human intervention.

It is also important for us to focus on improving capacity utilization at our manufacturing units. Higher capacity utilization means higher volumes of products manufactured, which in turn drives our sales of products and revenue from operations. The table below sets out our total annual installed capacity and capacity utilization of our Atlanta Facility for the periods indicated:

Sr. No	Category	As at and for the year ended March 31, 2024			As at and for the year ended March 31, 2023			As at and for the year ended March 31, 2022		
		Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)	Annual Installed Capacity (in million)	Capacity Utilization (in million)	Capacity Utilization (%)
A)	**Capsule Total**	38.40	10.43	27.15%	29.25	5.97	20.42%	11.52	1.69	14.69%
B)	**Tablet Total**	132.48	25.58	19.31%	50.75	12.96	25.54%	48.90	6.92	14.15%
	Grand Total	170.88	36.01	21.07%	80.00	18.93	23.67%	60.42	8.61	14.25%

* *As certified by Dev Consultant, Chartered Engineer by way of their certificate dated July 23, 2024.*

 # Assuming the Atlanta Facility is working for 256 days.

A slowdown or shutdown of our Manufacturing Facilities could have an adverse effect on our results of operations. See "*Risk Factors- "Our business is dependent and will continue to depend on our manufacturing and research and development facilities, and we are subject to certain risks in our manufacturing process such as the breakdown or failure of equipment, industrial accidents, severe weather conditions and natural disasters, which may have an adverse impact on our financial condition and results of operations.*"

Our R&D capabilities

Innovation and new product development is critical to our growth of revenue from operations and profitability, and we are committed to innovation and continuous improvement. We have a formulation development laboratory at our Atlanta Facility which acts as our front-end R&D center. This R&D laboratory in the US is supported by a back-end R&D facility in India which helps us in dossier preparation and the submission of ANDA applications in a time and cost-efficient manner.

We identify niche products based on information available on public databases and on the basis of our internal research carried out to identify relevant product opportunities in the US market. We undertake the formulation development process which involves various steps such as R&D to establish API equivalency, formulation development, conducting bioequivalence studies, stability studies and other technical support services partly in our R&D facilities located in the US and in India and partly on an outsourcing basis. Upon completion of product identification and when the product development reaches an advanced stage, we approach the identified marketing or distribution partners in the Regulated Markets for in-licensing. Once the arrangement is confirmed, the products are filed and after approval then launched by the distribution and marketing companies, while the manufacturing of products takes place at the Atlanta Facility. Our strength lies in our ability to identify, research, develop and manufacture in-house pharmaceutical products for high-growth therapeutic areas, for which there is limited competition.

The table below sets out our investments in R&D activities, for the indicated periods:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)	Revenue contribution (in ₹ million)	Percentage of revenue from operations (%)
R&D Investment*	713.35	33.25%	390.11	110.40%	50.02	35.30%

* *R&D Investments are additions in intangibles developed and under development related to product development.*

We have consistently invested in our R&D initiatives to grow our differentiated product portfolio for both the domestic and international markets. Our R&D operations is the growth engine for our business, and we will continue to focus on expanding our research activities for our CDMO and manufacturing operations. We believe our R&D capabilities are the cornerstone of our success, empowering us to consistently innovate and create a niche product portfolio. As we continue to prioritize on product innovation, our R&D remains a key strength that drives our growth and positions us for long-term success in regulated and emerging markets.

Our profitability therefore largely depends on the success of our R&D activities.

Well established relationships with our marquee customer base

Our results of operations significantly depend upon our relationships with clients. We have entered into long-term marketing arrangements with major generic pharmaceutical and marketing companies which operate in the Regulated Markets including Lannett Company Inc., Prasco LLC, Jubilant Cadista Pharmaceuticals Inc., Sun Pharmaceuticals Industries Limited, Cintex Services LLC and Dr. Reddy's Laboratories Inc. We typically enter into long term marketing agreements ranging from for a

period ranging between 5-7 years with our which results in predictable and stable cash flows. Our established track record is a strong indicator of the acceptance of our products in the Regulated Markets.

Through strategic alliances with leading pharmaceutical companies worldwide, we forge enduring relationships built on mutual trust and shared objectives. These long-term arrangements guarantee a steady flow of recurring revenue streams, bolstering our financial resilience and fortifying our market presence on a global scale. Our commitment to sustained collaboration not only drives profitability but also strengthens our reputation as a reliable and preferred partner within the global pharmaceutical landscape.

Our customer engagements are dependent on us delivering quality products consistently. We aim at putting great importance on maintaining our relationships with our top pharmaceutical customers, building our customer base and strengthening our product basket for existing customers.

Our Product Portfolio

Over the last few years, we have expanded our operations and experienced considerable growth. Our approach on product selection strategy for the Regulated Markets is to target the development and manufacture of novel and complex niche products which have market potential in the small to mid-market range, where typically large size global pharmaceutical companies are not present and therefore the competition is lesser. We follow a product identification strategy wherein we analyse the data available on various databases, data on government sourcing, as well as insights which we obtain relating to new molecular application trends from the distribution business of our associate company to various pharmaceutical companies in India and other markets. Following this strategy, we have 19 ANDAs approved by the US FDA and we have commercialized 21 products in the US and Canada markets. As of May 31, 2024, we have identified and filed six ANDAs, six products are on stability, two products have ongoing exhibits, three products are ready for exhibit and 34 ANDAs are under development. Of the 19 ANDAs for which we have received approval, four products are CGT designated products, which implies the availability of an exclusivity period of six months for marketing of the product during which no other company manufacturing generic drugs can launch versions of the same product (*Source: F&S Report*).

In the Emerging Markets, we have adopted a product identification and launch approach by registering and launching complex niche products which are widely sold in Regulated Markets, but which we have chosen to launch in the Emerging Markets instead of launching the products in the Regulated Markets to receive benefits of relatively less competition for these products in the Emerging Markets. All these products are under patent protection in the US markets and are not available in some countries within the Emerging Markets. Through this product identification approach, as of May 31, 2024, we are marketing our products in 43 countries in the Emerging Markets and have obtained product registrations for 182 products and have filed product registrations for 245 products. This strategy of product selection has helped us rapidly grow our business in the Emerging Markets.

We also believe that our differentiated product portfolio has and will continue to protect us, to a large extent, from product price erosion resulting from price control measures. Further, we expect to derive higher profit margins as we scale our product portfolio and capabilities, and that certain new products may in the future account for significant portions of our revenue. However, such growth requires managing complexities across all aspects of our business, including those associated with increased headcount, integration of acquisitions, expansion of international operations, expansion of manufacturing and R&D facilities, execution on new product lines and implementations of appropriate systems and controls to grow the business. The success in the growth of our product portfolio and business will affect our results of operations and cash flows. See "*Risk Factors- Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business."*

Regulatory framework and quality compliance

We operate in a highly regulated industry and our operations, including our development, testing, manufacturing, marketing and sales activities, are subject to extensive laws and regulations in India and other countries. We are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business and for each of our manufacturing facilities. Such requisite licenses, permits and authorizations including local land use permits, manufacturing permits, and environmental, health and safety permits. We are also subject to various laws and regulations in the international markets where we market and sell our products and have ongoing duties to regulatory authorities in these markets including the U.S. Food and Drug Administration ("**USFDA**"), Department of Biotechnology of the Ministry of Science and Technology of India, the Ministry of Environment of India, the Department of Pharmaceuticals of the Ministry of Chemical and Fertilizer of India, the United Kingdom's Medicines and Healthcare Products Regulatory Agency ("**U.K. MHRA**"), the Health Product Compliance Directorate of Canada ("**Health Canada**"), and the European Directorate for the Quality of Medicines & HealthCare ("**EDQM**"), National Agency for Food and Drug Administration and Control of Nigeria ("**NAFDAC**"), Food and Drugs Authority of Ghana ("**Ghana FDA**") and other regulatory agencies.

In order to serve our domestic and international markets, we have invested significant resources in the development of our manufacturing facilities, which have been built in accordance with the cGMP guidelines. Pharmaceutical companies, such as

ours, have obligations to, and are required to comply with the regulations and quality standards stipulated by, regulators in India and other jurisdictions. Most of our manufacturing facilities have received several major regulatory approvals and accreditations which enable us to supply our products in regulated and other markets. We continuously invest in the improvement of our manufacturing facilities to ensure they remain in compliance with the relevant regulations and have functions dedicated to addressing improvement areas in our facilities. Our manufacturing facilities and products are subject to periodic inspection/audit by regulatory agencies and customers, and if we are not in compliance with any of their requirements, our facilities and products may be the subject of a warning letter, which could result in the withholding of product approval for new products. See "*Risk Factors- Any manufacturing or quality control problems may damage our reputation for high quality production and expose us to potential litigation or other liabilities, which would negatively impact our business, prospects, results of operations and financial condition*" on page 40 and "*Risk Factors- We are subject to strict technical specifications, quality requirements, regular inspections and audits by our customers. Our failure to comply with the quality standards and technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our business, results of operations and financial condition, including cancellation of existing and future orders which may expose us to warranty claims*" on page 36.

Changes in these laws and regulations may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business, prospects, results of operations and financial condition. Moreover, in countries where we have limited experience, we are subject to additional risks related to complying with a wide variety of local laws, including restrictions on the import and export of certain intermediates, drugs, technologies and multiple and possibly overlapping tax structures. Further, regulatory requirements are still evolving in many markets and are subject to change and as a result may, at times, be unclear or inconsistent. Consequently, there is increased risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

Inorganic Growth through synergistic acquisitions

We rely on inorganic growth to increase our revenue and expand our geographic presence. We have, in the past, evaluated and executed strategic acquisitions of companies, products and technologies or entered into partnerships to strengthen our capabilities. We have in the past acquired strategic controlling stake in the Havix and in RPPL in Fiscal 2024. For details, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" on page 229. To complement our organic growth and internal expertise, we may also pursue strategic acquisitions of companies, products and technologies that we believe will add to our capabilities and technical expertise or enter into partnerships to strengthen our product and technology infrastructure and which we expect would allow us to both deepen our presence in our existing markets and facilitate our entry into new markets.

Identifying suitable acquisition and partnership opportunities can be difficult, time consuming and costly. In addition, the anticipated benefit of many of our future acquisitions and partnerships may not materialize. If an acquisition or partnership turns out to be unsuccessful, we may face additional costs as well as divest the acquisition or terminate the partnership, which can be costly and time-consuming. The benefits and costs arising from our acquisitions and partnerships affect our results of operations and cash flows

SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Consolidated Summary Statements.

1. <u>Company Information:</u>

The Restated Consolidated Financial Statements comprises financial statements of Senores Pharmaceuticals Limited (Previously "Senores Pharmaceuticals Private Limited") ('Senores India' or 'the Company' or 'the Holding Company') and its subsidiaries (Collectively 'the Group'). The Holding Company is domiciled in India having its registered office located at 1101 to 1103, 11th floor, South Tower, One 42 Opp. Jayantilal Park, Ambali Bopal Road, Ahmedabad - 380054 in the State of Gujarat, India. The Group is a global research driven pharmaceutical group focused on developing and manufacturing a wide range of pharmaceutical products predominantly for the Regulated Markets across major therapeutic areas and dosage forms. Our business is primarily focussed on the Regulated Markets of US and Canada. We also have a strong presence in the Emerging Markets across 43 countries. We also manufacture critical care injectables and APIs.

The Board of Directors approved these Restated Consolidated Financial Statements for the year ended 31st March, 2024, 31st March, 2023 & 31st March 2022 and authorized to issue on July 11th, 2024.

2. Basis of Preparation and Presentation

2.1 Statement of compliance

(i) Compliance with Indian Accounting Standards (Ind AS)

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Section 133 of the Companies Act, 2013 ("the Act"), as amended read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

(ii) Basis of Preparation and Presentation

The Restated Consolidated Financial Statement has been prepared for inclusion in the draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India ('SEBI'), the BSE Limited and the National Stock Exchange of India Limited, in connection with proposed initial public offering of its equity shares of the Company ("Offer"). The Restated Consolidated Financial Statements comprises the restated consolidated statement of assets and liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity and notes forming part of the consolidated financial information for years ended 31 March 2024, 31 March 2023 and 31 March 2022, and the summary of material accounting policies adopted in preparation of restated consolidated financial statements (hereinafter collectively referred to as "**Restated Consolidated Financial Statements**").

The Restated Consolidated Financial Statements have been prepared by the management of the Company in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and
- Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note")

The Restated Consolidated Financial Statements have been prepared on the historical cost convention on the accrual basis except for certain assets and liabilities that are required to be carried at fair values by Ind AS.

These Restated Consolidated Financial Statements have been compiled by the management from:

a. Special Purpose Consolidated Financial Statements for the year ended March 31,2022 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024;

b. Special Purpose Consolidated Financial Statements for the year ended March 31, 2023 of the Group prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024.

c. Audited Consolidated Financial Statements of the Group as at and for the financial year ended March 31, 2024, prepared in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on 11th July, 2024.

In pursuance to SEBI ICDR Regulations and the Guidance note issued by ICAI, the aforesaid special purpose Ind AS financial statements have been prepared solely for the purpose of preparation of these Restated Consolidated Financial Statements for inclusion in the draft red herring prospectus in relation to the proposed Offer. As such these special purpose Ind AS financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Statements and are also not financial statements prepared pursuant to any requirements under section 129 of the Companies Act, 2013, as amended.

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Statements.

(iii) Basis for Consolidation

The Restated Consolidated Financial Statements comprise the financial statements of the Holding Company and its subsidiaries. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when The Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Restated Consolidated Financial Statements from the date the company gains control until the date the company ceases to control the subsidiary.

Restated Consolidated Financial Statements are 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 Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Restated Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of The Company, i.e., year ended on 31st March. The end of reporting period of the Indian subsidiary is the same as of the Holding Company.

Consolidation Procedure

- On Consolidation, items of Assets, Liabilities, income and expenses are combined on line-by-line basis after eliminating the Intra Group Transactions and eliminating profit / (loss) arising out on Intra Group Transactions.
- Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and the Company's portion of equity of each subsidiary.
- Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra-group transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full).
- Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.
- When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

Name of the Subsidiary	Date of Incorporation	Country of Incorporation	% of Ownership Interest		
			March 31, 2024	March 31, 2023	March 31, 2022
Senores Pharmaceuticals INC	28-01-2021	USA	100%	100%	100%
Havix Group INC*	24-02-2015	USA	66.57%	15.62% ***	15.62% ***
9488 Jackson Trail LLC** (Step down Subsidiary)	24-02-2017	USA	66.57% **	15.62% **	15.62% **
Ratnatris Pharmaceuticals Private Limited	29-12-2005	India	69.00%	- ***	- ***

Following Subsidiaries are consolidated in Restated Consolidated Financial Statements:

***** Ownership Interest held in Havix Group INC as under:

As on 31st March, 2024: 49.91% held by Holding Company and 16.66% held by its wholly owned Subsidiary Company namely Senores Pharmaceuticals INC

As on 31st March, 2023 & 31st March, 2022 – 2.26% held by Holding Company and 13.36% held by its wholly owned Subsidiary Company namely Senores Pharmaceuticals INC

****** % Ownership interest held indirectly in Step-down Subsidiary namely 9488 Jackson Trail LLC which is a wholly-owned subsidiary of Havix Group INC.

******* Subsidiaries namely Havix Group INC, 9488 Jackson Trail, LLC and Ratnatris Pharmaceuticals Private Limited were not subsidiaries as on 31st March, 2023 and 31st March, 2022 and hence, the financial have not been consolidated in the said years.

Subsidiaries:

Subsidiary is an entity over which the group has a control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the group. That is deconsolidated from the date that control ceases.

The Group combines the consolidated financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and Unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary is consistent with the policies adopted by the Group.

