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DRAFT RED HERRING PROSPECTUS
Dated June 13, 2024
Please read section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

GODAVARI BIOREFINERIES LIMITED

CORPORATE IDENTITY NUMBER: U67120MH1956PLC009707

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India	Manoj Jain *Company Secretary and Compliance Officer* Swarna Gunware *Joint Company Secretary*	**Email:** investors@somaiya.com **Telephone:** +91 22 6170 2177	www.godavaribiorefineries.com

OUR PROMOTERS: SAMIR SHANTILAL SOMAIYA, LAKSHMIWADI MINES AND MINERALS PRIVATE LIMITED, SAKARWADI TRADING COMPANY PRIVATE LIMITED AND SOMAIYA AGENCIES PRIVATE LIMITED

DETAILS OF OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITYAND RESERVATION
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 3,250 million	Up to 6,526,983 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIIs, RIIs and Eligible Employees, see "*Offer Structure*" on page 385.

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 ₹)
Mandala Capital AG Limited	Investor Selling Shareholder	Up to 4,926,983 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	188.91
Somaiya Agencies Private Limited	Promoter Selling Shareholder	Up to 500,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	15.91
Samir Shantilal Somaiya	Promoter Selling Shareholder	Up to 500,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	59.92
Lakshmiwadi Mines and Minerals Private Limited	Promoter Selling Shareholder	Up to 200,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	25.11
Filmedia Communication Systems Private Limited	Promoter Group Selling Shareholder	Up to 300,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	18.09
Somaiya Properties and Investments Private Limited	Promoter Group Selling Shareholder	Up to 100,000 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million	125.92

**As certified by our Statutory Auditors by way of their certificate dated June 13, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Offer Price, Floor Price and the Price Band determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for the Offer Price*" on page 110 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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

ISSUER'S AND SELLING SHAREHOLDER'S 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. The Selling Shareholders, severally and not jointly, accepts responsibility for and confirms that the statements specifically made or confirmed by it in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to itself and the Equity Shares offered by it in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to our Company or any other Selling Shareholder in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. For the purposes of the Offer, the Designated Stock Exchange shall be [●].

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO OF THE BRLMS		CONTACT PERSON	TELEPHONE AND E-MAIL
equirus	**Equirus Capital Private Limited**	Malay Shah/Mrunal Jadhav	**Telephone**: +91 22 4332 0736 **E-mail**: godavari.ipo@equirus.com
SBICAPS Complete Investment Banking Solutions	**SBI Capital Markets Limited**	Janardhan Wagle/Krithika Shetty	**Telephone**: +91 22 4006 9807 **E-mail**: godavari.ipo@sbicaps.com

REGISTRAR TO THE OFFER

LINK Intime **Link Intime India Private Limited**	**Contact person**: Shanti Gopalkrishnan	**Telephone:** +91 810 811 4949 **E-mail**: godavari.ipo@linkintime.co.in

	BID/OFFER PERIOD
ANCHOR INVESTOR BIDDING DATE	[●]*
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, i.e. [●].*

** *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.*

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

GODAVARI BIOREFINERIES LIMITED

Our Company was originally incorporated as Godavari Investment and Finance Corporation Limited in Mumbai, Maharashtra as a public limited company under the Indian Companies Act, 1913, pursuant to a certificate of incorporation dated January 12, 1956, issued by the Registrar of Companies, Bombay. Subsequently, the name of our Company was changed to Godavari Biorefineries Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the Registrar of Companies, Maharashtra at Mumbai on November 10, 2006. For further details in relation to the change in our name and our registered and corporate office, see "*History and Certain Corporate Matters*" on page 212.

Registered and Corporate Office: Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra; **Tel:** +91 22 6170 2177
Contact Person: Manoj Jain, Company Secretary and Compliance Officer; and Swarna Gunware, Joint Company Secretary **Tel:** +91 22 6170 2177; **E-mail:** investors@somaiya.com
Website: www.godavaribiorefineries.com; **Corporate Identity Number**: U67120MH1956PLC009707

OUR PROMOTERS: SAMIR SHANTILAL SOMAIYA, LAKSHMIWADI MINES AND MINERALS PRIVATE LIMITED, SAKARWADI TRADING COMPANY PRIVATE LIMITED AND SOMAIYA AGENCIES PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF GODAVARI BIOREFINERIES LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●]* PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,250 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 6,526,983 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), CONSISTING OF UP TO 500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SAMIR SHANTILAL SOMAIYA, UP TO 500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SOMAIYA AGENCIES PRIVATE LIMITED AND UP TO 200,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY LAKSHMIWADI MINES AND MINERALS PRIVATE LIMITED (THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 4,926,983 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MANDALA CAPITAL AG LIMITED (THE "INVESTOR SELLING SHAREHOLDER"), UP TO 300,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY FILMEDIA COMMUNICATION SYSTEMS PRIVATE LIMITED AND UP TO 100,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY SOMAIYA PROPERTIES AND INVESTMENTS PRIVATE LIMITED (THE "PROMOTER GROUP SELLING SHAREHOLDERS", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS"). THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF EQUITY SHARES THROUGH A PRIVATE PLACEMENT, PREFERENTIAL OFFER OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S), AGGREGATING UP TO ₹ 650 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 ("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 AND THE ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS 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 EQUITY SHARE. THE EMPLOYEE DISCOUNT (IF ANY), PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR 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").

OUR COMPANY IN COMPLIANCE WITH THE SEBI ICDR REGULATIONS, MAY OFFER A DISCOUNT ON THE OFFER PRICE (EQUIVALENT TO ₹[●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, 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 website of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Self Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank, as may be 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 through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than 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, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the 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 less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors ("**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Portion ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the SCSBs or by the Sponsor Banks under the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" on page 389.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10 each. The Offer Price, Floor Price and the Price Band determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for the Offer Price" on page 110 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

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 the listing of the Equity Shares pursuant to letters dated [●] and [●] respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents that will be available for inspection from the date of the Red Herring Prospectus until the Bid / Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 500.

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 – 400 013, Maharashtra **Telephone no.:** +91 22 4332 0736 **Email:** godavari.ipo@equirus.com **Investor grievance email:** investorsgrievance@equirus.com **Website:** www.equirus.com **Contact person:** Malay Shah/Mrunal Jadhav **SEBI Registration Number:** INM000011286	**SBI Capital Markets Limited** 1501, 15th Floor, A & B Wing, G Block Parinee Crescenzo, Bandra Kurla Complex Bandra (East), Mumbai 400051, Maharashtra **Telephone:** +91 22 4006 9807 **Email:** godavari.ipo@sbicaps.com **Investor grievance email**: investor.relations@sbicaps.com **Website** www.sbicaps.com **Contact person**: Janardhan Wagle/Krithika Shetty **SEBI registration no**: INM000003531	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park L.B.S Marg, Vikhroli West Mumbai – 400 083, Maharashtra **Telephone no.:** +91 810 811 4949 **Email**: godavari.ipo@linkintime.co.in **Investor grievance email**: godavari.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact Person**: Shanti Gopalkrishnan **SEBI Registration Number**: INR000004058

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, i.e. [●].*
** *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.*
\# *UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Offer Closing Date*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines, directions, circulars, notifications or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies in India", "Basis for the Offer Price", "Financial Information", "Restriction on Foreign Ownership of Indian Securities", "Outstanding Litigation and Other Material Developments", and "Offer Procedure" beginning on pages 412, 123, 126, 203, 110, 255, 411, 357 and 389 will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
our Company, the Company or the Issuer	Godavari Biorefineries Limited, a public limited company incorporated under the Indian Companies Act,1913 and having its Registered and Corporate Office at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra
we/us/our	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on a consolidated basis

Company related terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended
Audit Committee	The audit committee of the Board, as described in "*Our Management - Committees of our Board*" on page 232
Auditors/ Statutory Auditors	The statutory auditors of our Company, currently being M/s Verma Mehta & Associates, Chartered Accountants
Bio-based Chemicals	The biochemicals manufactured by us including ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde
Board/ Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Chairman and Managing Director	Chairman and managing director of our Company, Samir Shantilal Somaiya. For details, see "*Our Management – Board of Directors*" on page 223
Chief Financial Officer/ CFO	Chief financial officer of our Company, Naresh Sitaram Khetan. For details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 240
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, Manoj Jain. For details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 240
Corporate Promoters	The corporate promoters of our Company, namely Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited and Somaiya Agencies Private Limited. For details, see "*Our Promoters and Promoter Group – Details of our Promoters are as follows – Corporate Promoters*" on page 244
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, described in "*Our Management – Committees of our Board*" on page 232
Director(s)	Director(s) on the Board of our Company. For details, see "*Our Management -Board of Directors*" on page 223
Equity Shares	The equity shares of our Company of face value of ₹ 10 each

Term	Description
Executive Director(s)	Executive Directors of our Company, currently Samir Shantilal Somaiya, Sangeeta Arunkumar Srivastava, Bhalachandra Raghavendra Bakshi and Suhas Uttam Godage. For details, see "*Our Management - Board of Directors*" on page 223
Frost & Sullivan	Frost & Sullivan (India) Private Limited
Frost & Sullivan Report	Report titled "*Independent Market Report on Biorefinery Chemicals*" dated May 28, 2024, prepared by Frost & Sullivan
Group Companies	The companies as disclosed in "*Group Companies*" on page 250
Independent Directors	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management – Board of Directors*" on page 223
Individual Promoter	Samir Shantilal Somaiya
IPO Committee	The IPO committee of our Board
Investor Selling Shareholder/Mandala	Mandala Capital AG Limited
Joint Company Secretary	Joint company secretary of our Company, Swarna Gunware. For details, see "*Our Management – Key Managerial Personnel and Senior Management*" on page 240
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 240
Manufacturing Facilities	The Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility, collectively. For details, see "*Our Business – Our Manufacturing Facilities*" on page 196
Materiality Policy	The policy adopted by our Board of Directors on May 31, 2024, for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, described in "*Our Management – Committees of our Board*" on page 232
Non-Executive Director(s)	The non-executive non-Independent director(s) of our Company. For details, see "*Our Management – Board of Directors*" on page 223
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoters and Promoter Group – Promoter Group*" on page 248
Promoters	Collectively, the Individual Promoter and Corporate Promoters. For details, see "*Our Promoters and Promoter Group – Our Promoters*" on page 244
Promoter Selling Shareholders	Samir Shantilal Somaiya, Lakshmiwadi Mines and Minerals Private Limited and Somaiya Agencies Private Limited
Promoter Group Selling Shareholder	Filmedia Communication Systems Private Limited and Somaiya Properties and Investments Private Limited
Registered and Corporate Office	The registered and corporate office of our Company, situated at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra
Restated Consolidated Financial Statements	The restated consolidated financial statements of our Company and our subsidiaries which comprises of 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 cash flows, the restated consolidated statement of changes in equity for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time
Risk Management Committee	The risk management committee of our Board as described in "*Our Management-Committees of our Board*" on page 232
RoC/Registrar of Companies	The Registrar of Companies, Maharashtra at Mumbai
Sakarwadi Manufacturing Facility	Our manufacturing facility located at Ahmednagar district in Maharashtra
Sameerwadi Manufacturing Facility	Our manufacturing facility located at Bagalkot district in Karnataka
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in "*Our Management – Brief profiles of our Senior Management* " on page 241.

Term	Description
Selling Shareholders	Together, the Promoter Selling Shareholders, the Investor Selling Shareholder and the Promoter Group Selling Shareholders
Shareholder(s)	Shareholders of our Company, from time to time
Shareholders Agreement	Shareholders agreement dated February 27, 2015 entered into by our Company, Samir Shantilal Somaiya, S.K. Somaiya HUF, Somaiya Properties and Investments Private Limited, Arpit Limited, Filmedia Communication Systems Private Limited, K J Somaiya and Sons Private Limited, Karnataka Organic Chemicals Private Limited, Somaiya Agencies Private Limited, Somaiya Chemical Industries Private Limited, Zenith Commercial Agencies Pvt. Ltd., Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited, Jasmine Trading Company Private Limited, Sindhur Construction Private Limited and the Investor Selling Shareholder
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board as described in "*Our Management-Committees of our Board*" on page 232
Subsidiaries	Subsidiaries of our Company as set out in "*Our Subsidiaries*" on page 219

Offer Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a prospectus as may be specified by SEBI
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to all the 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 the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLMs during the Anchor Investor Bidding Date
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and 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), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the 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/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by the UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders
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, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors

Term	Description
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	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in "*Offer Procedure*" beginning on page 389
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor 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 as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable. However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be the Cap Price (net of Employee Discount, if any), multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of employee discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount, if any) subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
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, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where the Registered and Corporate Office of our Company is located). In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the Members of the Syndicate, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where the Registered and Corporate Office of our Company is located)
Bid/ Offer Period	Except in relation to Bid by 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 in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days

Term	Description
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms to a Registered Broker, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer namely, Equirus Capital Private Limited and SBI Capital Markets Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges.
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, Syndicate members and Bankers 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, if any, to Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price (net of Employee Discount, if applicable). QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIIs, Non-Institutional Bidders Bidding with an application size of up to ₹ 0.5 million (not using the UPI mechanism) and Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Investors with an application size of more than ₹ 0.5 million (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs.

Term	Description
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to 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 SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus / DRHP	This draft red herring prospectus dated June 13, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Eligible Employee	All or any of the following: (i) a permanent employee of our Company, Promoters or Subsidiaries working in India as on the date of the filing of the Red Herring Prospectus with RoC and who continues to be a permanent employee of our Company, Promoters or any of our Subsidiaries until the submission of the Bid cum Application Form; or (ii) a director of our Company, whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with the RoC and who continues to be a Director, as the case may be until the submission of the Bid cum Application Form, but excludes: (a) our Promoters; (b) a person belonging to our Promoter Group; and (iii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of employee discount, if any). Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of employee discount, if any) subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Eligible FPI(s)	FPIs that are eligible to participate in this Offer in terms of applicable laws
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Employee Discount	Our Company, in compliance with the SEBI ICDR Regulations, may offer a discount on the Offer Price (equivalent of ₹[●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation and which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating up to ₹[●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer equity share capital of our Company
Equirus	Equirus Capital Private Limited
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/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Term	Description
Fresh Issue	The fresh issue of up to [●] Equity Shares by our Company, at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 3,250 million. 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Information Document / GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, 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 Book Running Lead Managers
Gross Proceeds	The proceeds from the Fresh Issue
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Monitoring Agency	[●]
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further information about use of the Offer Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 101
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors/ NII's	All Bidders that are not QIBs or Retail Individual Investors or Eligible Employees in the Employee Reservation Portion and who have Bid for Equity Shares for an amount more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Net Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares, available for allocation to Non-Institutional Bidders, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1 million and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Objects / Objects of the Offer	The objects for which the Net Proceeds from the Fresh Issue are proposed to be utilized, as disclosed in "*Objects of the Offer*" on page 101

Term	Description
Offer	The initial public offering of up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer and Employee Reservation Portion. 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.
Offer Agreement	The agreement dated June 13, 2024 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale component of the Offer, comprising of an offer for sale of up to 6,526,983 Equity Shares at ₹ 10 per Equity Share aggregating up to ₹ [●] million by the Selling Shareholders.
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus. A discount 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 Book Running Lead Managers, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
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 our Selling Shareholders. For further information about the use of the Offer Proceeds, see "*Objects of the Offer*" beginning on page 101
Offered Shares	The Equity Shares being offered by the Selling Shareholders in the Offer for Sale comprising of an aggregate of up to 6,526,983 Equity Shares aggregating up to ₹ [●] million
Pre-IPO Placement	A further issue of Equity Shares through private placement, preferential offer or any other method as may be permitted under applicable law to any person(s), aggregating up to ₹ 650 million, at its discretion, which may be undertaken by our Company, in consultation with the BRLMs, prior to the filing of the Red Herring Prospectus with the RoC. 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Employee Discount (if any), Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where the Registered and Corporate Office of our Company is located) at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations 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)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The bank(s) which is a clearing member and registered with SEBI as a banker to an issue with which the Public Offer Account(s) will open for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of [●] Equity Shares aggregating to ₹[●] million which shall be Allotted 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 Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account(s)	The account(s) to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and BRLMs and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated June 10, 2024 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 to the Offer/ Registrar	Link Intime India Private Limited
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI
Retail Individual Investors(s)/ RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Net Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares aggregating to ₹ [●] million, which 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

Term	Description
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SBICAPS	SBI Capital Markets Limited
SEBI SCORES	Securities Exchange Board of India Complaints Redressal System
Self-Certified Syndicate Bank(s) / SCSB(s)	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 relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders may apply through the SCSBs and Mobile Apps.
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Offered Shares 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 Bidders, a list of which will be included in the Bid cum Application Form
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/or payment instructions of the UPI Bidders, and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Syndicate Agreement	Agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar in relation to collection of Bid cum Application Forms by Syndicate.
Syndicate Members	Intermediaries (other than the BRLMs) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement among the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date, but prior to filing of the Prospectus
UPI	Unified Payments Interface which is an instant payment mechanism, developed by NPCI

Term	Description
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Investors, in the Retail Portion; (ii) Eligible Employees, in the Employee Reservation Portion; and (iii) Non-Institutional Investors with an application size of up to ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Members of Syndicate, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a Member of the Syndicate, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI RTA Master Circular (to the extent it pertains to UPI), along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (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 Mobile App and by way of a SMS directing the UPI Bidder to such UPI Mobile App) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai, Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, Maharashtra, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
AGM	Annual general meeting
AIFs	Alternative investment funds as defined in and registered under the SEBI AIF Regulations
Air Act	Air (Prevention and Control of Pollution) Act, 1981
APAC	Asia Pacific
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate

Term	Description
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
Demat	Dematerialised
Depositories Act	Depositories Act, 1996.
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
EGM	Extraordinary general meeting
EBP Program	Ethanol Blended Petrol Programme
EOU	Export oriented unit
EPS	Earnings per share
EUR/ €	Euro
FDI	Foreign direct investment
FDI Policy	The consolidated foreign direct policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined under SEBI FVCI Regulations
GDP	Gross domestic product
GoI	Government of India
GST	Goods and services tax
Hazardous Waste Rules	Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
HUF	Hindu undivided family
I.T. Act	The Income Tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
IPO	Initial public offer
IRDAI	Insurance Regulatory Development Authority of India
IT	Information technology
IT Act	The Information Technology Act, 2000
MCA	Ministry of Corporate Affairs, Government of India
Mn/ mn	Million
MPCB	Maharashtra Pollution Control Board
Mutual Fund(s)	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Term	Description
N.A. or NA	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NEFT	National electronic fund transfer
NFE	Net foreign exchange
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the 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 the FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit after tax
R&D	Research and development
RBI	Reserve Bank of India
Regulation S	Regulation S under the Securities Act
RONW	Return on net worth
Rs./ Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a State of India
STT	Securities Transaction Tax
TAN	Tax deduction account number
US GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USA/ U.S. / US	The United States of America

Term	Description
USD / US$	United States Dollars
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
Water Act	Water (Prevention and Control of Pollution) Act, 1974

Business, Technical and Industry Related Terms

Term	Description
Bio based Chemicals Segment EBITDA	EBITDA for Bio based Chemicals Segment provides information regarding the operational efficiency of the Bio based Chemicals segment
Cogeneration Segment EBITDA	EBITDA for Cogeneration Segment provides information regarding the operational efficiency of the Cogeneration segment
Distillery Segment EBITDA (₹ million)	EBITDA for Distillery Segment provides information regarding the operational efficiency of the Distillery segment
Debt-to-Equity Ratio	Debt-to-Equity Ratio is calculated as the sum of non-current borrowings excluding current maturity of long-term debts, current borrowings and interest accrued on borrowings divided by net worth
EBITDA	EBITDA is calculated as profit/ (loss) for the year plus finance costs, depreciation and amortisation, and total tax expenses
EBITDA Margin	EBITDA margin is calculated as EBITDA divided by revenue from operations
EVE	Ethyl Vinyl Ethers
External Revenue for Bio based Chemicals Segment	External Revenue for Bio based Chemicals segment provides the external revenue generated by our Bio based Chemicals segment
External Revenue for Distillery Segment	External Revenue for Distillery segment provides the external revenue generated by our Distillery segment
External Revenue for Cogeneration Segment	External Revenue for Cogeneration segment provides the external revenue generated by our Cogeneration segment
External Revenue for Sugar Segment	External Revenue for Sugar Segment provides the external revenue generated by our Sugar segment
Gross Recovery for the year	Gross Recovery is the proportion of sugar including clear juice, syrup and BH Molasses extracted per tonne of sugarcane crushed
Growth in revenue from operations	Growth in revenue from operations is calculated as a percentage of revenue from operations of the relevant year minus revenue from operations of the preceding year, divided by revenue from operations of the preceding year
KL	Kilolitres
KLPD	Kilolitres per day
KT	Kilo ton, with 1 KT = 1,000 MT
McFT	Million cubic feet
MPO	3 Methyl-3 Penten-2-One
MT	Metric tonnes
MTPA	Metric tonnes per annum
MW	Mega watt
MWH	Mega watt hour
Net FATO / Net Fixed Assets Turnover Ratio	Net FATO is calculated as revenue from operations divided by net fixed assets. Net fixed assets is calculated as net property, plant and equipment plus net right-of-use assets plus net intangible assets.
Net Worth	Net Worth is calculated as aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets including revaluation reserves, capital redemption reserves, write-back of depreciation and amalgamation
Net Working Capital Cycle	Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as inventories plus current trade receivables minus trade payables
Number of Days of Sugarcane Crushing	Number of Days of Sugarcane Crushing indicates the number of days for which our sugar mills operate to crush the harvested sugarcane, typically from October to April
PAT Margin	Profit after tax margin is calculated as the percentage of profit/ (loss) for the year divided by total income
Power generated from Cogeneration Segment (MWHR)	Power Generation helps us in tracking power generated by our Cogeneration facilities for captive consumption as well as external sales

Term	Description
RoCE / Return on Capital Employed	Return on capital employed is calculated as EBIT divided by capital employed. Capital employed is calculated as net worth plus non-current borrowings excluding current maturity of long-term debts plus current borrowings plus interest accrued on borrowings while EBIT is calculated as profit/ (loss) for the year plus total tax expenses plus finance costs
RoE / Return on Equity	Return on equity is calculated as profit/ (loss) for the year divided by net worth
Sales from Jivana Brand (₹ million)	Sales of products under our Jivana brand
Sugarcane crushed for the year	Sugarcane crushed for the year indicates the quantity of sugarcane crushed by our sugar mills in the harvesting season.
Sugar diverted for production of ethanol (%)	Sugar diverted for ethanol production indicates the percentage of clear juice, syrup and BH Molasses used for the production and sale of ethanol instead of the production and sale of sugar production.
Sugar Segment EBITDA	EBITDA for Sugar Segment provides information regarding the operational efficiency of the Sugar segment.
TCD	Tons Crushed per Day
TPA	Tonnes per annum
Net Working Capital Days	Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as inventories plus trade receivables minus trade payables
1,3 BG	1,3 Butylene Glycol

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

Certain Conventions

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India. All references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Statements. For further information, see "*Financial Information*" beginning on page 255.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

The Restated Consolidated Financial Statements of our Company and Subsidiaries comprising the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and the restated consolidated statements of profits and losses (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "*Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA 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*." on page 63. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Further, any figures sourced from third party industry sources may be rounded off to other than to the second decimal to conform to their respective sources.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 31, 184 and 321, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been calculated on the basis of our Restated Consolidated Financial Statements.

Non-GAAP Financial Measures

Certain measures included in this Draft Red Herring Prospectus, for instance EBIT, EBITDA, EBITDA margin, PAT Margin, Return on Equity, Return on Capital Employed, debt-to-equity ratio, Net Fixed Asset Turnover Ratio (the **"Non-GAAP measures''**), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP measures used are not a standardised term, hence a direct comparison of Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP measures differently from us, limiting its usefulness as a comparative measure. For further information, see "*Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA 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.*" on page 63.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Independent Market Report on Biorefinery Chemicals*" dated May 28, 2024 by Frost & Sullivan (India) Private Limited ("**Frost & Sullivan Report**") and publicly available information as well as other industry publications and sources. A copy of the Frost & Sullivan Report is available on the website of our Company at https://godavaribiorefineries.com/our-company-investors.

The Frost & Sullivan Report has been exclusively commissioned at the request of our Company and paid for by our Company for an agreed fee, pursuant to a letter of agreement dated January 25, 2024 entered into between Frost & Sullivan and our Company, for the purposes of confirming our understanding of the industry in which our Company operates, exclusively in connection with this Offer. Frost & Sullivan is an independent agency and is not related to our Company or our Promoters, Directors, Key Managerial Personnel, Senior Management, Selling Shareholders or the BRLMs. There are no parts, data or information which may be relevant for the proposed Offer, that have been left out or changed in any manner.

The Frost & Sullivan Report is subject to the following disclaimer:

"*Independent Market Report on Biorefinery Chemicals has been prepared for the proposed initial public offering of equity shares by Godavari Biorefineries Limited (the "Company"). Industry research companies such as Frost & Sullivan provide analysis based on information that has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry analysis is also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of relevant markets, and should not place undue reliance on or base their investment decision solely on this information. Investors 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. No material information has been discarded or left out by Frost & Sullivan and the said report is an excerpt of the full report*."

The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. There are no parts, data or information (which may be relevant for the proposed Offer), that have been left out or changed in any manner. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Offer is subject to inherent risks."* on page 43.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 110, includes information relating to our peer group companies and industry averages. Such information has been derived from publicly available sources and accordingly, no investment decision should be made solely on the basis of such information.

Currency and Units of Presentation

All references to "**Rupees**" or "**₹**" or "**Rs.**" Are to Indian Rupees, the official currency of the Republic of India.

All references to "**U.S.$**", "**U.S. Dollar**", "**USD**" or "**U.S. Dollars**" are to United States Dollars, the official currency of the United States of America. All references to "**EUR**" or "**€**" are to Euro, the official currency of the European Union. All references to "**GBP**" or "£" are to Pound, the official currency of the United Kingdom.

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

Time

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Exchange Rates

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

The exchange rates of USD and Euro into Indian Rupees for the periods indicated are provided below:

(in ₹)

Currency	Exchange Rate as on		
	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.37	82.22	75.81
1 EUR	90.22	89.61	84.66
1 GBP	105.29	101.87	99.55

Source: www.fbil.org.in
Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day has been disclosed. The reference rates are rounded off to two decimal places.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements". These forward-looking statements include statements which can generally be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "continue", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "will continue", "seek to", "will achieve", "will likely", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities, pandemic and/or acts of violence.

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

- Disruption in our ability to procure raw materials from our key suppliers;
- Loss of one or more our key customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products;
- Reduction in revenue from few of our products;
- Disruption in third party manufacturers' ability to supply certain products or their failure to meet the quality standards or delivery timelines;
- Availability of sugarcane, molasses and feedstock for the manufacturing of our products in the sugar, distillery and cogeneration segments;
- Inability to maintain quality accreditations and certifications;
- Occurrence of seasonal vagaries, adverse weather conditions, crop disease and pest attacks that adversely affect crop yields;
- Inability to successfully develop and commercialise new products in a timely manner;
- Inability to set and/or control the prices of sugarcane, ethanol and sugar;
- Change in government policies for procurement or pricing of sugarcane, ethanol and/or sugar; and

For a further discussion of factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 31, 184 and 321, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate.

Neither our Company, our Directors, the Selling Shareholders, nor the Syndicate or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the Selling Shareholders will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer for Sale from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Selling Shareholders shall severally and not jointly ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by the respective Selling Shareholder in relation to their respective portion of Offered Shares in this Draft Red Herring Prospectus and the Prospectus until the grant of listing and trading permission by the Stock Exchanges.

SECTION II – SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "Risk Factors", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Financial Information", "Objects of the Offer" and "Outstanding Litigation and Other Material Developments" beginning on pages 31, 184, 126, 87, 70, 255, 101 and 357 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are one of the prominent manufacturers of ethanol based chemicals in India and as at March 31, 2024, we have the largest integrated bio-refinery in India in terms of installed capacity. We are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*). Our diversified product portfolio comprises of bio-based chemicals, sugar, different grades of ethanol and power. These products find application in a range of industries such as food, beverages, pharmaceuticals, flavours & fragrances, power, fuel, personal care and cosmetics.

Summary of industry (Source: Frost & Sullivan Report)

The bio-based chemicals market has been growing exponentially owing to the increasing need for environmentally sustainable solutions. The market for bio-based chemicals in 2023 was valued at USD 97.2 billion, expected to be growing at a CAGR of 10.4%, for the next five years from 2023 to 2028. In 2028, the market is expected to reach a value of USD 159.3 billion. In terms of values, the global ethyl acetate market stood at USD 5,587 million in 2023 at an average price of USD 1,117/ MT. Furthermore, the market is expected to reach USD 7,577 million by 2028, with a CAGR of 6.3% from 2023 to 2028.

Name of Promoters

As on the date of this Draft Red Herring Prospectus, Samir Shantilal Somaiya, Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited and Somaiya Agencies Private Limited are our Promoters. For further details, see "*Our Promoters and Promoter Group*" at page 244.

The Offer

Offer [1&2]	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹ [●] million
of which	
Fresh Issue [1&2]	Up to [●] Equity Shares aggregating up to ₹ 3,250 million
Offer for Sale [3]	Up to 6,526,983 Equity Shares by the Selling Shareholders aggregating up to ₹ [●] million
Employee Reservation Portion[4]	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million

[1] *The Offer has been authorized by a resolution of our Board dated February 8, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 21, 2024. Further, our Board has taken on record the consents of the Selling Shareholders by a resolution of our Board dated May 31, 2024.*

[2] *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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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..*

[3] *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. For details on the authorisation of the Selling Shareholders in relation to the*

Offered Shares, see "Other Regulatory and Statutory Disclosures" and "The Offer" beginning on pages 367 and 70, respectively.

[4] *The Employee Reservation Portion shall not exceed 5% of our post-Offer equity share capital. The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount).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 (net of Employee Discount, if any), 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 allocation of up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under 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 on the Offer Price (equivalent to ₹[●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" on page 385.*

The Offer and Net Offer shall constitute [●]% and [●]% of the post-Offer paid up Equity Share capital of our Company.

For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 70 and 385, respectively.

Objects of the Offer

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

(in ₹ million)

Particulars	Estimated amount(1) (in ₹ *million*)
Repayment/pre-payment, in full or in part, of certain borrowings availed by our Company	2,400
General corporate purposes(2)	[●]
Total(1) (2)	[●]

(1) *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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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..*

(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

Aggregate pre-Offer and post-Offer shareholding of our Promoters, the members of our Promoter Group (other than our Promoters) and the Selling Shareholders

The aggregate pre-Offer and post-Offer shareholding of our Promoters and members of our Promoter Group as a percentage of the pre-Offer and post-Offer paid-up share capital of our Company is set out below:

Sr. No.	Name of Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital**	
		No. of Equity Shares	% of paid-up Equity Share capital	No. of Equity Shares	% of paid-up Equity Share capital
Promoters					
1.	Somaiya Agencies Private Limited	9,354,668	22.30%	[●]	[●]
2.	Samir Shantilal Somaiya	6,021,211*	14.36%	[●]	[●]
3.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%	[●]	[●]
4.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%	[●]	[●]
Total (A)		**27,112,386***	**64.64**%	[●]	[●]
Other members of the Promoter Group					
5.	Sindhur Construction Pvt Ltd	2,933,461	6.99%	[●]	[●]
6.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%	[●]	[●]
7.	Filmedia Communication Systems Private Limited	775,730	1.85%	[●]	[●]

Sr. No.	Name of Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital**	
		No. of Equity Shares	% of paid-up Equity Share capital	No. of Equity Shares	% of paid-up Equity Share capital
8.	Jasmine Trading Company Private Limited	615,332	1.47%	[●]	[●]
9.	K J Somaiya and Sons Private Limited	596,131	1.42%	[●]	[●]
10.	Harinakshi Somaiya	300,000	0.72%	[●]	[●]
11.	Karnataka Organic Chemicals Private Limited	273,530	0.65%	[●]	[●]
12.	Shantilal Karamshi Somaiya (HUF)	149,950	0.36%	[●]	[●]
13.	Somaiya Properties and Investments Private Limited	131,295	0.31%	[●]	[●]
14.	Arpit Limited	86,000	0.21%	[●]	[●]
15.	The Book Centre Limited	73,306	0.17%	[●]	[●]
16.	Somaiya Chemical Industries Private Limited	20,800	0.05%	[●]	[●]
Total (B)		**6,887,724**	**16.42%**	[●]	[●]
Total of Promoters and Promoter Group (A) + (B)		**34,000,110**	**81.06%**	[●]	[●]

**Does not include 149,950 Equity Shares held by in the name of Shantilal Karamshi Somaiya HUF. Samir Shantilal Somaiya is the Karta of Shantilal Karamshi Somaiya HUF.*
*** To be updated in the Prospectus. Subject to finalisation of Basis of Allotment.*

The details of the pre-Offer and post-Offer shareholding of our Selling Shareholders are set forth below:

Sr. No.	Name of Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital**	
		No. of Equity Shares	% of paid-up Equity Share capital	No. of Equity Shares	% of paid-up Equity Share capital
1.	Somaiya Agencies Private Limited	9,354,668	22.30%	[●]	[●]
2.	Samir Shantilal Somaiya	6,021,211*	14.36%	[●]	[●]
3.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%	[●]	[●]
4.	Mandala Capital AG Limited	4,926,983	11.75%	[●]	[●]
5.	Filmedia Communication Systems Private Limited	775,730	1.85%	[●]	[●]
6.	Somaiya Properties and Investments Private Limited	131,295	0.31%	[●]	[●]
Total		**26,930,604**	**64.21%**	[●]	[●]

**Does not include 149,950 Equity Shares held by in the name of Shantilal Karamshi Somaiya HUF. Samir Shantilal Somaiya is the Karta of Shantilal Karamshi Somaiya HUF.*
*** To be updated in the Prospectus. Subject to finalisation of Basis of Allotment.*

For further details, see "*Capital Structure*" at page 87.

Summary of Restated Consolidated Financial Statements

The following information has been derived from our Restated Consolidated Financial Statements:

(in ₹ million, other than share data)

Particulars	Financial Year ended March 31		
	2024	2023	2022
Share Capital	419.43	419.43	419.43
Net worth*	2,602.45	2,490.13	2,325.69
Total income	17,010.64	20,230.79	17,099.76
Profit / (loss) after tax	122.99	196.37	190.97
Earnings per Equity Share (basic and diluted)			
- Basic (in ₹)	2.93	4.68	4.55
- Diluted (in ₹)	2.93	4.68	4.55
Net asset value per Equity Share (in ₹)**	62.05	59.37	55.45
Total borrowings (excluding current liabilities interest accrued)***	6,540.62	7,353.35	6,349.75
Total borrowings (including current liabilities interest accrued)***	6,632.70	7,380.13	6,367.21

**'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, writeback of depreciation and amalgamation.*

****** *Net Asset Value per share =* $\dfrac{\text{Restated equity attributable to owners of the Company excluding reserves created out of revaluation of assets \& capital redemption reserve.}}{\text{Number of equity shares outstanding at the end of the year}}$

****Indicates fund-based borrowing of the Company.*

For further details, see "*Restated Consolidated Financial Statements*" beginning on page 255.

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

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

Summary of Outstanding Litigation

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

Category of individuals and entities	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years	Other pending proceedings #	Aggregate amount involved (₹ million) *
Company						
By our Company	225	Nil	Nil	NA	7	3,476.01
Against our Company	1	25	1	NA	1	1,343.42
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	1	Nil
Promoters						
By our Promoters	Nil	Nil	NA	NA	Nil	Nil
Against our Promoters	1	8	Nil	Nil	1	22.49
Subsidiaries						
By our Subsidiaries	Nil	Nil	NA	NA	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Litigation involving our Group Companies which may have a material impact on our Company#						
By our Group Companies	Nil	Nil	Nil	NA	Nil	Nil
By our Group Companies	Nil	Nil	Nil	NA	Nil	Nil

**To the extent quantifiable.*
 # In accordance with the Materiality Policy.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Other Material Developments*" beginning on page 357.

Risk Factors

Specific attention of Investors is invited to the section "*Risk Factors*" on page 31. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of Contingent Liabilities of our Company

A summary table of our contingent liabilities as at March 31, 2024 as disclosed in the Restated Consolidated Financial Statements is set forth below:

Particulars	Amount (*₹ in million)*
Custom duty, excise duty, service tax, electricity duty and income tax (excluding interest and penalty)	1,239.08
Bank guarantee	17.95
Letter of credits	209.96
Corporate guarantee to Karnataka Bank	445.00

Note:

(1) *The Company had taken financial assistance from the Council of Scientific & Industrial Research (CSIR) of ₹ 48.5 million to develop technology for manufacture of Polymer grade Lactic Acid. Before start of the project, assurance was given about the successful bench scale development and scalability of the process/technology by CSIR. The project was not successful, and National Chemical Laboratory (NCL) / CSIR could not demonstrate the technology to make polymer grade lactic acid and the same was accepted by NCL and also a third-party engineering firm appointed by CSIR. CSIR had demanded the financial assistance back. Subsequently, CSIR had filed an application for appointing Arbitrator before the Delhi High Court for initiating Arbitration process and the Company's response was that the same is time barred however the court had passed the judgement appointing Arbitrators. Thereafter the company had filed Special Leave Petition (SLP) in the Supreme Court. Supreme Court admitting SLP stayed Order of the Delhi High Court on condition of deposit of ₹ 10 million and the company have deposited ₹ 10 million during the financial year 2019-2020. On 26 November 2021 Special Leave Petition was dismissed and by subsequent Order dated 17 December 2021 Company may apply to Arbitrator for refund of deposit. Till then it will be invested in fixed deposit of nationalised banks. The Company had received communication from CSIR, inviting comments for referring to the Arbitration. The Company had replied that it will prefer to have the arbitration by a sole arbitrator to be appointed mutually or by the Delhi International Arbitration Centre. The Company is now, waiting for further communication from CSIR regarding the proposed arbitrator for its consent.*

(2) *The Company was directed by Hon'ble NGT to complete bioremediation of affected land and water before 31 December 2019. The Company filed an application for the extension of time. The NGT by its Order dated 27 September 2021 had granted extension till 31 December 2023 for completing bioremediation and further directed to CPCB to impose conditions for bioremediation within one month from the date of the order. Thereupon, CPCB vide its letter dated 15 November 2021 had imposed the certain conditions along with ₹ 5 million bank guarantee, which the Company had complied with. Now, the granted period has expired and the Company is waiting for the authorities to conduct the survey of the work done and issue its report for further course of action.*

(3) *During FY 21-22, the Company received notice from the office of Asst Commissioner of Central Tax (GST) Bijapur, towards GST not paid for ENA supply for the period July 2007 to March 2021 and show cause notice from Joint Commissioner of Central Tax & CX., Belagavi, towards GST not paid for ENA supply for the period July 2007 to March 2021. The Company had submitted its responses against both notices and was awaiting for further communication from offices. During the current year the Company has received show cause notice from the office Commissioner of Central Tax & CX., Belagavi, with a demand towards GST of ₹ 468.4 million for ENA supply for the period July 2017 to March 2021. Against the show cause notice the Company submitted its response on 26 March 2023 and was awaiting further communication from the department. The Company has sold ENA to various customers of IFL (Potable industry) without GST through Karnataka State Beverages Corporation Ltd (KSBCL) since implementation of GST. The customers have interpreted that GST is not applicable to IFL (potable industry) and customers have volunteered and have given undertaking for reimbursement of any dues that maybe be levied by Government on account of GST if applied on account on sale of ENA. Further, Government of Karnataka clarified on 19 July 2017 that canalisation of ENA to bottling units for manufacture of liquor would be outside the purview of the GST. The matter was referred to GST Council by Indian Sugar Mills Association in July 2017 and thereafter same was followed up by reminders from time to time, however, in view of difference of opinion, GST Council has referred the matter to Advocate General of India for his opinion. On 7 October 2023, the GST Council recommended that ENA used for manufacture of alcoholic liquor for human consumption be kept outside applicability of GST. Now, the Company is waiting for clarity from the Government of Karnataka for the VAT applicable on the sales made of ENA in the aforementioned periods*.

(4) *The Company got in principal approval for the submissions from the office of Asst. Development Commissioner SEEPZ Mumbai against the CRA audit observations vide order dated December 14, 2022. Furthermore, the Company received its final exit order from EOU scheme dated January 12, 2023, from the Office of Development Commissioner SEEPZ Mumbai wherein no dues or demands were from the competent authority. However, the Company had to execute a legal undertaking for exit from EOU scheme for payment of penalties as may be imposed upon the Company under FT (D & R) Act, 1992. The competent authority has not intimated any dues or demands till date and the company cannot quantify, if any.*

(5) *On 13 April 2015, by notification, the Government of Maharashtra had increased the electricity duty levied on captive power consumed from 30 paise to 120 paise per unit which was challenged by Captive Power Producers Association before the Bombay High Court. The Bombay High Court vide its Order dated 5 July 2016 restrained the Govt. from taking any coercive action for recovery against the petitioner or charging further interest until further order. Company has made provision of ₹ 30.80 million over the years on account of incremental duty of 90 paise which is unpaid. Interest on this unpaid amount is not ascertainable. The Government of Karnataka had increased the electricity duty levied on captive consumption to @ 20 paise on the power generated and on auxiliary consumption to @5 paise with*

effect from 31 May 2016. Company has made provision of ₹ 37.60 million over the years on account of incremental duty which is unpaid. Interest on this unpaid amount is not ascertainable.

(6) *For captive use of power, there was a demand notice from Assistant Executive Engineer [Electrical] Hubli Electric supply company (HESCOM) Subdivision Mahalingapur, for ₹59.10 million towards cross subsidy surcharges for imported power from IEX (Indian Energy Exchange) for the period of 2013-2016. On December 3, 2021, Karnataka Electricity Regulatory Commission (KERC) through common order announced that cross subsidy charges are payable as per HT2A tariff, whereby the demand of the company ₹ 59.10 million for the Company will reduce. The Company filed a writ petition on February 28, 2022 in the Dharwad high court; to issue an appropriate writ order or direction declaring that HESCOM is not authorised to collect cross subsidy surcharge as the HESCOM does not have license to charge the same under the Electricity Act 2003 or any of the order or regulation passed. The court had granted interim relief in favour of the Company. However, impugned Electricity (Amendment) Rules 2023 granted the license to HESCOM and render the said writ petition infructuous. The Company has challenged the Electricity (Amendment) Rules 2023 in the High court of Karnataka wide writ petition No 100449 dated 24 January 2024. The hearing held on 11 March 2024 was adjourned due to a change in the bench. Next date of hearing yet to be pronounced.*

(7) *The Company had received a show cause cum demand notice dated 24 June 2021 for payment of ₹ 48 million towards differential custom duty on import (Difference between 5% and 2.5%) of Denatured ethyl alcohol. In July 2017, GST was introduced with a concessional of 2.5% duty. Accordingly, the Company had been paying 2.5% duty instead of 5 %. In February 2021 budget it is declared that alcohol to be imported @ 5% from date of budget with no clarification for the period GST i.e., July 2017 till 2020 for concessional rate of duty. Company had started paying 5% duty from February 2021. The Customs had challenged that 2.5% duty was applicable for excisable goods and the applicable duty is 5 %. Hence the differential of 2.5% is applicable for the period July 2017 to February 2021. Industry had already appealed to the Central Board of Indirect Taxes and Customs (CBIC), Ministry of Finance, Department of Revenue in November 2020. CBIC had forwarded this matter to Jt Secretary TRU (Tariff Unit). The Company had received a letter dated 21 December 2021 from the Office of the Deputy/Assistant Commissioner of Customs Nashik demanding Bond, as security for 100 % of the dispute amount (₹ 48 million) and 10% of the dispute amount as bank guarantee for taking up the proceeding further. Accordingly, the Company had submitted the bond for 100% of dispute amount and bank guarantee of ₹4.80 million. Dy. Commissioner of Customs, Nashik conducted a personal hearing 27 January 2022 and vide order No 04/DC/Customs-Adj/2021-22 dated 28 February 2022 confirmed the demand of ₹ 4.80 million. The Company filed an appeal before the Commissioner of Customs (Appeal), Nagpur against demand of ₹ 48 million on 22 April 2022 and paid ₹ 3.6 million as amount under dispute as required at the time of filing the appeal. Commissioner of Customs (Appeal) conducted a personal hearing on 14 March 2023 and vide his order dated 03 May 2023 rejected the appeal. Aggrieved by Commissioner's order the Company had filed appeal before CESTAT on 01 August 2023 and is awaiting further communication.*

(8) *Addition of ₹1,321.88 million on account of alleged suppressed sale sugar recovery. During the financial year 2022-2023 income tax scrutiny assessment for assessment year 2021-22 was completed wherein unusually exorbitant addition of ₹ 1,321.88 million was made to the income reported by the Company in its income tax return and a demand order of ₹ 573.02 million including interest was raised on the Company. The addition had been made on the technical grounds that the Company's sugar recovery is less than 10%. The assessing officer had not considered many aspects and information applicable and relevant to the company during the assessment. Furthermore, the assessing officer did not consider the tax credit available to the company and set-off of the depreciation losses carried forward from previous years. The Company submitted a rectification application to the Assistant Commissioner of Income Tax pointing out the apparent mistakes in the assessment proceedings and got the demand reduced to ₹ 275.40 million and got a stay on the demand. The Company had filed an Appeal before the Commissioner of Income Tax on 24 January 2023 against the assessment order. The hearing through video conferencing was held on 21 February 2024 before CIT(A). Thereafter additional submission were called for which have been made and now order is awaited. It is not practicable to estimate the timing of cash flows except letter of credits, in respect of matters stated above. Letter of credits are due within three to six months.*

For further details, see "*Restated Consolidated Financial Statements- Annexure VII- Note 33. Commitments and Contingencies*" at page 302.

Summary of Related Party Transactions and balances

A summary of related party transactions entered into by our Company with related parties and outstanding balances, as reported in the Restated Consolidated Financial Statements is set forth below:

Name	Nature of Transaction	Fiscal 2024 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2024 (%)	Fiscal 2023 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2023 (%)	Fiscal 2022 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2022 (%)
The Book Centre Limited	Purchases	-	-	0.11	0.00%	0.03	0.00%
K.J Somaiya	Purchases	1.76	0.01%	2.13	0.01%	1.77	0.01%
Institute of Applied	Contribution paid	17.50	0.10%	15.80	0.08%	11.90	0.07%

Name	Nature of Transaction	Fiscal 2024 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2024 (%)	Fiscal 2023 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2023 (%)	Fiscal 2022 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2022 (%)
Agricultural Research							
Arpit Limited	Purchases	0.02	0.00%	0.01	0.00%	0.00	0.00%
	Rent paid	0.14	0.00%	0.14	0.00%	0.14	0.00%
	Sales	-	-	-	-	0.06	0.00%
Somaiya Agencies Private Limited	Purchases	0.12	0.00%	0.14	0.00%	0.09	0.00%
Somaiya Properties and Investments Private Limited	Rent paid	1.78	0.01%	1.78	0.01%	1.87	0.01%
	Purchases	-	-	0.01	0.00%	0.14	0.00%
	Partial payment for Purchase of Land	-	-	80.15	0.40%	53.43	0.31%
K J Somaiya and Sons Private Limited	Royalty paid	17.74	0.11%	20.59	0.10%	17.78	0.10%
Filmedia Communication Systems Private Limited	Rent paid	18.69	0.11%	16.99	0.08%	14.73	0.09%
	Service Charges paid	1.39	0.01%	1.23	0.01%	1.15	0.01%
Somaiya Vidyavihar	Mobile application Development / Training Expenses paid / AMC Contract	0.13	0.00%	0.13	0.00%	0.11	0.00%
	Donation paid	1.50	0.01%	15.84	0.08%	11.20	0.07%
	Sponsorship	0.31	0.00%	-	-	-	-
K J Somaiya Medical Trust	Professional fees	-	-	0.03	0.00%	0.03	0.00%
Somaiya Chemical Industries Private Limited	Partial payment for Purchase of Land	-	-	14.55	0.07%	9.70	0.06%
Sakarwadi Trading Company Private Limited	Partial payment for Purchase of Land	-	-	14.55	0.07%	9.70	0.06%
Samir Shantilal Somaiya	Remuneration paid	34.54	0.20%	30.18	0.15%	30.59	0.18%
	Purchases	-	-	0.14	0.00%	0.52	0.00%
Sangeeta Arunkumar Srivastava	Remuneration paid	9.52	0.06%	8.31	0.04%	7.42	0.04%
	Fixed Deposit Interest Credited	0.63	0.00%	0.57	0.00%	0.23	0.00%
	Fixed Deposit Received / Renewed	-	-	1.00	0.00%	4.00	0.02%
Bhalachandra Raghavendra Bakshi	Remuneration paid	6.44	0.04%	5.54	0.03%	5.11	0.03%
	Purchases	1.01	0.01%	0.44	0.00%	0.88	0.01%
Bhalachandra Raghavendra Bakshi and Relatives	Fixed Deposit Interest Credited	0.47	0.00%	0.39	0.00%	0.14	0.00%
	Fixed Deposit Received / Renewed	0.30	0.00%	2.09	0.01%	2.59	0.02%
	Fixed Deposit repayment	-	-	0.59	0.00%	0.35	0.00%
S Mohan	Remuneration paid	-	-	-	-	2.78	0.02%
Suhas Uttam Godage	Remuneration paid	4.57	0.03%	4.39	0.02%	2.05	0.01%
Suhas Uttam Godage's Relatives	Fixed Deposit Interest Credited	0.51	0.00%	0.57	0.00%	0.38	0.00%
	Fixed Deposit Received / Renewed	0.70	0.00%	3.09	0.02%	2.10	0.01%
	Fixed Deposit repayment	1.50	0.01%	1.90	0.01%	0.30	0.00%

Name	Nature of Transaction	Fiscal 2024 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2024 (%)	Fiscal 2023 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2023 (%)	Fiscal 2022 (₹ in million)	Percentage of Revenue from Operations for Fiscal 2022 (%)
Dattatraya Vitthalrao Deshmukh	Remuneration paid	-	-	-	-	3.31	0.02%
Naresh Sitaram Khetan	Remuneration paid	11.33	0.07%	9.82	0.05%	9.42	0.06%
Naresh Sitaram Khetan's Relatives	Fixed Deposit Interest Credited	3.57	0.02%	3.41	0.02%	2.89	0.02%
	Fixed Deposit Received / Renewed	4.05	0.02%	15.88	0.08%	12.09	0.07%
	Fixed Deposit repayment	5.68	0.03%	10.35	0.05%	7.34	0.04%
Manoj Jain	Remuneration paid	2.80	0.02%	1.40	0.01%	-	-
Swarna Gunware	Remuneration paid	2.20	0.01%	1.91	0.01%	1.56	0.01%
Prajesh Mistry	Remuneration paid	19.98	0.12%	16.62	0.08%	15.06	0.09%
Padmaja Ganpathy	Remuneration paid	-	-	2.93	0.01%	4.06	0.02%
Arup Mitra	Remuneration paid	5.48	0.03%	-	-	-	-
Coen Faber	Management fees	0.90	0.01%	0.87	0.00%	0.85	0.00%
Harinakshi Somaiya	Purchases	-	-	-	-	0.42	0.00%
	Salary paid	-	-	0.18	0.00%	-	-
Hemant Luthra	Director's fees paid	0.56	0.00%	0.56	0.00%	0.74	0.00%
Kailash Pershad	Director's fees paid	0.49	0.00%	0.46	0.00%	0.49	0.00%
Lakshmi Kantam Mannepalli	Director's fees paid	0.60	0.00%	0.63	0.00%	0.70	0.00%
Preeti Singh Rawat	Director's fees paid	0.11	0.00%	0.28	0.00%	0.25	0.00%
Mandala Capital AG Limited	Director's fees paid	-	-	-	-	0.11	0.00%
Sanjay Puri	Director's fees paid	0.53	0.00%	0.53	0.00%	0.42	0.00%
Dharmil Sheth	Director's fees paid	0.02	0.00%	0.01	0.00%	0.01	0.00%
Nitin Mehta	Director's fees paid	0.25	0.00%	0.21	0.00%	0.18	0.00%
Raman Ramachandran	Director's fees paid	0.18	0.00%	-	-	-	-

For details of the related party transactions and outstanding balances as reported in the Restated Consolidated Financial Statements, see *"Restated Consolidated Financial Statements – Note 34 - Related Party Transactions"* on page 304.

Financing Arrangements

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

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

No Equity Shares were acquired by our Promoters or the Selling Shareholders, in the one year preceding the date of this Draft Red Herring Prospectus.

Average Cost of Acquisition of Equity Shares by our Promoters and Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as at the date of this Draft Red Herring Prospectus is:

Name	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹) #
Promoters		
Somaiya Agencies Private Limited	9,354,668	15.91
Samir Shantilal Somaiya*	6,021,211	59.92
Sakarwadi Trading Company Private Limited	6,015,790	45.78
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	25.11
Selling Shareholders		
Somaiya Agencies Private Limited	9,354,668	15.91
Samir Shantilal Somaiya*	6,021,211	59.92
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	25.11
Mandala Capital AG Limited	4,926,983	188.91
Filmedia Communication Systems Private Limited	775,730	18.09
Somaiya Properties and Investments Private Limited	131,295	125.92

#*As certified by our Statutory Auditors, by way of their certificate dated June 13, 2024.*

**The cost of acquisition for certain Equity Shares transmitted to Samir Shantilal Somaiya has been considered as nil. Does not include 149,950 Equity Shares held in the name of Shantilal Karamshi Somaiya HUF. Samir Shantilal Somaiya is the Karta of Shantilal Karamshi Somaiya HUF.*

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 Promoter, the Promoter Group, the Selling Shareholders and the Shareholders with rights to nominate directors or other rights

There have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoter, the Promoter Group, the Selling Shareholders and Shareholders with special right to nominate directors or other rights.

Weighted average cost of all Shares transacted in the three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus

There have been no Equity Shares transacted by our Promoters, members of the Promoter group and the Selling Shareholders in the three years, eighteen months and one year immediately preceding this Draft Red Herring Prospectus.

Secondary transactions

There has been no acquisition of Equity Shares through secondary transactions by our Promoters, Promoter Group and Selling Shareholders in the three years preceding the date of this Draft Red Herring Prospectus.

Details of pre-Offer Placement

Our Company, in consultation with the BRLMs, may consider a further issue of Equity Shares through a private placement, preferential offer or any other method as may be permitted under applicable law to any person(s), aggregating up to ₹ 650 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**"). 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.

Offer of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or 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.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has not applied for any exemption from complying with any provisions of securities laws before SEBI.

SECTION III - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and/or financial condition. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the price of the Equity Shares could decline, and you may lose all or part of your investment.

In making an investment decision, as prospective investors, you must rely on your own examination of us and the terms of the Offer, including the merits and the risks involved. You should consult your tax, financial, legal advisors about the particular consequences of investing in the Offer. The financial and other related implications of the risks described in this section, have been disclosed to the extent quantifiable as on the date of this Draft Red Herring Prospectus. This section should be read in conjunction with the sections titled "Industry Overview", "Our Business", "Restated Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on pages 126, 184, 255 and 321, respectively, of this Draft Red Herring Prospectus, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Draft Red Herring Prospectus. See "Forward Looking Statements" on page 19 of this Draft Red Herring Prospectus.

Unless otherwise expressly stated or the context otherwise requires, the financial information used in this section is derived from the Restated Consolidated Financial Statements. See "Restated Consolidated Financial Statements" on page 255.

INTERNAL RISKS

1. ***We depend on a few suppliers for supply of a significant portion of raw materials (excluding sugarcane). Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations.***

   We source our raw materials (excluding sugarcane) namely, special denatured spirit ("**SDS**"), acetic acid, methyl ethyl ketone ("**MEK**") and molasses from a limited number of third-party suppliers from various geographies including India, USA and UAE. We do not have long-term contracts with our suppliers for such raw materials. We cannot assure that we will be able to procure raw materials that meet the specified quality standards on commercially acceptable terms.

   The table below sets forth details of our cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, finished goods in transit, stock in trade and work-in-process, including as a percentage of our total expenses, during the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	**% of total expenses**	**₹ in million**	**% of total expenses**	**₹ in million**	**% of total expenses**
Cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, finished goods in transit , stock in trade and work-in-process	11,770.32	69.70%	13,840.18	69.50%	11,884.90	70.83%

The table below sets forth the purchases of imported raw material (excluding sugarcane) from our top 3, top 5 and top 10 largest suppliers of imported raw materials (excluding sugarcane) contributing to more than 50% of our purchases of imported raw materials (excluding sugarcane), for the fiscals indicated below:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total raw material purchases (excluding sugarcane)	₹ in million	% of total raw material purchases (excluding sugarcane)	₹ in million	% of total raw material purchases (excluding sugarcane)
Purchases from our three largest suppliers of imported raw materials	2,714.34	55.63%	1,779.27	46.97%	3,982.00	69.10%
Purchases from our five largest suppliers of imported raw materials	2,788.57	57.15%	1,832.28	48.37%	4,007.78	69.54%
Purchases from our ten largest suppliers of imported raw materials	2,788.57	57.15%	1,832.28	48.37%	4,007.78	69.54%

The table below sets forth the raw material purchases (excluding sugarcane) from our top 3 suppliers, top 5 suppliers and top 10 suppliers contributing to more than 50% of our total raw materials purchases (excluding sugarcane), for the fiscals indicated below:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total raw material purchases (excluding sugarcane)	₹ in million	% of total raw material purchases (excluding sugarcane)	₹ in million	% of total raw material purchases (excluding sugarcane)
Top 3 suppliers	3,363.84	68.94%	2,026.36	53.49%	4,178.91	72.51%
Top 5 suppliers	4,103.16	84.10%	2,533.12	66.86%	4,586.48	79.58%
Top 10 suppliers	4,621.17	94.71%	3,275.01	86.45%	5,145.40	89.28%

The table below sets forth details of raw materials purchased (excluding sugarcane) by region, within India and outside India in the fiscals indicated:

Region of Raw Material Supplier (excluding sugarcane)	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of cost of raw material purchased	₹ in million	% of cost of raw material purchased	₹ in million	% of cost of raw material purchased
India	2,090.58	42.85%	1,956.12	51.63%	1,755.27	30.46%
Raw material purchased from India						
Maharashtra	2,090.58	42.85%	1,174.17	30.99%	989.41	17.17%
Telangana	-	-	109.16	2.88%	65.46	1.14%
Karnataka	-	-	672.79	17.76%	700.41	12.15%
Raw material purchased from outside India	2,788.57	57.15%	1,832.28	48.37%	4,007.78	69.54%

Our dependence on foreign suppliers subjects us to certain risks and uncertainties which include political and economic instability in the countries in which such suppliers are located, disruptions in transportation, currency exchange rates and transport costs, amongst others. If we fail to (i) receive the quality of raw materials that we require; (ii) negotiate appropriate financial terms; (iii) obtain adequate supply of raw materials in a timely manner, or if our principal suppliers discontinue the supply of such raw materials, or were to experience business disruptions or become insolvent, we cannot assure you that we will be able to find alternate sources for the procurement of raw materials in a timely manner. Moreover, in the event that either our demand increases, or our suppliers experience a scarcity of resources, our suppliers may be unable to meet our demand for raw materials.

While other than in the ordinary course of business, there has not been any reduction or interruption in the supply of raw materials (excluding sugarcane) to our Company during the last three Fiscals, any reductions, or interruptions in the supply of raw materials, and any inability on our part to find alternate sources in a timely manner for the procurement of such raw materials, may have an adverse effect on our ability to manufacture our products in a timely or cost-effective manner. Further, if we cannot reasonably offset increases in the prices of raw materials with the increase in the prices of our products, we will experience lower margins which will adversely affect our profitability. The occurrence of any such event may adversely affect our business, results of operations, cash flows and financial condition. In addition, the absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials and we may be unable to pass these costs onto our customers, which may adversely affect our profitability.