(iv) Current and Non-Current Classification

The Group presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is:-

– Expected to be realized or intended to be sold or consumed in normal operating cycle;

– Held primarily for the purpose of trading;

– Expected to be realized within twelve months after the reporting period, or

– Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:-

– It is expected to be settled in normal operating cycle;

– It is held primarily for the purpose of trading;

– It is due to be settled within twelve months after the reporting period,

or

– There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(v) Operating Cycle

Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee in lakhs with two decimals as per the requirement of Schedule III, unless otherwise stated.

3. Material Accounting Policies

3.1 Revenue Recognition:

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Group is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods

Revenue is generated primarily from Selling of Pharmaceuticals and other related products. Revenue is recognized at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided.

In revenue arrangements with multiple performance obligations, the Group accounts for individual products and services separately if they are distinct – i.e. if a product or service is separately identifiable from other items in the arrangement and if a customer can benefit from it. The consideration is allocated between separate products and services in the arrangement based on their stand-alone selling prices. Revenue from sale of by products are included in revenue.

A contract liability is the obligation to transfer goods to the customer for which the Group has received consideration from the customer. Contract liabilities are recognized as revenue when the Group performs under the contract.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered at point in time or over the period of time in accordance with the terms of customer contracts. In certain instances, income from Licensing arrangement arises from the Completion of certain milestones over certain period of time and recognized and when the performance obligation is satisfied. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

3.1.3 Profit Sharing Revenues

The Group from time to time enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Group sells its products to the business partners at a base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is typically dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement. Revenue in an amount equal to the base purchase price is recognised in these transactions upon delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

3.1.4 Out-licensing Agreements

Revenues include amounts derived from product out-licensing agreements. These arrangements typically consist of an initial up-front payment on inception of the license and subsequent payments dependent on achieving certain milestones in accordance with the terms prescribed in the agreement. Non-refundable upfront license fees received in connection with product out-licensing agreements are deferred and recognised over the period in which the Company has continuing performance obligations. Milestone payments which are contingent on achieving certain clinical milestones are recognised as revenues either on achievement of such milestones, if the milestones are considered substantive, or over the period the Company has continuing performance obligations, if the milestones are not considered substantive. If milestone payments are

creditable against future royalty payments, the milestones are deferred and released over the period in which the royalties are anticipated to be received.

3.1.5 Sale Return

The Group accounts for sales returns accrual by recording an allowance for sales returns concurrent with the recognition of revenue at the time of a product sale. This allowance is based on the Group's estimate of expected sales returns. With respect to established products, the Group considers its historical experience of sales returns, levels of inventory in the distribution channel, estimated shelf life, product discontinuances, price changes of competitive products, and the introduction of competitive new products, to the extent each of these factors impact the Group's business and markets. With respect to new products introduced by the Group, such products have historically been either extensions of an existing line of product where the Group has historical experience or in therapeutic categories where established products exist and are sold either by the Group or the Group's competitors.

3.1.6 Contract Assets

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

3.1.7 Contract Liability

A contract liability is the obligation to render services to the customer for which the Group has received consideration from the customer. Contract liabilities are recognized as revenue when the Group performs under the contract.

3.1.8 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

3.2 Other Income

3.2.1 Interest Income

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

3.2.2 Dividend income

Dividend are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably if any.

3.2.3 Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset (if any) is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

3.2.4 All other Operating / Non-operating Incomes are recognized and accounted for on accrual basis.

3.3 Property, Plant and Equipment

All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the group and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on Transition date is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Tangible Assets is calculated on written down value basis (Except in case of Subsidiaries namely Havix Group INC and Ratnatris Pharmaceuticals Private limited where Depreciation if calculated on Straight line method) using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

Block of Assets	Useful Life (Years)
Computers and Electronic Equipment	3-5
Furniture, Fixtures and Electric Installations	10
Laboratory Equipment	10
Office Equipment	3-10
Building	30
Plant & Equipment	3-20
Motor Vehicles	8

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.4 Goodwill and Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment. All directly attributable costs and other administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

3.4.1 Research and Development

Expenditure on research activities is recognized in statement of profit and loss as incurred. Development expenditure is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortization and any accumulated impairment losses.

Amortisation on Intangible Asset is calculated as per Straight Line method (SLM) based on useful life of the asset as under;

Block of Assets	Useful Life (Years)
Product Development	2-20
Computer Software	6

3.4.2 Goodwill

The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination. Any impairment loss for

goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

3.5 Financial Instruments

3.5.1 Initial recognition

The group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.5.2 Subsequent Measurement

a. Non-derivative financial instruments

i. Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order 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.

ii. Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

iii. Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Group changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv. Financial liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

b. Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the group after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

3.5.3 Effective Interest rate (EIR) method

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

3.5.4 De-recognition

The group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.5.5 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the group currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.6 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

– In the principal market for the asset or liability, or

– In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

3.7 Lease

As a lessee

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 applies single recognition and measurement approach for all leases, except for short term leases and leases of low- value assets. At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets.

I. Right of Use Assets

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. In case of rent deposits carried at rate less than market rate, Initial direct costs of right of use assets includes the difference between present value of the Right of Use Assets and Nominal Amount of the deposit. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets:

Useful life of the asset is as follows;

Block of Assets	Useful Life (Years)
Right to Use Assets for Leasehold Office	5 / 9 (As per respective Contract)

II. Lease Liabilities:

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. In calculating the present value, the lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Group's incremental borrowing rates.

III. Short Term Leases and Leases of Low-Value Assets

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. For these short-term and leases of low value assets, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

3.8 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.8.1 Current Tax

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. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.8.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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.

3.9 Impairment

3.9.1 Financial assets

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Group assesses whether financial assets carried at amortized cost is credit impaired. A financial asset is ‘credit -impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Group follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Group is not required to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

3.9.2 Non financial assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the group estimates the asset’s recoverable amount.

An asset’s recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the

asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Goodwill is tested for impairment annually. Goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

3.10 Borrowing Costs

Borrowing cost includes interest and other costs that group has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.11 Employee Benefits

3.11.1 Short Term employee benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

3.11.2 Post- employment benefits

Gratuity

The Group provides for gratuity, a defined benefit plan ("the Gratuity Plan") covering the eligible employees of the Group. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of the employment with the Group.

Liability with regard to the Gratuity Plan are determined by actuarial valuation,performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through re-measurement of the net defined benefit liability are recognized in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Group recognizes these remeasurements in the Other Comprehensive Income (OCI).

Provident Fund / Retirement Plan

Eligible employees of the Group receive benefits from provident fund, which is a defined contribution plan. Both the eligible employees and the Group make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Group have no further obligation to the plan beyond its monthly contributions.

3.11.3 Compensated Absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised is the period in which the absences occur.

3.12 Provisions

A provision is recognized when the group has a present obligation as a result of past event and 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.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Warranties

A provision for warranties (if any) is recognized when the underlying products are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities. A liability is recognized at the time the product is sold. The Group does not provide any extended warranties to its customers.

3.13 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The group does not recognize a contingent liability but discloses its existence in the financial statements.

3.14 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group. Contingent assets are neither recognized nor disclosed in the financial statements.

3.15 Foreign Currency

a. Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the average exchange rate for the period.

c. Exchange difference

Exchange differences arising on settlement of such transactions and on translation of monetary items are recognized in the Consolidated Statement of Profit and Loss.

3.16 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.18 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on First in First out (FIFO) basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.19 Segment Reporting

An operating segment is component of the group that engages in the business activity from which the group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The group's chief operating decision maker is the Board of Directors.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

3.20 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

3.21 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

3.22 Business Combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in the consolidated statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as Goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity is recorded in shareholders' equity.

4. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

– Useful lives of Property, plant and equipment

– Valuation of financial instruments

– Provisions and contingencies

– Measurement and timing for Revenue Recognition

– Income tax and deferred tax

– Measurement of defined employee benefit obligations

4.1 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from operations

Revenue from operations comprises (i) sale of products, which includes export sales and domestic sales; (ii) sale of services, which includes licensing fee, technology transfer fees, R&D initiatives, consultancy income and jobwork income; and (iii) other operating income, which includes export incentives, and other operating revenue which includes product permission, commissions and other ancillary revenues from sale of products and services.

Other income

Other income primarily comprises (i) interest income and (ii) other non-operating income including shared service income, fees for product registration dossiers, gain on foreign exchange fluctuations (net) and other miscellaneous income.

Expenses

Our expenses primarily comprise (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 benefit expenses, (v) finance costs, (vi) depreciation expenses, and (vii) other expenses.

Cost of materials consumed

Cost of materials consumed comprises of costs from of purchase of raw materials and packaging material, and primarily indicates the cost of materials used in the manufacturing activities of the Company.

Purchases of stock-in-trade

Purchases of traded goods comprises purchase of APIs, formulations and other related pharmaceutical products by us from third party manufacturers/suppliers and sold by us to our customers.

Changes in inventories of finished goods, work-in-progress and stock-in-trade

Changes in inventories of finished goods, traded goods and work in progress denotes increase/decrease in inventories of finished goods, traded goods and work in progress between opening and closing dates of the reporting period.

Employee benefit expenses

Employee benefit expense primarily comprise (i) salaries, wages and bonus; (ii) contribution to provident and other funds; and (iii) staff welfare expenses.

Finance costs

Finance cost primarily comprise (i) interest on borrowings; (ii) interest on lease liabilities; (iii) interest on others; (iv) other borrowing costs; and (iv) interest on income tax.

Depreciation expenses

Depreciation and amortisation expense primarily comprise (i) depreciation of property, plant and equipment; (ii) depreciation of right of use assets; and (iv) amortisation of intangible assets.

Other expenses

Other expenses primarily comprises of (i) stores and spares consumed; (ii) electricity, power and fuel; (iii) repairs and maintenance expense; (iv) repairs and maintenance – plant and machineries; (iv) freight and transport charges; (v) factory expenses; (vi) testing charges; (vii) labour charges; (viii) rent, rates and taxes; (ix) printing, stationary and communication; (x) product development expense; (xi) advertisement and sales promotion; (xii) insurance expense; (xiii) travelling, conveyance and vehicle; (xiv) legal and professional consultancy expense; (xv) product registration holding fees; (xvi) general office expense.

Tax expense

Tax expense consists of current tax expense and deferred tax expense.

RESULTS OF OPERATIONS

To complement our organic growth and internal expertise, we pursue strategic acquisitions of companies, that we believe will add to our capabilities and technical expertise and allow us to both deepen our presence in our existing markets and facilitate our entry into new markets.

Havix became our subsidiary with effect from May 3, 2023 and RPPL became our subsidiary with effect from December 14, 2023. Our wholly owned subsidiary RLSPL merged with Senores Pharmaceuticals Limited with the appointed date being January 1, 2024. For details of our acquisitions, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations, and revaluation of assets, if any in the last ten years*" on page 229.

Our consolidated statement of profit and loss includes the financial data relating to our operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022. Our consolidated operations also include operations undertaken by our three subsidiaries, SPI, Havix and RPPL.

The following tables set forth our selected financial data from our restated consolidated statement of profit and loss for Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of total income for such years. Since our Company acquired Havix with effect from May 3, 2023, the restated consolidated statement of profit and loss for Fiscal 2024 includes the impact of the acquisition of Havix. Further, since RPPL became our subsidiary with effect from December 14, 2023, the restated consolidated statement of profit and loss for Fiscal 2024 includes the impact of the acquisition of RPPL. Accordingly, the restated consolidated statement of profit and loss for Fiscal 2024 is not strictly comparable with the restated consolidated statement of profit and loss for Fiscal 2023 and Fiscal 2022.

Particulars	For the year ended March 31					
	2024		2023		2022	
	In ₹ million	As a percentage of total income	In ₹ million	As a percentage of total income	In ₹ million	As a percentage of total income
Revenue from operations	2,145.24	98.70%	353.37	90.56%	141.70	96.85%
Other income	28.18	1.30%	36.84	9.44%	4.61	3.15%
Total income	**2,173.42**	100.00%	**390.21**	100.00%	**146.31**	100.00%
Cost of materials consumed	319.55	14.70%	3.45	0.88%	0.01	0.01%
Purchases of stock-in-trade	703.01	32.35%	129.03	33.07%	104.33	71.31%
Changes in inventories of finished goods, work-in-progress	38.77	1.78%	(4.82)	1.24%	(24.00)	16.40%
Employee benefits expenses	354.56	16.31%	47.93	12.28%	28.61	19.55%
Finance costs	94.46	4.35%	21.38	5.48%	5.65	3.86%
Depreciation expenses	100.18	4.61%	17.79	4.56%	7.05	4.82%
Other expenses	313.45	14.42%	51.08	13.09%	13.23	9.04%
Total expenses	**1,923.98**	88.52%	**265.84**	68.13%	**134.88**	92.19%
Profit before tax	**249.44**	11.48%	**124.37**	31.87%	**11.43**	7.81%
Current tax	80.00	3.68%	14.26	3.65%	1.73	1.18%
Deferred tax	(157.64)	7.25%	25.78	6.61%	(0.21)	0.14%
Tax expense	**(77.64)**	3.57%	**40.04**	10.26%	**1.52**	1.04%
Profit for the period	**327.08**	15.05%	**84.33**	21.61%	**9.91**	6.78%

The table below shows the breakdown of our consolidated statement of profit and loss and includes indicators of financial performance of our Company and of our Subsidiaries for Fiscal 2024, Fiscal 2023 and Fiscal 2023 as set out in note 48B of the Restated Consolidated Financial Information on page 359.

Particulars	Senores Pharmaceuticals Limited	Senores Pharmaceuticals Inc.	Havix Group Inc.*	Ratnatris Pharmaceuticals Private Limited**	Consolidation Adjustments	Total
Fiscal 2024						
Revenue from Operations	340.06	491.65	1,064.15	473.47	(224.09)	**2,145.24**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	67.85	473.84	3.78	37.17	(138.56)	**444.08**
EBITDA (%)	19.95%	96.38%	0.36%	7.85%	Not applicable	**20.70%**
Profit after Tax (PAT)	8.15	296.94	100.20	(1.66)	(76.55)	**327.08**
PAT (%)	2.40%	60.40%	9.42%	(0.35%)	Not applicable	**15.25%**
Fiscal 2023						
Revenue from Operations	123.82	264.94	-	-	(35.40)	**353.36**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	50.12	155.60	-	-	(42.18)	**163.54**
EBITDA (%)	40.48%	58.73%	-	-	Not applicable	**46.28%**
Profit after Tax (PAT)	11.99	84.62	-	-	(12.28)	**84.33**
PAT (%)	9.68%	31.94%	-	-	Not applicable	**23.87%**
Fiscal 2022						
Revenue from Operations	135.46	8.87	-	-	(2.63)	**141.70**
Earnings before Interest Tax Depreciation and Amortization (EBITDA)	20.96	7.88	-	-	(4.71)	**24.13**
EBITDA (%)	15.47%	88.83%	-	-	NA	**17.03%**
Profit after Tax (PAT)	6.82	3.16	-	-	(0.07)	**9.91**
PAT(%)	5.03%	35.57%	-	-	NA	**6.99%**

*Notes: 1) *Figures considered from date of acquisition i.e., May 3, 2023.*
*2) **Figures considered from date of acquisition i.e., December 14, 2023.*

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income increased by 456.99% from ₹ 390.21 million in Fiscal 2023 to ₹ 2,173.42 million in Fiscal 2024 primarily due to an increase in revenue from operations of our company and operations of our subsidiary companies.