2. ***We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products may adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on a limited number of customers for a significant portion of our revenues. We typically do not have firm commitment in the form of long-term supply agreements with most of our key customers and instead rely on purchase orders including through the tender route to govern the volume and other terms of our sales of products. We do not typically have exclusivity arrangements with most of our customers. While we have developed long-term relationships with certain of our customers, there is no commitment on the part of our key customers to continue to place new purchase orders with us and as a result, our cash flow and consequent revenue may fluctuate significantly from time to time. Further, we may not find any other customers for the surplus or excess capacity, in which case we may be forced to incur a loss. The loss of one or more of these significant customers or a significant decrease in business from any such key customer may materially and adversely affect our business, results of operations and financial condition.

The table below sets forth the revenue derived from our top 5 and top 10 customers for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Revenue from our top 5 customers	7,670.05	45.47%	7,694.54	38.19%	6,181.01	36.31%
Revenue from our top 10 customers	9,613.66	57.00%	10,506.15	52.15%	8,157.69	47.92%

Further, a significant portion of our revenue is derived from sales to customers in food and beverage, biofuels, pharmaceuticals, personal care and cosmetics and fragrance industries. The table below sets forth the industry-wise revenue from our customers for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million
Trading	6,333.92	37.55%	7,477.62	37.12%	6,972.45	40.96%
Fuel	4,821.30	28.58%	5,658.89	28.09%	4,259.87	25.02%
Beverage	1,530.06	9.07%	899.05	4.46%	1,187.79	6.98%
Chemicals	1,048.29	6.22%	1,426.80	7.08%	989.74	5.81%
Flavour & Fragrance	803.04	4.76%	1,415.34	7.03%	1,088.77	6.40%
Other	833.59	4.94%	1,308.70	6.50%	610.76	3.59%
Pharmaceuticals	581.94	3.45%	1,092.17	5.42%	1,163.11	6.83%
Power	425.72	2.52%	424.39	2.11%	361.80	2.13%
Food	175.68	1.04%	189.81	0.94%	246.72	1.45%
Paints and Coatings	160.61	0.95%	149.45	0.74%	28.38	0.17%
Personal Care / Cosmetic	125.45	0.74%	88.30	0.44%	96.64	0.57%
Distillery	24.96	0.15%	7.40	0.04%	3.96	0.02%

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million
Industrial	2.09	0.01%	1.85	0.01%	2.33	0.01%
Adhesive	-	-	7.16	0.04%	10.97	0.06%

Note: Industry classification is based on information available with us and our understanding of the principal business of our customers. Information with respect to the sales by traders and distributors is not available with us. Accordingly, industry classification for our traders and distributors has not been included.

Our reliance on a select group of customers may impact our ability to competitively negotiate our arrangements.

The deterioration of the financial condition or business prospects of our significant customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows.

3. ***We derive a significant portion of our revenue from a few products. Our results of operations may be adversely affected if revenue from such products decline.***

We have historically derived a significant portion of our revenues from the sale of a few products, namely, sugar, ethyl acetate, ethanol and 3-methyl-3-penten-2-one ("**MPO**"). Our revenues from these products may decline as a result of increased competition, pricing pressures, fluctuations in demand for or supply of our products which may adversely affect our business, financial condition and results of operations.

The table set forth below provides details of our product-wise revenue from sale of sugar, ethyl acetate, ethanol, 1,3 Butylene Glycol, Crotonaldehyde, and MPO for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Sugar	5,482.05	32.50%	6,733.03	33.42%	4,964.81	29.16%
Ethyl acetate	2,448.98	14.52%	3,166.32	15.72%	3,993.58	23.46%
Ethanol	4,821.30	28.58%	5,663.03	28.11%	4,283.48	25.16%
1,3 Butylene Glycol	588.30	3.49%	261.86	1.30%	184.50	1.08%
Crotonaldehyde	711.64	4.22%	823.62	4.09%	568.54	3.34%
MPO	596.90	3.54%	1,254.14	6.22%	925.60	5.44%

Further, our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general which include changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes and changes in foreign trade and investment policies.

While we have not faced any such instances specifically impacting the sales of our key products in the past, we cannot assure you that we will be able to maintain the same levels of sales for such products in the future. Any inability on our end to anticipate and adapt to any decrease in the demand for our key products may adversely impact our business prospects and financial performance.

4. ***SEBI has in the past directed our Company to refund amounts received pursuant to certain allotments to Sameerwadi Sugarcane Farmers' Welfare Trust or to pro rata distribute Equity Shares, to beneficiaries of the Sameerwadi Sugarcane Farmers' Welfare Trust.***

Pursuant to a complaint against our Company, Samir Shantilal Somaiya, Sameerwadi Sugarcane Farmer's Welfare Trust ("**Sameerwadi Trust**") and others (together, the "**Noticees**"), SEBI issued show cause notices against the Noticees alleging that certain allotment of Equity Shares by our Company to the Sameerwadi Trust against investments made by the Sameerwadi Trust using contributions collected from sugarcane farmers ("**Contributories**") were in non-compliance of section 12(1B) of the Securities and Exchange Board of India Act, 1992 read with section 56, 67 and 73 of the Companies Act, 1956, Regulation 3 of the Securities and Exchange Board of India (Collective Investment Scheme) Regulations, 1999 and Regulations 4(2), 5(1), 5(7), 6, 7, 16(1), 20(1), 25, 26, 36, 46 and 47 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. These show cause notices alleged *inter alia* that the trustees of the Sameerwadi Trust are engaging in offering shares of our Company for sale to investors by issuing receipts to them and further, that our Company is allegedly controlling and using the Sameerwadi Trust through one of its senior management person for carrying out an unregistered collective investment scheme and circumventing the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and manipulating offer price of such shares. SEBI through its order dated January 1, 2016 ("**SEBI Order**"), directed the Noticees *inter alia* to refund the investment amounts received from the Contributories along with interest and adjustments for dividend. Alternatively, our Company was directed to make pro rata distribution of our Equity Shares along with other additional payments as prescribed in the SEBI Order to such Contributories who consented to the pro rata distribution. Such directions were to be complied within a period of 12 months from the date of the SEBI Order. Further, the trustees of the Sameerwadi Trust, including one of our directors Bhalachandra Bakshi, were restrained from buying, selling and dealing in securities and from accessing the securities market, directly or indirectly, in any manner until compliance of the SEBI Order.

In furtherance of the SEBI Order, 1,841,850 Equity Shares allotted to the Sameerwadi Sugarcane Farmers' Welfare Trust on November 20, 2009 and 427,750 Equity Shares allotted to the Sameerwadi Sugarcane Farmers' Welfare Trust on March 30, 2010 were transferred to the beneficiaries of the Sameerwadi Sugarcane Farmers' Welfare Trust who consented for acquisition of such shares, in addition to payment of differential amount of ₹ 16 per share along with interest to such beneficiaries. Sameerwadi Sugarcane Farmers' Welfare Trust had distributed ₹19,680 among all the beneficiaries pursuant to the SEBI Order. For details, see the section titled "*Capital Structure*" on page 87. SEBI noted the compliance of its directions and revoked the SEBI Order through its order dated August 7, 2017. We cannot assure you that we will not be impleaded as a part in any regulatory or legal proceedings in the future.

5. ***We are dependent on certain third party manufacturers for the sale of products under our retail brand 'Jivana'. Any disruption in such third party manufacturers' ability to supply these products or their failure to meet the quality standards or delivery timelines could adversely affect our business, financial condition and results of operations.***

We sell sugar and other foods under our retail brand 'Jivana' wherein we are offer a range of products for the Indian kitchen, including refined sugar, brown sugar, salt, turmeric, jaggery, sugarcane juice concentrate and spices. We are dependent on certain third parties for the supply of these products. However, we have not entered into any formal contracts with such third parties. The lack of an exclusive formal arrangement with such third parties exposes us to multiple potential sources of delivery failure or component shortages for our products under our brand 'Jivana'.

For Fiscals 2024, 2023 and 2022, our revenue from sale of our products under the 'Jivana' brand was ₹841.67 million, ₹428.43 million and ₹282.87 million, contributing 4.99%, 2.13% and 1.66%, respectively, of our revenue from operations.

Additionally, any shortcomings in the quality of products supplied by the third parties, such as their failure to meet the quality standards of our customers or delays in the delivery of products, may be attributed to us, thereby resulting in a material adverse effect on our reputation. Further, if any of these third parties were to cease operations or decide to discontinue our supply relationship, we would need to find an alternative supplier. Any failure to procure adequate quantity of such products in a timely manner and at reasonable prices, quality levels and volumes acceptable to us may have a material adverse effect on our business, financial condition and results of operations.

6. ***We are dependent on the availability of sugarcane, molasses and feedstock for the manufacturing of our products in the sugar, distillery and cogeneration segments. Any shortage of sugarcane, molasses and feedstock may adversely affect our operations, growth prospects and results of operations.***

Sugarcane is the principal raw material used for our products in sugar, distillery and cogeneration segments. The residue generated from the crushing process such as bagasse and molasses are used for power generation and distillery functions. Most of our sugarcane requirement is met through direct purchase from independent farmers cultivating sugarcane around our Sameerwadi Manufacturing Facility. Whilst, we have entered into agreements with farmers for procurement of sugarcane, these agreements are not exclusive in nature and our existing relationships with the farmers plays a critical role in obtaining raw materials for our operations. The tenor of such agreements typically range from one to three years and pursuant to such agreements, the farmers agree to supply sugarcane to our Company.

Details of cost of materials consumed for Fiscals 2024, 2023 and 2022 are as under:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(in ₹ million)	**% of total cost of material**	***(in ₹ million)***	**% of total cost of material**	***(in ₹ million)***	**% of total cost of material**
Sugarcane	9,088.71	59.28%	7,541.72	57.44%	7,715.02	63.45%
Feedstock for chemicals business including feedstock for distillery business, agricultural inputs and others	6,242.77	40.72%	5,587.83	42.56%	4,444.80	36.55%
Total cost of Material	**15,331.48**	**100.00**	**13,129.55**	**100.00**	**12,159.82**	**100.00**

We have in the past faced agitation from farmers from whom we procure sugarcane in relation to payments/price causing stoppage or delays in our crushing operations. For instance, in Fiscal 2019, as a result of an agitation of the farmers for 14 days regarding payment/price, our sugarcane crushing operations were delayed. Our business and results of operations are dependent on our ability to maintain such relationships with the farmers for future sugarcane requirements.

We operate in a competitive market and the farmers may choose to sell their crop to other factories who may offer a better price. We endeavour to provide assistance to the farmers, directly or indirectly, including through technical guidance on agronomical practices, providing subsidised seeds, soil and water testing assistance, training programs, assistance through financial initiatives which include financing procurement of seeds and fertilizers. We also support the agricultural research undertaken by the K.J. Somaiya Institute of Applied Agricultural Research ("**KIAAR**") which extensively works with farmers of Bagalkot and Belgaum districts by providing them with technical advisory services on innovative agricultural practices. Our assistance to farmers encourages them to sell their produce to us. However, if the farmers are able to realise a higher price for sales of sugarcane from other sugar factories or other users or if incentives provided by others are more lucrative, the farmers may have an incentive to sell the sugarcane to parties other than us. Although we engage with the farmers to determine the harvesting schedule, the farmers may decide to harvest the crop earlier than scheduled, thereby disrupting our operations. In addition, sugarcane production is dependent on several fluctuating factors such as duration of crushing season, availability of water and condition of soil and monsoons. Uncertainty of the time and duration of crushing season and inability to ascertain the availability of sugarcane during the crushing season in advance may affect our operating results in one or more periods and which in turn may impact our cash flows. Adverse weather conditions, crop disease and pest attacks may adversely affect sugarcane crop yields and the quality of produce thereby affecting sugar recovery rates and pricing. Further, due to limited availability of land and seasonality of sugarcane cultivation, the farmers may choose to cultivate other competing cash crops and feedstock. If the farmers cultivate other crops, or otherwise limit their cultivation of sugarcane, we cannot assure you that we will be able to meet any shortage of raw material through alternate sources. For further information, see "*Risk Factors - Our sugar, distillery and cogeneration segments are dependent on the availability of sugarcane which is subject to seasonal vagaries, adverse weather conditions, crop disease and pest attacks that may adversely affect crop yields impact the availability and quality of sugarcane and feedstock which may have an adverse impact on our business, financial condition and results of operations.*" on page 38. We cannot assure you that we will be able to source our raw materials in adequate quantity and quality or at all, or at a reasonable price in the future.

7. ***There are certain outstanding legal proceedings involving our Company and some of our Promoters and Directors. Failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, results of ongoing operations and reputation.***

Our Company and our Individual Promoter are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Any adverse order or direction in these cases by the concerned authorities even though not quantifiable, could have a material adverse impact on our business and reputation.

A summary of the outstanding litigation in relation to our Company, Subsidiaries, Promoters and Directors and Group Companies in accordance with requirements under the SEBI ICDR Regulations, as disclosed in the chapter "*Outstanding Litigation and Material Developments*" on page 357 of this Draft Red Herring Prospectus, have been provided below:

Category of individuals and entities	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years	Other pending proceedings #	Aggregate amount involved (₹ million) *
Company						
By our Company	225	Nil	Nil	NA	7	3,476.01
Against our Company	1	25	1	NA	1	1,343.42
Directors						
By our Directors	Nil	Nil	NA	NA	Nil	Nil
Against our Directors	1	Nil	Nil	NA	1	Nil
Promoters						
By our Promoters	Nil	Nil	NA	NA	Nil	Nil
Against our Promoters	1	8	Nil	Nil	1	22.49
Subsidiaries						
By our Subsidiaries	Nil	Nil	NA	NA	Nil	Nil
Against our Subsidiaries	Nil	Nil	Nil	NA	Nil	Nil
Litigation involving our Group Companies which may have a material impact on our Company#						
By our Group Companies	Nil	Nil	Nil	NA	Nil	Nil
By our Group Companies	Nil	Nil	Nil	NA	Nil	Nil

**To the extent quantifiable.*
 # In accordance with the Materiality Policy.

The above includes a criminal proceeding initiated against our Individual Promoter, Samir Shantilal Somaiya, alleging *inter alia* failure to provide possession of properties in accordance with a slum rehabilitation development scheme proposed by him wherein, based on directions from the High Court of Bombay, the ACP, Economic Offences Wing, Crime Branch, Housing Fraud Unit, initiated investigation. For more details, see "*Outstanding Litigation and Material Developments*" on page 357. While a B summary report under Section 173 of the Code of Criminal Procedure, 1973 was filed before the Additional Chief Metropolitan Magistrate, Mumbai in this regard, if such B summary report is cancelled and proceedings are continued against Samir Shantilal Somaiya, an adverse outcome may adversely affect our reputation, operations and prospects.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

8. We have availed certain unsecured borrowings which may be recalled by our lenders at any time.

We have currently availed certain unsecured borrowings, including term loans and public deposits. Some of these unsecured borrowings may be recalled by the relevant lender at any time, during the tenor of the loan with or without the existence of an event of default.

The table below provides the details of our unsecured borrowing as a percentage of our total fund based borrowings on a consolidated basis for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% total fund based borrowings	₹ in million	% total fund based borrowings	₹ in million	% total fund based borrowings
Unsecured borrowings	1,145.64	17.27%	1,087.83	14.74%	905.52	14.22%

For further details in relation to our indebtedness, please see the section titled "*Financial Indebtedness"* on page 354.

While there have been no instances where our lenders have recalled any of our unsecured borrowings in the past, any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to a termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities. If we are unable to procure alternate financing, we may not have adequate funds to undertake new initiatives or complete our ongoing strategies, which may adversely affect our business, cash flows, financial condition and results of operations.

9. Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

We have received a number of quality assurance certifications and accreditations which have certified that our manufacturing, marketing and sales of certain of our chemical products are in compliance with globally accepted manufacturing practices and quality standards. Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

We are Responsible Care® certified, our Registered and Corporate Office and the Sakarwadi Manufacturing Facility are ISO 9001:2015, RC 14001:2015 and ISO 14001:2015 certified and the Sameerwadi Manufacturing Facility is ISO 9001:2015 certified. We have obtained certification confirming compliance with the requirements of BONSUCRO in the "production of white refined sugar and molasses from sugarcane" and "farming activities and production of sugarcane" for the Sameerwadi Manufacturing Facility and for "production of ethanol, ethyl acetate, acetic acid, butyl acetate, butylene glycol and butanol" for the Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility. We have also been permitted by the United States Department of Agriculture to use the "USDA Certified Biobased Product" label for some of our products such as 1,3 butylene glycol and bio-based ethyl acetate. Further, we have also been granted licenses under the Food Safety and Standards Act, 2006.

While we have not faced any instances in the last three fiscals, where our accreditations or other certifications have been revoked or not renewed, if we are unable to renew the ISO accreditations or other certifications, our brand and reputation could be adversely affected. Any significant damage to our reputation and/or brand caused by being denied such accreditations and certifications could have a material adverse effect on our ability to attract new and repeat customers and, as a result, adversely affect our business, financial condition, results of operations or prospects.

10. Our sugar, distillery and cogeneration segments are dependent on the availability of sugarcane which is subject to seasonal vagaries, adverse weather conditions, crop disease and pest attacks that may adversely affect crop yields impact the availability and quality of sugarcane and feedstock which may have an adverse impact on our business, financial condition and results of operations.

Our production in the sugar, distillery and cogeneration segments depends on the quality of sugarcane that is procured by us. The availability of sugarcane and yield from sugarcane is dependent on various factors such as amount of rainfall in a particular year, quality of sugarcane, harvesting schedules, irrigation techniques and overall weather conditions. The presence of any crop disease, adverse weather conditions such as inadequate rainfall and temperature, floods and drought may affect the volume and quality of sugarcane obtained from farmers, thereby adversely affecting our production and pricing of the sugarcane procured by us.

Our production schedules for the sugar, distillery and cogeneration segments are operational according to such availability. As a result, our sugar, distillery and cogeneration segments are sensitive to weather conditions such as cropping patterns, drought, floods, cyclones and natural disasters, as well as events such as pest infestations. We have in the past had instances of shortfall in the quantity of production of our products due to *inter alia* lower than expected availability of sugarcane. For instance, the capacity utilisation of rectified spirits against the actual capacity at Sameerwadi Facility decreased from 52.69% in Fiscal 2023 to 48.06% in Fiscal 2024 due to low demand of certain products from our customers. Further, in the ordinary course of our business, we have had past instances of shortfall in the desired quality of our products vis-à-vis the specific requirements of our customers.

There can be no assurance that future weather patterns, potential crop disease or the cultivation of certain sugarcane crop varieties will not adversely affect the quantity of sugar, bagasse, molasses and other by-products that can be recovered in any given harvest. Any shortfall in the desired volume or quality of such products may have an adverse impact on our business, financial condition and results of operations.

11. ***A significant portion of our revenue from the sale of ethanol is dependent on the sales to oil marketing companies pursuant to the ethanol blended petrol programme instituted by the Government of India. Any adverse change in the policies of the Government of India in this regard, would have an adverse effect on our revenue, results of operations and financial condition.***

Our Company sells a significant portion of the total production of ethanol to oil marketing companies under the ethanol blended petrol programme ("**EBP Program**") of the Government of India under a tender driven process. We cannot assure if we will be able to successfully bid in order to continue participating in the EBP Program, especially owing to the increasing competition among ethanol providers. Further, we cannot assure you that we will be able to maintain historic levels of business with the oil manufacturing companies. Failure to provide the requisite quantum of ethanol under existing arrangements or to meet other terms and conditions may result in *inter alia* the oil marketing companies paying reduced prices for the quantity delivered, invoking of bank guarantee furnished by the Company or the Company being ineligible to participate in the process for a particular period. Any reduction in sales of ethanol under the EBP Program may have an adverse effect on our business, financial condition and results of operations.

In Fiscal 2024, Fiscal 2023 and Fiscal 2022, revenue from sale of ethanol from the EBP Program accounted for 28.58%, 28.11% and 25.16% respectively of our revenue from operations.

The EBP Program is regulated by the Government of India and the demand for ethanol is dependent on the requirements of the EBP Program. While the Government of India's policy requires that the ethanol blend in petrol should be increased to 20% by 2025 (*source: Frost & Sullivan Report*), any change or delays in implementation of such policy may adversely affect the demand for ethanol under the EBP Program.

Our production and pricing of ethanol for the EBP Program are subject to the policies, notifications and incentives provided by the Government of India, from time to time. For instance, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India *vide* notification dated December 7, 2023, directed all sugar mills and distilleries to stop using sugarcane juice/ sugar syrup for production of ethanol with immediate effect in ethanol supply year (ESY) 2023-24 ("**EPB Notification**"). However, subsequently, pursuant to a notification dated December 15, 2023 (the "**Revised EPB Notification**"), DFPD required oil marketing companies, to issue a revised allocation of sugarcane juice ("**SCJ**") and B-heavy molasses ("**BHM**") based ethanol for ESY 2023-24 to each distillery and inform DFPD after placement of revised contracts. On receipt of such communication from OMCs, all sugar mills and distilleries were required to supply ethanol strictly as per the specified quantity of SCJ and BHM ethanol. However, no diversion of SCJ and BHM was allowed towards production of rectified spirits and ENA. Our Company filed a writ petition dated January 6, 2024 ("**Writ Petition**"), before the High Court of Karnataka at Dharwad ("**Karnataka High Court**") challenging the EPB Notification and the Revised EPB Notification praying for inter alia quashing the EPB Notification and the Revised EPB Notification. Pursuant to an order dated January 8, 2024, the Karnataka High Court issued a stay on the EPB Notification and the Revised EPB Notification. Further, pursuant to an order dated April 25, 2024, the Karnataka High Court disposed off the Writ Petition and while it restrained us from generating and/ or purchasing any additional 'B' heavy molasses, it permitted our Company to utilise the current stock of 'B' heavy molasses to manufacture ethanol from such stock within a period of eight weeks from the date of the order. Pursuant to the EPB Notification and the Revised EPB Notification, we faced disruption in our production of ethanol for a period of two months.

Further, in May 2022, the Government of India had placed the export of sugar (raw, white and refined) in the restricted category from the free category, requiring exporters to seek prior permission from the DFPD to export sugar. As on the date of this Draft Red Herring Prospectus, such restriction is ongoing until further orders. We cannot assure you that the Government of India/ state government will not issue such policies in the future which may disrupt our operations thereby adversely affecting the business and results of operations of our Company.

Over the years, our contribution in terms of volume towards the EBP Program has increased owing to the Government of India's decision to scale up blending targets for oil marketing companies. We also benefit from the incentives provided by the Government of India through various schemes under the EBP Program. For example, our Company has entered into a memorandum of agreement with the Centre for High Technology, an administrative control of the Ministry of Petroleum & Natural Gas, Government of India in relation to grant of financial assistance to our Company for a maximum amount of ₹150.00 million for the proposed installation of a 2G ethanol plant at our Sameerwadi Manufacturing Facility. Any change in governmental policies could adversely affect the business and results of operations of our Company.

12. ***Our inability to set and/or control the prices of sugarcane, ethanol and sugar may impact our results of operations and profitability.***

Our profitability depends significantly on the cost of sugarcane, our raw material, and the selling price of sugar. The price to be paid to the farmers for sugarcane is determined by the fair and remunerative price, premium and recovery levels fixed by the Government of India. However, we may be subject to pay an enhanced price to the farmers for sugarcane depending upon market conditions including prices paid by our competitors for procurement of sugarcane.

Further, the market price of our sugar products and by-products are variable and dependent on prevailing market prices, competition, demand and supply patterns and cyclical nature of the industry. The market in India has experienced periods of limited supply, causing sugar prices and industry profit margins to increase, followed by periods of excess production that result in oversupply, causing declines in sugar prices and industry profit margins. Rising procurement prices for sugarcane, particularly in the event of a decrease in the price of sugar may cause our margins to fluctuate and adversely affect our results of operations and financial condition. Further, although the price of sugar is market driven, a minimum selling price is fixed and regulated by the Government of India for sale of white or refined sugar for domestic consumption. Similarly, the pricing of ethanol to be supplied to oil marketing companies under the Ethanol Blended Petrol Programme ("**EBP Program**") are dependent on government mandated price and blending targets set by the Government. Set forth below are the details of our revenue from sale of ethanol to the EBP Program in the fiscals indicated therein:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Revenue from sale of ethanol to the EBP Program	4,821.30	28.58%	5,663.03	28.11%	4,283.48	25.16%

Any change in governmental policies for procurement or pricing for sugarcane, ethanol or sugar may adversely affect our business, results of operations and financial condition.

13. ***We have contingent liabilities and capital commitments which have not been provided for in our balance sheet.***

As of March 31, 2024, we had certain contingent liabilities in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" as provided below that had not been provided for:

Particulars	As at March 31, 2024 (in ₹ million)
Custom duty , excise duty, service tax, electricity duty and income tax (excluding interest and penalty)	1,239.08
Bank guarantee	17.95
Letter of credits	209.96
Corporate guarantee to Karnataka Bank	445.00

For details, see "*Restated Consolidated Financial Statements – Note 33 - Commitments and Contingencies*" on page 302.

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition.

14. ***Our efforts to introduce new products are dependent on the success of our research and development initiatives. Our inability to successfully develop and commercialise new products in a timely manner could adversely impact our business, growth and financial condition.***

The growth of our business depends upon our ability to anticipate and identify changes in the preferences of our customers and offer them products that they require, on a timely basis. While we seek to identify such trends and introduce new products, we cannot assure you that our products would gain consumer acceptance or that we will be able to successfully compete in such new product segments.

In order to remain competitive, we must develop, test and manufacture new products, which must meet our customers' standards including any applicable regulatory standards. We have established a dedicated research and development facility in Navi Mumbai, Maharashtra and a research and development facility at each of our Manufacturing Facilities.

The table below sets out the details of expenditure incurred on research and development ("**R&D**") activities for the fiscals indicated:

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ in million	**% of total expenses**	**₹ in million**	**% of total expenses**	**₹ in million**	**% of total expenses**
R&D expenses	143.50	0.85%	170.06	0.85%	133.62	0.80%

As on March 31, 2024, we have engaged 54 permanent research employees including 9 scientists holding doctorates representing 3.41% of our total permanent employees. Although our R&D spend has been low relative to our overall expenses, our future results of operations will depend, to a significant degree, on our ability to successfully develop new products and continue our product portfolio expansion in a timely and cost effective manner. Further, our investments in research and development for new products and processes may result in higher costs without proportionate increase in revenues. Any failure on our part to successfully identify and commercialise new products may have an adverse on our business, financial condition and results of operations. While we have not faced any material instances in the past where we have not been completely successful in commercialising new products in a timely manner, we cannot assure you that such instances will not arise in the future.

Our ability to successfully introduce new and innovative products also depends on our ability to adapt and invest in new technologies. There can be no assurance that we will be able to scale up our production and distribution network or make timely investments in technological improvements in order to commercialise new products in a timely manner. Further, our competitors may launch competing or improved products. Failure to predict and respond effectively to this competition could render our existing or new products less competitive in terms of price and quality. Delays or failure in developing new or commercially viable products could adversely affect our business, financial condition and results of operations.

15. ***Our business in the sugar, distillery and cogeneration segments are subject to seasonal variations that could result in fluctuations in our results of operations.***

Our production in the sugar, distillery and cogeneration segments are influenced by the availability of our basic raw material, i.e. sugarcane. To that extent, our business is sensitive to duration of crushing season, cropping patterns, drought, floods, cyclones and natural disasters, as well as events such as pest infestations.

For example, in Fiscal 2020 on account of floods in the Ghataprabha and Krishna basins, the standing sugarcane crop was submerged which adversely impacted our sugarcane crushing operations. Meteorologically, our country has diversified and different weather conditions that prevail at different places. Sometimes, one region receives very heavy rainfall whereas another region receives scant rainfall. In the Bagalkot region of Karnataka, the crushing season generally starts from late October or early November each year and remains till late March. However, in the non-crushing season, i.e. April to October, in addition to our sugar production, our co-generation and distillery units may be affected by the shortage of bagasse and molasses. As a result of such seasonal fluctuations, our sales and results of operations may vary for every quarter and may not be relied upon as indicators of the sales or results of operations of other fiscal quarters, or of our future performance. Our revenue from operations during the third and fourth quarters are typically higher than the first and second quarters, whereas our operating expenses in connection with day-to-day operations, employees' salaries, miscellaneous maintenance cost and among other things, product promotion expenses, continue to be substantial throughout. We have experienced, and expect to continue to experience, significant variability in our total revenue, operating cash flows, operating expenses and net revenues on a seasonal basis. Further, see "*Management's Discussion and Analysis of Financial Position and Results of Operations– Seasonality of Business*" on page 352.

Other seasonal factors such as irrigation, area of sugarcane production and amount of rainfall also play a role in determining the quantity and quality of sugarcane produce. Adverse weather conditions may cause volatility in the prices of commodities, which may affect farmers' decisions about the types and quantum of crops to plant. Further, we may be subjected to decreased availability of water, which could impact our manufacturing operations. Any vagaries of weather and abnormal monsoon may affect crop production, destroy crops and subsequently increase the prices of our raw materials which can have an adverse effect on our results of operations. Although, we intend to establish a facility for the utilisation of grains at the Sameerwadi Manufacturing Facility for our distillery operations which will reduce our dependance on sugarcane and the related seasonal availability, we are currently dependent on the availability of sugarcane and accordingly any significant changes in the cultivable area and the cropping patterns of the sugarcane crops may impact our sales and profitability. For details, see the section titled "*Our Business*" on page 184.

16. Any social unrest, natural disaster or any other natural disaster in and around our Manufacturing Facilities or any disruption in production at, or shutdown of, our Manufacturing Facilities or breakdown of machinery could have a material adverse effect on our business and financial condition.