Revenue from operations

Revenue from operations increased by 507.08% from ₹ 353.37 million in Fiscal 2023 to ₹ 2,145.24 million in Fiscal 2024 primarily due to an increase in the sale of products from ₹ 318.92 million in Fiscal 2023 to ₹ 1,883.94 million in Fiscal 2024, an increase in the sale of services from ₹ 34.34 million in Fiscal 2023 to ₹ 223.93 million in Fiscal 2024 and an increase in other operating income from ₹ 0.11 million in Fiscal 2023 to ₹ 37.37 million in Fiscal 2024. Further, the increase in revenue in operations was due to:

- Growth in our Regulated Markets business which increased by 447.87% from ₹264.94 million in Fiscal 2023 to ₹1,451.52 million in Fiscal 2024. This was due to:
  - Acquisition of Havix, with effect from May 3, 2023 which accounted for ₹1,064.15 million in Fiscal 2024; and
  - Growth in our Regulated Markets Business housed under SPI that increased by 85.57% from ₹ 264.94 million in Fiscal 2023 to ₹491.65 million in Fiscal 2024.
- Entry into Emerging Markets Business via acquisition of RPPL, with effect from December 14, 2023 that accounted for ₹ 473.47 million in Fiscal 2024.
- Growth in our API business which increased by 602.48% from ₹19.78 million in Fiscal 2023 to ₹138.95 million in Fiscal 2024, which was strengthened by the acquisition of running business of Mascot Industries by RLSPL with effect from April 1, 2023. RLSPL merged with Senores Pharmaceuticals Limited with the appointed date being January 1, 2024.
- Growth in our Critical Care Injectables Business which increased by 234.96% from ₹17.05 million in Fiscal 2023 to ₹57.11 million in Fiscal 2024.

Other income

Other income decreased by 23.51% from ₹36.84 million in Fiscal 2023 to ₹28.18 million in Fiscal 2024 primarily due to a decrease in gain on foreign exchange fluctuation (net) from ₹34.21 million in Fiscal 2023 to ₹10.71 million in Fiscal 2024 and decrease in shared service income from ₹2.24 million in Fiscal 2023 to ₹0.34 million in Fiscal 2024. This was partially offset by an increase in interest income from ₹0.39 million in Fiscal 2023 to ₹4.59 million in Fiscal 2024 and an increase in fees for product registration dossier from nil in Fiscal 2023 to ₹11.34 million in Fiscal 2024 and other miscellaneous income from nil in Fiscal 2023 to ₹ 1.20 million in Fiscal 2024.

Expenses

Total expenses increased by 623.74% from ₹265.84 million in Fiscal 2023 to ₹1,923.98 million in Fiscal 2024 primarily due to an increase in the scale of operations of our existing businesses and acquisition of Havix and RPPL which led to a corresponding increase in the following expenses:

Cost of materials consumed

Cost of materials consumed increased by 9,168.22% from ₹3.45 million in Fiscal 2023 to ₹319.55 million in Fiscal 2024 primarily due to increase in revenue from operations resulting in increased raw material consumption cost as well as raw materials acquired during acquisition of Havix and RPPL.

Purchases of stock-in-trade

Purchase of stock-in-trade increased by 444.84% from ₹ 129.03 million in Fiscal 2023 to ₹ 703.01 million in Fiscal 2024 primarily due to an increase in the purchase of traded goods such as API, formulations and other related products and an increased level of finished products on account of stock included pursuant to acquisitions.

Changes in inventories of finished goods, work-in-progress and stock-in-trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade was ₹ 38.77 million in Fiscal 2024 as compared to ₹ (4.82) million in Fiscal 2023. This was primarily due to increase in work-in-progress inventory from nil in Fiscal 2023 to ₹ 51.99 million in Fiscal 2024 as well as stock included pursuant to acquisitions of ₹ 112.59 million in Fiscal 2024.

Employee benefit expenses

Employee benefit expenses increased by 639.75% from ₹47.93 million in Fiscal 2023 to ₹354.56 million in Fiscal 2024 primarily due to a 659.04% increase in salaries, wages and bonus from ₹44.17 million in Fiscal 2023 to ₹335.27 million in Fiscal 2024 which was attributable to an increase in the number of employees employed by us, annual increments given to employees in Fiscal 2024 and inclusion of employee expenses of our US subsidiaries on consolidation in Fiscal 2024, where the employee expenses are relatively higher.

Finance costs

Finance costs increased by 341.81% from ₹21.38 million in Fiscal 2023 to ₹94.46 million in Fiscal 2024 primarily due to increase in interest on borrowings from ₹16.01 million in Fiscal 2023 to ₹81.29 million in Fiscal 2024, mainly attributable to inclusion of finance costs of our acquired subsidiaries and also due to increased level of borrowings in our respective subsidiaries.

Depreciation expenses

Depreciation expenses increased by 463.13% from ₹ 17.79 million in Fiscal 2023 to ₹ 100.18 million in Fiscal 2024 primarily due to an addition in property, plant and equipment of ₹ 1,530.57 million, primarily owing to property, plant and equipment acquired pursuant to acquisitions.

Other expenses

Other expenses accounted for 14.42% and 13.09% of our total income respectively for Fiscal 2024 and Fiscal 2023 and increased by 513.65% from ₹51.08 million in Fiscal 2023 to ₹313.45 million in Fiscal 2024 primarily due to the inclusion of other expenses of our acquired subsidiaries in Fiscal 2024.

This increase was mainly on account of increase in (i) stores and spares consumed from nil in Fiscal 2023 to ₹24.99 million in Fiscal 2024; (ii) electricity, power and fuel from nil in Fiscal 2023 to ₹29.34 million in Fiscal 2024; (iii) repairs and maintenance expense from ₹0.30 million in Fiscal 2023 to ₹27.21 million in Fiscal 2024; (iv) freight and transport charges from ₹ 0.33 million in Fiscal 2023 to ₹ 33.36 million in Fiscal 2024; (v) factory expenses from nil in Fiscal 2023 to ₹25.28 million in Fiscal 2024; (vi) labour charges from nil in Fiscal 2023 to ₹26.92 million in Fiscal 2024; (vii) insurance expense from ₹0.28 million in Fiscal 2023 to ₹31.11 million in Fiscal 2024; (viii) legal and professional consultancy expense from ₹8.63 million in Fiscal 2023 to ₹39.90 million in Fiscal 2024; (ix) general office expense from ₹0.24 million in Fiscal 2023 to ₹27.72 million in Fiscal 2024. This was partially offset by a decrease in product registration holding fees from ₹27.49 million in Fiscal 2023 to ₹13.64 in Fiscal 2024.

Tax Expense

We received a net tax credit of ₹ 77.64 million in Fiscal 2024 compared to total tax (current and deferred) expense of ₹ 40.04 million in Fiscal 2023. This was primarily due to:

- Increase in current tax expense by from ₹14.26 million in Fiscal 2023 to ₹80.00 million in Fiscal 2024 primarily due to an increase in the total income.
- Deferred tax decreased from ₹25.78 million in Fiscal 2023 to ₹ (157.64) million in Fiscal 2024 primarily due to provision for deferred tax assets on the losses of our subsidiaries made in the Restated Consolidated Financial Information.

Profit for the period

As a result of the foregoing factors, our profit for the period increased by 287.84% from ₹ 84.33 million in Fiscal 2023 to ₹ 327.08 million in Fiscal 2024.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total income increased by 166.70% from ₹146.31 million in Fiscal 2022 to ₹390.21 million in Fiscal 2023 primarily due to an increase in revenue from operations of our Company and increase in other income.

Revenue from operations

Revenues from operations increased by 149.38% from ₹141.70 million in Fiscal 2022 to ₹353.37 million in Fiscal 2023 primarily due to increase in sale of products from ₹ 84.48 million in Fiscal 2022 to ₹ 318.92 million in Fiscal 2023 primarily due to increase in export of product sales from ₹27.17 million in Fiscal 2022 to ₹ 263.94 million in Fiscal 2023.

Other income

Other income increased by 699.13% from ₹4.61 million in Fiscal 2022 to ₹36.84 million in Fiscal 2023. This was primarily due to an increase in gain on foreign exchange fluctuation (net) from ₹2.68 million in Fiscal 2022 to ₹34.21 million in Fiscal 2023.

Expenses

Total expenses increased by 97.10% from ₹134.88 million in Fiscal 2022 to ₹265.84 million in Fiscal 2023. This was primarily due to an increase in scale of operations of our existing business and of our subsidiary company Senores Pharmaceuticals Inc. which led to a corresponding increase in the following expenses:

Cost of materials consumed

Cost of raw materials consumed increased from ₹ 0.01 million in Fiscal 2022 to ₹ 3.45 million in Fiscal 2023 in line with growth in sales of products.

Purchases of stock-in-trade

Purchase of traded goods increased by 23.67% from ₹ 104.33 million in Fiscal 2022 to ₹ 129.03 million in Fiscal 2023 due to an increase in purchase of traded goods such API, formulations and other related products in line with increase in scale of operations.

Changes in inventories of finished goods, work-in-progress and stock-in-trade

Inventories of finished goods, work-in-progress and stock-in-trade increased by ₹ 4.82 million in Fiscal 2023 as compared to a corresponding increase of ₹ 24.00 million in Fiscal 2022 primarily due to increase in the inventory holding of Traded goods.

Employee benefit expenses

Employee benefit expenses increased by 67.53% from ₹ 28.61 million in Fiscal 2022 to ₹ 47.93 million in Fiscal 2023 primarily due to an increase in salaries, wages and bonus from ₹ 26.97 million in Fiscal 2022 to ₹ 44.17 million in Fiscal 2023, attributable to the new employees recruited by our Company to support the operations and annual increments given to employees in Fiscal 2023.

Finance costs

Finance costs increased by 278.41% from ₹ 5.65 million in Fiscal 2022 to ₹ 21.38 million in Fiscal 2023, which was primarily due to an increase in interest on borrowings from ₹ 4.47 million in Fiscal 2022 to ₹ 16.01 million in Fiscal 2023.

Depreciation expenses

Depreciation expenses increased by 152.34% from ₹ 7.05 million in Fiscal 2022 to ₹ 17.79 million in Fiscal 2023 primarily due to an addition in intangible assets of ₹ 203.22 million in Fiscal 2023.

Other expenses

Other expenses increased by 286.09% from ₹ 13.23 million in Fiscal 2022 to ₹ 51.08 million in Fiscal 2023. This was primarily due to an increase in (i) product registration holding fees from nil in Fiscal 2022 to ₹ 27.49 million in Fiscal 2023; (ii) advertisement and sales promotion from ₹ 0.31 million in Fiscal 2022 to ₹ 3.82 million in Fiscal 2023; (iii) printing, stationary and communication expenses from ₹ 0.16 million in Fiscal 2022 to ₹ 2.54 million in Fiscal 2023; (iv) travelling, conveyance and vehicle expense from ₹ 2.98 million in Fiscal 2022 to ₹ 4.53 million in Fiscal 2023; (v) donations and contributions from nil in Fiscal 2022 to ₹ 0.80 million in Fiscal 2023; and (vi) provision for expected credit loss method (ECL) from nil in Fiscal 2022 to ₹ 1.61 million in Fiscal 2023.

Tax Expense

Total tax expense (current and deferred) increased by 2534.21% from ₹ 1.52 million in Fiscal 2022 to ₹ 40.04 million in Fiscal 2023 primarily due to increase in total income. This was primarily due to:

- Current tax expense increased by 724.28% from ₹ 1.73 million in Fiscal 2022 to ₹ 14.26 million in Fiscal 2023 primarily due to an increase in the total income.

- Deferred tax increased by 12,376.19% from ₹ (0.21) million in Fiscal 2022 to ₹ 25.78 million in Fiscal 2023 primarily due to an increase in provision for deferred tax liabilities on account of timing difference.

Profit for the period

As a result of the foregoing factors, our profit for the year increased by 750.76% from ₹ 9.91 million in Fiscal 2022 to ₹ 84.33 million in Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

Capital Requirements

For Fiscal 2024, Fiscal 2023 and Fiscal 2022, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements and other cash outlays, principally with issue of share capital and from external borrowings.

Liquidity

Our liquidity requirements arise principally from our operating activities, investing activities, repayment of borrowings and debt service obligations. Historically, our principal sources of funding have included short-term and long-term borrowings from financial institutions, cash and cash equivalents and additional Equity capital infusion.

Cash Flows

The following table sets forth certain information relating to our cash flows in the Fiscal 2024, 2023 and 2022:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(in ₹ million)		
Net cash from operating activities	(198.71)	(10.79)	(104.47)
Net cash from investing activities	(546.57)	(482.87)	(244.40)
Net cash flows from financing activities	869.81	462.51	364.62
Net increase/ (decrease) in cash and bank balance	124.53	(31.15)	15.75
Cash and cash equivalents at the end of the year end	130.55	1.00	32.15

Cash Flows used in Operating Activities

Fiscal 2024

Net Cash used in operating activities was ₹ 198.71 million during Fiscal 2024. Profit before tax for Fiscal 2024 was ₹ 249.44 million.

Operating profit before working capital changes was ₹ 428.00 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation of ₹ 100.18 million, interest expenses of ₹ 85.00 million. This was partially offset by effect of foreign exchange fluctuations of ₹ 2.50 million and interest income of interest income of ₹ 4.59 million.

Our adjustments for working capital changes for Fiscal 2024 primarily included increase in trade receivables of ₹ 571.09 million, an increase in trade payables of ₹ 508.95 million, an increase in provisions and tax liabilities of ₹ 61.94 million and an increase in other financial assets of ₹ 687.38 million, decrease in other current assets of ₹ 147.53 million, and a decrease in other financial liabilities of ₹ 15.79 million.

Cash used in operating activities in Fiscal 2024 amounted to ₹ 118.65 million and direct taxes paid (net) amounted to ₹ 80.06 million.

Fiscal 2023

Net Cash used in operating activities was ₹ 10.79 million during Fiscal 2023. Profit before tax for Fiscal 2023 was ₹ 124.37 million.

Operating profit before working capital changes was ₹ 149.84 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of interest expenses of ₹ 18.37 million and depreciation of ₹ 17.79 million which was partially offset by effect of foreign exchange fluctuations of ₹ 10.15 million.

Our adjustments for working capital changes for Fiscal 2023 primarily included an increase in other current assets of ₹ 79.67 million, an increase in other financial liabilities of ₹ 41.93 million, an increase in other financial assets of ₹ 170.90 million, and an increase in provisions and tax liabilities of ₹ 17.41 million, decrease in loans of ₹ 9.38 million, and a increase in trade receivables of ₹ 24.74 million.

Cash generated from operations in Fiscal 2023 amounted to ₹ 3.74 million and direct taxes paid amounted to ₹ 14.53 million.

Fiscal 2022

Net Cash used in operating activities was ₹ 104.47 million during Fiscal 2022. Profit before tax for Fiscal 2022 was ₹ 11.43 million.

Operating profit before working capital changes was ₹ 22.28 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation of ₹ 7.05 million, interest expenses of ₹ 5.10 million which was partially offset by interest income of ₹ 1.93 million.

Our adjustments for working capital changes for Fiscal 2022 primarily included increase in trade receivables of ₹ 194.00 million, increase in trade payables of ₹ 70.07 million and increase in inventories of ₹ 26.44 million, a decrease in loans of ₹ 41.90 million and decrease in other current liabilities of ₹ 12.48 million.

Cash used in operating activities in Fiscal 2022 amounted to ₹ 103.06 million and direct taxes paid (net) amounted to ₹ 1.41 million.

Cash Flow used in Investing Activities

Fiscal 2024

Net cash used in investing activities was ₹ 546.57 million in Fiscal 2024, primarily due to payments for purchase of property, plant and equipment of ₹ 518.25 million and investment in subsidiaries of ₹ 32.91 million. This was partially offset by interest received on our investments of ₹ 4.59 million.