Our manufacturing operations and consequently our business is dependent upon our ability to manage the Manufacturing Facilities, which is subject to operating risks, including those beyond our control. In the event of any disruptions at our Manufacturing Facilities or breakdown of machinery, due to natural or man-made disasters, workforce disruptions, delay in regulatory approvals, fire, failure of machinery, lack of continued access to assured supply of electrical power and water at reasonable costs, changes in the policies of the states or local government or authorities or any significant social, political or economic disturbances or civil disruptions, our ability to manufacture our products may be adversely affected.

We depend on expensive machinery for manufacture of our products. While we have not had any instances of breakdown of machinery leading to disruptions which have had a material adverse impact on our business, operations and cash flows in the Fiscals 2024, 2023 and 2022, any such breakdown or disruption at our Manufacturing Facilities could result in us being unable to meet with our commitments or require us to incur significant capital expenditure. Our manufacturing operations are hosted at the Sakarwadi Manufacturing Facility at Ahmednagar, Maharashtra and at the Sameerwadi Manufacturing Facility in Bagalkot, Karnataka.

Our Sameerwadi Manufacturing Facility is an integrated facility dedicated to the manufacturing of Ethanol, sugar and power, while our Sakarwadi Manufacturing Facility is currently dedicated to the manufacturing of Bio-based Chemicals. Due to the lack of interoperability between the two manufacturing facilities, we are solely dependent on the respective manufacturing facility for our products being manufactured therein.

In case of any significant social, political or economic disruption, or natural calamities or civil disruptions in Maharashtra or Karnataka, or changes in the policies of the respective states or local governments, or disruptions in and around our facilities, we may be required to suspend our operations in such facility resulting in delays or inability to manufacture the relevant products for the duration of shutdown. Any prolonged suspension or disruption of our operations at our Manufacturing Facilities will have an adverse effect on our business, results of operation and financial condition. For example, in Fiscal 2020 on account of floods in the Ghataprabha and Krishna basins, the sugarcane crop was submerged which adversely impacted our sugarcane crushing operations during this period.

While there have been no instances of employee and/or labour disputes which has resulted in work disruption for our Company in the last three Fiscals, we cannot assure you that we will not experience work disruptions in the future resulting from any dispute with our employees or other problems associated with our employees and the labour involved in our Manufacturing Facilities, which may impair our operations and adversely affect our business, results of operations and financial condition.

17. Bio chemicals industry requires significant capital and we may need to seek additional financing in the future to support our growth strategies.

The bio chemicals industry requires a substantial amount of capital, and we will continue to incur significant expenditure in the future for maintaining and growing our existing infrastructure, purchasing equipment and developing and implementing new technologies in our new and existing manufacturing facilities. While we have principally funded our capital expenditure through internal accruals, cash flow from operations and debt, we cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have.

The table below sets forth our capital expenditures for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total expenses	₹ in million	% of total expenses	₹ in million	% of total expenses
Payments for purchase of property, plant and equipment	553.10	3.28%	2,173.30	10.91%	503.90	3.00%

If our internally generated capital resources and available credit facilities are insufficient to finance our capital expenditure and growth plans, we may, in the future, have to seek additional financing from third parties, including banks, and other financial institutions. 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, our credit rating, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Further, if we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms or at all, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as our future prospects.

18. ***We have significant power and water requirements and any disruption to power or water sources could increase our production costs and adversely affect our results of operations.***

Our manufacturing operations require a significant amount and continuous supply of power and water and any shortage or non-availability may adversely affect our manufacturing operations.

The table below sets forth our power and fuel expenses for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total expenses	₹ in million	% of total expenses	₹ in million	% of total expenses
Power and fuel expenses	801.28	4.75%	1,461.61	7.34%	997.43	5.94%

We have power plants at the Sameerwadi Manufacturing Facility. In Fiscal 2024, 2023 and 2022, most of the Sameerwadi Manufacturing Facility's power requirements was met through such power plants. If our power generation capabilities are disrupted, we may have to incur additional costs towards sourcing additional power, which may result in an increase in our production costs and adversely affect our results of operations. Our power consumption needs at the Sakarwadi Manufacturing Facility is currently met through a combination of power generated captively and through the grid. We cannot assure you that these will be sufficient or that we will not face a shortage of electricity despite these arrangements.

We currently source our water requirements through the Ghataprabha river and wells for the Sameerwadi Manufacturing Facility. Our water requirements at the Sakarwadi Manufacturing Facility are met through a combination of our wells, canal water and water from the Godavari river. There is no assurance that we will at all times receive a continued supply of water on the scale required by us or at all. Any shortage or non-availability of water or electricity could result in temporary shut-down of a part, or all, of our operations at the location experiencing such shortage. Such shut downs could, particularly if they are for prolonged periods, may have an adverse effect on our business, results of operations and financial condition.

19. ***Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company 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 Frost & Sullivan Report ("**F&S Report**") or extracts of the F&S Report, prepared by Frost & Sullivan, which is not related to our Company, Promoters, Directors, Key Managerial Personnel, Senior Management, Selling Shareholders or the Book Running Lead Managers. A copy of the Frost & Sullivan Report is available on the website of our Company at https://godavaribiorefineries.com/our-company-investors. We have commissioned and paid for the F&S Report for the purposes of confirming our understanding of the industry, exclusively in connection with the Offer. Further, these reports are prepared based on information as of specific dates and may no longer be current or reflect current trends. The F&S Report may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on or base their investment decision solely on this information. In view of the foregoing, investors should consult their 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 126 and "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data*" on page 17.

20. If we experience insufficient cash flows to fund our working capital requirements or if we are not able to provide collateral to obtain letters of credit and bank guarantees in sufficient quantities, there may be an adverse effect on our business, cash flows and results of operations.

Our business requires significant working capital including to finance the purchase of raw materials and manufacturing of products before payment is received from customers. The table below sets forth our working capital as at the dates indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total expenses	₹ in million	% of total expenses	₹ in million	% of total expenses
Working capital	3,648.06	21.60%	3,215.06	16.15%	2,507.26	14.94%
Working capital days	78.95		58.25		53.76	

Notes:

(1) Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as inventories plus trade receivables minus trade payables.

Our working capital requirements may increase if the payment terms in our agreements include reduced advance payments or longer payment schedules. In addition, the actual amount of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays, cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological changes and additional market developments. These factors may result in increases in the amount of our trade receivables and/or write-offs of trade receivables and may result in increases in any future short-term borrowings. Continued increases in our working capital requirements may have an adverse effect on our results of operations, cash flows and financial condition.

Our sources of additional financing, where required to meet our working capital needs, have historically been from cash credit, term loans and working capital facilities. As on March 31, 2024, we had sanctioned working capital facilities amounting to ₹3,730.00 million (including fund based and non-fund based facilities). If we decide to raise additional funds through debt, our interest and debt repayment obligations will increase, which may have a significant effect on our profitability and cash flows. Further, any issuance of equity would result in a dilution of the shareholding of existing shareholders and our earnings per Equity Share which could adversely impact our Equity Share price.

Our ability to obtain additional financing on favorable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. 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.

21. We do not own the 'Somaiya Group' trademarks and our ability to use these trademarks, names and logos may be impaired.

The "Somaiya" trademarks, names and logos ("**Somaiya Marks**") do not belong to us. These have been licensed to us for use under a trademark licence agreement with K J Somaiya and Sons Private Limited ("**KJSSPL**"), a member of our promoter group. The license granted by KJSSPL under the terms of the agreement is non-exclusive and non-assignable with a royalty payable on a quarterly basis depending upon the gross revenue of our Company. Set forth below are the details of royalty paid to KJSSPL under the trademark licence agreement for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total expenses	₹ in million	% of total expenses	₹ in million	% of total expenses
Royalty	17.74	0.11%	20.59	0.10%	17.78	0.11%

The licence agreement is valid for 10 years with effect from April 1, 2021 and can be terminated by KJSSPL in case of any breach of terms of the agreement by giving a thirty days' prior notice in writing to us. In case the licence is revoked, we will not be able to use the Somaiya Marks in connection with our business and we may be unable to capitalise on the brand recognition of the Somaiya group.

22. ***We have experienced delays in payment of certain statutory dues including provident fund contributions, employee state insurance corporation contributions, tax deducted at source, goods and services tax and gratuity, in the past. Any such delays may have an adverse impact on our financial condition and cash flows.***

Set out below are the details of provident fund contributions, employee state insurance corporation ("**ESIC**") contributions, tax deducted at source ("**TDS**"), GST, profession tax and gratuity paid by our Company during Fiscals 2024, 2023 and 2022:

Particulars		Fiscal 2024	Fiscal 2023	Fiscal 2022
Provident fund	Statutory dues paid (₹ in million)	90.21	87.14	79.34
	Number of employees to whom payable*	1,643	1,627	1,573
ESIC	Statutory dues paid (₹ in million)	1.44	1.34	0.24
	Number of employees to whom payable*	223	225	89
TDS (salaries)	Statutory dues paid (₹ in million)	58.92	53.18	47.44
	Number of employees to whom payable*	185	220	170
TDS (other than salaries)	Statutory dues paid (₹ in million)	54.55	72.60	58.03
GST	Statutory dues paid (₹ in million)	1,195.25	1,351.77	1,035.32
Profession tax	Statutory dues paid (₹ in million)	2.99	3.57	3.30
	Number of employees to whom payable*	1,413	1,640	1,502
Gratuity	Statutory dues paid (₹ in million)	25.22	22.27	29.26
	Number of employees to whom payable*	55	52	74

**Represents the highest number of employees in our Company and our Indian Subsidiary, Solar Magic Private Limited during the relevant Fiscal.*

Note: The information in the table above pertains to our Company and our Indian Subsidiary, Solar Magic Private Limited since the abovementioned tax laws are only applicable to these entities.

During the last three Fiscals, we have experienced delays in payment of certain statutory dues, including provident fund contributions, ESIC contributions, TDS, GST, profession tax and gratuity. For instance, we had delayed in (i) one instance and six instances of payment of provident fund aggregating to ₹ 0.001 million and ₹ 2.00 million during Fiscal 2024 and Fiscal 2022, respectively, (ii) 10 instances, 29 instances and 10 instances in payment of TDS aggregating to ₹ 0.03 million, ₹ 4.88 million, and ₹ 1.37 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, (iii) 18 instances, 32 instances and 61 instances of payment of gratuity aggregating to ₹ 6.71 million, ₹ 13.53 million and ₹ 24.52 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, (iv) one instance each of payment of ESIC aggregating to ₹ 0.08 million and ₹ 0.05 million during Fiscal 2024 and Fiscal 2022, respectively, and (v) one instance of payment of profession tax aggregating to ₹ 0.08 million during Fiscal 2024. Further, there have also been certain delays in filing of GST returns and statements i.e., (i) two instances of delays in filing return for Maharashtra input service distributor in Fiscal 2022, (ii) one instance of delay in filing Karnataka GSTR-3B return in Fiscal 2022, (iii) one instance of delay in filing Karnataka annual reconciliation statement in Fiscal 2022 and (iv) one instance of delay in filing Karnataka annual return in Fiscal 2022, by our Company; and (i) nine instances of delay in filing Karnataka GSTR-3B return in Fiscal 2022, (ii) one instance of delay in filing Karnataka GSTR-3B return in Fiscal 2023, and (iii) one instance of delay in filing annual reconciliation statement in Fiscal 2022, by our Indian Subsidiary, Solar Magic Private Limited.

Further, while we seek to avoid any such delays in payments in the future, we cannot assure you that no such delays will occur in the future, and it may have a material impact on our financials or results of operations.

23. ***Our audited standalone and consolidated financial statements for Fiscal 2024 have not been approved by the Shareholders of our Company.***

While our audited standalone and consolidated financial statements for Fiscal 2024 have been approved by our Board, the Shareholders' approval required in accordance with the Companies Act, 2013 is pending as on the date of this Draft Red Herring Prospectus. The audited standalone and consolidated financial statements for Fiscal 2024 shall be placed before the Shareholders in the ensuing annual general meeting for the financial year. These audited consolidated financial statements form *inter alia* the basis for preparation of the Restated Consolidated Financial Statements which have been included in this Draft Red Herring Prospectus.

24. ***Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any independent agency are based on management estimates and may be subject to change based on various factors, some of which beyond our control. Any changes in the estimated funding requirements could affect our business and results of operations.***

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" beginning on page 101 of this Draft Red Herring Prospectus. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. Whilst a monitoring agency will be appointed for monitoring the utilization of the Gross Proceeds, the proposed utilization of the Gross Proceeds is based on current conditions, internal management estimates and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of the Gross Proceeds.

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

25. ***Implementation of our growth strategies is subject to various risks and uncertainties and our inability to execute such strategies within budgeted costs and timelines could adversely affect our business, financial condition and results of operations.***

Our current growth strategies include continuing to diversify product offerings and improving operational efficiency, including by expanding our existing capacities to manufacture a wider range of speciality chemicals including cellulose and its derivatives. We may face challenges in *inter alia* making accurate assessments of the resources we require, acquiring new customers and increasing or maintaining contribution from existing customers, procuring raw materials at sustainable costs, recruiting, training and retaining sufficient skilled personnel, maintaining high levels of customer satisfaction and adhering to expected performance and quality standards.

Additionally, we constantly evaluate opportunities to diversify our product portfolio by adding new products (including downstream and value-added products) which are synergistic with our existing products. Our growth strategies also include implementation of additional measures for improving feedstock security and increasing value derived from feedstock and, increasing the share of business of existing customers with a continuing focus on implementation of sustainable practices and strengthening our control over our inputs. For details, please see, "*Our Business – Our Strategies*" beginning on page 192.

Our growth strategies are subject to risks many of which are beyond our control and plans may undergo changes or modifications pursuant to changes in market conditions, industry dynamics, technological improvements or regulatory changes. Accordingly, there can be no assurance that we will be able to implement our growth plans or complete them within the budgeted cost and timelines. If, for any reason, the benefits we realise from our growth strategies are less than our estimates, our business, financial condition and results of operations may be adversely affected.

26. ***Our estimates of production volumes may not correspond to the actual demand for our products.***

We estimate our production volumes based on customer dialogue, purchase orders, historical production volumes by our customers, our experience and general economic and market conditions. However, we are unable to assure that the demand for our products will develop in line with our estimates. There is no assurance that we will be able to plan our production schedules to meet the actual requirements.

In addition, regardless of the accuracy of such indicators, factors outside our control may require revision of our estimates. If we over-estimate the volume of products we expect to sell, we will have excess production capacity which may reduce operational efficiency and the margins on the products sold. If we underestimate the volume of products, we need to produce at any of our manufacturing facilities or fail to order a sufficient volume of supplies and input materials from our third-party suppliers, we may be unable to meet customer orders, which may affect our reputation or lead to a discontinuation of future orders from customers which could have a material adverse effect on our business, financial condition and results of operations. Further, capacity utilisation of our Manufacturing Facilities as disclosed in this Draft Red Herring Prospectus are based on the period during which the manufacturing facilities operate in a year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and considering the number of working days in a year and number of shifts in a day. For details, see "*Our Business - Our Manufacturing Facilities*" on page 196 of this Draft Red Herring Prospectus. Accordingly, actual manufacturing capacity levels may vary from the information of our manufacturing facilities included in this Draft Red Herring Prospectus.

27. ***We are dependent on third party transportation and logistics providers. Any disruptions in logistics and transportation or significant increase in freight charges could adversely affect our business, financial condition and results of operations.***

We depend on the smooth logistics, supply and transportation of various raw materials required for our manufacturing facilities and of our products from our manufacturing facilities to our customers and distribution partners. Transportation strikes may have an adverse effect on supplies and deliveries to and from our customers and suppliers. For instance, the ongoing conflict between Russia and Ukraine and the Israel and Hamas have impacted and may continue to impact our shipping to the middle east region. In addition, raw materials and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters.

We rely on third party logistic services to procure raw materials from our suppliers and for delivery of our products. Set forth below are the details of expenses incurred towards logistics and freight for the fiscals indicated:

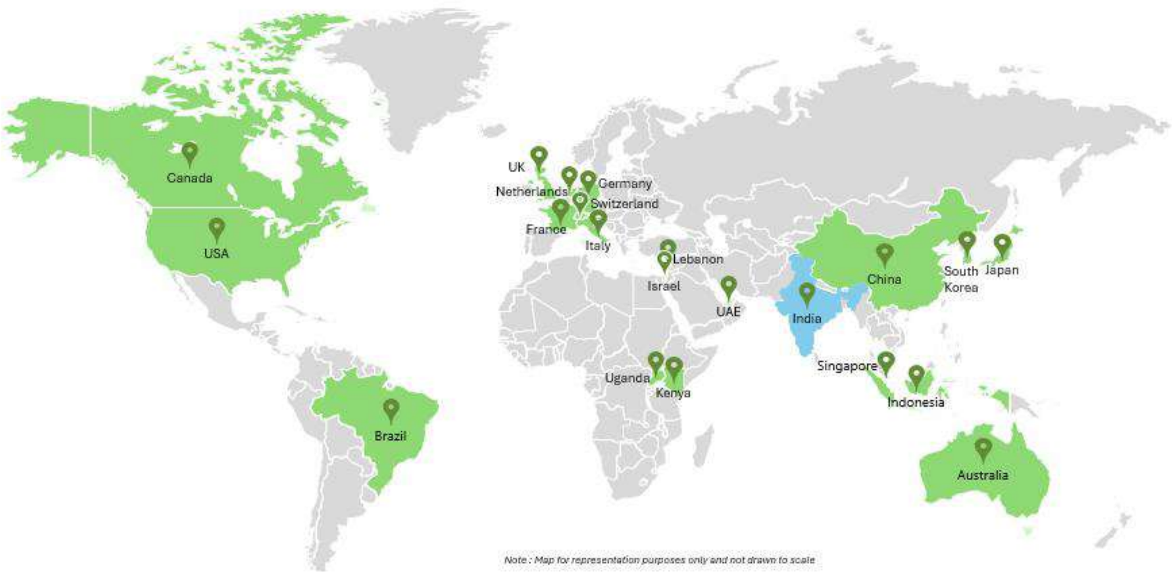
Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Logistics and freight expenses	322.73	1.91%	610.94	3.03%	449.53	2.64%

Although certain agreements with the logistics companies impose liability on such logistics companies for damage or loss in transit, we cannot assure if we will be able to recover the losses in part or in full. Failure to maintain a continuous supply of raw materials or to deliver our products to our customers in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and may damage our relationships with our affected customers. Our logistics service providers have the necessary expertise in transporting certain of our products such as chemicals. In case our transportation and logistics service providers are unable to perform their services we cannot assure you that we will be able to deploy suitable alternative transportation services at favourable rates in a timely manner. Further, any increase in fuel costs could have a corresponding impact on freight charges which we may not be able to pass on to our customers. Any significant increase in our freight costs which we are unable to pass on to our customers may adversely affect our business and results of operations.

28. ***Our international operations exposes us to risks of imposition of international trade barriers including in jurisdictions in which we operate and seek to operate, which could adversely affect our business and results of operations.***

During Fiscals 2024, 2023 and 2022, we have catered to customers from over 20 countries including Australia, China, Germany, France, Italy Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America. We may be subject to tariffs, quotas and other tariff and non-tariff trade barriers from time to time on our products in jurisdictions in which we operate or seek to sell our products.

A map indicating the countries where we have made sales to our customers during Fiscals 2024, 2023 and 2022 is as under:



There can be no assurance that the jurisdictions 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. Any such imposition of trade barriers may have an adverse effect on our sales and our results of operations.

29. ***A portion of our revenues are denominated in foreign currencies. As a result, our Company is exposed to foreign currency exchange risks.***

We are exposed to foreign exchange related risks since a certain portion of our revenue is in foreign currency, being Euro, GBP and US Dollars. Since our total exports are more than our total imports, any appreciation of the Indian Rupee can impact our results of operations.

The table set forth below provides our revenue in foreign currency for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Revenue in foreign currency*	2,809.10	16.65%	4,024.56	19.98%	3,883.10	22.81%

Taking into account revenue from operations from outside India.

Similarly, a significant portion of our expenses, including cost of imported raw material are denominated in currencies other than Indian Rupees. The table set forth below provides our revenue in foreign currency for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total expenses	₹ in million	% of total expenses	₹ in million	% of total expenses
Expenses in foreign currency	2,832.23	16.77%	1,870.36	9.39%	4,037.44	24.07%

We may from time to time be required to make provisions for foreign exchange differences in accordance with accounting standards. Whilst the Company follows a foreign exchange risk management policy by principally utilising tools which support natural hedging, there can be no assurance that such measures will enable us to manage our foreign currency risks. Certain markets in which we sell our products may be subject to foreign exchange control risks, which may result in either delayed recovery or even non-realization of revenue. Further, any change in domestic policies which limits our ability to effectively hedge our foreign currency exposures may have an adverse effect on our results of operations.

30. We benefit from certain export incentives from the Government of India and certain other benefits, which if withdrawn or modified may have an adverse impact on our results of operations.

We avail benefits under certain export promotion schemes from time to time, which allows benefits including refund of customs duty under duty drawback scheme and reimbursement of certain taxes and duties, among others. Further, the benefits/ incentives under such schemes are available to us for a fixed period subject to compliance with various terms and conditions. However, there can be no assurance that we will continue to enjoy these benefits in the future or will be able to obtain timely disbursement of such benefits.

For instance, one of our units enjoyed EOU status under the EOU scheme of the Government of India. However, due to the COVID-19 pandemic, there was a substantial decrease in our exports, and we were unable to maintain a positive NFE. Accordingly, our Company applied for an exit from the EOU scheme and received an exit order dated January 12, 2023 from the Development Commissioner, Special Economic Zone. Any such withdrawal or reduction of benefits or our inability to meet any of the conditions prescribed under any of the schemes may adversely affect our results of operations.

31. Our Promoters and certain of our Directors are interested in entities from whom we have acquired certain land.

Our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Sakarwadi Trading Company Private Limited for a total consideration of ₹24.25 million pursuant to a conveyance deed dated March 31, 2023. Further, our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Somaiya Chemical Industries Private Limited ("**SCIPL**") for a total consideration of ₹24.25 million and land admeasuring approximately 142,258.68 square meters near the Sakarwadi Manufacturing Facility from Somaiya Properties and Investments Private Limited ("**SPIPL**") for a total consideration of ₹133.58 million pursuant to conveyance deeds each dated March 31, 2023. For more details, see "*Our Business - Properties*" and "*Our Promoters and Promoter Group – Interest in property, land, construction of building and supply of machinery*" on pages 202 and 248, respectively. Samir Shantilal Somaiya, our Chairman and Managing Director and Individual Promoter is interested in SCIPL and SPIPL as a shareholder and/or director. Further, Lakshmiwadi Mines and Minerals Private Limited, Somaiya Agencies Private Limited, Sakarwadi Trading Company Private Limited, our Corporate Promoters are interested in SPIPL as a shareholder. While such transactions have been conducted on an arms-length basis, however, we cannot assure you that our Company could not have achieved more favourable terms if had such transaction not been entered into with these related parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on our business, results of our operations, financial condition and cash flows.

32. Our performance depends to a large extent on the efforts and abilities of our Promoters, Directors, Key Managerial Personnel and Senior Management. The loss of or diminution in the services of one or more of our Promoters, Directors or Key Managerial Personnel could have a material adverse effect on our business, financial condition and results of operations.

We are dependent on the services of our Individual Promoter, Samir Shantilal Somaiya, Directors, Key Managerial Personnel and Senior Management for setting our strategic business direction and managing our business. For details in relation to the experience of our Individual Promoter, Directors, Key Managerial Personnel and Senior Management, see "*Our Promoters and Promoter Group*" and "*Our Management*" on pages 244 and 223, respectively. We believe that the inputs and experience of our Individual Promoter, Directors, Key Managerial Personnel and Senior Management have been valuable for the development of business and operations and the strategic directions taken by our Company. However, we cannot assure you that we will be able to retain them or find adequate replacements in a timely manner, or at all. The loss of or diminution in the services of our Individual Promoter, Directors, Key Managerial Personnel and Senior Management, or an inability to manage the attrition levels in different employee categories could have a material adverse effect on our business, financial condition and results of operations.

The table below sets forth the attrition rate of our employees for our Company for the fiscals indicated:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Attrition rate of Key Managerial Personnel and Senior Management	Nil	Nil	Nil
Attrition rate of employees	4.04%	3.33%	4.28%

There can be no assurance that attrition rates for our employees, will not increase. A significant increase in our employee attrition rate could also result in decreased operational efficiencies and productivity, loss of market knowledge and customer relationships, and an increase in recruitment and training costs, thereby materially and adversely affecting our business, results of operations and financial condition.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals. If we are unable to hire additional personnel or retain existing qualified personnel, in particular our Key Managerial Personnel, Senior Management and persons with requisite skills, our operations and our ability to expand our business may be impaired. Failure to hire or retain Key Managerial Personnel, Senior Management and skilled and experienced employees could have a material adverse effect on our business, financial condition and results of operations.

33. ***Failure to retain our technical personnel and other skilled employees or attract such additional skilled personnel could have a material adverse effect on our business, financial condition and results of operations.***

Our success depends in part on our ability to retain and attract technical and other skilled personnel. Our ability to successfully carry out research and development depends on our ability to attract and retain appropriate technical personnel, including consultants. Our operations and manufacturing quality could suffer without the adequate number and quality of technical and skilled personnel.

Our manufacturing operations are primarily concentrated in the Manufacturing Facilities at Bagalkot, Karnataka and Ahmednagar, Maharashtra. We accordingly require substantial skilled and semi-skilled personnel for efficient functioning of the Manufacturing Facilities and proposed expansion. Our inability to employ or retain skilled and semi-skilled personnel may result in a disruption in our operations.

Competition for qualified technical personnel and operators as well as sales personnel with established customer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. 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. Any failure to retain and attract additional technical, skilled or sales personnel could have a material adverse effect on our business, financial condition and results of operations.

34. ***Restrictions imposed in the secured credit facilities and our other outstanding indebtedness may limit our ability to operate our business and to finance our future operations or capital needs.***

As of March 31, 2024, our total outstanding borrowings on a consolidated basis was ₹6,860.60 million. Any failure to service our indebtedness, perform any condition or covenant or comply with the restrictive covenants could lead to a termination of one or more of our credit facilities, default, acceleration of amounts due under such facilities and cross-defaults under certain of our other financing agreements, any of which may adversely affect our ability to conduct our business and have a material adverse effect on our financial condition and results of operations For further details, please see "*Financial Indebtedness*" on page 354. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flow will be used towards repayment of our existing debt, which will reduce the availability of cash to fund working capital needs, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our loans are at variable interest rates; and
- we may be more vulnerable to economic downturns, may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulator and economic conditions.

Our financing agreements governing our borrowings include conditions and restrictive covenants that require us to obtain consents, no-objections or waivers from lenders prior to carrying out specified activities or entering into certain transactions. Such restrictive covenants, among other things, require our Company to obtain the approval of the relevant lender for *inter alia* changing or modifying our ownership, altering our capital structure, further issuance of any shares, effecting any scheme of amalgamation or reconstitution, alteration to the constitutional documents of the Company, restructuring or changing the management, dilution of Promoters' shareholding, changing our shareholding pattern. While we have obtained necessary consents from our lenders as required under our loan/financing documentation, for undertaking the Offer and related actions, we cannot assure you that we will be able to obtain such approvals in the future to undertake such activities as and when required or to comply with such covenants or other covenants in the future.

We are required to create charge over our present and future current assets and certain of our movable and immovable fixed assets and furnish guarantees from certain members of our Promoter Group. Further, our financing agreements also stipulate *inter alia* financial covenants required to be maintained by us during the duration of the facilities. There can be no assurance that our lenders will not enforce the event of default clauses forming part of our borrowing arrangements and recall the loans and/or facilities advanced to us in the future. Further, a majority of our outstanding indebtedness have floating rates of interest. Any fluctuations in the interest rates may directly impact the interest costs of such loans and could adversely affect our financial condition.

35. ***We extend credit to harvesting and transport contractors, farmers and cultivators from whom we purchase sugarcane. There is no assurance that such persons will be able to repay us, within the agreed timeframe or at all.***

In the ordinary course of business, we extend credit to farmers from whom we procure sugarcane and feedstock in order to offer financial support and maintain cordial relationships with them. Consequently, we are exposed to the risk of uncertainty regarding the receipt of the outstanding amounts. As at March 31, 2024, our receivables from credit to harvesting and transport contractors, farmers and cultivators was ₹60.00 million. We cannot assure that such persons will be able to repay the full amount in a timely manner or if such credit can be fully recovered against the raw materials supplied.

36. ***Some of the raw materials that we use as well as our finished products are corrosive and flammable and require technical handling, storage and packaging. While we take adequate care and follow all relevant safety measures, there is a risk of fire and other accidents, at our Manufacturing Facilities, and warehouses. Any accidents may result in loss of property of our Company and/or disruption in the manufacturing processes which may have a material adverse effect on our results of operations, cash flows and financial condition.***

Certain of the raw materials such as bagasse, acetic acid, ethanol, acetaldehyde and MEK that we use as well as certain of our finished goods such as ethanol and other chemicals that we produce are corrosive and/or flammable and require technical handling and storage, failing which we may be exposed to fires or other industrial accidents. While our Company believes that it has necessary controls and processes in place, any failure of such systems, mishandling of hazardous chemicals or any adverse incident related to the use of these chemicals or otherwise during the manufacturing process or storage of products and certain raw materials, may cause industrial accidents, fire, loss of human life, damage to our and third-party property or environmental damage. If any industrial accident, loss of human life or environmental damage were to occur we could be subject to significant penalties, other actionable claims and, in some instances, criminal prosecution. In addition to adversely affecting our reputation, any such accidents, may result in a loss of property of our Company and/or disruption in our manufacturing operations entirely, which may have a material adverse effect on our results of operations and financial condition and require us to incur significant capital expenditure. Further, any fire or industrial accident, any shutdown of any of our Manufacturing Facilities or warehouses or any environmental damages could increase the regulatory scrutiny and result in enhanced compliance requirements including on use of materials and effluent treatment which would, amongst others, increase the cost of our operations. For example, we have in the past had a fire at the Sakarwadi Manufacturing Facility in a storage area in Fiscal 2019 resulting in damage to packaging/dispatch shed area and had another fire at the Sameerwadi Manufacturing Facility in Fiscal 2018 resulting in damage to bagasse (stored at such facility) and a conveyor belt. Pursuant to loss assessment reports issued by third party consultants, the net assessed losses incurred by our Company in the afore-mentioned fire instances in Fiscal 2018 and Fiscal 2019 was estimated to be ₹9.57 million and ₹19.13 million, respectively. Further, one of our workers was declared dead pursuant to a fire at the Sameerwadi Manufacturing Facility in Fiscal 2014.

We cannot assure you that despite our best efforts we will not face similar situations at our Manufacturing Facilities and warehouses which may result in significant loss to our Company and/or a disruption of our manufacturing operations. The loss incurred by our Company may or may not be recoverable through insurance maintained by us. Such loss and/or disruption of our manufacturing operations may have a material adverse effect on our operations, cash flows and financial condition.

37. Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows.

Our operations are subject to various risks including defects, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents and natural disasters. Our insurance may not be adequate to completely cover any or all of our risks and liabilities.

The table below sets forth the particulars of our insurance coverage on a consolidated basis as at the dates indicated:

(*Amount in million except for ratio)*

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Insurance coverage	30,223.42	28,895.52	24,486.34
Net assets*	14,106.49	11,331.46	11,218.21
Insurance coverage times the net assets	2.14	2.55	2.18

** Net assets include Net property, plant and equipment (excluding freehold land), capital work-in-progress and inventories of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022, as stated in the Restated Consolidated Financial Statements.*

While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, certain types of losses may be either uninsurable, not economically viable to insure or not offered for insurance, such as losses due to acts of terrorism or war, and we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. If any uninsured loss occur, our Company could lose our investment in, as well as anticipated profits and cash flows from the asset. We apply for renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Further, there is no assurance that the insurance premiums payable by us will be commercially viable or justifiable.

To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and may adversely affect our results of operations. For further information on our insurance arrangements, see "*Our Business – Insurance*" on page 201.

38. Our business may expose us to potential product liability claims and recalls, which could adversely affect our financial condition and performance.

We are exposed to potential product liability claims, and the severity and timing of such claims are unpredictable. We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. The products that we produce are subject to risks such as contamination, adulteration and/or spoilage and product tampering during their production, transportation or storage. While our products are extensively tested before being commercialized, any adverse effects caused by such products could adversely affect our business and reputation. We may also be subject to claims resulting from manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products, or from defects arising from deterioration in our quality controls. Product liability claims regardless of their merits or the ultimate success of the defence against them, are expensive, consume management time and may adversely affect our goodwill and marketability of our products.

Whilst, we have insurance coverage for product liability, we cannot assure that we will be able to obtain the type and amount of coverage we desire at an acceptable price and self-insurance may become the sole commercially reasonable means available for managing the product liability risks of our business.

39. ***We are required to obtain, renew or maintain certain material statutory and regulatory permits and approvals required to operate our business, and if we fail to do so in a timely manner or at all, we may be unable to operate our business effectively and our results of operations may be adversely affected.***

Our operations are subject to government regulations, 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 material approvals relating to the business and operations of our Company, see "*Government and Other Approvals*" on page 364.

Several of our approvals are granted for a limited duration and require timely renewal. For instance, we have applied for renewal of one of our material approvals, see "*Government and Other Approvals*" on page 364. We cannot assure you that approvals that we apply for will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

The approvals required by us are subject to various 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. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. In addition, these registrations, approvals or licenses are liable to be cancelled or the manufacture or sale of products may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, then it could adversely affect our results of operations or growth prospects.

40. ***We are subject to environmental, health and safety regulations, which may increase our compliance costs. Further, we require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may materially adversely affect our operations.***

Our operations generate pollutants and waste, some of which may be hazardous. We are therefore subject to a broad range of laws and government regulations, including in relation to safety, health, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations impose controls on air and water release or discharge, noise levels, storage handling, the management, use, generation, treatment, processing, handling, storage, transport or disposal of hazardous materials, including the management of certain hazardous waste, and exposure to hazardous substances with respect to our employees, discharge and disposal of chemicals along with other aspects of our manufacturing operations. For instance, there is a limit on the amount of pollutant discharge that our manufacturing facilities may release into the air and water.

Environmental laws and regulations in India continue to become stringent. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation, being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facilities. For instance, the National Green Tribunal, Pune had issued orders against the Company in relation to undertaking bio-remediation measures for decontamination of soil and ground water near our Sakarwadi Manufacturing Facility and payment of compensation to certain affected farmers. For details, see "*Outstanding Litigation and Material Development-Litigation involving our Company-Outstanding litigation proceedings against our Company- Actions by statutory or regulatory authorities*" on page 358. There can be no assurance that any such violations may not occur in the future which could have an adverse effect on our business, results of operations and financial condition.

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

41. ***Our facilities are subject to client inspections and quality audits and any failure on our part to meet their expectations or to comply with the quality standards set out in our contractual arrangements, could result in the termination of our contracts and adversely affect our business, results of operations, financial condition and cash flows.***

Certain of our products and manufacturing processes are subject to stringent quality standards and specifications as prescribed by our customers in terms of the various contractual arrangements entered into with them. We believe that we undertake the necessary measures to ensure that our facilities comply with the applicable standards as imposed by our customers The quality of our products depends on the effectiveness of our quality control system, which, in turn, depends on a number of factors, including the design of our system, our quality control training program, and the implementation and application of our quality control policies and guidelines. Any significant failure or deterioration of our quality control system could result in defective or substandard products. Any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, cancellation of the order and even lead to loss of customers. Additionally, it could also expose us to monetary liability and/ or litigation.

Some of our key customers periodically audit our facilities. However, there have been no material adverse observations raised by any of our key customers in the last three Fiscals pursuant to their audit of our Manufacturing Facilities. Our business also requires obtaining and maintaining quality certifications and accreditations from independent certification entities. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business and results of operations will be adversely affected. For details, see "*Our Business*" and *"Risk Factors - Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation."* on pages 184 and 38 respectively.

As a result, our reputation, business, results of operations and financial condition could be materially and adversely affected.

42. ***Our Company was incorporated in 1956 and certain documents filed by us with the RoC and certain corporate records and other documents, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future.***

The secretarial records for certain past allotments of Equity Shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, at the MCA Portal maintained by the Ministry of Corporate Affairs and the RoC, despite conducting internal searches and engaging an independent practicing company secretary to conduct the search. These allotments include allotment of (i) 1,990 equity shares of ₹100 each in 1956; and (ii) 3,000 equity shares of ₹100 each on December 11, 2002, for which the relevant forms were not traceable as well as the sub-division of the face value of the equity shares of our Company from ₹100 each to ₹10 each in 2006 for which the relevant board and shareholders resolutions were not traceable. Further, our Company has not been able to trace share transfer forms for certain share transfers involving our Promoters prior to 2013. These include transfer of (i) 60,000 Equity Shares from Somaiya Agencies Private Limited to The Godavari Sugar Mills Limited on February 10, 2011; and (ii) 10,000 Equity Shares from Somaiya Agencies Private Limited to K J Somaiya and Sons Private Limited on February 10, 2011.

While certain information in relation to the allotments and transfers have been disclosed in the sections "*Capital Structure*" beginning on page 87, in this Draft Red Herring Prospectus, based on annual reports of The Godavari Sugar Mills Limited and our Company, annual returns, board resolutions and other corporate records of our Company, as available and based upon the allotment details provided in the search report dated May 23, 2024 prepared by Veenit Pal & Associates, independent practicing company secretary, and certified by their certificate dated June 12, 2024, we may not be able to furnish any further information, other than what is already disclosed in "*Capital Structure*" beginning on page 87, or assure that the other records will be available in the future. While no legal proceedings or regulatory action has been initiated against our Company in relation to untraceable secretarial and other corporate records and documents as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future.

Additionally, while as on the date of this Draft Red Herring Prospectus, no action has been initiated by the RoC against our Company for such inaccurate filing, we cannot assure you that the RoC, will not take any action in the future for such inaccuracy. Our Company will take all the necessary and applicable actions to comply with the orders received from the RoC, in case the RoC initiates any action against our Company.

43. ***We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures with respect to any or all of our products could have a material adverse effect on our business, financial condition and results of operations.***

We currently compete, and in the future will continue to compete, with large multinational companies as well as cooperatives, regional and local companies. Our competitors primarily compete with us on pricing of products and procuring of raw materials. Some of our competitors may have larger business operations, access to greater financial resources and better technology. For example, if any of our competitors develops processes or technology which reduces production costs and consequently sells at lower prices than us, we may be required to lower the prices of our products to match our competitors and may result in an adverse impact on our business and results of operations. Any inability on our part to effectively compete in terms of pricing, provide competitive products or services or expand into new markets may adversely affect our business, financial condition and results of operations.

44. ***Any disruption to the steady and regular supply of workforce for our operations, including due to strikes, work stoppages or increased wage demands by our workforce or any other kind of disputes with our workforce or our inability to control the composition and cost of our workforce could adversely affect our business, cash flows and results of operations.***

As of March 31, 2024, our Company had 1,585 permanent employees and 636 contract labourers. We may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations. Our Company has three recognised labour unions with whom the Company has executed wage agreements. We have also entered into settlements with our trade unions with respect to *inter alia* the payment of bonus, ex-gratia, medical and other allowances and increments, production incentive, fixing of proper grade and designation. If we are unable to renew these wage settlement agreements or other arrangements or negotiate favourable terms, we could experience a material adverse effect on our business, financial condition and results of operations.

We are also subject to the laws and regulations governing employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. Further, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses.

Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing units as well as at our offices. Although we do not engage these labourers directly, it is possible under Indian law that we may be held responsible for wage payments to labourers engaged by contractors should the contractors default on wage payments. Further, under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, we may be directed to absorb some of these contract labourers as our employees. Any such orders from a court or any other regulatory authority may adversely affect our results of operations.

Further, we have, in the past faced agitation from farmers from whom we procure sugarcane in relation to payments/price and consequent strikes causing stoppage or delays in our crushing operations. There can be no assurance that we will not experience any such disruption in the future. Work stoppages or slow-downs experienced due to labour unrest or strike could have an adverse effect on our business, results of operations and financial condition.

45. ***If we are unable to protect our intellectual property and technical know-how against third party infringement or breaches of confidentiality or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, results of operations and financial condition.***

As on the date of this Draft Red Herring Prospectus, we have obtained 67 trademarks, obtained 8 copyright registrations and patented 19 products/processes and received 54 registrations in relation thereto. We have also made applications for registration of certain trademarks, which are currently pending. Further, applications for registration of some of the trademarks, including our retail brand 'Jivana', have been opposed or objected. There can be no assurance that our applications for registration of these trademarks will be approved by the Trade Marks Registry in a timely manner, or at all. We believe that our success depends on our ability to protect our intellectual property, which includes certain patented processes. We may not be able to prevent competitors from developing, using or commercializing products that are functionally equivalent or similar to our products since a significant portion of our processes and products are not patented. We cannot guarantee that each application filed with respect to our brand names, or any new products or innovations will be approved. We cannot assure you that patents issued to us in the future will not be challenged or circumvented by competitors or that such patents will be found to be valid or sufficiently broad to protect our processes or to provide us with any competitive advantage. We may be required to negotiate licenses for patents from third parties to conduct our business, which may not be available on reasonable terms or at all. Further, we may not always be able to safeguard our intellectual property from infringement or passing off and may not be able to respond to infringement or passing off activity occurring without our knowledge. We also rely on technical knowledge, product information, industry data, manufacturing expertise and market "know-how" that cannot be registered and is not subject to any confidentiality or nondisclosure clauses or agreements. In the event we are unable to adequately protect our confidential technical or proprietary information any advantage we may have over our competitors could be compromised.

We may face claims that we are infringing the intellectual property rights of third parties. If we are subject to any adverse rulings or decisions, our manufacture and sale of such products could be significantly restricted or prohibited and we may be required to pay substantial damages or on-going licensing fees. If we are unable to protect our intellectual property and technical know-how against third party infringement or breaches of confidentiality or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, results of operations and financial condition.

46. ***Inability to successfully collaborate with third parties in relation to certain of our research and development activities may result in a material adverse effect on our business, financial condition and results of operations.***

We collaborate with various third parties in connection with our research and development activities. For instance, we have entered into a consultancy agreement dated September 1, 2007 and memorandum of understanding dated April 1, 2024, with Dr. Sendurai Mani ("**MOU**") in connection with the research and development of small molecule inhibitors for cancer, which sets out the scope, terms and conditions of the consultancy services provided by Dr. Sendurai Mani for SathGen Biotech ("**SathGen**"), a project undertaken by our Company for research and development of small molecule inhibitors for cancer ("**Cancer Molecules**") and utilization of such molecules for other ailments. Pursuant to the MOU, in the event of the commercialization of the Cancer Molecules, SathGen will be spun off and incorporated as a separate legal entity, whether in India or outside India ("**Entity)** and our Company will be required to issue and allot 12% of the equity share capital of the Entity to Dr Sendurai, subject to modification in case of any dilution pursuant to infusion of fund by our Company and/ or investors. However, if the Cancer Molecules are monetised by our Company otherwise than by incorporation of the Entity, Dr. Sendurai shall be entitled to 12% of the net profit from the commercialisation of the Cancer Molecules for cancer or other ailments. For more details, see "*History and Certain Corporate Matters - Key terms of other subsisting material agreements other than in the ordinary course of business*" on page 217.

Further, we have obtained approval dated March 26, 2021 (through M/s Clinexel Life Sciences Private Limited) from the Central Drugs Standard Control Organisation ("**CDSCO**") to undertake clinical trials in relation to a proposed drug on patients with advanced solid tumours. We have also received approval dated November 16, 2021, from CDSCO (through M/s Clinexel Life Sciences Private Limited) for the 'healthy adult volunteers' study for the above mentioned molecule for treatment of COVID-19. Further, we have received approval dated November 20, 2023, from CDSCO (through M/s Clinexel Life Sciences Private Limited) to undertake clinical trials on the next cohort as part of the 'healthy adult volunteers' study. We have accordingly in 2023 initiated clinical trials on patients with advanced solid tumors and also initiated trials in relation to the 'healthy adult volunteers' study. However, the development of the Cancer Molecules may be delayed by unsuccessful clinical trials that produce negative or inconclusive results or demonstrate unacceptable health risks, or if we are unable to obtain sufficient funding or the cost of such trials is higher than anticipated, or the supply or quality of the materials necessary to conduct the trials is inadequate. Further, the Cancer Molecules, if and when fully developed and tested, may not perform as we expect, necessary regulatory approvals may not be obtained in a timely manner, if at all, and we may not be able to successfully and profitably produce and market such product.

47. Any failure of or disruption in our information technology systems including a disruption related to cybersecurity or non-compliance with data protection, privacy or information security laws could adversely affect our business and our operations.

We rely on the capacity, reliability and security of our IT systems and infrastructure in our operations. These include procurement, production, distribution, billing, reporting and consolidation software. For details, please see "*Our Business – Information Technology*" on page 201. IT systems are vulnerable to disruptions, including those resulting from natural disasters, cyber-attacks or failures in third-party provided services. Cybersecurity risks can include breaches of confidentiality, loss of integrity and/or availability of the data and/or transactions processed by the information systems (system malfunction, data theft, data destruction and loss of data integrity). We cannot assure you that we will not encounter disruptions to our information technology systems in the future and any such disruption may result in the loss of key information or disruption of our business processes, which could adversely affect our business and results of operations. Some cyber-attacks depend on human error or manipulation, including phishing attacks or schemes that use social engineering to gain access to systems or carry out disbursement of funds or other frauds, which raise the risks from such events and the costs associated with protecting against such attacks. In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons.

Further, increasing regulatory focus on personal information protection could adversely affect our business and expose us to increased liability. Regulators in various jurisdictions are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data. This increased scrutiny may result in new interpretations of existing laws, thereby further impacting our business. In India, the Digital Personal Data Protection Act, 2023 ("**Data Protection Act**") has been enacted for implementing organisational and technical measures in processing personal data laying down norms for cross-border transfer of personal data to ensure the accountability of entities processing personal data. Despite our efforts to comply with applicable laws, regulations, and other obligations relating to privacy, data protection, and information security, it is possible that our interpretations of the law or practices could be inconsistent with or fail or be alleged to fail to meet all requirements of, such laws, regulations, or contractual obligations.

While there have been no material instances of failure in information technology or any cyber breaches involving the Company during the last three Fiscals, any data security breaches could lead to the loss of trade secrets or other intellectual property or could lead to the public exposure of data of our employees, customers and others. Any such security breaches could have an adverse effect on our business and reputation. Further, we may be subject to laws and regulations governing data privacy and protection, including General Data Protection Regulation (EU) 2016/679. The data protection laws continue to develop and may vary from jurisdiction to jurisdiction, compliance of which may increase costs on our business.

48. We rely on our distribution network for sale of various products. A failure to maintain or significant disruptions to our distribution network may have an adverse impact on our business, financial condition and results of operations.

We rely on our relationships with third-party distribution partners for the sale of some of our products including products under our retail brand 'Jivana'. We may not be able to effectively manage our existing distribution network as we do not have any long-term contracts with any of our distribution partners. Further, if our competitors provide more favourable terms to our distributors, such distributors may be persuaded to decline distribution of our products or promote products of our competitors instead and we may be unable to appoint suitable replacement distribution partners in a timely manner.

Our competitors may adopt innovative distribution models which are more effective than traditional distribution models, resulting in a reduction in the sales of our products. We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor handling by our distributors of our products, transportation bottlenecks, natural disasters and labour issues, which could lead to delayed or lost deliveries. In addition, any failure to provide distribution partners with sufficient inventories of our products may lead to an adverse impact on the sales of our products. If we are unable to effectively manage and grow our distribution network, our business, financial condition and results of operations may be adversely affected.

49. ***We have in the past entered into related party transactions and may continue to do so in the future.***

We have, in the past, entered into certain transactions with related parties and may continue to do so in the future, including related party transactions entered into during Fiscals 2024, 2023 and 2022 in compliance with the Companies Act, 2013, the relevant accounting standards and other applicable statutory requirements These transactions principally include remuneration to executive Directors and Key Managerial Personnel and consideration paid to certain members of the Promoter Group in relation to purchase of goods, use of property on leave and license basis, payment of royalty for use of trademark (which is payable during the term of the Agreement for License to Use Trademark dated May 28, 2021 entered into between K J Somaiya and Sons Private Limited and our Company), amongst others. For further details, see "*Restated Consolidated Financial Statements – 34 - Related Party Transactions*" on page 304.

The table below sets forth the total amount of our related party transactions in the ordinary course of business for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of total income	₹ in million	% of total income	₹ in million	% of total income
Total related party transactions	179.97	1.06%	309.41	1.54%	253.12	1.49%

While we believe that all such transactions have been conducted on an arms-length basis, we cannot assure you that we would not have achieved more favourable commercial terms had such transactions not been entered into with related parties. Further, we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our results of operations and financial condition.

50. ***We do not own our Registered and Corporate Office and certain portion of the Sameerwadi Manufacturing Facility. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business and results of operations.***

Our Registered and Corporate Office is located on premises leased from Filmedia Communication Systems Private Limited, a member of the Promoter Group under a leave and license agreement for a term of 12 months until March 31, 2025. Our Company has established a long serving arrangement with Filmedia Communication Systems Private Limited to continue using the leased premises as their Registered and Corporate Office for administrative convenience. Further, a certain portion of our premises in Sameerwadi Manufacturing Facility aggregating to approximately 126 acres has been leased by us from certain individuals. These lands have been leased due to their strategical location and proximity to existing facilities of our Company. The following table sets forth certain details of the properties leased by us:

S. No.	Premises	Location	Date of agreement	Tenure	Lessor/Licensor	Whether related party transaction under "*Restated Consolidated Financial Statements – 34 - Related Party Transactions*" (Yes/No)
1.	Registered and Corporate Office	4th floor, Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra	May 21, 2024	12 months from April 1, 2024	Filmedia Communication Systems Private Limited	Yes

S. No.	Premises	Location	Date of agreement	Tenure	Lessor/Licensor	Whether related party transaction under "*Restated Consolidated Financial Statements – 34 - Related Party Transactions*" (Yes/No)
		1st and 3rd floor, Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra	May 21, 2024	12 months from April 1, 2024	Filmedia Communication Systems Private Limited	Yes
2.	Sameerwadi Manufacturing Facility	Survey no 47 and 50/2, Handigund village, Raibag, Belgaum	January 15, 1994	99 years from December 30, 1993	Rajanikant Ghannubhai Patel	No
3.	Sameerwadi Manufacturing Facility	Survey no. 56/3, Handigund village, Raibag, Belgaum	December 30, 1993	99 years from date of the agreement	Venubhai Jesubhai Patel	No
4.	Sameerwadi Manufacturing Facility	Survey no. 49/1,49/2,49/3,49/4,57/3 and 150/1, Handigund village, Raibag, Belgaum	December 30, 1993	99 years from date of the agreement	Maheshbhai Chganbhai Patel	No
5.	Sameerwadi Manufacturing Facility	Survey no. 48/1,53/1 and 55, Handigund village, Raibag, Belgaum	December 30, 1993	99 years from April 1, 1993	Jayantibhai Jettabhai Patel	No
6.	Sameerwadi Manufacturing Facility	Survey no. 57/1 and 57/2, Handigund village, Raibag, Belgaum	March 25, 1994	99 years from the date of the agreement	Shannubhai Purushottambhai Patel	No
7.	Research lab	Plot No. A-718, T.T.C. Industrial Area, Mahape Taluka, Thane, Maharashtra	December 26, 2006	95 years from October 1, 1992*	Maharashtra Industrial Development Corporation*	No
8.	Delhi branch office	210, Second Floor, Building No 22, Antriksh Bhawan, K G Marg, Connaught Place, New Delhi 110001	August 1, 2020	Five years from August 1, 2020	Sunil Soni	No
9.	Bangalore branch office	4th floor, Tower Block, Unity Building, s Complex Mission Road, Bangalore, Karnataka 560002	September 3, 2021	Five years from February 1, 2021	The Church of South India Trust Association	No

S. No.	Premises	Location	Date of agreement	Tenure	Lessor/Licensor	Whether related party transaction under "*Restated Consolidated Financial Statements – 34 - Related Party Transactions*" (Yes/No)
10.	Office of subsidiary, Godavari Biorefineries Inc	Regus, One Liberty Place, 1650 Market St., Suite 3600, Philadelphia, PA 19103	October 1, 2023	Automatically renewed on a monthly basis for successive periods until brought to end by the lessor or lessee	Regus Management Group, LLC	No
11.	Office of subsidiary, Godavari Biorefineries B.V	Opaallan 1180, 2132 LN Hoofddorp	July 1, 2021	Valid till December 31, 2026	C. Vreeken trading under name FLX Space Opaalan 1180	No
12.	Godown	Godown no.11, Ground floor, Bombay Sugar Market Building, Plot no. 104-114, P Dmello Road, Carnac Bunder, Chinch Bunder, Mumbai – 400 009	May 21, 2024	12 months from April 1, 2024	Arpit Limited	Yes
13.	Residential unit	Flat no. 13, The Cuffe Parade Ravikiran CHS Ltd, Cuffe Parade, Colaba, Mumbai – 400 005	May 21, 2024	12 months from April 1, 2024	Somaiya Properties And Investments Private Limited	Yes
14.	Garage	Garage no 7, 'Parijat' Plot no. 9, Netaji Subhash Chandra Marg, Marine Drive Mumbai – 400 002	May 21, 2024	12 months from April 1, 2024	Somaiya Properties And Investments Private Limited	Yes

Pursuant to an agreement dated December 26, 2006, Maharashtra Industrial Development Corporation ("MIDC**") had granted the property on lease for a period of 95 years commencing from October 1, 1992, to Genesis Labs Limited. Pursuant to a memorandum of understanding ("**MOU**") between Genesis Labs Limited and our Company, our Company purchased and acquired from Genesis Labs Limited all the right, title and interest in the said property on an "as is where is basis" and "what is basis" at a lumpsum consideration of ₹11.80 million and on the terms and conditions set forth in the MOU.*

We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our Registered and Corporate Office, we may suffer a disruption in our operations which could adversely impact our results of operations.

51. ***Loss-making Subsidiaries may impact on our profitability on a consolidated basis.***

One of our Subsidiaries, Solar Magic Private Limited has incurred net losses after tax of ₹1.26 million and ₹12.50 million in Fiscals 2023 and 2022, respectively. We cannot assure you that Solar Magic Private Limited will be able to achieve and maintain profitability in the future. Such losses over extended periods could have an adverse impact on our profitability on a consolidated basis.

52. ***Our Promoters and Promoter Group will be able to exercise significant influence and control over our Company after the Offer and may have interests that are different from those of our other shareholders.***

As of the date of this Draft Red Herring Prospectus, our Promoters and the other members of our Promoter Group cumulatively hold 81.06% of our issued, subscribed and paid-up Equity Share capital. Upon completion of the Offer, our Promoters and the members of the Promoter Group will collectively continue to exercise control over us, which will allow them to vote together on certain matters in our general meetings. Accordingly, the interests of our Promoters as our controlling shareholders may conflict with your interests and the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

53. ***Certain Promoters, Directors, Key Managerial Personnel and Senior Management are interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of their shareholding in our Company as well as to the extent of *inter alia* any dividends, bonuses or other distributions on such Equity Shares, profit-based commission, and their rights to nominate directors on our Board pursuant to such shareholding, as applicable. Further, some of our Directors, Key Managerial Personnel and their respective relatives may be interested to the extent of certain fixed deposits made by them in our Company and the repayment and interest payable to them pursuant to such fixed deposits. In case of conflict of interest between the pre-disclosed interest of our Promoters, Directors, Key Managerial Personnel and/or our Senior Management (whether on account of shareholding, executive position or otherwise) we cannot assure you that our Promoters, Directors, our Key Managerial Personnel and/or our Senior Management will exercise their rights to the benefit and best interest of our Company or that of investors. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*", "*Our Promoters and Promoter Group*" and "*Restated Consolidated Financial Statements*" on pages 223, 244 and 255, respectively.

54. ***Our Individual Promoter and one of our Corporate Promoters have interest in entities which are in businesses similar to ours and this may result in conflict of interest with us.***

As on the date of this Draft Red Herring Prospectus, Somaiya Agencies Private Limited, one of our Corporate Promoters and Samir Shantilal Somaiya, our Individual Promoter and also our Chairman and Managing Director have interest in entities which are engaged in businesses similar to ours. Somaiya Agencies Private Limited and Samir Shantilal Somaiya are interested in Arpit Limited, a member of our Promoter Group, as shareholders. While there is presently no conflict, there can be no assurance that Somaiya Agencies Private Limited and Samir Shantilal Somaiya will not provide competitive services or otherwise compete in business lines in which are already present or will enter into in future. In such event, our business, financial condition and results of operations may be adversely affected.

55. ***Our Company's ability to pay dividends in the future will depend on a number of factors, including but not limited to our Company's earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We have adopted a dividend distribution policy which lays down the principles for distribution of dividend by our Company to our shareholders and sets out inter alia the financial parameters and/or internal and external factors to be considered by our Company before declaring or recommending dividend to shareholders and the circumstances under which shareholders may or may not expect dividend. For details, see "*Dividend Policy*" on page 254.

We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of any gain on Shareholders' investments may depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

56. Any downward revision of our credit ratings could result in an increase in the interest rates we would pay on any new borrowings and could decrease our ability to borrow as much money as we require to finance our business.

The cost and availability of capital, among other factors, depends on our credit rating. Our credit rating reflects, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Set forth below is the instrument-wise credit ratings assigned to our debt facilities by CARE Ratings Limited on November 3, 2023:

Instrument	Rating
Long term bank facilities	CARE BBB, Stable
Short term bank facilities	CARE A3+
Fixed deposits	CARE BBB, Stable

Any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

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

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

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

Our Company intends to use Net Proceeds raised pursuant to the Fresh Issue in the manner set out in the section titled "*Objects of the Offer*" on page 101.

At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

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

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in the 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 unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

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

The Offer comprises of an Offer for Sale of up to 6,526,983 Equity Shares by the Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to Selling Shareholders and we will not receive any such proceeds directly.

60. ***Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA 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.***

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, debt to equity ratio, Net Fixed Asset Turnover Ratio, have been included in this Draft Red Herring Prospectus. These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS, or US GAAP. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and 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 and may not be comparable to similarly titled measures presented by other companies.

External risk factors

Risks relating to the Offer and investments in our Equity Shares

61. ***There is no existing market for our Equity Shares, and we do not know if one will develop. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. The Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs and the Selling Shareholders, and through the Book Building Process. This price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 110 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity

Shares at or above the Offer Price resulting in a loss of all or part of the investment. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Promoters and other major shareholders may adversely affect the trading price of the Equity Shares.

The relevant financial parameters based on which the Price Band would be determined shall be disclosed in the advertisement to be issued for publication of the Price Band.

The following table provides certain other financial parameters, on a consolidated basis, as of and for the years indicated:

(₹ in million)

Particulars	As of and for the year ended		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Revenue from operations	16,866.65	20,146.94	17,023.29
Profit/(loss) for the year	122.99	196.37	190.97

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

We may be required to finance our growth through future equity offerings. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding. The disposal of Equity Shares by our Promoters or any of our Company's other principal shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares.

We cannot assure you that we will not issue additional Equity Shares. Further, we cannot assure you that our Promoters and other major shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

62. After the Offer, our Equity Shares may experience price and volume fluctuations or an active trading market for our Equity Shares may not develop.

There has been no public market for the Equity Shares prior to the Offer and an active trading market for the Equity Shares may not develop or be sustained after the Offer. Further, the price at which the Equity Shares are initially traded may not correspond to the prices at which the Equity Shares will trade in the market subsequent to the Offer.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

The trading price of our Equity Shares might also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business, financial condition or operating results.

63. Any future issuance of our Equity Shares may dilute prospective investors' shareholding, and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of our Equity Shares.