Fiscal 2023

Net cash used in investing activities was ₹ 482.87 million in Fiscal 2023, primarily due to payments for purchase of property, plant and equipment of ₹ 472.77 million, and investment in other entities of ₹ 10.49 million. This was partially offset by interest received on our investments of ₹ 0.39 million.

Fiscal 2022

Net cash used in investing activities was ₹ 244.40 million in Fiscal 2022, primarily due to payments for purchase of property, plant and equipment of ₹ 106.82 million and investment in other entities of ₹ 139.52 million. This was partially offset by interest received on our investments of ₹ 1.93 million.

Cash Flow from/ (used in) Financing Activities

Fiscal 2024

Net cash from financing activities was ₹ 869.81 million in Fiscal 2024, primarily on account of proceeds from issue of equity share capital of ₹ 58.72 million, proceeds from premium on issue of equity share capital of ₹ 311.21 million and proceeds from short-term borrowings of ₹ 580.43 million. This was partially offset by interest paid ₹ 85.00 million and payment towards acquisition of non-controlling interest in our subsidiaries of ₹ 13.55 million.

Fiscal 2023

Net cash from financing activities was ₹ 462.51 million in Fiscal 2023, primarily on account of proceeds from issue of equity share capital of ₹ 10.73 million, proceeds from premium on issue of equity share capital of ₹ 16.09 million and proceeds from long term borrowings of ₹ 175.15 million, and proceeds from short-term borrowings of ₹ 290.40 million. This was partially

offset by payment towards acquisition of non-controlling interest in our subsidiaries of ₹ 11.80 million and interest paid of ₹ 18.37 million.

Fiscal 2022

Net cash from financing activities was ₹ 364.62 million in Fiscal 2022, primarily on account of issue of equity share capital of ₹ 49.42 million, proceeds from premium on issue of equity share capital of ₹ 190.79 million, proceeds from subscription to the equity by non-controlling interest in subsidiaries of ₹ 25.40 million and proceeds from long term borrowings of ₹ 89.93 million, and proceeds from the short-term borrowings of ₹ 15.06 million. This was partially offset by interest paid of ₹ 5.10 million and decrease in lease liabilities of ₹ 0.87 million.

FINANCIAL INDEBTEDNESS

As of March 31, 2024, we had total borrowings of ₹ 2,483.84 million. Our total borrowing to equity ratio was 1.07 times as of March 31, 2024. For further information on our indebtedness, see "*Financial Indebtedness*" on page 370.

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of March 31, 2024, March 31, 2023 and March 31, 2022 our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

(*in ₹ million*)

Particulars	For the Year ended March 31, 2024
(i) Contingent liabilities:	
Outstanding Standby Letter of Credit	191.72
Disputed Income Tax Demand	205.13
Outstanding Bank Guarantees	2.46
(ii) Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for	17.79
Total	**417.10**

For further information on our contingent liabilities as at March 31, 2024, March 31, 2023, March 31, 2022 as per Ind AS 37, see "*Financial Information*" on page 267.

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as of March 31, 2024, March 31, 2023 and March 31, 2022 aggregated by type of contractual obligation:

(*in ₹ million*)

Particulars	Carrying Amount	<less than 1 year	1 to 3 years	>3 years
As at March 31, 2024				
Borrowings	2,483.84	1,147.28	1142.28	194.28
Lease Liabilities	92.59	14.81	56.50	10.64
Trade Payables	1130.11	1130.11	-	-
Other Financial Liabilities	46.02	46.02	-	-

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions include shares issued, loan taken, repayment of loans, sale of goods (excluding taxes), sale of services (excluding taxes), advances given, purchase of goods, corporate guarantee commission income, consultancy fees, debenture issued, and remuneration (including bonus) paid to directors & key managerial. The table below provides details of our related party transactions in the years indicated:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Related Party - Asset transactions	3.50	9.38	182.73
as a % of Total Assets	0.06%	0.72%	30.89%

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Related Party - borrowings availed/(Repaid) (Net)	-21.62	78.25	8.65
as a % of Total borrowings	-0.87%	12.88%	6.09%
Related Party - Revenue Transactions	63.86	62.48	29.97
as a % of Total Income	2.94%	16.01%	20.48%
Related Party - Expense transactions	89.09	81.91	19.04
as a % of Total Expenses	4.63%	30.81%	14.12%
Related Party - Issue of Equity	963.28	-	112.88
as a % of Total Equity	41.57%	0.00%	30.85%

* *All the transactions are based on consolidated related party transactions and transactions which are eliminated in the Restated Consolidated Financial Information have not been considered.*

AUDITOR'S OBSERVATIONS

There are no qualifications, reservations, and adverse remarks by our Statutory Auditors in our Restated Consolidated Financial Information.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks that are related to the normal course of our operations such as interest rate, liquidity risk, foreign exchange risk and reputational risk, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness. Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets. In respect of trade receivables, credit risk is being managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis. Credit risk arising from cash and cash equivalent and other financial assets is limited due to sound receivable management of the Group.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets. The Group's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Group measures risk by forecasting cash flows.

Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Group mainly from borrowings with variable rates. The Group measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, domestic and international economic and political conditions, inflation and other factors.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The Group measures risk through sensitivity analysis.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 374 and 35, 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*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 188 and 372 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the sections "*Our Business*" on page 188, we have not announced and do not expect to announce in the near future any new products or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 35, 149 and 188, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS AND SUPPLIERS

We depend on a limited number of suppliers and customers for our revenue and operations. See "*Risk Factors- We rely on limited suppliers for our raw material, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions. Further, Havix, our subsidiary in the United States depends solely on one supplier for each API in an ANDA product, loss of any one of these suppliers may have an adverse effect on our business, results of operations and financial conditions*" on page 47 and "*Risk Factors- We derive a significant part of our revenue from some customers. If one or more of such customers choose not to source their requirements from us or to terminate our contracts or purchase orders, our business, cash flows, financial condition and results of operations may be adversely affected"* on page 38.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not seasonal in nature.

MATERIAL DEVELOPMENTS AFTER MARCH 31, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after March 31, 2024, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months:

(i) Subsequent to the audited accounts for the year ending on March 31, 2024, the Company has issued 16,95,000 Equity Shares with face value ₹ 10 per share on conversion of 0% unsecured fully compulsorily convertible debentures - Series III of total amount ₹ 30,51,00,000/- having face value of ₹ 10/- and premium value of ₹ 170/- as on April 09, 2024.

(ii) Subsequent to the audited accounts for the year ending on March 31, 2024 the Company has issued 10,66,250 equity shares with face value ₹ 10 per share on conversion of 0% unsecured fully compulsorily convertible debentures - Series IV of total amount ₹ 34,12,00,000/- having face value of ₹ 10/- and premium value of ₹ 310/- as on June 17, 2024.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings including matters which are at first information report stage involving our Company, its Subsidiaries, its Directors or Promoters; (ii) actions by any regulatory authorities and statutory authorities (including any notices by such authorities) against our Company, its Subsidiaries, its Directors or Promoters; (iii) outstanding claims related to direct and indirect taxes, giving the number of cases and total amount; and (iv) other pending litigations involving our Company, Directors, Promoters or Subsidiaries (other than proceedings covered under (i) to (iii) above) as determined to be material by our Board pursuant to the policy on materiality ("**Materiality Policy**") approved by the Board of Directors, in each case involving our Company, Subsidiaries, Promoters and Directors ("**Relevant Parties**").*

Further, except disclosed in this section, there are (i) no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Fiscals preceding this Draft Red Herring Prospectus including any outstanding action.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation in relation to the Relevant Parties to be disclosed in this Draft Red Herring Prospectus pursuant to the Board resolution dated July 11, 2024:

a) Monetary threshold: pending civil cases involving the Relevant Parties which involves an amount of more than ₹ 6.81 million, being 5 % of the total consolidated average profit after tax for the last three fiscals, as per the Restated Consolidated Financial Information shall be considered material and included in this Draft Red Herring Prospectus;

b) Subjective threshold: under this test, such pending matters involving our Company and its Subsidiaries, whose outcome may have a material impact, in the opinion of the Board, on the business, performance, financial position, cash flows, prospects, reputation, operations or any adverse impact on the Company, irrespective of their monetary quantum, will necessitate disclosure. This may include any writ petitions filed involving the Company or similar matters which may have a material impact on the business of the Company and all outstanding civil litigation against the Promoters and Directors of the Company where an adverse outcome would materially and adversely affect the business, prospects, cash flows, performance, operations or financial position or reputation of the Company (irrespective of the amount involved in such litigation), would be considered as material for the Company.

c) Additional threshold: there are any findings or observations arising out of any of the inspections by the Securities and Exchange Board of India or by any other regulator in or outside India, which are outstanding

Pre-litigation notices received (excluding those notices issued by governmental, statutory, regulatory, judicial, quasi-judicial, taxation authorities or notices threatening criminal action) by our Company, our Subsidiaries, Directors or Promoters from third parties shall not be considered as litigation unless otherwise decided by the Board or until such time that any of our Company, our Subsidiaries, Directors or Promoters, as the case may be, is impleaded as a party before any judicial/arbitral forum or unless decided otherwise by the Board of Directors of our Company.

*For identification of material creditors, creditors of the Company (except banks and financial institutions from whom our Company has availed financing facilities) to whom an amount having a monetary value which exceeds 5% of the total trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information of the Company is outstanding, shall be considered as 'material'. Accordingly, creditors of our Company to whom our Company owes an amount exceeding ₹ 56.51 million are considered material ("**Material Creditor**"), including the consolidated number of creditors and the aggregate amount involved.*

I. Litigation involving our Company

A. Litigation filed by our Company

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Company.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings filed by our Company.

B. Litigation filed against our Company

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Company.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings against our Company.

Actions by regulatory and statutory authorities

On April 5, 2024, our authorized dealer, ICICI Bank Limited ("**AD Bank**") issued a caution letter to us regarding an outlay breach of foreign exchange of four months and delayed completion of our merchanting trade transaction ("**MTT**") contrary to the RBI A.P. (DIR Series) Circular No. 115 dated March 28, 2014. The AD Bank has informed us that the MTT cannot be regularized at the AD Bank level and has been referred to RBI for regularization. Thereafter, our Company has submitted the documents requested by the AD Bank on an ongoing basis.

Inspections by SEBI or any other regulator

As on the date of this Draft Red Herring Prospection, there are no findings or observations arising out of any of the inspections by the SEBI or by any other regulator in or outside India, which are outstanding.

II. Litigation involving our Subsidiaries

A. Litigation filed by our Subsidiaries

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Subsidiaries.

Criminal proceedings

Our Subsidiary, Ratnatris Pharmaceuticals Private Limited, has filed 7 individual cases before various judicial forums for alleged violation of section 138 of the Negotiable Instruments Act, 1881, for recovery of amounts due to our Company for which cheques issued in favour of our Company by our debtors have been dishonoured. The total monetary value involved in all these matters is ₹ 4.27 million in the aggregate. These matters are currently pending before various judicial forums.

B. Litigation filed against our Subsidiaries

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Subsidiaries.

Criminal proceedings

The Drugs Inspector, Central Drugs Standard Control Organization through its officer, Parag Bhushan Gautam (the "**Complainant**") has filed a criminal complaint against our Subsidiary, Ratnatris Pharmaceuticals Private Limited (*erstwhile Ratnamani Healthcare Private Limited*) ("**Ratnatris**") and one of our Directors, Jitendra Babulal Sanghvi, under Section 32 of the Drugs and Cosmetics Act, 1940, as amended, before the Hon'ble Chief Judicial Magistrate, at Gandhinagar, Gujarat on December 31, 2018. The Complainant has alleged that Ratnatris has intentionally committed the offence of manufacturing a drug, namely, Metformin tablets IP 500 mg, which was declared "not of standard quality" and is in contravention of Section 16(i)(a), Section 18(a)(i)(vi) and read with Section 34 of the Drugs and Cosmetics Act, 1940. The case is currently pending before the Hon'ble Chief Judicial Magistrate, Gandhinagar.

Actions by regulatory and statutory authorities

1. Our Subsidiary, Ratnatris Pharmaceuticals Private Limited received a notice dated March 27, 2024 from the Commissioner, Food & Drugs Control Administration ("**FDA**") ("**March Notice**") issuing certain critical observations *inter alia*, including the premise not having sufficient space for orders, common corridor without any controlled environment being used for temporary staging, data not being recorded on a contemporary basis. There were also certain major observations issued, *inter alia*, in relation to violations in the building and premises, warehousing and storage, production area, production area for non-sterile preparation, personnel and personnel hygiene, manufacturing operations and controls, documentation and records, quality control testing and analysis, microbiology lab, production area and manufacturing controls for sterile

preparation. The March Notice alleged that by manufacturing and marketing a defective quality of a drug, our Subsidiary has contravened the provisions of Good Manufacturing Practices criteria and section 18(a)(i) of the Drugs and Cosmetics Act, 1940 and the rules thereunder. While our Subsidiary had provided a point wise response to the FDA on April 1, 2024, the FDA passed an order on May 20, 2024 suspending our license from June 24, 2024 to June 30, 2024, noting that our Subsidiary has complied with the major non-compliances mentioned in the March Notice.

2. Our Subsidiary, Ratnatris Pharmaceuticals Private Limited received a notice dated April 26, 2024 from the Central Drugs Standard Control Organization, Ministry of Health and Family Welfare, Government of India ("**CDSCO**") in relation to testing of a sample of frusemide injection, Senfuro (the "**Product**") which was declared not of standard quality by the government analyst. Our Subsidiary was directed to stop the sale and distribution of the Product and withdraw the stock from the market immediately. Our Subsidiary responded to the notice on June 3, 2024 confirming that the sale of the batch has been stopped and recall has been initiated and submitting the required documents. Thereafter, on June 26, 2024, the Commissioner, Food & Drugs Control Administration ("**FDA**") issued a show cause notice to our Subsidiary under the Drugs and Cosmetics Act, 1940 and the rules thereunder reporting that the Product was reported to be not of standard quality and directing our Subsidiary to, *inter alia*, stop further sale, recall the batch of the drug in question and to submit certain information and documents. The FDA alleged that by manufacturing and marketing a defective quality of a drug, our Subsidiary has contravened the provisions of section 18(a)(i) of the Drugs and Cosmetics Act, 1940 and the rules thereunder and asking our Subsidiary to provide an explanation within 15 days of receipt of the notice.

3. Our Subsidiary, Ratnatris Pharmaceuticals Private Limited received a notice dated April 26, 2024 from the Central Drugs Standard Control Organization, Ministry of Health and Family Welfare, Government of India ("**CDSCO**") in relation to testing of a sample of levocrnitine injection, Senocartine (the "**Product**") which was declared not of standard quality by the government analyst. Our Subsidiary was directed to stop the sale and distribution of the Product and withdraw the stock from the market immediately. Our Subsidiary responded to the notice on June 3, 2024 confirming that the sale of the batch has been stopped and recall has been initiated and submitting the required documents. Thereafter, on June 26, 2024, the Commissioner, Food & Drugs Control Administration ("**FDA**") issued a show cause notice to our Subsidiary under the Drugs and Cosmetics Act, 1940 and the rules thereunder reporting that the Product was reported to be not of standard quality and directing our Subsidiary to, *inter alia*, stop further sale, recall the batch of the drug in question and to submit certain information and documents. The FDA alleged that by manufacturing and marketing a defective quality of a drug, our Subsidiary has contravened the provisions of section 18(a)(i) of the Drugs and Cosmetics Act, 1940 and the rules thereunder and asking our Subsidiary to provide an explanation within 15 days of receipt of the notice.

III. Litigation involving our Directors

A. Litigation filed by our Directors

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Directors.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings filed by our Directors.

B. Litigation filed against our Directors

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Directors.

Criminal proceedings

Except as disclosed under "*Outstanding Litigation and Material Developments – Litigation filed against our Subsidiaries – Criminal Proceedings*" on page 403, there are no criminal proceedings against our Directors, as on the date of this Draft Red Herring Prospectus.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions by regulatory and statutory authorities against our Directors.

IV. Litigation involving our Promoters

A. Litigation filed by our Promoters

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Promoters.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings filed by our Promoters.

B. Litigation filed against our Promoters

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Promoters.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings against our Promoters.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions by regulatory and statutory authorities against our Promoters.

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals

As on the date of this Draft Red Herring Prospectus, there are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five fiscals against our Promoters.

V. Tax proceedings involving our Company, Subsidiaries, Promoters and Directors

Details of outstanding tax proceedings involving our Company, Subsidiaries, Promoters and Directors as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of proceedings	Number of proceedings	Amount involved* (in ₹ million)
Direct Tax		
Company	6	0.42
Promoters	4	1.25
Directors (excluding the Promoters)	13	201.85
Subsidiaries	2	205.13
Indirect Tax		
Company	1	2.48
Promoters	Nil	Nil
Directors (excluding the Promoters)	Nil	Nil
Subsidiaries	Nil	Nil

* *to the extent quantifiable*

VI. Outstanding dues to creditors

In terms of the Materiality Policy, the creditors to whom the amount due by our Company exceeds 5% of the total trade payables (i.e., 5% of ₹ 1,130.11 million which is ₹ 56.51 million) of our Company as per the Restated Consolidated Financial Information have been considered as Material Creditors of our Company for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues owed to Material Creditors, MSME creditors and other creditors of our Company based on such determination, as on March 31, 2024, are disclosed below:

Type of creditors*	Number of creditors	Amount involved (*in ₹ million*)
Dues to MSME	111	210.94
Dues to a Material Creditor	1	464.96
Dues to other creditors	454	454.21
Total	**566**	**1,130.11**

* *As certified by M/s. Pankaj R. Shah & Associates, Chartered Accountants, by way of their certificate dated July 24, 2024.*

The details pertaining to outstanding dues to the Material Creditors, along with names and amounts involved for each such Material Creditor are available on the website of our Company at https://senorespharma.com/material-creditors.

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, https://senorespharma.com, would be doing so at their own risk.

VII. Material Developments since the last balance sheet date

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 372, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect, or are likely to affect, our operations or our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental, statutory, and regulatory authorities of the respective jurisdictions under various rules and regulations. We have set out below an indicative list of material consents, licenses, permissions, registrations, and approvals from the Government of India, various governmental agencies and other statutory and/or regulatory authorities obtained by our Company and Material Subsidiaries which are considered necessary for the purpose of undertaking our business activities and other than as stated below, no further material approvals from any regulatory or statutory authority are required to undertake the Offer or continue such business and operations. Unless otherwise stated, these material approvals are valid as of the date of this Draft Red Herring Prospectus. In addition, certain of our material approvals may have expired or may expire in the ordinary course of business, from time to time and our Company and Material Subsidiaries have either already made an application to the appropriate authorities for renewal of such material approvals or is in the process of making such renewal applications. In relation to the business activities and operations of our Company and Material Subsidiaries, we have disclosed below the material approvals applied for but not received.

We have also set forth below (i) material approvals that have expired and for which renewal applications have been made (ii) material approvals applied for by our Company and Material Subsidiaries but not received; and (iii) material approvals required but yet to be obtained or applied for by our Company and Material Subsidiaries. For further details in connection with the regulatory and legal framework within which we operate, see the section titled "Key Regulations and Policies in India" on page 218. For details of corporate and other approvals in relation to the Offer, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 411 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 227.

Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Statutory and Regulatory Disclosures – Authority for the Offer*" on page 411.

I. *Material approvals in relation to our Company and Ratnatris Pharmaceuticals Private Limited*

a. Incorporation details of our Company and Ratnatris Pharmaceuticals Private Limited

For incorporation details regarding our Company and Ratnatris Pharmaceuticals Private Limited, see "*History and Certain Corporate Matters – Brief History of our Company*" and "*Our Subsidiaries*" on pages 227 and 236, respectively.

b. Tax related approvals obtained by our Company and Ratnatris Pharmaceuticals Private Limited

Our Company

(i) The permanent account number of our Company is AAZCS6422N.

(ii) The tax deduction account number of our Company is AHMS32153C.

(iii) Importer-Exporter Code number AAZCS6422N from the Office of Additional Director General of Foreign Trade, Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

(iv) Goods and Services Tax ("**GST**") registration number for payments under the state GST legislations is 24AAZCS6422N1ZK for the state of Gujarat.

(v) Professional tax-payer enrolment and registration certificate under the Gujarat State on profession, Trade, Calling and Employments Act, 1976 with the professional tax registration number PEC010676003134.

Ratnatris Pharmaceuticals Private Limited

(i) The permanent account number of Ratnatris Pharmaceuticals Private Limited is AABCI4573Q.

(ii) The tax deduction account number of Ratnatris Pharmaceuticals Private Limited is AHMR06206E.

(iii) Importer-Exporter Code number 0805016538 from the Office of Additional Director General of Foreign Trade, Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

(iv) Goods and Services Tax ("**GST**") registration number of Ratnatris Pharmaceuticals Private Limited for payments under the state GST legislations is 24AABCI4573Q1Z4 for the state of Gujarat.

(v) Professional tax-payer enrolment and registration certificate under the Gujarat State on profession, Trade, Calling and Employments Act 1976) with the professional tax registration number PEC010676095888.

c. Labour related approvals obtained by our Company and Ratnatris Pharmaceuticals Private Limited

(i) Certificate of registration as a principal employer under the Contract Labour (Regulation & Abolition) Act, 1970 issued by relevant registering officer, to enable our Chattral facility to employ labour on a contractual basis.

(ii) Registration for employees' provident fund issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

(iii) Registration for employees' insurance issued by the relevant regional office of the Employees State Insurance Corporation under the Employees' State Insurance Act, 1948.

d. Material approvals obtained in relation to the business and operations of our Company and Ratnatris Pharmaceuticals Private Limited

In order to carry on our operations, our manufacturing facilities and our research and development activities in India and abroad, our Company and Ratnatris Pharmaceuticals Private Limited require various approvals, licenses and registrations under several central or state-level acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire in the ordinary course of business, and applications for renewal of such approvals are submitted by us in accordance with applicable procedures and requirements. The list of the material approvals required by us is provided below:

Our Company

Approvals in relation to the Naroda Facility:

(i) License to work a factory under the Factories Act, 1948 issued by Directorate Industrial Safety & Health Gujarat State;

(ii) Consolidated consent and authorization from the Gujarat Pollution Control Board;

(iii) Consent to establish from the Gujarat Pollution Control Board;

(iv) Environment clearance issued by State Environment Impact Assessment Authority, Gujarat under Environment Impact Assessment Notification, 2006;

(v) Authorization under the Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016, as amended issued by Gujarat Pollution Control Board;

(vi) Licenses obtained under the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945 issued by Licensing Authority & Assistant Commissioner, Food & Drugs Control Administration, Ahmedabad;

(vii) Certification for adhering to the World Health Organisation – Good Manufacturing Practices;

(viii) Certificate for complying with the Good Laboratory Practices under Drugs and Cosmetics Rules, 1945 for its testing laboratory.

Ratnatris Pharmaceuticals Private Limited

Approvals in relation to the Chhatral Facility:

(i) License to work a factory under the Factories Act, 1948 issued by the Directorate Safety & Health Gujarat State;

(ii) Consolidated consent and authorization from the Gujarat Pollution Control Board.

(iii) Consent to Establish from the Gujarat Pollution Control Board.

(iv) License issued under the Broilers Act, 1923 and the rules framed thereunder, as amended issued by Gujarat Boiler Inspection Department;

(v) Certificate of approval for electrical installation issued by Office of Electrical Inspector, Mehsana.

(vi) Licenses obtained under the Drugs and Cosmetics Act, 1940 and the Drugs and Cosmetics Rules, 1945 issued by Licensing Authority & Assistant Commissioner, Food & Drugs Control Administration, Ahmedabad;

(vii) Authorization under the Biomedical Waste (Management and Handling) Rules, 1998 issued by Gujarat Pollution Control Board;

(viii) Approvals/ licenses issued under the Narcotic Drugs and Psychotropic Substance Act, 1985 issued by Central Bureau of Narcotics;

II. *Material approvals in relation to Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceuticals Inc.*

a. Incorporation details of Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceuticals Inc.

For incorporation details regarding our Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceuticals Inc., see "*Our Subsidiaries*" on page 236, respectively.

b. Material approvals obtained in relation to the business and operations of Havix Group, Inc. d/b/a Aavis Pharmaceuticals and Senores Pharmaceuticals Inc.

Havix Group, Inc. d/b/a Aavis Pharmaceuticals

Name of license/application	Licensing authority	License number/application number	Valid until
Manufacturer	United States Department of Justice Drug Enforcement Administration Washington D.C. 20537	RH519489	October 31, 2024
Manufacturing Pharmacy	Georgia Board of Pharmacy	LICENSE NO. PHMA000498	June 30, 2025
Manufacturing	City of Hoschton	License # BL22-000028	December 31, 2024
Manufacturer	Arizona State Board of Pharmacy	License No. M002147	October 31, 2024
Manufacturer	Alabama State Board of Pharmacy	Controlled Substance number 196479	December 31, 2024

Senores Pharmaceuticals Inc.

Nil

III. *Material approvals pending in respect of our Company and our Material Subsidiaries*

Material Approvals or renewals applied for but not received:

Ratnatris Pharmaceuticals Private Limited

1. Application dated September 6, 2023 for the no objection certificate for groundwater withdrawal issued by Regional Director of the Department of Water Resources, River Development & Ganga Rejuvenation, Central Ground Water Board, West Central Region, Ahmedabad, Gujarat.

Material Approvals expired and not applied for renewal:

Nil

Material Approvals required but not applied for or obtained:

Nil

IV. Our Intellectual Property

As on the date of this Draft Red Herring Prospectus, we have 34 registered and valid trademarks for various products under various classes including classes 1, 3, 5, 10, 35 and 44. Our Company has filed for 14 trademark applications which are currently pending and under various stages of approval.

For risks associated with intellectual property, see, "*Risk Factors – If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected. Further, if our products were found to be infringing on the intellectual property rights of a third-party, we could be required to cease selling the infringing products, causing us to lose future sales revenue from such products and face substantial liabilities for infringement of intellectual property rights.*" on page 50.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Fresh Issue and Offer for Sale has been authorised by our Board pursuant to its resolutions dated April 9, 2024 and July 22, 2024 and by our Shareholders pursuant to their resolution dated May 25, 2024. Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated July 26, 2024. For further details, see "*The Offer*" on page 81.

Our Board has taken on record the participation of the Selling Shareholders in the Offer for Sale pursuant to a resolution dated July 26, 2024.

The Selling Shareholders have confirmed and approved their participation in the Offer for Sale in relation to the Offered Shares. For further details, see "*The Offer*" on page 81.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other governmental authorities

Our Company, Promoters, members of the Promoters Group, Directors, and each of the Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the 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 or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoters, members of the Promoter Group, or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers. Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Directors associated with the securities market

As on the date of this Draft Red Herring Prospectus, none of our Directors are associated with the securities market in any manner.

There have been no actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of our Promoters Group, and each of the Selling Shareholders, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy-five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Not less than 75% of the Net Offer is proposed to be Allotted to QIBs. Provided that in accordance with Regulation 40(3) of the SEBI ICDR Regulations, the QIB Portion will not be underwritten by the Underwriters, pursuant to the Underwriting Agreement. in the event that we fail to do so, the full Bid Amounts shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws. Further, not more than 15% of the Net Offer shall be available for allocation to NIBs of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 0.2 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not more than 10% 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. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company is in compliance with the conditions specified in Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as of the date of this Draft Red Herring Prospectus.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The Selling Shareholders, severally and not jointly, confirm that the Offered Shares have been held in compliance with Regulation 8 of the SEBI ICDR Regulations and confirms compliance with and will comply with the conditions specified in Regulation 8A 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 SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING EQUIRUS CAPITAL PRIVATE LIMITED, AMBIT PRIVATE LIMITED AND NUVAMA WEALTH MANAGEMENT LIMITED (FORMERLY KNOWN AS EDELWEISS SECURITIES LIMITED), HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 26, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, the Selling Shareholders, our Promoters, our Directors and the BRLMs

Our Company, our Promoters, our Directors and the BRLMs accept no responsibility for statements made in relation to our Company or the Offer other than those confirmed by them in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. The Selling Shareholders accept no responsibility for any statements made other than those specifically made by the Selling Shareholders in relation to themselves and the Offered Shares. Except when specifically directed in this Draft Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website https://www.senorespharma.com/, or any website of any member of the Promoter Group or affiliates of our Company, would be doing so at their own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholders (to the extent that the information required pertains to them and their respective Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Selling Shareholders and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiaries, the Selling Shareholders, and their respective directors and officers, 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, its Subsidiaries, the Selling Shareholders, and their respective group companies, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India, including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Systemically Important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, the Selling Shareholders, our Promoters, members of our Promoter Group 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.

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.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off – shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the 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 the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the 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 issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. [●] 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 such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, in relation to 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. Any expense incurred by our Company on behalf of the Selling Shareholders with regard to interest on such refunds will be reimbursed by the Selling Shareholders in proportion to their respective Offered Shares.

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel to the Company as to Indian Law, Frost & Sullivan, the Bankers to our Company, the BRLMs, the Registrar to the Offer, Statutory Auditor, Independent Chartered Accountant, the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below:

Our Company has received written consent dated July 26, 2024 from Pankaj R. Shah & Associates, 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 Auditors, and in respect of their (i) examination report, dated July 11, 2024 on our Restated Consolidated Financial Information; (ii) their report dated July 24, 2024 on the statement of possible special tax benefits, included 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.

Our Company has received written consent dated July 23, 2024 from Ramesh Mahipatram Trivedi, Dev Consultant, independent chartered engineer, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of his certificate dated July 23, 2024 in relation to the Company's manufacturing capacities and capacity utilization at all of its manufacturing facilities and the details derived from such certificate and included in this Draft Red Herring Prospectus.

Our Company has received written consent dated July 22, 2024 from Jitendra Shrivastava, independent project expert, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a project expert and in respect of his certificate dated July 22, 2024 in relation to approvals and licenses required for the injectable manufacturing facility at the Capex Land, and the details derived from such certificate and included in this Draft Red Herring Prospectus.

Our Company has received written consent dated July 25, 2024 from the practicing company secretary, Tapan Shah, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 in its capacity as practicing company secretary and in respect of their certificate dated July 25, 2024 issued in connection with inter alia the share capital buildup and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Particulars regarding capital issues by our Company and listed Group Companies, subsidiaries or associate entities during the last three years

Other than as disclosed in the section '*Capital Structure*' on page 96, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any associates. Further, as on the date of this Draft Red Herring Prospectus, other than Remus Pharmaceuticals Limited, our Company does not have any listed Subsidiaries or Group Companies. The details in relation to the capital issue undertaken by Remus Pharmaceuticals Limited during the three years preceding the date of this Draft Red Herring Prospectus is set out below:

Year of issuance	Type of issuance	Amount of issuance (in ₹ million)	Date of closure of the issuance	Date of allotment	Date of credit of securities to the demat account	Date of completion of the project	Rate of dividend paid (in ₹ million)
2023	Initial Public offer	47.69	May 19, 2023	May 24, 2023	May 26, 2023	Not applicable	5.89 (Fiscal 2024)
2022	Preferential Issue	4.25	December 29, 2022	December 30, 2022	CDSL – January 10, 2023 NSDL- January 17, 2023	Not applicable	Nil

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Details of Public or Rights Issues by our Company during the last five years

Our Company has not made public issues or undertaken any rights issue during the last five years.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiaries of our Company

Our Company does not have any listed Subsidiaries.