Upon completion of the Offer, our Promoters and Promoter Group will beneficially own [●] Equity Shares, which will represent approximately [●]% of our outstanding Equity Share capital. Any future equity issuances by us, including in a primary offering or pursuant to a preferential allotment or issuances of stock options under employee stock option plans, or any perception by investors that such issuances or sales might occur, may lead to the dilution of investor shareholding in our Company or affect the trading price of the Equity Shares and could affect our ability to raise capital through an offering of our securities.

64. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws and regulations, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are 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 our Equity Shares on a stock exchange held for more than 12 months is subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹ 100,000 arising from the sale of listed equity shares on a stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). A securities transaction tax ("**STT**") will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realized on the sale of our Equity Shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long-term capital gains tax in India. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short-term capital gains tax at a higher rate compared to the transaction where STT has been paid in India. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, inter alia, amended the tax regime, including a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly that such dividends not be exempt in the hands of the shareholders, and that such dividends are likely to be subject to tax deduction at source. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

The Government of India announced the interim union budget for Fiscal 2025 and the Finance Bill in the Lok Sabha on February 1, 2024. The Finance Bill, 2024 has received assent from the President of India on February 15, 2024 and has been enacted as the Finance Act 2024. We cannot predict whether any amendments made pursuant to the Finance Act 2024 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations, governing our business and operations could result in us being deemed to be in contravention of such laws requiring us to apply for additional approvals.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIIs and Eligible Employees in the Employee Reservation Portion can revise or withdraw their Bids during the Bid/ Offer Period. 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 the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

67. 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 incorporated in India must offer holders of its equity shares pre-emptive rights to subscribe and pay for a proportionate number of 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 law 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.

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

Under foreign exchange regulations which are 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 valuation and reporting requirements specified under applicable law. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of the relevant regulatory authority is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into a foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions.

For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 411. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, financial condition, cash flows, results of operations and prospects.

Risks relating to India

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

The Indian market and economy are influenced by market and economic conditions in other countries, including conditions in the U.S.A, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global impact and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows.

Furthermore, economic developments globally can have a significant impact on the Indian market. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. In addition, China is one of India's major trading partners and a strained relationship with India could have an adverse impact on trade relations between the two countries. Sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. In response to such developments, legislators and financial regulators in the U.S.A and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation.

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

70. ***Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.***

India's sovereign rating is Baa3 with a "stable" outlook (Moody's), BBB- with a "stable" outlook (S&P) and BBB- with a "stable" outlook (Fitch). India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our Company's control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

71. ***Any volatility in exchange rates may lead to a decline in India's foreign exchange reserves and may affect liquidity and interest rates in the Indian economy, which could adversely impact us.***

Foreign inflows into India have remained extremely volatile responding to concerns about the domestic macroeconomic landscape and changes in the global risk environment. The widening current account deficit has been attributed largely to the surge in gold and oil imports.

The Indian Rupee also faces challenges due to the volatile swings in capital flows. Further, there remains a possibility of intervention in the foreign exchange market to control volatility of the exchange rate. The need to intervene may result in a decline in India's foreign exchange reserves and subsequently reduce the amount of liquidity in the domestic financial system. This in turn could cause domestic interest rates to rise. Further, increased volatility in foreign flows may also affect monetary policy decision making. For instance, a period of net capital outflows might force the RBI to keep monetary policy tighter than optimal to guard against any abnormal currency depreciation. Excessive volatility in foreign exchange rates or increase in interest rates could increase our costs and adversely impact our business, cash flows, financial condition and results of operations.

72. ***Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries would negatively affect the Indian market where our Equity Shares trade and lead to a loss of confidence.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares are proposed to be listed and traded. In addition, any deterioration in relations between India and its neighbours might result in investor concern about stability in the region, which could materially adversely affect the price of our Equity Shares.

Civil unrest in India in the future as well as other adverse social, economic and political events in India could have an adverse impact on us. Such incidents also create a greater perception that investment in Indian companies involves a higher degree of risk, which could have an adverse impact on our business and the trading price of our Equity Shares.

73. ***It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.***

Our Company is incorporated under the laws of India and most of our Directors and key managerial personnel reside in India. Further, certain of our assets, and the assets of our key managerial personnel and Directors, may be located in India. As a result, it may be difficult to effect service of process outside India upon us and our executive officers and Directors or to enforce judgments obtained in courts outside India against us or our key managerial personnel and Directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908 ("**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. Further, there are considerable delays in the disposal of suits by Indian courts. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgment.

74. ***We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and manufacturing activities in India. Our Equity Shares are proposed to be listed and traded on BSE and NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by the following external risks, should any of them materialize:

- changes in exchange rates and controls;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- political instability, resulting from a change in government or in economic and fiscal policies;
- civil unrest, acts of violence, regional conflicts or situations or war may adversely affect the financial markets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- downgrading of India's sovereign debt rating by rating agencies;
- changes in government policies, including taxation policies, social and civil unrest and other political, social and economic developments in or affecting India; or
- occurrence of natural or man-made calamities or outbreak of an infectious disease such as COVID-19 or any other force majeure events.

The Government of India has exercised and continues to exercise significant influence over many aspects of the Indian economy. Indian governments have generally pursued policies of economic liberalization and financial sector reforms, including by relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant and we cannot assure you that such liberalization policies will continue. A significant change in India's policy of economic liberalization and deregulation or any social or political uncertainties could adversely affect business and economic conditions in India generally and our business and prospects.

India has in the past experienced community disturbances, strikes, riots, terror attacks, epidemics and natural disasters. India has also experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. There can be no assurance that we will not be affected by natural or man-made disasters in India or elsewhere in the future. These acts and occurrences could have an adverse effect on the financial markets and the economy of India and of other countries, thereby resulting in a loss of business confidence and a suspension of our operations, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

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

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

76. Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and International Financial Reporting Standards ("IFRS"), which investors may be more familiar with and may consider material to their assessment of our financial condition.

The restated financial statements for Fiscals 2024, Fiscal 2023 and Fiscal 2022 are prepared in accordance with Ind AS and the SEBI ICDR Regulations. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 321. No attempt has been made to reconcile any of the information given in this document to any other principles or to base it on any other standards. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares(1)(5) ^	Up to [●] Equity Shares, aggregating up to ₹ [●] million
of which:	
Fresh Issue (1) ^	Up to [●] Equity Shares, aggregating up to ₹ 3,250 million
Offer for Sale (2)	Up to 6,526,983 Equity Shares, aggregating up to ₹ [●] million
Which includes:	
Employee Reservation Portion(3)(6)	Up to [●] Equity Shares aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹[●] million
The Net Offer comprises of:	
A) QIB Portion (4)(5)(8)	Not more than [●] Equity Shares
of which:	
(i) Anchor Investor Portion(4)	Up to [●] Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which:	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) (4)	[●] Equity Shares
(b) Balance of the Net QIB Portion for all QIBs including Mutual Funds(4)	[●] Equity Shares
B) Non-Institutional Portion(6)(7)(8)	Not less than [●] Equity Shares
of which:	
(i) One-third available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares
(ii) Two-third available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares
C) Retail Portion (6)(8)	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus) ^	41,943,023 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 101 for information on use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

^ *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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.*

(1) *The Offer has been authorized by a resolution of our Board dated February 8, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 21, 2024. Further, our Board has taken on record the consents of the Selling Shareholders by a resolution of our Board dated May 31, 2024.*

(2) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations are set out below:*

S. No.	***Name of the Selling Shareholder***	***Offered Shares by Selling Shareholder***	***Offered Shares by Selling Shareholder as a percentage of aggregate Offered Shares (in %)****	***Date of Selling Shareholders' consent letter***	***Date of board resolution***
1.	*Mandala Capital AG Limited*	*Up to 4,926,983 Equity Shares aggregating up to ₹ [●] million*	*Up to 75.49*	*March 15, 2024*	*March 15, 2024*
2.	*Somaiya Agencies Private Limited*	*Up to 500,000 Equity Shares aggregating up to ₹ [●] million*	*Up to 7.66*	*May 7, 2024*	*May 7, 2024*
3.	*Samir Shantilal Somaiya*	*Up to 500,000 Equity Shares aggregating up to ₹ [●] million*	*Up to 7.66*	*April 10, 2024*	*Not Applicable*
4.	*Lakshmiwadi Mines and Minerals Private Limited*	*Up to 200,000 Equity Shares aggregating up to ₹ [●] million*	*Up to 3.06*	*March 26, 2024*	*March 26, 2024*
5.	*Filmedia Communication Systems Private Limited*	*Up to 300,000 Equity Shares aggregating up to ₹ [●] million*	*Up to 4.60*	*April 10, 2024*	*April 10, 2024*
6.	*Somaiya Properties and Investments Private Limited*	*Up to 100,000 Equity Shares aggregating up to ₹ [●] million*	*Up to 1.53*	*May 7, 2024*	*May 7, 2024*

**Calculated by considering the maximum number of Offered Shares by each Selling Shareholder.*

(3) *The Employee Reservation Portion shall not exceed 5% of our post-Offer equity share capital. The initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount). 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 (net of Employee Discount, if any), 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 (net of Employee Discount, if any)), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple bids subject to applicable limits. Our Company in consultation with the BRLMs, may offer a discount on the Offer Price (equivalent to ₹[●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced at least two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" on page 385.*

(4) *Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 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, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For details, see "Offer Procedure" beginning on page 389.*

(5) *In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, Allotment shall first be made towards 90% of the Fresh Issue. However, after receipt of minimum subscription of 90% of the Fresh Issue, Allotment shall be made in the following order:(i) First towards the entire portion of the Equity Shares offered by the Investor Selling Shareholder;(ii) Secondly towards the entire portion of the Equity Shares offered by the Promoter Selling Shareholders;(iii) Thirdly towards the entire portion of the Equity Shares offered by the Promoter Group Selling Shareholders; and (iv) Fourthly towards the remaining Equity Shares in the Fresh Issue.*

(6) *Allocation to Bidders in all categories, except Anchor Investors, if any and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and*

the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For details, see "Offer Procedure" on page 389.

(7) The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Investors with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Investors with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Investors in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Investors shall not be less than the minimum application size (i.e. ₹0.20 million), 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.

(8) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category would be allowed to be met with spill-over from other category or a combination of categories, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. For further details, see 'Terms of the Offer' on page 378.

For details, including in relation to grounds for rejection of Bids, refer to "*Offer Structure* "and "*Offer Procedure*" on page 385 and 389, respectively. For details of the terms of the Offer, see "*Terms of the Offer*" on page 378.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Statements as at and for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022. The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on pages 255 and 321, respectively.

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Restated Consolidated Statement of Assets and Liabilities

(₹ in million)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	8,486.11	8,649.84	6,662.72
(b) Capital Work-in-Progress	163.60	83.62	437.16
(c) Right-of-use	4.51	4.78	5.66
(d) Intangible Assets	7.01	9.41	1.18
(e) Intangible Assets under Development	124.21	86.77	66.34
(f) Investments accounted for using the equity method	0.02	0.02	0.02
(g) Financial Assets			
(i) Investments	0.00	0.00	0.00
(ii) Trade Receivables	7.79	67.21	80.56
(iii) Other Financial Assets	181.77	136.80	129.31
(h) Other Non-Current Assets	176.77	153.91	158.10
	9,151.79	**9,192.36**	**7,541.08**
Current assets			
(a) Inventories	8,052.11	5,193.33	6,522.54
(b) Financial Assets			
(i) Trade Receivables	1,898.00	2,020.41	1,727.25
(ii) Cash and Cash Equivalents	111.12	212.73	100.25
(iii) Bank Balances Other than (ii) above	214.60	235.07	367.16
(iv) Other Financial Assets	123.20	28.00	30.44
(c) Other Current Assets	365.78	553.32	1,046.70
	10,764.81	**8,242.86**	**9,794.33**
Total Assets	**19,916.60**	**17,435.22**	**17,335.38**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	419.43	419.43	419.43
(b) Other Equity	4,587.37	4,475.05	4,310.61
	5,006.80	**4,894.48**	**4,730.04**
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	3,554.79	4,601.88	3,277.07
(ii) Lease Liabilities	2.48	5.01	4.74
(iii) Other Financial Liabilities	10.81	1.79	1.54
(b) Provisions	22.99	20.68	13.29
(c) Deferred Tax liabilities (Net)	216.52	220.59	111.12
(c) Other Non-Current Liabilities	5.28	7.02	8.85
	3,812.88	**4,856.97**	**3,416.60**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	2,985.83	2,751.47	3,072.68
(ii) Lease Liabilities	2.79	0.55	1.58
(iii) Trade Payables			
Micro, Small and Medium Enterprises	121.25	148.05	107.99
Others	6,180.80	3,850.63	5,634.54
(iv) Other Financial Liabilities	388.82	423.37	287.41
(b) Other Current Liabilities	1,375.64	455.30	41.31

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(c)Provisions	41.03	48.79	43.23
(d) Current Tax Liabilities (Net)	0.76	5.61	-
	11,096.92	**7,683.77**	**9,188.73**
Total Equity and Liabilities	**19,916.60**	**17,435.22**	**17,335.38**

Restated Consolidated Statement of Profit and Loss

(₹ in million, unless otherwise stated)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
REVENUE			
Revenue from operations (net)	16,866.65	20,146.94	17,023.29
Other income	143.99	83.85	76.48
Total Revenue (I)	**17,010.64**	**20,230.79**	**17,099.76**
EXPENSES			
Cost of materials consumed	15,331.48	13,129.55	12,159.82
Purchases of stock-in-trade	123.16	107.49	140.34
Changes in inventories of finished goods and work-in- process	(3,684.32)	603.14	(415.26)
Employee benefits expense	1,181.84	1,165.52	993.19
Finance costs	755.63	727.90	604.40
Depreciation and amortization expense	599.25	500.76	480.25
Other expenses	2,579.14	3,678.93	2,816.33
Total Expenses (II)	**16,886.18**	**19,913.29**	**16,779.08**
Profit/ (Loss) before tax	**124.46**	**317.50**	**320.68**
Tax expense:			
Current tax	3.69	5.39	3.01
Adjustment of tax relating to earlier periods	(0.03)	(0.02)	23.11
Deferred tax	(2.19)	115.77	103.60
Profit/(loss) for the period	**122.99**	**196.37**	**190.97**
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans	(7.48)	(25.04)	(1.56)
Income tax effect	1.88	6.30	0.39
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:			
Exchange differences in translating the financial statements of a foreign operation	(4.85)	(13.21)	1.02
Other Comprehensive income for the year, net of tax	**(10.44)**	**(31.94)**	**(0.14)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	**112.55**	**164.42**	**190.83**
Earnings per share for profit attributable to equity shareholders			
Basic EPS and Diluted EPS	2.93	4.68	4.55

Restated Consolidated Statement of Cash flows

(₹ in million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit / (Loss) before income tax:	**124.46**	**317.50**	**320.68**
Adjustments for:			
Depreciation and amortisation expense	599.25	500.76	480.25
(Profit) / loss on sale of property, plant and equipment	(1.40)	(2.45)	(7.44)
Sundry debit/credit balances written off/back (net)	(3.20)	(29.23)	(2.39)
Write off /net loss on disposal of property, plant and equipment	2.28	12.11	12.74
Loss allowance on receivables	6.37	(0.00)	44.73
Loss allowance on advances	-	7.85	12.25
Interest income classified as investing cash flows	(108.71)	(23.58)	(25.97)
finance costs	755.63	727.90	604.40
Government grant income	(1.84)	(1.83)	(1.94)
Loss on sale of investment	-	-	0.25
Fair value gain on financial instruments at fair value through profit and loss	1.21	7.72	(3.98)
Dividend income	-	(2.21)	-
Unrealised foreign currency (gain)/loss	(71.46)	(34.02)	(84.80)
Deferred tax	(4.07)	(139.87)	(27.66)
Change in operating assets and liabilities:			
Trade payables	2,327.25	(1,778.04)	1,962.52
Other liabilities	834.78	677.33	32.46
Provisions	(5.45)	12.96	2.31
Trade receivables	212.12	(223.23)	(90.61)
Inventories	(2,858.78)	1,329.21	(2,285.98)
Other assets	44.27	495.18	(448.71)
Other bank balance/ deposits	20.47	132.09	(34.69)
Cash generated from operations	**1,873.18**	**1,986.15**	**458.44**
Less: Income taxes (paid) refund received	(16.50)	(16.55)	(9.84)
Net cash inflow from operating activities	**1,856.68**	**1,969.60**	**448.60**
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for purchase of property, plant and equipment (net)	(553.10)	(2,173.30)	(503.90)
Proceed from sale of property, plant and equipment	1.95	1.54	10.01
Proceed from sale of investment	-	-	0.20
Interest received	106.23	28.16	16.97
Dividend income	-	2.21	-
Net cash outflow from investing activities	**(444.92)**	**(2,141.39)**	**(476.72)**
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from current / non-current borrowings	-	2,207.00	704.71
Repayment of current / non-current borrowings	(812.73)	(768.67)	-
Pre-repayment of current / non-current borrowings	-	(450.00)	-
Repayment of lease liabilities	-	(0.76)	1.47
Interest and finance charges paid	(700.64)	(703.31)	(646.69)
Net cash inflow (outflow) from financing activities	**(1,513.37)**	**284.26**	**59.50**
Net increase (decrease) in cash and cash equivalents	(101.62)	112.48	31.37
Cash and Cash Equivalents at the beginning of the financial year	212.73	100.25	68.88
Cash and Cash Equivalents at end of the year	**111.12**	**212.73**	**100.25**
Reconciliation of cash and cash equivalents as per the cash flow statement:			
Cash and cash equivalents as per above comprise of the following:			
Balances with banks:			
- On current accounts	110.58	211.93	99.68
Cash on hand	0.54	0.80	0.57
Balances per statement of cash flows	**111.12**	**212.73**	**100.25**

GENERAL INFORMATION

Our Company was originally incorporated as Godavari Investment and Finance Corporation Limited in Mumbai, Maharashtra as a public limited company under the Indian Companies Act, 1913, pursuant to a certificate of incorporation dated January 12, 1956, issued by the Registrar of Companies, Bombay. Subsequently, the name of our Company was changed to Godavari Biorefineries Limited and a fresh certificate of incorporation consequent upon the change of name was issued by the Registrar of Companies, Maharashtra at Mumbai on November 10, 2006. The sugar, power, chemical and distillery business of The Godavari Sugar Mills Limited was demerged into our Company on April 21, 2009 with effect from April 1, 2008. The name of The Godavari Sugar Mills Limited was subsequently changed to Somaiya Properties and Investments Private Limited.

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office are as follows:

Godavari Biorefineries Limited
Somaiya Bhavan
45/47, M. G. Road, Fort
Mumbai – 400 001
Maharashtra, India
Telephone: +91 22 6170 2177
Website: www.godavaribiorefineries.com

For details of the changes in our Registered and Corporate Office, see "*History and Certain Corporate Matters-Change in the Registered and Corporate Office*" at page 212.

Company registration number and corporate identity number

The registration number and corporate identity number of our Company are as follows:

Company registration number: 009707
Corporate identity number: U67120MH1956PLC009707

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at the following address:

100, Everest
Marine Drive
Mumbai- 400 002
Maharashtra, India

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in, in accordance with SEBI master circular bearing reference no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with SEBI at:

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

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

Board of Directors

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

Name and designation on the Board	DIN	Address
Samir Shantilal Somaiya *Chairman and Managing Director*	00295458	Padmanabh, 10, M. L. Dahanukar Marg, Mumbai - 400 026, Maharashtra, India
Sangeeta Arunkumar Srivastava *Executive Director*	00480462	1004 05 Tridhaatu Prarambh Borla, W T Patil Marg Motibaug, Chembur, Mumbai – 400 071 Maharashtra, India
Bhalachandra Raghavendra Bakshi *Executive Director*	03538688	# 368, Near Dattareya Temple, Ward No. 05, Mudhol, Bagalkot – 587 313, Karnataka, India
Suhas Uttam Godage *Director (Works-Sakarwadi)*	09227610	Saiprasad Nivas, Ramakhrishna Nagar, Behind Gazal Hotel, Shrirampur, Ahmadnagar – 413 709, Maharashtra, India
Hemant Luthra *Independent Director*	00231420	D-10, Sea Face Park, 50, Bhulabhai Desai Road, Mumbai - 400 026, Maharashtra, India
Kailash Pershad *Independent Director*	00503603	Plot No. 84, Road No. 9, Jubilee Hills, Shaikpet, Hyderabad – 500 033, Telangana, India
Raman Ramachandran *Non- Executive Director*	00200297	Emerald Isle, 22nd Floor, 2201, T7 Salina, Saki Vihar Road Tunga, L and T Gate No. 5, Powai, Mumbai – 400 072, Maharashtra, India
Lakshmi Kantam Mannepalli *Independent Director*	07831607	Flat No.1002, Gunvant John Kappor Faculty House, Institute of Chemical Technology, Nathalal Parekh Marg, Matunga, Mumbai – 400 019, Maharashtra, India
Sanjay Puri *Independent Director*	08789423	1177, 22ND ST NW Unit #8E, Washington DC - 20037, United States
Nitin Mehta *Independent Director*	09174633	4B Sapara Williams Close House 3B, Victoria-Island Lagos – 101241, Nigeria

For further details of our Board of Directors, see "*Our Management-Board of Directors*" on page 223.

Company Secretary and Compliance Officer

Manoj Jain is the Company Secretary and Compliance Officer of our Company and Swarna Gunware is the Joint Company Secretary of our Company. Their contact details are as follows:

Somaiya Bhavan
45/47, M. G. Road, Fort
Mumbai – 400 001
Maharashtra, India
Telephone: +91 22 6170 2177
E-mail: investors@somaiya.com

Investor Grievances

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

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(ies) 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, UPI 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(ies) 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 Intermediary(ies) 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 BRLMs 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 - 400 013
Maharashtra, India
Telephone no.: +91 22 4332 0736
E-mail: godavari.ipo@equirus.com
Investor grievance email: investorsgrievance@equirus.com
Website: www.equirus.com
Contact person: Malay Shah/Mrunal Jadhav
SEBI Registration Number: INM000011286

SBI Capital Markets Limited
1501, 15th Floor, A & B Wing, G Block
Parinee Crescenzo, Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India
Telephone: +91 22 4006 9807
Email: godavari.ipo@sbicaps.com
Investor grievance email: investor.relations@sbicaps.com
Website www.sbicaps.com
Contact person: Janardhan Wagle/Krithika Shetty
SEBI registration no: INM000003531

Syndicate Members

[●]

Statement of responsibilities

The following table sets forth responsibilities of the BRLMs:

Sr. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such type of instruments, size of the Offer, allocation between primary and secondary and positioning strategy. Due diligence of Company including its operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of DRHP, RHP, Prospectus, and RoC filing	BRLMs	Equirus
2.	Drafting and approval of all statutory advertisements.	BRLMs	Equirus
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising, brochures, etc filing of media compliance report with SEBI.	BRLMs	SBICAPS
4.	Appointment of intermediaries - Registrar to the Offer, Printer and advertising agency (including coordination of all agreements to be entered with such parties)	BRLMs	Equirus

Sr. No.	Activity	Responsibility	Co-ordinator
5.	Appointment of other intermediaries – Monitoring agency, Banker to the Offer, Share Escrow Agent, etc (including coordination of all Agreements to be entered with such parties)	BRLMs	SBICAPS
6.	Preparation of roadshow presentation and frequently asked questions	BRLMs	SBICAPS
7.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings Finalising international road show and investor meeting schedules	BRLMs	SBICAPS
8.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy preparation of publicity budget; • Finalizing the list and division of domestic investors for one- to-one meetings; and • Finalizing domestic road show and investor meeting schedule.	BRLMs	Equirus
9.	Conduct non-institutional marketing of the Offer.	BRLMs	Equirus
10.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget frequently asked questions at retail road show • Finalising brokerage, collection centers • Finalising centers for holding conferences for brokers etc. Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	BRLMs	SBICAPS
11.	Managing anchor book related activities including anchor co-ordination, Anchor CAN, intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation, and coordination with stock exchanges for book building process, filing of letters including for software, bidding terminals, mock trading	BRLMs	SBICAPS
12.	Managing the book and finalization of pricing in consultation with Company	BRLMs	Equirus
13.	Post bidding activities including management of escrow accounts, coordinate non- institutional allocation, coordination with Registrar, SCSBs, and banks, unblocking of application monies, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalization of the basis of allotment, based on technical rejections, finalization of trading, dealing and listing of instruments, dispatch of certificates or demat credit and refunds/ unblocking of funds, post Offer stationery and, coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Sponsor Banks, Self-Certified Syndicate Bank including responsibility for underwriting arrangements (as applicable), Payment of the applicable STT on behalf of Selling Shareholder, coordination for investor complaints related to the Offer, coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the submission of final post issue report.	BRLMs	SBICAPS

Legal counsel to the Offer as to Indian law

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

Registrar to the Offer

Link Intime India Private Limited
C101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli West
Mumbai – 400 083
Maharashtra, India
Telephone: +91 81081 14949
Email: godavari.ipo@linkintime.co.in
Investor grievance email: godavari.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

Escrow Collection Bank(s)

[•]

Public Offer Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available 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 Bidders), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction. do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI Mechanism and eligible mobile applications

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes& intmId=35, which may be and 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 http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.Aspx? and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Statutory Auditor to our Company

Verma Mehta & Associates
104, Creative Industries Premises, Sunder Nagar
Kalina, Santacruz (East)
Mumbai – 400 098
Maharashtra, India
E-mail: vmaca92@gmail.com
Telephone: +91 2666 6359
Firm registration number: 112118W
Peer review no.: 014468

Changes in Auditors

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

Bankers to our Company

Bank of India
4th Floor, BOI Building
70-80 M G Road, Fort
Mumbai – 400 001
Maharashtra, India
Telephone: 022 6187 0400
Contact Person: Amrita Pandey
Email: mumbai.lcbb@bankofindia.co.in

IndusInd Bank Limited
11th Floor, Tower 1, One World Centre
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013, Maharashtra, India
Telephone: 022 7143 2146
Contact Person: Hetal Samani
Email: hetal.samani@indusind.com

Union Bank of India
Large Corporate Branch, 14th Floor
F Block, Maker Tower
Cuff Parade, Mumbai – 400 005
Maharashtra, India
Telephone: 022-4779 1322
Contact Person: Akshat Telang

SVC Co-operative Bank Ltd.
CTS 150/A, Ground Floor, Theja Mahal
Market Fort. Opposite Regal Talkies
Vijayyard, Near CBT Complex, Dharwad – 580 001
Telephone: 0836 2747370 /73
Contact Person: Mahantesh D Hooli
Email: hoolimd@svcbank.com

Email: ubin0549584@unionbankofindia.com

Yes Bank Limited
Yes Bank House
Off Western Express Highway
Santacruz East, Mumbai – 400 055
Maharashtra, India
Telephone: 022 – 6507 7408
Contact Person: Saurabh Kumar
Email: saurabh.kumar6@yesbank.in

IPO Grading

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

Appraising Entity

No appraising entity has been appointed in relation to the Offer.

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a monitoring agency for monitoring the utilisation of the Gross Proceeds prior to filing of the Red Herring Prospectus. For further details in relation to the proposed utilisation of the Gross Proceeds, see "*Objects of the Offer – Monitoring of utilization of funds*" on page 108.

Credit Rating

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

Debenture Trustees

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

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:

Our Company has received written consent dated June 13, 2024 from Verma Mehta & Associates, Chartered Accountants to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report, dated May 31, 2024 on our Restated Consolidated Financial Statements; and (ii) the statement of possible special tax benefits available to the Company and its shareholders dated June 13, 2024, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 12, 2024 from Anupam Kumar Shukla, Chartered Engineer to include his name in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act in his capacity as the independent chartered engineer and in respect of the certificates each dated June 12, 2024, issued by him in relation to our Manufacturing Facilities and included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms. The Employee Discount (if any), Price Band and Minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a Hindi national daily newspaper) and [●] edition of [●] (a widely circulated Marathi newspaper, Marathi being the regional language of Maharashtra where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading 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. UPI Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Non-Institutional Bidders with an application size of up to ₹ 0.5 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Members of the Syndicate, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. 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 Investors are not permitted 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 Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Offer*" and "*Offer Procedure*" beginning on pages 378 and 389, respectively.

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

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to (i) filing the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals from the Stock Exchanges.

For further details on the method and procedure for Bidding, see "*Offer Procedure*" beginning on page 389.

Underwriting Agreement

After the determination of the Offer Price but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

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

(₹ in million)

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount Underwritten
[●]	[●]	[●]

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount Underwritten
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/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 proportion to their underwriting commitments. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them, in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

(In ₹, except share data)

		Aggregate nominal value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**		
	82,000,000 Equity Shares of face value of ₹10 each	820,000,000	-
	1,800,000 Preference Shares of face value of ₹100 each	180,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	41,943,023 Equity Shares of face value of ₹10 each	419,430,230	-
C	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million (1)(2)	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 3,250 million (1)	[●]	[●]
	Offer for Sale of up to 6,526,983 Equity Shares of face value of ₹10 each aggregating up to ₹ [●] million (2)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹10 each ^	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹10 each	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹10 each	[●]	-
E	**SECURITIES PREMIUM RESERVE**		
	Before the Offer	₹2,626.09 million	
	After the Offer	[●]	

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

^ *Our Company may offer an Employee Discount on the Offer Price (equivalent of ₹[●] per Equity Share), in compliance with the SEBI ICDR Regulations, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date.*

(1) *The Offer has been authorized by a resolution of our Board dated February 8, 2024 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 21, 2024. Further, our Board has taken on record the consents of the Selling Shareholders by a resolution of our Board dated May 31, 2024.*

(2) *The Equity Shares being offered by the Selling Shareholders are eligible to be offered for sale pursuant to the Offer for Sale in terms of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" beginning on page 367.*

(3) *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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.*

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company in the past 10 years, see "*History and Certain Corporate Matters-Amendments to our Memorandum of Association*" on page 213.