Price Information of Past Issues Handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

1. Equirus Capital Private Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year) handled by Equirus Capital Private Limited:

Sr. No.	Issue Name	Issue Size (₹ 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.	Divgi TorqTransfer Systems Limited#	4,121.20	590.00	March 14, 2023	600.00	+12.04% [+4.30%]	+39.64% [+8.16%]	+67.75% [+14.51%]
2.	Netweb Technologies India Limited#	6,310.00	500.00[1]	July 27, 2023	942.50	+73.20% [-2.08%]	+67.87% [-2.56%]	+182.48% [+7.78%]
3.	TVS Supply Chain Solutions Limited$	8,800.00	197.00	August 23, 2023	207.05	+8.71% [+1.53%]	+6.57% [+1.29%].	-7.46% [+13.35%]
4.	Zaggle Prepaid Ocean Services Limited$	5,633.77	164.00	September 22, 2023	164.00	+30.95% [-0.67%]	+34.39% [+7.50%].	+87.71% [+10.89%].
5.	Protean eGov Technologies Limited#	4,899.51	792.00[2]	November 13, 2023	792.00	+45.21% [+7.11%]	+73.18% [+10.26%]	+45.85% [+11.91%]
6.	Fedbank Financial Services Limited$	10,922.64	140.00[3]	November 30, 2023	138.00	-2.75% [+7.94%]	-12.39% [+10.26%]	-13.43% [+13.90%]
7.	Happy Forgings Limited$	10,085.93	850.00	December 27, 2023	1,000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
8.	Jyoti CNC Automation Limited$	10,000.00	331.00[4]	January 16, 2024	370.00	+78.07% [-0.87%]	+135.94% [+2.21%]	+265.79% [+11.21%]
9.	Capital Small Finance Bank Limited#	5,230.70	468.00	February 14, 2024	435.00	-25.25% [+1.77%]	-26.09% [+1.33%]	N.A.
10.	Dee Development Engineers Limited$	4,180.15	203.00[5]	June 26, 2024	339.00	+81.16% [+2.25%]	N.A.	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.

Notes:

1. *A discount of ₹25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Netweb Technologies India Limited IPO*
2. *A discount of ₹75 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Protean eGov Technologies Limited IPO*
3. *A discount of ₹10 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Fedbank Financial Services Limited IPO*
4. *A discount of ₹15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Jyoti CNC Automation Limited IPO*
5. *A discount of ₹19 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Dee Development Engineers Limited IPO*
6. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*
7. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
8. *N.A. (Not Applicable) – Period not completed.*

 # The S&P BSE SENSEX is considered as the Benchmark Index

$ The S&P CNX NIFTY is considered as the Benchmark Index

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	1	4,180.15	-	-	-	1	-	-	-	-	-	-	-	-
2023-2024	8	61,882.55	-	1	1	2	2	2	-	-	2	3	2	-
2022-2023	5	28,975.05	-	1	1	-	1	2	-	1	1	1	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

2. Ambit Private Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal) handled by Ambit Private Limited:

Sr. No.	Issue Name	Issue Size (in INR Mn)	Issue price (INR)	Listing Date	Opening price on listing date (INR)	% 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.	India Shelter Finance Corporation Limited[2]	12,000.00	493	20-Dec-23	620	+17.64%, [+1.48%]	+10.50%, [+4.28%]	+41.91%, [+10.95%]
2.	Yatharth Hospital & Trauma Care Services Limited[1]	6,865.51	300	07-Aug-23	304	+23.30, [-0.26%]	+20.58%, [-2.41%]	+26.23%, [+9.30%]
3.	Senco Gold Limited[2]	4,050.00	317	14-Jul-23	430	+25.28, [-0.70%]	+105.32%, [+1.26%]	130.13%, [+10.12%]

Source: www.nseindia.com and www.bseindia.com

(1) BSE as Designated Stock Exchange

(2) NSE as Designated Stock Exchange

Notes:

a. Issue Size derived from Prospectus/final post issue reports, as available.

b. "The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable"

c. "Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable."

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

FY	Total no. of issues	Total amount of funds raised (INR Mn)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%	Over 50%	Between 25 - 50%	Less than 25%
2024-25*	0	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	3	22,915.51	-	-	-	-	1	2	-	-	-	1	2	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-

* *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.

3. Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal) handled by Nuvama Wealth Management Limited (formerly known as Edelweiss Securities 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.	Allied Blenders and Distillers Limited	15,000.00	281.00$	July 02, 2024	320.00	NA	NA	NA
2.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	22.83% [2.32%]	NA	NA
3.	Popular Vehicles and Services Limited	6,015.54	295.00^^	March 19, 2024	289.20	-15.59% [1.51%]	-13.67% [7.55%]	NA
4.	Capital Small Finance Bank Limited	5,230.70	468.00	February 14, 2024	435.00	-25.25% [1.77%]	-26.09% [1.33%]	NA
5.	Mediassist Healthcare Services Limited	11,715.77	418.00	January 23, 2024	465.00	22.32% [3.20%]	15.66% [3.86%]	33.86% [14.54%]
6.	Flair Writing Industries Limited	5,930.00	304.00	December 01, 2023	501.00	14.69% [7.22%]	-8.63% [8.31%]	1.12% [12.93%]
7.	Gandhar Oil Refinery (India) Limited	5,006.92	169.00	November 30, 2023	298.00	61.51% [7.94%]	41.57% [10.26%]	22.99% [13.90%]
8.	ESAF Small Finance Bank Limited	4,630.00	60.00^	November 10, 2023	71.90	12.87% [7.58%]	31.18% [11.17%]	0.77% [13.26%]
9.	Sai Silks (Kalamandir) Limited	12,009.98	222.00	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]
10.	Jupiter Life Line Hospitals Limited	8,690.76	735.00	September 18, 2023	973.00	42.27% [-1.60%]	56.54% [6.57%]	51.67% [9.39%]

Source: www.nseindia.com and www.bseindia.com

$ *Allied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281 per equity share*

^^ *Popular Vehicles and Services Limited- A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share*

^ *ESAF Small Finance Bank Limited- A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹60 per equity share.*

As per Prospectus

** *Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.*

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
3. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
4. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)#	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	2	41,146.46	-	-	-	-	-	1	-	-	-	-	-	-
2023-24*	9	68,029.67	-	1	1	1	1	5	-	-	2	1	1	3
2022-23	3	28,334.49	-	**1**	-	-	1	1	-	**1**	**1**	-	-	**1**

The information is as on the date of the document

1. *Based on date of listing.*
2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.*
3. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*

* *For the financial year 2023-24, 9 issues have completed 30 calendar days, 9 issues have completed 90 calendar days and 7 issues have completed 180 calendar days.*

As per Prospectus

Track record of past issues handled by the BRLMs

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, please see the websites of the BRLMs indicated in the table below:

S. No.	Name of the BRLM	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	Ambit Private Limited	www.ambit.co
3.	Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)	www.nuvama.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks ("**SCSBs**") for addressing any clarifications or grievances of application supported by blocked amount ("**ASBA**") Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below. Our Company, 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 the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, Unified Payments Interface Identity ("**UPI ID**"), Permanent Account Number ("**PAN**"), address of 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 relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For Offer-related grievances, investors may contact the BRLMs, details of which are given in "*General Information –Book Running Lead Managers*" on page 89.

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 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, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Pursuant to the SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("**SEBI ICDR Master Circular**"), SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, 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.

Separately, pursuant to the circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI ("**March 2021 Circular**"), the following compensation mechanism shall be 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 Bid Amount; and 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 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 BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

All Offer-related 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, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor. Our Company, the BRLMs, and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by Our Company

Our Company shall obtain authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. See "*Our Management – Committees of the Board – Stakeholders' Relationship Committee"* on page 253.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

Our Company has appointed Nidhi Dilipbhai Kapadia as the Company Secretary and Compliance Officer for the Offer, and she may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 87.

Each of the Selling Shareholders, severally and not jointly, have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by it or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Disposal of investor grievances by listed Subsidiaries

As of the date of this Draft Red Herring Prospectus, we do not have listed Subsidiaries.

Exemption from complying with any provisions of securities laws granted by the SEBI

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and 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 and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable law. For details in relation to Offer expenses, see "*Objects of the Offer*" on page 111.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. 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. For more information, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 452.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment (pursuant to transfer of Equity Shares from the Offer for Sale), will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 266 and 452, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹[●] per Equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Offer Price, Price Band, minimum Bid Lot and Employee Discount, if any, will be decided by our Company, in consultation with the Book Running Lead Managers and shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability of their Equity Shares, subject to applicable laws; 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 our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 452.

Allotment of Equity Shares only in dematerialised form

In terms of Section 29 of the Companies Act, 2013, 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. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated October 4, 2023 among our Company, NSDL and the Registrar to the Offer; and
- Tripartite agreement dated September 21, 2023 among our Company, CDSL and the Registrar to the Offer.

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 dematerialised form in multiples of one Equity Share subject to a minimum allotment of [●] Equity Shares. For details of basis of allotment, see "*Offer Procedure*" on page 433.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, 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 varied 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 varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered 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 our Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment 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 the respective Collecting Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Collecting Depository Participant.

Period of operation of subscription list – Bid/Offer Programme

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

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

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

(3) UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is disclosed below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalization 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*	On or about [●]
Credit of Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *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, 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 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 circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021, April 20, 2022 and June 21, 2023, 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.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the 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 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. Each of the Selling Shareholders, severally and not jointly, confirm that he shall extend reasonable support and co-operation in relation to the Offered Shares, as may be requested by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, in connection with the allotment and listing procedure within three Working

days of Bid/ Offer Closing Date or such time 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.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders and Eligible Employees	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
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by Retail Individual Bidders and Eligible Employees	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

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 until 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 RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids as per the format prescribed in SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than the prescribed time 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, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Bids and any revision in Bids will be accepted only during Working Days. 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.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor the Selling Shareholders, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLMs], reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that 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. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of 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, will 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 the terminals of the Syndicate Members and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

Minimum subscription

If, as prescribed, our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Offer Closing Date, 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, the Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law, including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. Subject to applicable law, the Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders, in which case such liability shall be on a several and not joint basis and shall be to the extent of the Offered Shares.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. If there is a delay beyond the prescribed period, 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.

In the event of an undersubscription in the Offer, the Equity Shares up to 100% of the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale and all the Equity Shares offered by the Selling Shareholders in the Offer for Sale will be Allotted post the issuance of 100% of the Equity Shares in Fresh Issue.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timelines as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Restrictions, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the minimum Promoters' Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure*" on page 96, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 452, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

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 BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company, in consultation with the BRLMs, decides not to proceed with the Offer, 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. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers, withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and the Stock Exchanges.

OFFER STRUCTURE

The Offer of up to [●] Equity Shares bearing face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹5,000 million and an Offer for Sale of up to 2,700,000 Equity Shares aggregating up to ₹[●] million by the Selling Shareholders. The Offer comprises a Net Offer of up to [●] Equity Shares and the Employee Reservation portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed 5% of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, 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 BRLMs. 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. 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 Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(5)]
Number of Equity Shares available for Allotment/ allocation [(2)]	Not less than [●] Equity Shares of ₹ 10 each	Not more than [●] Equity Shares of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares
Percentage of Offer size available for Allotment/ allocation	Not less than 75% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor 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 balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not more than 15% of the Net Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation. Further, (a) one third of such 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 (b) two third of such portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not more than 10% of the Net Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	The Employee Reservation Portion shall constitute [●]% of our post-offer paid-up Equity Share capital
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of ₹ 10 each shall be available for allocation	The Equity Shares of ₹ 10 each available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following:	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares of ₹ 10 each in the Retail Portion and the	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any).

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(5)]
	on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of ₹ 10 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 Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price.	a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 10 each are reserved for Bidders Biddings more than ₹ 0.20 million and up to ₹ 1.00 million; and b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 10 each are reserved for Bidders Bidding more than ₹ 1.00 million. The unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub- category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 433.	remaining available Equity Shares of ₹ 10 each, if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*" on page 433.	In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for a value exceeding ₹0.20 million subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Minimum Bid	Such number of Equity Shares of ₹ 10 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 10 each	Such number of Equity Shares of ₹ 10 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 10 each	[●] Equity Shares of ₹ 10 each and in multiples of [●] Equity Shares of ₹ 10 each	[●] Equity Shares and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the Anchor Portion), subject to applicable limits	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹0.50 million (less Employee Discount, if any)
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of ₹ 10 each and in multiples of [●] Equity Shares of ₹ 10 each thereafter			
Allotment Lot	[●] Equity Shares of ₹ 10 each and thereafter in multiples of one Equity Share of ₹ 10 each thereafter			
Trading Lot	One Equity Share of ₹ 10 each			

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(5)]
Who can apply[(3)] [(4)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, 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 karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of karta)	Eligible Employees
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process (including UPI Mechanism for Bids up to ₹0.50 million).	Only through the ASBA process (including the UPI Mechanism).	ASBA only (including the UPI Mechanism)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (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.*

(1) *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 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 Anchor Investor Allocation Price.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net 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 more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% 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.*

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder 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, except as otherwise permitted, in any or all categories.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN. For details of terms of payment of applicable to Anchor Investors, see General Information Document available on the website of the Stock Exchanges and the BRLMs. Anchor Investors are not permitted to participate in the Offer through the ASBA process. SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings, where the application amount is up to ₹ 500,000, shall use UPI. 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. Further SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIB and RIB 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.

(5) *The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after such allocation 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 Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Our Company, in consultation with the BRLMs, may offer a discount of up to ₹ [●] of the Offer Price to Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date.*

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. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

The Bids by FPIs with certain structures as described under "*Offer Procedure — Bids by FPIs*" on page 438 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.

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.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the members of the Syndicate, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. 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 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 . 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. For further details, see "*Terms of the Offer*" on page 423.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (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 also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Offer, (vi)general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund.

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective 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 RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 ("**T+3 Circular**"). Accordingly, the Offer will be undertaken as per 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, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day 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. Additionally, SEBI has reduced the time period for refund of application monies from 15 days to two days.

Our Company, the Selling Shareholders and the Syndicate 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 Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Prospectus.

Further our Company, the Selling Shareholders and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

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(2) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not less than 75% 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 more 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 more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Offer comprises a Net Offer of up to [●] Equity Shares and the Employee Reservation portion of up to [●] Equity Shares.

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 dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition

to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 until November 30, 2023 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, has 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, 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 was 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: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer shall be undertaken as per the processes and procedures under UPI Phase III, as notified in the T+3 Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the "**UPI Streamlining 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 Streamlining 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. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post– Offer BRLM will be required to compensate the concerned investor.

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 Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

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 relevant Bidding Centres and at our Registered Office. The electronic copy of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

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. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA 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 circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

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 using UPI Mechanism may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Retail Individual Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB 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.

The prescribed color of the Bid cum Application Forms for various categories is as follows:

Category	Color of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Form*

Notes:

(1) Electronic Bid cum Application Forms and the Abridged Prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through the UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the 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 UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the bankers to an issue) 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 Bankers to the Offer. The BRLMs shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021 and April 20, 2022.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII & QIB bids above ₹200,000, through SCSBs only.

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 on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portals 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.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the stock exchange platform during the Bid/Offer Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs; or

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs.

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, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Selling Shareholders, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

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 such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "*Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Eligible 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 SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders 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 SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders 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.

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).

In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

Also see "*Restrictions on Foreign Ownership of Indian Securities*" on page 451.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap is 100% and accordingly, the applicable limit with respect to our Company is 100%.

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 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).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 asset) 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 behalf of is subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

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 I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. 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, subject to the conditions prescribed by the SEBI. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re- registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to

participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹0.50 million.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an 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. Eligible Employee can also apply under Retail Portion. Further, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall not be treated as multiple Bids, even if Eligible Employee has made an application of up to ₹0.50 million (net of Employee Discount, if any) in the Employee Reservation Portion. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.*, Pink colour form).

(b) The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

(c) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Only those Bids, which are received at or above the Offer Price would be considered for Allotment under this category.

(e) The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹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 amounting up to ₹0.20 million (net of Employee Discount, if any). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.20 million (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.50 million (net of Employee Discount, if any).

(f) Eligible Employees can apply at Cut-off Price.

(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) 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.

(i) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

Please note that any individuals who are directors, employees or promoters of (a) the Lead Manager, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such Lead Manager, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company 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, shall not exceed 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.

Further, the aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company paid up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) 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.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time**.**

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer 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 Offer Price, Allotment to successful Anchor Investors will be at the higher price.

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

(x) Neither (a) BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the

entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply in the Offer under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

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, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus and the Prospectus.

For more information, please read the General Information Document.

Certain 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 Acknowledgement 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 Acknowledgement 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, the Selling Shareholders 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, 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 Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. UPI Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of 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:

A. 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;

B. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

C. Ensure that you have Bid within the Price Band;

D. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

E. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a 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;

F. 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;

G. UPI Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

H. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

I. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

J. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

K. 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;

L. 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 the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

M. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgement specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

N. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgement Slip;

O. 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;

P. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the 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 investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

Q. 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;

R. 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;

S. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;

T. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

U. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;

V. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

W. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

X. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process;

Y. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

Z. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

AA. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

BB. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders 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;

CC. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

DD. 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;

EE. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

FF. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her/its 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 authorises the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid cum Application Form;

GG. 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;

HH. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

II. 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 the 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;

JJ. Ensure that the Demographic Details are updated, true and correct in all respects; and

KK. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

A. Do not Bid for lower than the minimum Bid size;

B. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;

D. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount);

E. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);

F. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

G. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;

H. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

I. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

J. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

K. Do not submit the Bid for an amount more than funds available in your ASBA account;

L. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

M. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date for QIBs;

N. Do not Bid for Equity Shares in excess of what is specified for each category;

O. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;

P. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

Q. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;

R. 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;

S. 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);

T. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

U. Do not submit the General Index Register ("**GIR**") number instead of the PAN;

V. Do not submit incorrect details of the DP ID, Client ID, the 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;

W. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

X. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

Y. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

Z. Anchor Investors should not Bid through the ASBA process;

AA. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

BB. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

CC. 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;

DD. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

EE. In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000;

FF. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and

GG. Do not Bid if you are an OCB.

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/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 87.

For helpline details of the BRLMs pursuant to SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, see '*General Information*' on page 87.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹200,000;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circular dated June 21, 2023 and SEBI circulars dated June 2, 2021 and April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares 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 one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders 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 each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining 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.

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. Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

(a) In case of resident Anchor Investors: "[●]"; and

(b) In case of Non-Resident Anchor Investors: "[●]".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Selling Shareholders and 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, 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 and [●] editions of [●], a Gujarati Hindi national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading of the Equity Shares on the Stock Exchanges, disclosing the date of commencement of trading of the Equity Shares on the Stock Exchanges in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) in all editions of [●], a Hindi national daily newspaper; and (iii) in all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, 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.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"***Any person who:***

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ii) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(iii) 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 the time period of the Bid/Offer Closing Date, as may be prescribed by the SEBI or under any applicable law;

(iv) if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(v) the funds required for making refunds (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;

(vi) 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;

(vii) Except for Equity Shares allotted pursuant to the Offer, no further issue of the Equity Shares shall be made until the Equity Shares issued 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, other than as disclosed in accordance with Regulation 56;

(viii) Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

(ix) Our Company shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;

(x) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly; and

(xi) if our Company, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, specifically undertakes and/ or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

(i) they are the legal and beneficial owners of the Equity Shares offered by them in the Offer for Sale;

(ii) the Offered Shares are free and clear of any encumbrances and shall be transferred to the successful Bidders under applicable law free and clear of any encumbrances;

(iii) the portion of the Offered Shares offered for sale by the Selling Shareholders are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;

(iv) they shall provide such reasonable assistance and cooperation as may be reasonably required by our Company and the Book Running Lead Managers in redressal of such investor grievances in relation to their respective Offered Shares and statements specifically made or confirmed by them in this Draft Red Herring Prospectus in relation to themselves as a Selling Shareholders;

(v) they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person (whether related to themselves or not) for making a Bid in the Offer;

(vi) they shall provide such reasonable support and cooperation as required under applicable law or requested by our Company and/or the Book Running Lead Managers in relation to their respective Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable); and

(vii) they shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges.

The statements and undertakings provided above are statements which are specifically confirmed or undertaken by the Selling Shareholders in relation to themselves and their respective Offered Shares.

Utilization of Offer Proceeds

Our Company declares that:

(i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed until the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India (*earlier known as the Department of Industrial Policy and Promotion*) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Subject to conditions specified in the FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in "pharmaceuticals" for greenfield investments, while up to 74% foreign investment under the automatic route is currently permitted in "pharmaceuticals" for brownfield investment. Further, foreign investment in brownfield pharmaceuticals, irrespective of entry route, is further subject to additional conditions in relation to the production level of NLEM drugs and research and development expenses. For further details, see "*Key Regulations and Policies*" on page 218.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of 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. 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 FPIs*" on page 438.

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 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank 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 Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see "*Offer Procedure*" on page 433.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

INTERPRETATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Except as disclosed below, there are no other material provisions of the Articles of Association that 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.

CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:

   a) '**The Act**' or '**The Companies Act**' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.

   b) '**The Board**' or '**The Board of Directors**' means the duly constituted Board of Directors of the Company.

   c) '**Meeting**' or '**General Meeting**' means a meeting of Directors or Members or creditors as the case may be

   d) '**The Company**' or '**This Company**' means Senores Pharmaceuticals Limited.

   e) '**Directors**' means the Directors for the time being of the Company, appointed in terms of these Articles or as the case may be, the directors assembled at a board.

   f) '**Writing**' includes printing, lithograph, typewriting and any other usual substitutes for writing.

   g) '**Members**' means members of the Company holding a share or shares of any class.

   h) '**Month**' shall mean a calendar month.

   i) '**Paid-up**' shall include 'credited as fully paid-up'.

   j) '**Person**' shall include any corporation as well as individual.

   k) '**These presents**' or '**Regulations**' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.

   l) '**Section**' or '**Sec**.' means Section of the Act.

   m) Words importing the masculine gender shall include the feminine gender.

   n) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.

   o) '**Ordinary Resolution**' and '**Special Resolution**' means Ordinary Resolution and Special Resolution as defined by Section 114 in the Act.

   p) '**The Office**' means the Registered Office for the time being of the Company.

   q) '**The Register**' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.

   r) '**Proxy**' includes Attorney duly constituted under a Power of Attorney.

3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

4. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

5. Subject to the provisions of Section 62, and other provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may, from time to time, think fit. Subject to the provisions of the Section 55 of the Act, any Preference Share, may, with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in the General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option or right to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares. Provided that option or right to call shares shall not be given to any person or persons without the sanction of the Company in the general meeting.

7. The Board may at any time, as the case may be, propose to increase the subscribed capital of the Company by issue of further shares, but subject to Section 62 of the Act, and subject to the following conditions namely:

I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the Equity Shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in sub-clause (b) to (d) below.

(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other applicable law), and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will 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 days before the opening of the issue.

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.

(d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the shareholders of the Company.

II. Such further shares shall be offered 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 conditions, as may be prescribed under applicable law; or

III. to any person(s), if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (I) or clause (II) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with such conditions as may be prescribed under the Act and the rules made thereunder.

Nothing in this Article shall apply to the increase in 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 having an option to convert such debentures or loans into shares in the Company or to subscribe for shares of 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. Notwithstanding anything contained in the Article 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:

In determining the terms and conditions of conversion as specified above, the Government shall have due regard to the financial position of the Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary. Where the Government has, by an order (as mentioned above), 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 Tribunal, as mentioned above, or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised 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.

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. 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 Act and the rules made thereunder.

8. The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

ISSUE OF FURTHER SHARES WITH DISPROPORTIONATE RIGHTS

9. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking paripassu therewith.

NOT TO ISSUE SHARES WITH DISPROPORTIONATE RIGHTS

10. The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

POWER TO PAY COMMISSION

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

LIABILITY OF JOINT HOLDERS OF SHARES

12. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

TRUST NOT RECOGNISED

13. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

ISSUE OTHER THAN FOR CASH

14. a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

ACCEPTANCE OF SHARES

15. An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

MEMBER' RIGHT TO SHARE CERTIFICATES

16. In accordance with Section 56, and other applicable provisions of the Act, and the rules: Every person whose name is entered as a member in the Register shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:

a) One certificate for all his shares without payment of any charges; or

b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.

The certificate of title to shares and duplicates thereof when necessary shall be issued under signature of two Directors and the company secretary or authorised official(s) of the Company.

ONE CERTIFICATE FOR JOINT HOLDERS

17. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

RENEWAL OF CERTIFICATE

18. If a certificate be worn out, defaced, mutilated or torn, destroyed, or lost or if there is 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 deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article 18 shall be issued on payment of twenty rupees for each certificate.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other act, or rules applicable thereof in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

19. For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

SPLITTING AND CONSOLIDATION OF SHARE CERTIFICATE

20. The shares of the Company will be split up/consolidated in the following circumstances:

(i) At the request of the member/s for split up of shares in marketable lot.

(ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

DIRECTOR MAY ISSUE NEW CERTIFICATE(S)

21. Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

PERSON BY WHOM INSTALLMENTS ARE PAYABLE

22. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN - COMPANY'S LIEN ON SHARES

23. The Company shall have first and paramount lien upon all shares other than fully paid-up shares, for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares; and on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company. Such lien shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. Provided that the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article.

AS TO ENFORCING LIEN BY SALE

24. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

AUTHORITY TO TRANSFER

25. a) To give effect to such sale, the Board of Directors may authorize any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.

b) The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

APPLICATION OF PROCEEDS OF SALE

26. The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

27. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

WHEN CALL DEEMED TO HAVE BEEN MADE

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

NOTICE OF CALL

29. Not less than thirty days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

SUM PAYABLE IN FIXED INSTALLMENTS TO BE DEEMED CALLS

30. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

WHEN INTEREST ON CALL OR INSTALLMENT PAYABLE

31. If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

SUMS PAYABLE AT FIXED TIMES TO BE TREATED AS CALLS

32. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

PAYMENT OF CALL IN ADVANCE

33. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in a general meeting shall otherwise direct, twelve per cent per annum, as the Board of Directors may and members paying the sum in advance, may agree upon.

PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

34. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction there under, 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 share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

FORFEITURE OF SHARES - IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

35. If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

EVIDENCE ACTION BY COMPANY AGAINST SHAREHOLDERS

36. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

FORM OF NOTICE

37. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

IF NOTICE NOT COMPLIED WITH, SHARES MAY BE FORFEITED

38. If the requirements of any such notice as, aforementioned 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

NOTICE AFTER FORFEITURE

39. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

BOARDS' RIGHT TO DISPOSE OF FORFEITED SHARES OR CANCELLATION OF FORFEITURE

40. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

LIABILITY AFTER FORFEITURE

41. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

EFFECT OF FORFEITURE

42. The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

EVIDENCE OF FORFEITURE

43. A duly verified declaration in writing that the declarant is a Director 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, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

NON-PAYMENT OF SUMS PAYABLE AT FIXED TIMES

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

VALIDITY OF SUCH SALES

45. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES

46. a) The instrument of transfer of any share in the Company shall be executed both by or on behalf of 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.

b) The Board shall not register any transfer of shares unless the instrument of transfer is in writing and the form shall be duly executed by the transferor and the transferee as prescribed in rules made under sub-section (1) of Section 56 of the Act.

The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and instrument of transfer is in respect of only one class of shares.

c) The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. The Board may, subject to right of appeal conferred by Section 58, decline to register, the transfer of any share, not being a fully paid shares, to a person of whom they do not approve or any transfer of shares on which the Company has lien.

FORM OF TRANSFER

47. Shares in the Company shall be transferred by an instrument in writing in such common form in accordance with the Act and rules and as per the requirement of the stock exchanges.

BOARD'S RIGHT TO REFUSE TO REGISTER .

48. The Board, may, at its absolute discretion and without assigning any reason, decline to register:

I. The transfer of any share, by operation of law of the right to, any securities or interest of a shareholder in the Company.

II. The Company shall, within thirty days from the date on which the instrument of transfer, was delivered to the Company, send a notice of refusal to the transferee and transferor, giving reasons for such refusal.

a) Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the shares.

b) If the Board refuses to register any transfer or transmission of right, it shall, within thirty days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

c) In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

d) The provisions of this clause shall apply to transfers of stock also.

FURTHER RIGHT OF BOARD OF DIRECTORS TO REFUSE TO REGISTER

49. a) The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

b) No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, or for sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

c) Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.

d) The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:

(i) Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.

(ii) Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.

(iii) Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.

(iv) Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.

(v) The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).

RIGHTS TO SHARES ON DEATH OF A MEMBER FOR TRANSMISSION

50. a) In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

b) In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

RIGHTS AND LIABILITIES OF PERSON

51. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either:

a) to be registered himself as a holder of the share or

b) to make such transfer of the share as the deceased or insolvent member could have made.

The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

NOTICE BY SUCH A PERSON OF HIS ELECTION

52. a) If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

c) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

NO TRANSFER TO INFANT, ETC.

53. No transfer shall be made to an infant or a person of unsound mind.

ENDORSEMENT OF TRANSFER AND ISSUE OF CERTIFICATE

54. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

CUSTODY OF TRANSFER

55. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

REGISTER OF MEMBERS

56. a) The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of members

b) The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

c) All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

COMPANY'S RIGHT TO REGISTER TRANSFER BY APPARENT LEGAL OWNER

57. The Company shall incur no liability or responsibility whatever in consequence of their 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 of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book 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 right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL - ALTERATION AND CONSOLIDATION, SUB-DIVISION AND CANCELLATION OF SHARES

58. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

a) increase its share capital by such amount as it thinks expedient by issuing new shares;

b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;

d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.

e) a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

f) Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

REDUCTION OF CAPITAL, ETC. BY COMPANY

59. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:

a) its share capital;

b) any capital redemption reserve account; or

c) any share premium account.

SURRENDER OF SHARES

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

61. **Power of modify shares**

The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

SET-OFF OF MONEYS DUE TO SHAREHOLDERS

62. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

TRANSFER OF STOCK

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

RIGHT OF STOCKHOLDERS

65. The holders of the stock shall, according to the amount of the 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 its 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.

APPLICABILITY OF REGULATIONS TO STOCK AND STOCKHOLDERS

66. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

DEMATERIALISATION OF SECURITIES

67.

a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

68. **Annual General Meeting**

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

EXTRAORDINARY GENERAL MEETING

69. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

EXTRAORDINARY MEETING BY REQUISITION

70.

a) The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

b) The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

e) If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them

or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

LENGTH OF NOTICE FOR CALLING MEETING

71. A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

ACCIDENTAL OMISSION TO GIVE NOTICE NOT TO INVALIDATE MEETING

72. The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

SPECIAL BUSINESS AND STATEMENT TO BE ANNEXED

73. All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

QUORUM

74. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present

Number of members 1000-5000: 15 members personally present

Number of members more than 5000: 30 members personally present

IF QUORUM NOT PRESENT, WHEN MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED

75. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

CHAIRMAN OF GENERAL MEETING

76. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

WHEN CHAIRMAN IS ABSENT

77. If there is no such Chairman or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

ADJOURNMENT OF MEETING

78. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time 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 a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

QUESTIONS AT GENERAL MEETING HOW DECIDED

79. At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

CASTING VOTE

80. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

TAKING OF POLL

81. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

IN WHAT CASES POLL TAKEN WITHOUT ADJOURNMENT

82. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

VOTES

83.

a) Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

b) Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

c) Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

BUSINESS MAY PROCEED NOTWITHSTANDING DEMAND FOR POLL

84. 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.