Notes to the Capital Structure

1. ***Equity Share Capital history of our Company***

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

Date/period of Allotment	No. of equity shares allotted	Face value (₹)	Issue price (₹)	Reason/Nature of Allotment	Form of consideration	Cumulative number of equity shares	Details of allotees
January 12, 1956*	10	100	100	Allotment as initial subscribers to the MOA	Cash$	10	5 equity shares each by Ranchoddas Shamji Kotak Merchant and Shantilal Karamshi Somaiya Merchant
1956*	1,990	100	100	Further issue	Cash$	2,000	The Godavari Sugar Mills Limited
December 11, 2002*	3,000	100	100	Rights Issue	Cash	5000	The Godavari Sugar Mills Limited
*In the year 2006, 5,000 Equity Shares of face value ₹100 each were split into 50,000 Equity Shares of face value of ₹10 each**							
April 24, 2009	27,482,500	10	-	Allotment pursuant to the scheme of arrangement between The Godavari Sugar Mills Limited and our Company in the ratio of 1:1	Other than cash	27,532,500	3,070,546 Equity Shares to S. K. Somaiya, 582,269 Equity Shares to Samir Shantilal Somaiya, 350 Equity Shares to Abhay Singh Bharkatiya, 451,715 Equity Shares to Akhand Warehousing Private Limited, 350 Equity Shares to Akshay Singh Bharkatiya, 19,350 Equity Shares to Bhartiben Vasantbhai Thakkar, 7,740 Equity Shares to Chandrika N. Satya, 1,000 Equity Shares to Dharmeshi Morarji Popat, 19,350 Equity Shares to Divyaprabha Chandrasinha Mirani, 300,000 Equity Shares to S. K. Somaiya jointly with Mayadevi S. Somaiya and Harinakshi S. Somaiya, 149,950 Equity Shares to S. K. Somaiya (as karta of S. K. Somaiya HUF), 500 Equity Shares to Fardun Mulla jointly with Naval Nadirshah Mulla, 700,000 Equity Shares to Filmedia Communication Systems Private Limited, 19,350 Equity Shares to Jankiben Buddhidhan Thakkar, 145,000 Equity Shares to Jasmine Trading Company Private Limited, 8,990 Equity Shares to Jayesh Haresh Kotak, 361,250 Equity Shares to K J Somaiya and Sons Private Limited, 250,000 Equity Shares to Karnataka Organic Chemicals Private Limited, 1,000 Equity Shares to Kirti Hansraj Kothari jointly with Girish Hansraj Kothari and Deepak Hansraj Kothari, 225 Equity Shares to Kuntala P. Mazumdar jointly with Pratima Kapur, 225 Equity Shares to Kuntala P. Mazumdar jointly with Girish P. Mazumdar, 4,946,100 Equity Shares to Lakshmiwadi Mines and Minerals Private Limited, 19,350 Equity Shares to Leelaben Madhavji Kotak, 61,250 Equity Shares to Lilac Construction Private Limited, 140 Equity Shares to Mohan Gopal Kamath jointly with Priya Mohan Kamath, 1,150 Equity Shares to N. K. Firodia, 500 Equity Shares to Naval Mulla jointly with Katie Naval Mulla, 19,350 Equity Shares to Nirupama Kulinbhai Maskai, 175,000 Equity Shares to Pahadi Transport Private Limited, 19,350 Equity Shares to Pratima K. Somaiya, 1,000 Equity Shares to Priti Amit Sheth jointly with Amiyt Indradaman Sheth, 7,740 Equity Shares to Rajan P. Kavadia jointly with Roshini Rajan Kavadia, 100,000 Equity Shares to Rajvanshi Investments Private Limited, 1,000 Equity Shares to Ramesh J. Dalal, 210 Equity Shares to S. V. Mazumdar jointly with Kalindi Suresh Mazumdar and Gaurang Suresh Mazumdar, 4,571,700 Equity Shares to Sakarwadi Trading Company Private Limited, 19,350 Equity Shares to Savitriben Hariram Daiya, 512,680 Equity Shares to Mayadevi Shantilal Somaiya, 8,529,965 Equity Shares to Somaiya Agencies Private Limited, 350 Equity Shares to Vijai Singh Bharkatiya, 1,807,155 Equity Shares to

Date/period of Allotment	No. of equity shares allotted	Face value (₹)	Issue price (₹)	Reason/Nature of Allotment	Form of consideration	Cumulative number of equity shares	Details of allotees
							Yellowvalley Transport Private Limited and 600,000 Equity Shares to Zenith Commercial Agencies Private Limited
November 20, 2009	1,954,350	10	200	Preferential allotment	Cash	29,486,850	1,841,850 Equity Shares to Sameerwadi Sugarcane Farmers' Welfare Trust** and 112,500 Equity Shares to Ankit Raj Organo Chemicals Limited
February 16, 2010	550,000	10	200	Preferential allotment	Cash	30,036,850	115,000 Equity Shares to Lakshmiwadi Mines and Minerals Private Limited, 172,000 Equity Shares to Sakarwadi Trading Company Private Limited, 10,000 Equity Shares to Filmedia Communication Systems Private Limited, 90,000 Equity Shares to Somaiya Agencies Private Limited, 5,000 Equity Shares to Yellowvalley Transport Private Limited, 30,000 Equity Shares to Zenith Commercial Agencies Pvt. Ltd., 73,000 Equity Shares to Arpit Limited, 20,000 Equity Shares to Somaiya Chemical Industries Private Limited, 5,000 Equity Shares to Cheerypink Picking Investments Private Limited, 15,000 Equity Shares to Samir Shantilal Somaiya and 15,000 Equity Shares to Mayadevi Shantilal Somaiya
March 30, 2010	565,250	10	200	Preferential allotment	Cash	30,602,100	427,750 Equity Shares to Narsang Vaghjibhai Padhiyar (Trustee of Sameerwadi Sugarcane Farmers' Welfare Trust)**, 68,750 Equity Shares to Upendra V. Mithani and 68,750 Equity Shares to Vijay V. Mithani
March 30, 2015	4,765,033	10	188.88	Preferential allotment	Cash	35,367,133	Mandala Capital AG Limited
March 30, 2015	370,614	10	188.88	Conversion of 9% optionally convertible cumulative preference shares of ₹100 each into Equity Shares of face value of ₹10 each	Cash	35,737,747	238,252 Equity Shares to Sakarwadi Trading Company Private Limited and 132,362 Equity Shares to Lakshmiwadi Mines and Minerals Private Limited
October 14, 2016	763,150	10	190	Preferential allotment	Cash	36,500,897	315,750 Equity Shares to Samir Shantilal Somaiya, 26,300 Equity Shares to Lakshmiwadi Mines and Minerals Private Limited, 92,100 Equity Shares to Sakarwadi Trading Company Private Limited, 131,600 Equity Shares to K J Somaiya and Sons Private Limited and 197,400 Equity Shares to Jasmine Trading Company Private Limited
November 25, 2016	161,950	10	190	Preferential allotment	Cash	36,662,847	Mandala Capital AG Limited
December 29, 2016	289,500	10	190	Preferential allotment	Cash	36,952,347	Sakarwadi Trading Company Private Limited
March 31, 2018	685,286	10	225	Rights issue	Cash	37,637,633	580 investors in the rights issue
September 26, 2018	693,000	10	225	Rights issue	Cash	38,330,633	133,000 Equity Shares to Samir Shantilal Somaiya, 220,000 Equity Shares to Jasmine Trading Company Private Limited, 222,000 Equity Shares to Zenith Commercial Agencies Pvt. Ltd., 22,000 Equity Shares to The Book Centre Limited, 65,000 Equity Shares to Sindhur Construction Private Limited and 31,000 Equity Shares to K J Somaiya and Sons Private Limited
February 15, 2019	45,275	10	225	Rights issue	Cash	38,375,908	21,775 Equity Shares to Alkaben V. Patel and 23,500 Equity Shares to Pankajbhai V. Patel

Date/period of Allotment	No. of equity shares allotted	Face value (₹)	Issue price (₹)	Reason/Nature of Allotment	Form of consideration	Cumulative number of equity shares	Details of allotees
July 29, 2019	2,402,303	10	180	Rights issue	Cash	40,778,211	52,932 Equity Shares to Jasmine Trading Company Private Limited, 47,328 Equity Shares to K J Somaiya and Sons Private Limited, 6,236 Equity Shares to Vijay Mithani, 6,471 Equity Shares to Upendra Mithani, 10,589 Equity Shares to Ankit Raj Organo Chemicals Limited, 430,763 Equity Shares to Samir Shantilal Somaiya, 516,288 Equity Shares to Sakarwadi Trading Company Private Limited, 2,213 Equity Shares to Pankaj V. Patel, 804,703 Equity Shares to Somaiya Agencies Private Limited, 11,295 Equity Shares to Somaiya Properties and Investments Private Limited, 23,530 Equity Shares to Karnataka Organic Chemicals Private Limited and 489,955 Equity Shares to Lakshmiwadi Mines and Minerals Private Limited
August 30, 2019	1,152,769	10	180	Rights issue	Cash	41,930,980	485,903 Equity Shares to Samir Shantilal Somaiya, 252,341 Equity Shares to Sindhur Construction Private Limited, 119,287 Equity Shares to Pankajbhai Vitthalbhai Patel, 80,189 Equity Shares to Zenith Commercial Agencies Pvt. Ltd., 66,730 Equity Shares to Filmedia Communication Systems Private Limited, 68,415 Equity Shares to Alkaben Vinubhai Patel, 31,890 Equity Shares to Maheshbhai C Patel, 37,500 Equity Shares to Mrunalini Murlidhar Khairnar jointly with Milind Balabhim Murugkar, 3,953 Equity Shares to K J Somaiya and Sons Private Limited, 6,306 Equity Shares to The Book Centre Limited, 15 Equity Shares to Kailash Bandekar, 15 Equity Shares to Rajendra Bandekar, 50 Equity Shares to Mahabaleshwar Kabbur, 50 Equity Shares to Naresh Sitaram Khetan jointly with Sangeeta Naresh Khetan, 25 Equity Shares to Sangeeta Khetan jointly with Naresh Sitaram Khetan, 50 Equity Shares to Ankit Khetan jointly with Khushboo Ankit Khetan, 25 Equity Shares to Suneel Harlalka jointly with Saroj Harlalka and 25 Equity Shares to Santosh Khetan jointly with Pawan Khetan
September 27, 2019	12,043	10	180	Rights issue	Cash	41,943,023	100 Equity Shares to Shankar Mahadev Bidari, 5 Equity Shares to Veerabhandrayya Mahantayya Ambali, 50 Equity Shares to Jagadeesh Dyavanagaouda Benakatti, 50 Equity Shares to Anand Rudrappa Itagi, 1,950 Equity Shares to Anjana Rangappa Jaganoor, 25 Equity Shares to Appasheb Rajashekhar Kharde, 100 Equity Shares to Basagonda Shivaputra Shiraganvi, 150 Equity Shares to Basavaraj Rachayya Mathapati, 50 Equity Shares to Danappa Malakajappa Mahabalshetti, 50 Equity Shares to Drakshayani Chidambar Hadimani, 30 Equity Shares to Gangappa Ajjappa Belahar, 25 Equity Shares to Irayya Kallaya Navalagimath, 100 Equity Shares to Kalmesh Basayya Mathapati, 48 Equity Shares to Kavita Krishana Davani, 30 Equity Shares to Makabul Husensab Mujawar, 25 Equity Shares to Mallikarjun Kallayya Navalagimath, 50 Equity Shares to Mallikarjun Noorandayya Vastrad, 46 Equity Shares to Mehazabeen Mehaboob Arbar, 100 Equity Shares to Nirmala Danappa Mahabalshetti, 20 Equity Shares to Prakash Shivappa Manahalli, 50 Equity Shares to Premkumar Baburao Kavatagimath, 400 Equity Shares to Siddappa Subhan Alakhanur, 55 Equity Shares to Vithal Laxman Naik, 50 Equity Shares to Mahaveer Lakkappa Sapthasagar, 112 Equity Shares to Basappa Irappa Latti, 900 Equity Shares to Channabasappa Sannashankrappa Mundinamani, 100 Equity Shares to Channappa Ramappa Khadakabhavi, 120 Equity Shares to Bharamppa Siddappa Daddi, 100 Equity Shares to Gangappa Annappa Sunagar, 1,550 Equity Shares to Irappa Mallappa Belkud, 1,550 Equity Shares to Ishwar Mallappa Belkud, 120 Equity Shares to Ishwarappa Bapuray Biradar, 60 Equity Shares to Manjunath Malakapppa Kate, 3,200 Equity Shares to Mallappa Basappa Belakud, 100 Equity Shares to Maruteppa Venkappa Yaraganavi, 222 Equity Shares to Nagappa Sannashankrappa Mundinamani, 300 Equity Shares to Pundalik Rudrappa Patil, 25 Equity Shares to Ramappa Girmallappa Tuppad and 25 Equity Shares to Ravindra Dhananjay Kulkarni

The secretarial records for certain past allotments of Equity Shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC. These allotments include allotment of (a) 1,990 equity shares of ₹100 each in 1956; (b) 3,000 equity shares of ₹100 each on December 11, 2002, for which the relevant forms were not traceable and the sub-division of the face value of the equity shares of our Company from ₹100 each to ₹10 each in 2006 for which the relevant board and shareholders resolutions were not traceable. Accordingly, we have relied on the certificate dated June 12, 2024 and search report dated May 23, 2024, prepared by M/s Veenit Pal & Associates, independent practicing company secretary ("RoC Search Report**") and relevant annual returns of our Company, annual reports of The Godavari Sugar Mills and our Company and minutes of the Board of our Company, as applicable. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors –Our Company was incorporated in 1956 and certain documents filed by us with the RoC and certain corporate records and other documents, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future." on page 54.*

*** Pursuant to the order dated January 1, 2016 issued by SEBI ("**SEBI Order**"), the 1,841,850 Equity Shares allotted to the Sameerwadi Sugarcane Farmers' Welfare Trust on November 20, 2009 and 427,750 Equity Shares allotted to the Sameerwadi Sugarcane Farmers' Welfare Trust on March 30, 2010 were transferred to the beneficiaries of the Sameerwadi Sugarcane Farmers' Welfare Trust who consented for acquisition of such shares, in addition to payment of differential amount of ₹ 16 per share along with interest to such beneficiaries. Sameerwadi Sugarcane Farmers' Welfare Trust had distributed ₹19,680 among all the beneficiaries pursuant to the SEBI Order. SEBI noted the compliance of its directions and revoked the SEBI Order through its order dated August 7, 2017. For detail of risk, see "Risk Factor – SEBI has in the past directed our Company to refund amounts received pursuant to certain allotments to Sameerwadi Sugarcane Farmers' Welfare Trust or to pro rata distribute Equity Shares, to beneficiaries of the Sameerwadi Sugarcane Farmers' Welfare Trust." on page 34.*

[$] Such equity shares were initially issued as partly-paid up equity shares. Subsequently, such partly paid-up equity shares were fully paid up.

2. Except as detailed below, our Company has not issued any Equity Shares for consideration other than cash:

Date of allotment	Reason for Allotment	Name of allottees	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Benefits accrued to our Company
April 24, 2009	Allotment pursuant to the scheme of arrangement between The Godavari Sugar Mills Limited and our Company in the ratio of 1:1	Allotment made to 42 allottees pursuant to the scheme of arrangement [1]	27,482,500	10	-	The sugar, power, chemical and distillery business of The Godavari Sugar Mills Limited, was demerged into our Company

[1] *For details of the names of the allottees, see "- Notes to Capital Structure- Equity Share capital history of our Company – Allotment made on April 24, 2009", on page 88.*

3. Except as disclosed above, our Company has not issued or allotted any Equity Shares pursuant to any schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013, as applicable.

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

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

6. All transactions in Equity Shares by our Promoters and members of our Promoter group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

7. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus.

8. ***Shareholding Pattern of our Company***

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares 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 (calculated 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 dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)							
								Class eg: Equity Shares	Class eg: Others	Total				Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	16	34,000,110	Nil	Nil	34,000,110	81.06%	34,000,110	Nil	34,000,110	81.06 %	Nil	81.06%	Nil	Nil	Nil	Nil	34,000,110
(B)	Public	32,146	7,942,913	Nil	Nil	7,942,913	18.94%	7,942,913	Nil	7,942,913	18.94 %	Nil	18.94%	Nil	Nil	100*	*Negligible**	5,874,654
(C)	Non Promoter-Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	**32,162**	**41,943,023**	**Nil**	**Nil**	**41,943,023**	**100.00%**	**41,943,023**	**Nil**	**41,943,023**	**100.00 %**	**Nil**	**100.00%**	**Nil**	**Nil**	**100***	***Negligible****	**39,874,764**

Note: Based on the beneficiary position statement dated June 7, 2024.

**Certain additional Equity Shares held by our public Shareholders may be subject to pledge or other forms of encumbrance.*

9. ***Other details of Shareholding of our Company***

(a) As on the date of the filing of this Draft Red Herring Prospectus (based on the beneficiary position statement dated June 7, 2024), our Company has 32,162 Shareholders.

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

No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Somaiya Agencies Private Limited	9,354,668	22.30%
2.	Samir Shantilal Somaiya	6,021,211	14.36%
3.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%
4.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%
5.	Mandala Capital AG Limited	4,926,983	11.75%
6.	Sindhur Construction Private Limited	2,933,461	6.99%
7.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%
8.	Filmedia Communication Systems Private Limited	775,730	1.85%
9.	Jasmine Trading Company Private Limited	615,332	1.47%
10.	K J Somaiya and Sons Private Limited	596,131	1.42%
	Total	**37,892,212**	**90.34%**

Note: Based on the beneficiary position statement dated June 7, 2024.

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

No.	Name of the Shareholder	No. of Equity Shares	Percentage of Equity Share capital as of 10 days prior to filing of this Red Herring Prospectus (%)
1.	Somaiya Agencies Private Limited	9,354,668	22.30%
2.	Samir Shantilal Somaiya	6,021,211	14.36%
3.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%
4.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%
5.	Mandala Capital AG Limited	4,926,983	11.75%
6.	Sindhur Construction Private Limited	2,933,461	6.99%
7.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%
8.	Filmedia Communication Systems Private Limited	775,730	1.85%
9.	Jasmine Trading Company Private Limited	615,332	1.47%
10.	K J Somaiya and Sons Private Limited	596,131	1.42%
	Total	**37,892,212**	**90.34%**

Note: Based on the beneficiary position statement dated May 31, 2024.

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of one year prior to the date of filing of this Draft Red Herring Prospectus*:

No.	Name of the Shareholder	No. of Equity Shares	Percentage of the Equity Share capital as of on year prior to filing of this Draft Red Herring Prospectus (%)
1.	Somaiya Agencies Private Limited	9,354,668	22.30%
2.	Samir Shantilal Somaiya	6,021,211	14.36%
3.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%
4.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%
5.	Mandala Capital AG Limited	49,26,983	11.75%
6.	Sindhur Construction Pvt Ltd	2,933,461	6.99%
7.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%
8.	Filmedia Communication Systems Private Limited	775,730	1.85%
9.	Jasmine Trading Company Private Limited	615,332	1.47%
10.	K J Somaiya and Sons Private Limited	596,131	1.42%
	Total	**37,892,212**	**90.34%**

Note: Based on the beneficiary position statement dated June 9, 2023.

(e) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of two years prior to the date of filing of this Draft Red Herring Prospectus.

No.	Name of the Shareholder	No. of Equity Shares	Percentage of the Equity Share capital as of two years prior to filing of this Draft Red Herring Prospectus (%)
1.	Somaiya Agencies Private Limited	9,354,668	22.30%
2.	Samir Shantilal Somaiya	6,021,211	14.36%
3.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%
4.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%
5.	Mandala Capital AG Limited	49,26,983	11.75%
6.	Sindhur Construction Pvt Ltd	2,933,461	6.99%
7.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%
8.	Filmedia Communication Systems Private Limited	775,730	1.85%
9.	Jasmine Trading Company Private Limited	615,332	1.47%
10.	K J Somaiya and Sons Private Limited	596,131	1.42%
	Total	**37,892,212**	**90.34%**

Note: Based on the beneficiary position statement dated June 10, 2022.

10. Except for the issue of Equity Shares pursuant to the Fresh Issue, our Company 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 by way of 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 Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

11. ***Details of Shareholding of our Promoters and members of the Promoter Group in our Company***

- As on the date of this Draft Red Herring Prospectus, our Promoters hold 27,112,386 Equity Shares, equivalent to 64.64% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. N.	Name of the Shareholder	Pre-Offer Equity Share capital		Post-Offer Equity Share capital*	
		No. of Equity Shares	% of total Shareholding	No. of Equity Shares	% of total Shareholding
1.	Somaiya Agencies Private Limited	9,354,668	22.30%	[●]	[●]
2.	Sakarwadi Trading Company Private Limited	6,015,790	14.34%	[●]	[●]
3.	Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64%	[●]	[●]
4.	Samir Shantilal Somaiya	6,021,211**	14.36%	[●]	[●]
	Total	**27,112,386****	**64.64%**	[●]	[●]

** Subject to finalisation of Basis of Allotment*
***Does not include 149,950 Equity Shares held by in the name of Shantilal Karamshi Somaiya HUF. Samir Shantilal Somaiya is the Karta of Shantilal Karamshi Somaiya HUF.*

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

- ***Build-up of the Promoters' shareholding in our Company***

  The build-up of the Equity Shareholding of our Promoters is set forth in the table below.

Nature of transaction	Date of allotment/ transfer / transmission	No. of equity shares	Face value per equity share (₹)	Issue price/ Transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Samir Shantilal Somaiya						
Allotment pursuant to the scheme of arrangement	April 24, 2009	582,269	10	-	1.39%	[●]

Nature of transaction	Date of allotment/ transfer / transmission	No. of equity shares	Face value per equity share (₹)	Issue price/ Transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
between The Godavari Sugar Mills Limited and our Company						
Preferential allotment	February 16, 2010	15,000	10	200.00	0.04%	[●]
Transmission from late Dr. Shantilal K. Somaiya	February 24, 2010	3,070,546	10	-	7.32%	[●]
Preferential allotment	October 14, 2016	315,750	10	190.00	0.75%	[●]
SEBI pursuant to its order dated March 7, 2017, acceded to the request made pursuant to the letter dated December 22, 2016 by Sugarcane Farmers' Welfare Trust for the transfer of Equity Shares from Sameerwadi Sugarcane Farmers' Welfare Trust to Samir Shantilal Somaiya	March 30, 2017	27,300	10	200.00	0.07%	[●]
Rights issue	March 31, 2018	433,000	10	225.00	1.03%	[●]
Rights issue	September 26, 2018	133,000	10	225.00	0.32%	[●]
Rights issue	July 29, 2019	430,763	10	180.00	1.03%	[●]
Rights issue	August 30, 2019	485,903	10	180.00	1.16%	[●]
Transmission from Mayadevi Somaiya[#]	November 30, 2019	527,680	10	-	1.26%	[●]
Total shareholding (A)		**6,021,211**			**14.36%**	[●]
Somaiya Agencies Private Limited						
Allotment pursuant to the scheme of arrangement between The Godavari Sugar Mills Limited and our Company	April 24, 2009	8,529,965	10	-	20.34%	[●]
Preferential allotment	February 16, 2010	90,000	10	200.00	0.21%	[●]
Transfer to The Godavari Sugar Mills Limited*	February 10, 2011	(60,000)	10	200.00	(0.14%)	[●]
Transfer to K J Somaiya and Sons Private Limited*	February 10, 2011	(10,000)	10	200.00	(0.02%)	[●]
Rights issue	July 29, 2019	804,703	10	180.00	1.92%	[●]
Total shareholding (B)		**9,354,668**			**22.30%**	[●]
Sakarwadi Trading Company Private Limited						
Allotment pursuant to the scheme of arrangement between The Godavari Sugar Mills Limited and our Company	April 24, 2009	4,571,700	10	-	10.90%	[●]
Preferential allotment	February 16, 2010	172,000	10	200.00	0.41%	[●]
Conversion of 9% optionally convertible cumulative preference shares of ₹100 each into Equity Shares	March 30, 2015	238,252	10	188.88	0.57%	[●]
Preferential allotment	October 14, 2016	92,100	10	190.00	0.22%	[●]
Preferential allotment	December 29, 2016	289,500	10	190.00	0.69%	[●]
Rights issue	March 31, 2018	122,000	10	225.00	0.29%	[●]
Rights issue	July 29, 2019	516,288	10	180.00	1.23%	[●]

Nature of transaction	Date of allotment/ transfer / transmission	No. of equity shares	Face value per equity share (₹)	Issue price/ Transfer price per equity share (₹)	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer from Babu Mallappa Hukkeri	January 6, 2020	7,400	10	225.00	0.02%	[●]
Transfer from Chandra Shekhar Ashok Hukkeri	January 21, 2020	6,550	10	225.00	0.02%	[●]
Total shareholding (C)		**6,015,790**			**14.34%**	**[●]**
Lakshmiwadi Mines and Minerals Private Limited						
Allotment pursuant to the scheme of arrangement between The Godavari Sugar Mills Limited and our Company	April 24, 2009	4,946,100	10	-	11.79%	[●]
Preferential allotment	February 16, 2010	115,000	10	200.00	0.27%	[●]
Conversion of 9% optionally convertible cumulative preference shares of ₹100 each into Equity Shares	March 30, 2015	132,362	10	188.88	0.32%	[●]
Preferential allotment	October 14, 2016	26,300	10	190.00	0.06%	[●]
Rights issue	March 31, 2018	11,000	10	225.00	0.03%	[●]
Rights issue	July 29, 2019	489,955	10	180.00	1.17%	[●]
Total shareholding (D)		**5,720,717**			**13.64%**	**[●]**
Total (A+B+C+D)		**27,112,386**			**64.64%**	**[●]**

 # Board resolution approval date for transmission is November 30, 2019 and as per register of transfer transmission date is December 23, 2019.

**Our Company has not been able to trace the share transfer forms for (i) 60,000 Equity Shares from Somaiya Agencies Private Limited to The Godavari Sugar Mills Limited on February 10, 2011; and (ii) 10,000 Equity Shares from Somaiya Agencies Private Limited to K J Somaiya and Sons Private Limited on February 10, 2011. Accordingly, reliance has been placed on other documents and corporate records available with our Company such as corresponding board resolutions. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors – Our Company was incorporated in 1956 and certain documents filed by us with the RoC and certain corporate records and other documents, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future." on page 54.*

- All the Equity Shares held by our Promoters are fully paid-up on the date of this Draft Red Herring Prospectus. Further, none of the Equity Shares held by our Promoters are pledged.

- The details of the shareholding of the members of the Promoter Group (other than our Promoters) as on the date of filing of this Draft Red Herring Prospectus are set forth in the table below.

S. N.	Name of the Shareholder	Pre-Offer		Post-Offer*	
		No. of Equity Shares	% of total Shareholding	No. of Equity Shares	% of total Shareholding
1.	Sindhur Construction Pvt Ltd	2,933,461	6.99%	[●]	[●]
2.	Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22%	[●]	[●]
3.	Filmedia Communication Systems Private Limited	775,730	1.85%	[●]	[●]
4.	Jasmine Trading Company Private Limited	615,332	1.47%	[●]	[●]
5.	K J Somaiya and Sons Private Limited	596,131	1.42%	[●]	[●]
6.	Harinakshi Somaiya	300,000	0.72%	[●]	[●]
7.	Karnataka Organic Chemicals Private Limited	273,530	0.65%	[●]	[●]
8.	Shantilal Karamshi Somaiya (HUF)	149,950	0.36%	[●]	[●]
9.	Somaiya Properties and Investments Private Limited	131,295	0.31%	[●]	[●]
10.	Arpit Limited	86,000	0.21%	[●]	[●]
11.	The Book Centre Limited	73,306	0.17%	[●]	[●]

S. N.	Name of the Shareholder	Pre-Offer		Post-Offer*	
		No. of Equity Shares	% of total Shareholding	No. of Equity Shares	% of total Shareholding
12.	Somaiya Chemical Industries Private Limited	20,800	0.05%	[●]	[●]
	Total	**6,887,724**	**16.42%**	**[●]**	**[●]**

** Subject to finalisation of Basis of Allotment.*

- None of our Promoters, members of the Promoter Group, our Directors, directors of our Corporate Promoters and 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.

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

12. ***Details of Promoters' contribution and lock-in for 18 months***

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of 18 months as minimum promoters' contribution from the date of Allotment ("**Promoters' Contribution**"), and the Promoters' shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked-in for a period of six months from the date of Allotment. Please see "*Objects of the Offer*" at page 101.

(ii) Details of the Equity Shares to be locked-in for 18 months from the date of Allotment as Promoters' Contribution are set forth in the table below.

Name of the Promoter	Date of allotment of the Equity Shares	Nature of transaction	No. of Equity Shares*	Face value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in**	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total						[●]	[●]	

** All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*
*** Subject to finalisation of Basis of Allotment.*

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

(iv) Our Company undertakes that the Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- The Equity Shares offered for Promoters' Contribution do not include equity shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

- The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

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

- The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

13. ***Details of Equity Shares locked- in for six months***

    In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by the Promoters and locked in for 18 months as specified above and Equity Shares offered by the Selling Shareholders as part of the Offer for Sale, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, in accordance with Regulations 16(1)(b) and 17 of the SEBI ICDR Regulations.

14. ***Lock-in of Equity Shares Allotted to Anchor Investors***

    Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.

15. ***Recording on non-transferability of Equity Shares locked-in***

    As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

16. ***Other requirements in respect of lock-in***

    Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

    (a) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

    (b) With respect to the Equity Shares locked-in as Promoters' Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

    However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

    In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations.

    Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of six months, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

17. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not made any buy-back arrangements for purchase of Equity Shares from any person.

18. None of the Directors, Key Managerial Personnel or Senior Management of our Company, except Samir Shantilal Somaiya, Sangeeta Arunkumar Srivastava, Bhalachandra Raghavendra Bakshi and Naresh Sitaram Khetan hold any Equity Shares in our Company. For details, see *"Our Management – Shareholding of Directors in our Company"* and *"Our Management – Shareholding of the Key Managerial Personnel and Senior Management*" on pages 230 and 241 respectively.