JOINT HOLDERS

85. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

MEMBER OF UNSOUND MIND

86. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

NO MEMBER ENTITLED TO VOTE WHILE CALL DUE TO COMPANY

87. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

PROXIES PERMITTED ON POLLS

88. On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

INSTRUMENT OF PROXY

89.

a) The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

b) A body corporate (whether a company within the meaning of this Act or not) may:

1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;

2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

c) A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

INSTRUMENT OF PROXY TO BE DEPOSITED AT THE OFFICE

90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

VALIDITY OF VOTE BY PROXY

91. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

FORM OF PROXY

92. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

93. Number of Directors

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

The First Directors of the Company are:

1. Swapnil Jatinbhai Shah
2. Anar Swapnil Shah
3. Pinkyben Jatinbhai Shah

Same individual may be appointed as Chairperson 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.

94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

QUALIFICATION OF DIRECTORS

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

DIRECTOR'S REMUNERATION

96.

a) Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

b) Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

c) Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.

d) Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

DIRECTORS MAY ACT NOTWITHSTANDING VACANCY

97. The continuing Directors may act not withstanding any vacancy in their body, but subject to the provisions contained in Article 121 below.

CHAIRMAN OR VICE-CHAIRMAN OF THE BOARD

98.

a) Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.

b) Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

CASUAL VACANCY

99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

100. The office of a Director shall be vacated if:

(1) he is found to be unsound mind by a Court of competent jurisdiction;

(2) he applies to be adjudicated as an insolvent;

(3) he is an undischarged insolvent;

(4) he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

(5) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;

(6) an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.

(7) he has not complied with Subsection (3) of Section 152

(8) he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.

(9) he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;

(10) he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.

(11) he becomes disqualified by an order of a court or the Tribunal

(12) he is removed in pursuance of the provisions of the Act,

(13) having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:

(1) for thirty days from the date of the adjudication, sentence or order;

(2) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or

(3) where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

ALTERNATE DIRECTORS

101.

a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.

b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

c) Independent Directors

i. The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

ii. Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement

iii. Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.

d) Women Director

The Directors shall appoint one women director as per the requirements of section 149 of the Act.

e) Key Managerial Personnel

Subject to the provisions of the Act,

i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;

ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

iii. The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

ADDITIONAL DIRECTORS

102. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

CORPORATION/NOMINEE DIRECTOR

103.

a) Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains

defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

c) The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

DISCLOSURE OF INTEREST OF DIRECTORS

104.

a) Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

b) A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

RIGHTS OF DIRECTORS

105. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

DIRECTORS TO COMPLY WITH SECTION 184

106. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

DIRECTORS POWER OF CONTRACT WITH COMPANY

107. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

108. **Rotation and retirement of Directors**

At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION

109. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

WHICH DIRECTORS TO RETIRE

110. 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 become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

RETIRING DIRECTORS TO REMAIN IN OFFICE TILL SUCCESSORS ARE APPOINTED

111. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

POWER OF GENERAL MEETING TO INCREASE OR REDUCE NUMBER OF DIRECTORS

112. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

POWER TO REMOVE DIRECTORS BY ORDINARY RESOLUTION

113. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

RIGHTS OF PERSONS OTHER THAN RETIRING DIRECTORS TO STAND FOR DIRECTORSHIPS

114. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the

Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronicaly or on poll on such resolution".

REGISTER OF DIRECTORS AND KMP AND THEIR SHAREHOLDING

115. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

BUSINESS TO BE CARRIED ON

116. The business of the Company shall be carried on by the Board of Directors.

MEETING OF THE BOARD

117. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

DIRECTOR MAY SUMMON MEETING

118. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

QUESTION HOW DECIDED

119.

a) Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

b) In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

RIGHT OF CONTINUING DIRECTORS WHEN THERE IS NO QUORUM

120. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if 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 and for no other purpose.

QUORUM

121. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that onethird being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the 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 the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

ELECTION OF CHAIRMAN TO THE BOARD

122. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

POWERS AND DUTIES OF DIRECTORS

129. **General powers of Company vested in Directors**

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the

provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

MANAGING DIRECTOR

135.

a) Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:

b) The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c) The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d) If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e) The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f) Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

WHOLE-TIME DIRECTOR

136. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

SECRETARY

137. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

BORROWING

140. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions

of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of 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 transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

ASSIGNMENT OF DEBENTURES

141. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

POWERS TO BE EXERCISED BY BOARD ONLY AT MEETING

146. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

a) to make calls on shareholders in respect of money unpaid on their shares;

b) to authorise buy-back of securities under section 68;

c) to issue securities, including debentures, whether in or outside India;

d) to borrow monies;

e) to invest the funds of the company;

f) to grant loans or give guarantee or provide security in respect of loans;

g) to approve financial statement and the Board's report;

h) to diversify the business of the company;

i) to approve amalgamation, merger or reconstruction;

j) to take over a company or acquire a controlling or substantial stake in another company;

k) to make political contributions;

l) to appoint or remove key managerial personnel (KMP);

m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

n) to appoint internal auditors and secretarial auditor;

o) to take note of the disclosure of director's interest and shareholding;

p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

q) to invite or accept or renew public deposits and related matters;

r) to review or change the terms and conditions of public deposit;

s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

t) such other business as may be prescribed by the Act.

The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.

Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.

Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

COMMON SEAL AND ITS AFFIXTURE

155. No common seal is required as per the provisions of the Companies Act, 2013.

DIVIDENDS AND RESERVES

156. **Rights to Dividend**

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

DECLARATION OF DIVIDENDS

157. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

WHAT TO BE DEEMED NET PROFITS

158. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDEND

159. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

DIVIDENDS TO BE PAID OUT OF PROFITS ONLY

160. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

RESERVE FUNDS

161.

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 applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

b) The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

METHOD OF PAYMENT OF DIVIDEND

162.

a) Subject to the rights of persons, if any, entitled to share 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.

b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c) 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 dividends as from a particular date, such shares shall rank for dividend accordingly.

DEDUCTION OF ARREARS

163. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

ADJUSTMENT OF DIVIDEND AGAINST CALL

164. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

PAYMENT BY CHEQUE OR WARRANT

165.

a) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly 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 in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

c) Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

RETENTION IN CERTAIN CASES

166. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

DEDUCTION OF ARREARS

167. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

NOTICE OF DIVIDENDS

168. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

DIVIDEND NOT TO BEAR INTEREST

169. No dividend shall bear interest against the Company.

UNCLAIMED DIVIDEND

170. If the Company has declared a dividend but which has not been paid or claimed or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".

No unclaimed dividends shall be forfeited, before the claim becomes barred by law. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

TRANSFER OF SHARE NOT TO PASS PRIOR DIVIDEND

171. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

172.

a) The Company in General Meeting, may on the recommendation of the Board, resolve:

(1) that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and

(2) that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) 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 provisions contained in Subclause (3) either in or towards:

(1) paying up any amount for the time being unpaid on any share held by such members respectively;

(2) paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or

(3) partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c) A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d) The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

BOOKS OF ACCOUNT TO BE KEPT

174.

a) The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c) The books of accounts shall be open to inspection by any Director during business hours.

WHERE BOOKS OF ACCOUNT TO BE KEPT

175. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

INSPECTION BY MEMBERS

176. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or

document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

STATEMENT OF ACCOUNT TO BE FURNISHED TO GENERAL MEETING

177. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

AUDIT

184. **Accounts to be audited**

a) Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

b) Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

c) Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

d) The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.

e) 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

f) The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

g) A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

h) The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

i) Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

WINDING UP

200. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

INDEMNITY AND RESPONSIBILITY

202. **Directors' and others' right to indemnity**

a) Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

b) Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

203. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink: https://senorespharma.com/mcmd. Physical copies of the above- mentioned documents referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material contracts to the Offer

1. Offer Agreement dated July 26, 2024 entered into among our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated July 24, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLMs, the Syndicate Members, the Bankers to the Offer, and the Registrar to the Offer.
5. Share Escrow Agreement dated [●] entered into among our Company, the Selling Shareholders, and the Share Escrow Agent.
6. Syndicate Agreement dated [●] entered into among our Company, the Selling Shareholders, the Registrar, the BRLMs and the Syndicate Members.
7. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.
2. Certificates of incorporation dated December 26, 2017, and September 4, 2023, issued by RoC.
3. Resolution dated April 9, 2024 and July 22, 2024 passed by the Board authorising the Offer and other related matters.
4. Resolution dated May 25, 2024 passed by the Shareholders authorising the Fresh Issue and other related matters.
5. Resolution dated July 26, 2024 passed by the Board taking on record the participation of the Selling Shareholders in the Offer for Sale and other matters.
6. Resolution dated July 26, 2024 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.
7. Consent letter of the Selling Shareholders for participation in the Offer for Sale, as detailed in "*The Offer*" on page 81.
8. Engagement letter dated March 29, 2024 entered into between the Company and Frost & Sullivan for appointment of Frost & Sullivan
9. *"Report titled "Overview of the Global Pharma Market*" dated July 24, 2024 issued by Frost & Sullivan.
10. Consent letter dated July 24, 2024 issued by Frost & Sullivan, with respect to the F&S Report.
11. Share Subscription-cum-Shareholders Agreement dated January 24, 2022, entered into between our Company, Swapnil Jatinbhai Shah, Anar Swapnil Shah, Pinki Shah, Ashokkumar Vijaysinh Barot, Sangeeta Mukur Barot, Pankaj Chaudhari, Deval Rajnikant Shah, along with Prakash Sanghvi, and Manoj Prakash Sanghvi read with the amendment agreement dated July 3, 2024 entered into among our Company, the SSSA Promoters, Deval Rajnikant Shah and the Investors.
12. Share swap agreement dated November 2, 2023 entered into by our Company, and Remus Pharmaceuticals Limited, and the amendment agreement to the share subscription-cum-shareholders agreement dated December 13, 2023 between our Company, Ratnamani Marketing Private Limited, Jitendra Babulal Sanghvi, Jayanti Misrimal Sanghvi, Manoj Prakash Sanghvi, Dimple Manoj Sanghvi, Shanti Misrimal Sanghvi, Shashi Shantilal Sanghvi, Pavan Misrimal

Sanghvi, Vimla Pavan Sanghvi, Ratnatris Pharmaceuticals Private Limited, Swapnil Jatinbhai Shah, and Arpit Deepakkumar Shah.

13. Share swap agreement dated December 21, 2022, entered into by our Company, Ashok Barot, Dhananjay Barot, Renosen Pharmaceuticals Private Limited, and Havix.

14. Share swap agreement dated April 14, 2023 entered into by our Company, Havix and Renosen Pharmaceuticals Private Limited.

15. Share swap agreement dated April 14, 2023 entered into by our Company, Havix, Aviraj Group LLC, and Aviraj Overseas LLC.

16. Scheme of amalgamation between Ratnagene Lifescience Private Limited and our Company.

17. The examination report dated July 11, 2024 of the Statutory Auditors on the Restated Consolidated Financia Statements included in this Draft Red Herring Prospectus.

18. Written consent dated July 26, 2024 from Pankaj R. Shah, Statutory Auditors, 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 Auditors, and in respect of their (i) examination report, dated July 11, 2024 on our Restated Consolidated Financial Information; (ii) their report dated July 24, 2024 on the statement of possible 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.

19. Consent dated July 23, 2024 from Ramesh Mahipatram Trivedi, Dev Consultant, independent chartered engineer, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a chartered engineer and in respect of his certificate dated July 23, 2024 in relation to our Company's manufacturing capacities and capacity utilization at all of its manufacturing facilities and the details derived from such certificate and included in this Draft Red Herring Prospectus.

20. Consent dated July 22, 2024 from Jitendra Shrivastava, independent project expert, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in his capacity as a project expert and in respect of his certificate dated July 22, 2024 in relation to approvals and licenses required for the injectable manufacturing facility at the Capex Land, and the details derived from such certificate and included in this Draft Red Herring Prospectus.

21. Consents of the BRLMs, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to the Offer, our Directors and the Company Secretary and Compliance Officer, to act in their respective capacities.

22. Report on the statement of possible special tax benefits available to our Company, our Shareholders and our domestic Material Subsidiaries, dated July 24, 2024, issued by the Statutory Auditors.

23. Report on the statement of special tax benefits available to our foreign Material Subsidiaries, dated July 24, 2024, issued by the TAAK Consulting, LLC.

24. Valuation report dated November 3, 2022 from Avinash Kothari, Registered Valuer, in relation to the valuation of equity shares of Havix Group Inc. d/b/a Aavis Pharmaceuticals.

25. Valuation report dated April 1, 2023 from Vikram Shah, Registered Valuer, in relation to the valuation of immovable property of Mascot Industries.

26. Valuation report dated April 1, 2023 from Vikram Shah, Registered Valuer, in relation to the valuation of plant and machinery of Mascot Industries.

27. Copies of annual reports of our Company for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

28. Tripartite agreement dated October 4, 2023, among our Company, NSDL and the Registrar to the Offer.

29. Tripartite agreement dated September 21, 2023, among our Company, CDSL and the Registrar to the Offer.

30. Certificate dated July 26, 2024 from M/s. Pankaj R. Shah & Associates, Chartered Accountants, with respect to our key performance indicators.

31. Due diligence certificate to SEBI from the BRLMs dated July 26, 2024.

32. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

33. Final observation letter bearing number [●] dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Swapnil Jatinbhai Shah
Managing Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Sanjay Shaileshbhai Majmudar
Chairman and Non-Executive, Non-Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Hemanshu Nitinchandra Pandya
Non-Executive, Non-Independent Director

Place: New Jersey, USA
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Chetan Bipinchandra Shah
Whole-Time Director and Chief Operating Officer

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Deval Rajnikant Shah
Chief Financial Officer and Whole-Time Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Jitendra Babulal Sanghvi
Non-Executive, Non-Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Ashokkumar Vijaysinh Barot
Non-Executive, Non-Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Arpit Deepakkumar Shah
Non-Executive, Non-Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Naresh Bansilal Shah
Non-Executive, Independent Director

Place: Mumbai
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Manjula Devi Shroff
Non-Executive, Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Kalpit Rajesh Gandhi
Non-Executive, Independent Director

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Udayan Dileep Choksi
Non-Executive, Independent Director

Place: Mumbai
Date: July 26, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY:

Deval Rajnikant Shah
Whole-Time Director and Chief Financial Officer

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I, Swapnil Jatinbhai Shah, acting as a Promoter Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Promoter Selling Shareholder and the Promoter Offered Shares are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Swapnil Jatinbhai Shah

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I, Ashokkumar Vijaysinh Barot, acting as a Promoter Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Promoter Selling Shareholder and the Promoter Offered Shares are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Ashokkumar Vijaysinh Barot

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I, Sangeet Mukur Barot, acting as a Promoter Group Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Promoter Group Selling Shareholder and the Promoter Group Offered Shares are true and correct. I assume no responsibility, as a Promoter Group Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Sangeeta Mukur Barot

Place: Ahmedabad
Date: July 26, 2024

DECLARATION

I, Prakash M Sanghvi, acting as an Other Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Other Selling Shareholder and the Other Selling Shareholder Offered Shares are true and correct. I assume no responsibility, as an Other Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Prakash M Sanghvi

Place: Ahmedabad
Date: July 26, 2024