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

20. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Managers and their associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 do not hold any Equity Shares of our Company. The Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

21. None of our Directors, Promoters, members of our Promoter Group, Key Managerial Personnel, Senior Management and Selling Shareholders, who hold Equity Shares of our Company, are directly or indirectly related to any of the Book Running Lead Managers or their associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

22. Except for Samir Shantilal Somaiya, Somaiya Agencies Private Limited, Lakshmiwadi Mines and Minerals Private Limited, Filmedia Communication Systems Private Limited and Somaiya Properties and Investments Private Limited, who are offering Equity Shares in the Offer for Sale, none of our other Promoters or members of our Promoter Group will participate in the Offer.

23. As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option plan.

24. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

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

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Offer for Sale and the Fresh Issue.

Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders will be entitled to the proceeds from the sale of their respective portion of the Offered Shares in the Offer for Sale, net of their respective share of the Offer related expenses. For further details on the Offer related expenses, please see "*-Offer Expenses*" on page 106.

Net Proceeds

Our Company intends to utilise the Net Proceeds from the Fresh Issue towards funding the following objects (the "**Objects**"):

1. Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company; and

2. General corporate purposes

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers and provide a market for our Equity Shares to the existing public shareholders of our Company.

The main objects and matters in furtherance of the main objects set out in the Memorandum of Association enable us to undertake (i) our existing business activities; and (ii) the activities proposed to be funded from the Net Proceeds.

Appraising entity

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

Fresh Issue

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

Particulars	Estimated amount(1) (in ₹ *million*)
Gross proceeds of the Fresh Issue	Upto 3,250.00
(Less) Expenses in relation to the Fresh Issue (2)(3)	[●]
Net Proceeds of the Fresh Issue (2)	[●]

(1) 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.
(2) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.
(3) Please see "- Offer Expenses" on page 106.

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(1) (in ₹ *million*)
Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company	2,400

Particulars	Estimated amount[(1)] (in ₹ *million*)
General corporate purposes[(2)]	[●]

[(1)] 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.
[(2)] To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as follows:

(in ₹ million)

Particulars	Amount to be funded from Net Proceeds	Estimated deployment of the Net Proceeds[(1)]
		Fiscal 2025
Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company	2,400	2,400
General corporate purposes [(2)]	[●]	[●]
Total	[●]	[●]

[(1)] 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.
[(2)] To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial and technical factors, which are subject to change from time to time. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, access to capital, competition and interest rates and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the schedule of the planned repayment / prepayment of loans at the discretion of our management, subject to compliance with applicable laws. For further details, see "*Risk Factors- Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*" on page 62.

In the event that the estimated utilization of the Net Proceeds in a scheduled fiscal year is not completely met due to the reasons stated above, such funds shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable law. In case the estimated utilisation of the Net Proceeds in a scheduled fiscal year is higher than estimated due to the reasons stated above, the utilization in subsequent year will be reduced, as may be determined by our Company, in accordance with applicable law. In case the actual utilisation towards full or partial repayment or prepayment of certain borrowings availed by our Company is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds from Fresh Issue, subject to compliance with applicable law.

Means of Finance

As the entire requirement of funds for the Objects of the Fresh Issue are proposed to be met from the Net Proceeds, we confirm that there is no requirement to make firm arrangements of finance towards at least 75% of the stated means of finance through verifiable means, excluding the amount to be raised through the Fresh Issue. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations.

Details of the Objects

1. Repayment/pre-payment, in full or in part, of certain outstanding borrowings availed by our Company

Our Company has entered into various borrowing arrangements from time to time with banks, financial institutions and other entities, in the form of *inter alia* term loans and fund based and non-fund based working capital. As at March 31, 2024, we had total borrowings of ₹ 6,860.60 million on a consolidated basis which includes non-fund based borrowings and accrued interest on borrowings. For further information on the financial indebtedness of our Company, see "*Financial Indebtedness*" on page 354.

We propose to utilise a portion of the Net Proceeds aggregating to ₹ 2,400 million for full or partial repayment or prepayment of certain borrowings availed by our Company, comprising 34.98% of our total borrowings as of March 31, 2024. We believe that such repayment/prepayment will help us reduce a portion of our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, the improvement in the debt-to-equity ratio of our Company is intended to enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed is at the discretion of the Board and has been based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds.

The details of the outstanding loans proposed to be repaid or prepaid, in full or in part from the Net Proceeds for an aggregate amount of ₹ 2,400 million (pursuant to the criteria set out above) are set forth below:

Sr. No.	Name of the lender	Nature of the borrowing	Purpose of borrowing[(1)]	Date of sanction	Tenor	Sanctioned Amount (in ₹ million)	Amount outstanding as at March 31, 2024 (in ₹ million)	Interest rate as at March 31, 2024 (% per annum)	Schedule of repayment/term	Prepayment penalty	Purpose of utilisation of borrowing	Whether utilised for capital expenditure (Yes/No)
1.	Union Bank of India	Long term loan	For ethanol project – Sameerwadi Manufacturing Facility	August 14, 2019	72 months	473.80	142.05	11.20%	Repayable in 20 quarterly instalments commencing after a moratorium of 12 months	2% in case borrower prepays by way of funds other than fresh equity or internal accrual. No prepayment penalty if prepaid within 30 days after each reset date	Enhancement of ethanol production capacity	Yes
2.	Union Bank of India	Long term loan	For ethanol project – Sameerwadi Manufacturing Facility	November 1, 2021	7 years	770.00	577.50	10.80%	Repayable in 24 quarterly instalments commencing after a moratorium of 12 months	2% in case borrower prepays by way of funds other than fresh equity or internal accrual. No prepayment penalty if prepaid within 30 days after each reset date	Enhancement of ethanol production capacity	Yes
3.	Union Bank of India	Long term loan - GECL	For augmentation of working capital	April 26, 2022	6 years	450.00	450.00	9.25%	Repayable in 48 equal monthly instalments commencing after a moratorium of 24 months	N.A.	Working capital requirements due to COVID-19 outbreak	No
4.	Bank of India	Long term loan – soft loan sugar	For augmentation of working capital	May 15, 2019	6 years	651.50	184.52	11.00%	Repayable in 60 equal monthly instalments commencing after a moratorium of 12 months	1% of the amount prepaid if amount being prepaid is more than 25% of the amount due in the year	Payment of arrears to sugarcane farmer for 2018-2019 season	No
5.	Bank of India	Long term loan - GECL	For augmentation of working capital	March 31, 2022	72 months	230.00	230.00	9.25%	Repayable in 16 quarterly instalments commencing after a moratorium period of 24 months	N.A.	Working capital requirements due to COVID-19 outbreak	No
6.	IndusInd Bank Limited	Long term loan	For augmentation	January 27, 2020	6 years	1,100.00	688.93	10.60%	Repayable in 48 equal instalments	N.A.	Working capital requirements	No

Sr. No.	Name of the lender	Nature of the borrowing	Purpose of borrowing[(1)]	Date of sanction	Tenor	Sanctioned Amount (in ₹ million)	Amount outstanding as at March 31, 2024 (in ₹ million)	Interest rate as at March 31, 2024 (% per annum)	Schedule of repayment/term	Prepayment penalty	Purpose of utilisation of borrowing	Whether utilised for capital expenditure (Yes/No)
			of working capital									
7.		Long term loan	For a boiler project for Sakarwadi Manufacturing Facility	July 19, 2021	7 years	240.00	171.09	10.90%	Repayable in 26 equal quarterly instalments commencing after a moratorium period of six months	N.A.	Boiler installation at Sakarwadi Manufacturing Facility	Yes
8.		Long term loan - GECL	For augmentation of working capital	April 28, 2022	6 years	350.00	350.00	9.25%	Repayable in 48 equal quarterly instalments commencing after a moratorium period of 24 months	N.A.	Working capital requirements due to COVID-19 outbreak	No
9.	SVC Co-operative Bank Limited	Long term loan	For augmentation of working capital	January 28, 2021	8 years	500.00	400.00	10.75%	Repayable in 96 months with principal instalments to be repaid on quarterly basis	3% if the loan is refinanced by other lender. No prepayment penalty if repaid from equity infusion by way of an initial public offering	Working capital requirements	No
10.		Long term loan	For augmentation of working capital	March 27, 2023	10 years	650.00	630.00	10.50%	Repayable in 120 months with principal instalments to be repaid on quarterly basis	3% if the loan is refinanced by other lender. No prepayment penalty if repaid from equity infusion by way of an initial public offering	Working capital requirements	No
11.		Long term loan - GECL	For augmentation of working capital	February 16, 2022	72 months	150.00	147.43	9.25%	Repayable in 48 monthly instalments commencing after a moratorium period of 24 months	N.A.	Working capital requirements due to COVID-19 outbreak	No
Total						**5,565.30**	**3,971.52**					

[(1)] *Our Statutory Auditors, Verma Mehta & Associates, Chartered Accountants have confirmed that the above borrowings have been utilised for the purpose for which they were availed pursuant to their certificate dated June 13, 2024.*

There have neither been any delays or defaults by us in relation to the above-mentioned borrowings intended to be repaid/prepaid using the Net Proceeds nor has there been any rescheduling/restructuring of such borrowings.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, our Company may avail further loans after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans. Accordingly, in case *inter alia* any of the above loans are pre-paid or further drawn down prior to the completion of the Offer, we may utilize the Net Proceeds towards repayment/pre-payment of such additional indebtedness. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in full or part, would not exceed ₹ 2,400 million.

2. General Corporate Purposes

Our Company intends to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes and the business requirements of our Company as approved by our management, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, without limitation:

(i) funding business development, strategic initiatives and growth opportunities;
(ii) strengthening marketing capabilities and brand building exercises;
(iii) funding capital expenditure towards maintenance and/or upkeep of our Manufacturing Facilities;
(iv) meeting corporate contingencies and expenses incurred in ordinary course of business;
(v) funding working capital requirements and/or business requirements of our Company; and
(vi) and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including 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, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount in the next Fiscal.

Offer Expenses

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

Except for (a) listing fees and expenses in relation to product or corporate advertisements of our Company, i.e., any corporate advertisements consistent with the past practices of our Company (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) which will be borne by our Company; and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, all other Offer expenses will be shared upon successful completion of the Offer between our Company and the Selling Shareholders on a pro-rata basis in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by each of the Selling Shareholders in the Offer for Sale, respectively and in accordance with applicable law.

All estimated Offer related expenses to be proportionately borne by the Selling Shareholders shall be deducted from the proceeds of the Offer for Sale, and subsequently, the balance amount from the Offer for Sale will be paid to the Selling Shareholders. In the event any expenses relating to the Offer shall be paid by our Company in the first instance. Each Selling Shareholder severally and not jointly shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of such Selling Shareholder in the manner agreed to between our Company and such Selling Shareholder.

The estimated Offer expenses are set forth in the table below:

Activity	**Estimated expenses***	**As a % of the total estimated Offer expenses**	**As a % of the total Offer size**
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs and Sponsor Banks. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)(3)(4)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others (i) Listing fees, SEBI, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing and stationery expenses; (iii) Fees payable to legal counsel; (iv) Fees payable to the Statutory Auditors; (v) Fees payable to industry service provider and practicing company secretary; and (vi) Miscellaneous#.	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

* *Estimated offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated in the Prospectus after finalisation of the Offer Price. Offer expenses are estimates and are subject to change.*
\# *Comprising fees payable to depositories, stamp duty, additional intermediaries and agencies (if any), chartered engineer, that may be appointed in the course of Offer.*

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

*Portion for Retail Individual Investors**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Non-Institutional Investors**	*[●]% of the Amount Allotted (plus applicable taxes)**

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional processing/uploading charges shall be payable by our Company to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-syndicate members), CRTAs or CDPs from Retail Individual Investors, Eligible Employees and Non-Institutional Bidders and submitted to the SCSBs for blocking as follows:

*Portion for Retail Individual Investors**	*₹[●] per valid ASBA Forms (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] per valid ASBA Forms (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹[●] per valid ASBA Forms (plus applicable taxes)*

**Based on valid ASBA Forms*

(2) The processing fees for applications made by UPI Bidders would be as follows: Sponsor Bank will be entitled to processing fee of ₹[●] per valid ASBA Form for Bids made by UPI Bidders using the UPI Mechanism. The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, amendments, the Syndicate Agreement and other applicable laws.

(3) Brokerage, selling commission and processing/ uploading charges on the portion for UPI Bidders, Eligible Employees, RIIs and NIIs which are procured by the members of the Syndicate (including their sub-syndicate members), CRTAs, CDPs or for using 3-in1 type accounts-linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-syndicate members) would be as follows:

*Portion for UPI Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)**
*Portion for Non-Institutional Investors (not using the UPI Mechnaism)**	*[●]% 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.*

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-syndicate member.

The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Uploading charges/ processing charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by UPI Bidders*

Uploading Charges/ Processing Charges of ₹[●]/- per valid application (plus applicable taxes) are applicable only in case of bid uploaded by the members of the Syndicate, CRTAs and CDPs:

- *for applications made by Retail Individual Investors / Eligible Employees using 3-in-1 type accounts*

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

The Bidding/uploading charges payable to the Syndicate/Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(4) Selling commission payable to the registered brokers on the portion for Retail Individual Investors, Eligible Employees and Non Institutional Investors which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Investors, Eligible Employees and Non-Institutional Investors: ₹[●]/- per valid ASBA Form (plus applicable taxes).

The processing fees for applications made by the 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/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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Interim use of funds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge loan

Our Company has not raised any bridge loans from any banks or financial institutions, which are proposed to be repaid from the Net Proceeds.

Monitoring of utilisation of funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilization of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the Fresh Issue size exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized 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 utilization of the Gross

Proceeds as stated above; and (ii) details of category wise variations in the actual utilization of the Gross Proceeds as stated above.

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, being the regional language of Maharashtra, where our Registered Office is situated, in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received pursuant to sale of Equity Shares held by them pursuant to the Offer for Sale, none of our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or Group Companies will receive any portion of the Offer Proceeds. Further, there is no existing or anticipated transactions/arrangements in relation to the utilisation of the Net Proceeds our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or Group Companies.

BASIS FOR THE OFFER PRICE

The Price Band, Floor Price and 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 on the basis of the quantitative and qualitative factors described below. Investors should also refer to *"Risk Factors"*, "*Our Business*", *"Restated Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 31, 184, 255 and 321, 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:

- Prominent manufacturer of ethanol-based chemicals and one of the largest producers of ethanol in terms of volume;
- India's largest integrated biorefinery in terms of installed capacity as of March 31, 2024;
- Diversified product portfolio and well-established relationship with a diversified marquee customer base across industries and geographies;
- Well-developed in-house research and development capabilities; and
- Member of the Somaiya group and experienced promoter, board of directors, key managerial personnel and senior management.

For further details, see "*Our Business – Our Strengths*" on page 187.

Quantitative factors

Certain information presented below, relating to our Company, is based on the Restated Consolidated Financial Statements. For details, see "*Restated Consolidated Financial Statements*" on page 255.

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

I. Basic and diluted earnings per share ("EPS")

As per the Restated Consolidated Financial Statements:

Fiscal	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2024	2.93	2.93	3
2023	4.68	4.68	2
2022	4.55	4.55	1
Weighted Average	**3.78**	**3.78**	-

Note:

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

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

Particulars	P/E at the lower end of the Price Band (number of times)	P/E at the higher end of the Price Band (number of times)
Based on basic EPS for Fiscal 2024	[●]	[●]
Based on diluted EPS for Fiscal 2024	[●]	[●]

Industry Peer Group P/E ratio

	P/E Ratio
Highest	67.56
Lowest	10.96
Industry Composite	27.91

Notes:

(1) The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed later in this section. For further details, see "-Comparison of accounting ratios with listed industry peers" on page 111.

(2) *The industry P / E ratio has been computed based on the closing market price of equity shares on BSE on June 7, 2024 divided by the diluted EPS for the year ended March 31, 2024.*
(3) *All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual audited financial statements of the relevant companies for the year ended March 31, 2024, as available on the websites of the Stock Exchanges.*

III. Return on Net Worth ("RoNW")

As per Restated Consolidated Financial Statements:

Fiscal	RoNW (%)	Weight
Fiscal 2024	4.73%	3
Fiscal 2023	7.89%	2
Fiscal 2022	8.21%	1
Weighted Average	**6.36%**	-

Note:

Return on Net Worth (%) = $\frac{\textit{Restated consolidated net profit after tax for the year attributable to the equity Shareholders of the Company}}{\textit{Restated Consolidated Net Worth as at the end of the year}}$

IV. Net asset value per Equity Share (face value of ₹ 10 each)

Net Asset Value per Equity Share	(₹)
As on March 31, 2024	62.05
After the Offer	[●]
Offer Price	[●]

Note:

Net Asset Value per share = $\frac{\textit{Restated equity attributable to owners of the Company excluding reserves created out of revaluation of assets \& capital redemption reserve.}}{\textit{Number of equity shares outstanding at the end of the year}}$

V. Comparison of accounting ratios with listed industry peers

Name of the company	Face Value (₹ per share)	Revenue from operations *(₹ in million)*	Basic EPS 2024 (₹)	Diluted EPS 2024 (₹)	P/E as on June 7, 2024	RONW (%)	NAV (₹)
Godavari Biorefineries Limited	10.00	16,866.65	2.93	2.93	NA	4.73%	62.05
Listed peers							
Alkyl Amines Chemicals Limited	2.00	14,406.10	29.13	29.09	67.56	11.75%	247.87
Jubilant Ingrevia Limited	1.00	41,358.00	11.56	11.55	43.33	6.68%	171.86
Laxmi Organic Industries Limited	2.00	28,650.07	4.46	4.43	54.33	6.71%	65.18
EID Parry (India) Limited	1.00	294,131.10	50.68	50.61	13.93	12.75%	397.61
Triveni Engineering and Industries Limited	1.00	61,514.00	18.05	18.05	18.52	13.62%	132.52
Balrampur Chini Mills Limited	1.00	55,937.40	26.49	26.49	15.11	15.72%	168.57
Dalmia Bharat Sugar & Industries Limited	2.00	28,993.70	33.66	33.66	11.41	9.29%	362.27
Dhampur Sugar Mills Limited	10.00	26,468.30	20.27	20.27	10.96	12.21%	168.28
Dwarikesh Sugar Industries Limited	1.00	17,095.70	4.44	4.44	16.03	10.16%	43.66

Source: The financial information for our Company is based on the Restated Consolidated Financial Statements as at and for the financial year ended March 31, 2024.
The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial statements of the respective company for the financial year ended March 31, 2024 submitted to the Stock Exchanges.
Notes:
(1) *Basic EPS and diluted EPS refer to the basic EPS and diluted EPS sourced from the financial statements of the respective company*
(2) *P/E ratio has been computed based on the closing market price of equity shares on BSE on June 7, 2024 divided by the diluted EPS provided.*
(3) *Return on net worth (RoNW) is computed as profit for the year attributable to common shareholders of the parent divided by net worth (excluding non-controlling interest), as at March 31, 2024*
(4) *NAV per equity share has been computed as the net worth attributable to common shareholders (excluding non-controlling interest) divided by the total number of shares outstanding, as at March 31, 2024.*

VI. Key performance indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business verticals in comparison to our peers. Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Offer Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated June 13, 2024. Further, the members of our Audit Committee have confirmed that, except as disclosed in this Draft Red Herring Prospectus, there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs disclosed herein have been certified by our Statutory Auditors, by their certificate dated June 13, 2024.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "*Our Business*", and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 184 and 321 respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Directors of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (b) complete utilisation of the proceeds of the Fresh Issue as disclosed in "*Objects of the Offer*" on page 101, or for such other duration as may be required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 1.

Metric	Explanation for the KPI
Revenue from operations (₹ million)	Revenue from operations is used by the management to track the revenue of the business and in turn helps assess the overall financial performance of our Company and size of the business.
Growth in revenue from operations (%)	Growth in revenue from operations provides information regarding the growth of the business for the respective period.
Gross Profit (₹ million)	Gross Profit provides information regarding the value addition by our Company (including its profits) over material cost on the sale of products and services by our Company.
Gross Margin (%)	Gross Margin is an indicator of the value addition by our Company (including its profits) over material cost on sale of products and services by our Company.
EBITDA (₹ million)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of the business.
Profit / (loss) for the Year (₹ million)	Profit for the year provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of the business.
Net Worth (₹ million)	Net Worth indicates the total value created by the entity and provides a snapshot of the current financial position of the entity.
Return on Equity ("**RoE**") (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Return on Capital Employed ("**RoCE**") (%)	ROCE provides how efficiently our Company generates earnings before finance costs and taxes from the capital employed in the business.
Debt-to-Equity Ratio (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.
Net Fixed Assets Turnover Ratio (times)	Net fixed assets turnover ratio measures the efficiency of our property, plant and equipment, right-of-use assets and intangible assets in generating revenue.
Net Working Capital Days	Net Working Capital Days indicates our working capital requirements in days in relation to revenue generated from operations
Number of Days of Sugarcane Crushing	Number of Days of Sugarcane Crushing indicates the number of days for which our sugar mills operate to crush the harvested sugarcane, typically from October to April.

Metric	Explanation for the KPI
External Revenue for Sugar Segment (₹ million)	External Revenue for Sugar Segment provides the external revenue generated by our Sugar segment.
Sales from Jivana Brand (₹ million)	Sales of products under our Jivana brand.
Sugar Segment EBITDA (₹ million)	EBITDA for Sugar Segment provides information regarding the operational efficiency of our Sugar segment.
External Revenue for Cogeneration Segment (₹ million)	External Revenue for Cogeneration segment provides the external revenue generated by our Cogeneration segment.
Cogeneration Segment EBITDA (₹ million)	EBITDA for Cogeneration Segment provides information regarding the operational efficiency of our Cogeneration segment.
External Revenue for Bio based Chemicals Segment (₹ million)	External Revenue for Bio based Chemicals segment provides the external revenue generated by our Bio based Chemicals segment.
Bio based Chemicals Segment EBITDA (₹ million)	EBITDA for Bio based Chemicals Segment provides information regarding the operational efficiency of our Bio based Chemicals segment.
External Revenue for Distillery Segment (₹ million)	External Revenue for Distillery segment provides the external revenue generated by our Distillery segment.
Distillery Segment EBITDA (₹ million)	EBITDA for Distillery Segment provides information regarding the operational efficiency of our Distillery segment.
Sugarcane crushed for the year (LMT)	Sugarcane crushed for the year indicates the quantity of sugarcane crushed by our sugar mills in the harvesting season.
Gross Recovery for the year (%)	Gross Recovery is the proportion of sugar including clear juice, syrup and BH Molasses extracted per tonne of sugarcane crushed.
Sugar diverted for production of ethanol (%)	Sugar diverted for ethanol production indicates the percentage of clear juice, syrup and BH Molasses used for the production and sale of ethanol instead of the production and sale of sugar production.
Power generated from Cogeneration Segment (MWHR)	Power Generation helps us in tracking power generated by our Cogeneration facilities for captive consumption as well as external sales

Details of our KPIs as at/ for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022

(₹ in million, unless mentioned otherwise)

Metric	As at and or for the Financial Year ended March 31,		
	2024	2023	2022
Revenue from Operations (₹ million)	16,866.65	20,146.94	17,023.29
Growth in revenue from operations (%)	(16.28%)	18.35%	NA
Gross Profit (₹ million)	5,096.33	6,306.76	5,138.38
Gross Margin (%)	30.22%	31.30%	30.18%
EBITDA (₹ million)	1,479.35	1,546.16	1,405.34
EBITDA Margin (%)	8.77%	7.67%	8.26%
Profit / (loss) for the Year (₹ million)	122.99	196.37	190.97
PAT Margin (%)	0.72%	0.97%	1.12%
Net Worth (₹ million)	2,602.45	2,490.13	2,325.69
Return on Equity (%)	4.73%	7.89%	8.21%
Return on Capital Employed (%)	9.53%	10.59%	10.64%
Debt-to-Equity Ratio (times)	2.55	2.96	2.74
Net Fixed Assets Turnover Ratio (times)	1.98	2.33	2.55
Net Working Capital Days	78.95	58.25	53.76
Number of Days of Sugarcane Crushing	150	131	153
External Revenue for Sugar Segment (₹ million)	5,637.46	6,778.44	5,176.75
Sales from Jivana Brand (₹ million)	841.67	428.43	282.87
Sugar Segment EBITDA (₹ million)	391.06	610.89	328.16
External Revenue for Cogeneration Segment (₹ million)	428.23	428.53	363.17
Cogeneration Segment EBITDA (₹ million)	162.88	160.16	134.24
External Revenue for Bio based Chemicals Segment (₹ million)	5,055.23	6,517.93	6,470.74
Bio based Chemicals Segment EBITDA (₹ million)	168.60	73.74	301.80

Metric	As at and or for the Financial Year ended March 31,		
	2024	2023	2022
External Revenue for Distillery Segment (₹ million)	5,616.95	6,318.62	4,906.15
Distillery Segment EBITDA (₹ million)	713.18	758.99	683.80
Sugarcane crushed for the year (LMT)	24.07	20.96	22.48
Gross Recovery for the year (%)	10.78%	11.76%	11.60%
Sugar diverted for production of ethanol (%)	27.64%	42.18%	36.12%
Power generated from Cogeneration Segment (MWHR)	170,772	164,038	154,782

Notes:

1) *The above financial information has been extracted or derived from the Restated Consolidated Financial Statements.*
2) *Revenue from Operations means the revenue from operations for the year.*
3) *Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant year minus revenue from operations of the preceding year, divided by revenue from operations of the preceding year.*
4) *Gross profit is calculated as revenue from operations minus cost of materials consumed minus purchases of stock-in-trade minus decrease / (increase) in inventories of finished goods, finished goods in transit, stock in trade and work-in-process.*
5) *Gross Margin is calculated as gross profit divided by revenue from operations.*
6) *EBITDA is calculated as profit/ (loss) for the year plus finance costs, depreciation and amortization expense and total tax expenses.*
7) *EBITDA Margin is calculated as EBITDA divided by revenue from operations.*
8) *PAT Margin is calculated as profit/ (loss) for the year divided by total income.*
9) *Net Worth is calculated as aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets including revaluation reserves, capital redemption reserves, write-back of depreciation and amalgamation.*
10) *Return on Equity is calculated as profit/ (loss) for the year divided by net worth.*
11) *Return on Capital Employed is calculated as EBIT divided by capital employed. Capital employed is calculated as net worth plus non-current borrowings excluding current maturity of long-term debts plus current borrowings plus interest accrued on borrowings while EBIT is calculated as profit/ (loss) for the year plus total tax expenses plus finance costs.*
12) *Debt-to-Equity Ratio is calculated as the sum of non-current borrowings excluding current maturity of long-term debts, current borrowings and interest accrued on borrowings divided by net worth.*
13) *Net Fixed Assets Turnover Ratio is calculated as revenue from operations divided by net fixed assets. Net fixed assets is calculated as net property, plant and equipment plus net right-of-use assets plus net intangible assets.*
14) *Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as inventories plus current trade receivables minus trade payables.*
15) *External Revenue for Sugar, Cogeneration, Bio-based Chemicals and Distillery have been taken from Segmental Reporting.*
16) *Segmental EBITDA for Sugar, Cogeneration, Bio-based Chemicals and Distillery have been calculated as segmental operating profit before interest plus segmental depreciation and amortization expense.*

Description on the historic use of the KPIs by us to analyse, track or monitor our operational and/or financial performance

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Comparison of our KPIs with our listed industry peers

(a) Comparison of KPIs of Fiscal 2024 with listed industry peers

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
Revenue from Operations (₹ million)	16,866.65	14,406.10	41,358.00	28,650.07	294,131.10	61,514.00	55,937.40	28,993.70	26,468.30	17,095.70
Growth in revenue from operations (%)	(16.28) %	(14.40) %	(13.34) %	2.65%	(16.54) %	(2.52) %	19.89%	(10.85) %	(7.90) %	(18.71) %
Gross Profit (₹ million)	5,096.33	6,730.50	19,932.20	9,402.57	67,665.60	16,206.50	16,768.07	9,333.00	5,580.80	4,503.43
Gross Margin (%)	30.22%	46.72%	48.19%	32.82%	23.01%	26.35%	29.98%	32.19%	21.08%	26.34%
EBITDA (₹ million)	1,479.35	2,657.90	4,564.20	2,839.35	29,193.60	6,884.30	9,660.97	5,404.60	2,933.90	2,166.18
EBITDA Margin (%)	8.77%	18.45%	11.04%	9.91%	9.93%	11.19%	17.27%	18.64%	11.08%	12.67%
Profit / (loss) for the Year (₹ million)	122.99	1,488.70	1,828.90	1,205.35	16,175.70	3,951.60	5,344.74	2,724.70	1,345.20	835.17
PAT Margin (%)	0.72%	10.23%	4.38%	4.17%	5.44%	6.36%	9.26%	9.00%	5.03%	4.85%
Net Worth (₹ million)	2,602.45	12,671.40	27,374.70	17,979.92	112,120.00	29,009.00	34,009.63	29,321.60	11,010.10	8,220.82
Return on Equity (%)	4.73%	11.75%	6.68%	6.71%	12.75%	13.62%	15.72%	9.29%	12.21%	10.16%
Return on Capital Employed (%)	9.53%	16.32%	9.23%	9.17%	19.80%	13.56%	15.27%	9.48%	11.37%	12.90%
Debt-to-Equity Ratio (times)	2.55	0.00	0.27	0.08	0.11	0.49	0.59	0.49	0.87	0.55
Net Fixed Assets Turnover Ratio (times)	1.98	1.32	1.63	3.26	6.08	4.09	2.12	1.57	2.30	2.93
Net Working Capital Days	78.95	56.20	65.89	13.33	14.71	142.89	177.22	190.06	133.21	156.58
Number of Days of Sugarcane Crushing	150	NA	NA	NA	NA	NA	NA	NA	NA	NA
External Revenue for Sugar Segment (₹ million)	5,637.46	NA	NA	NA	NA	NA	NA	NA	NA	11,204.58
Branded Sales (₹ million)	841.67	NA	NA	NA	NA	NA	NA	NA	NA	NA
Sugar Segment EBITDA (₹ million)	391.06	NA	NA	NA	NA	NA	NA	NA	NA	NA
External Revenue for Cogeneration Segment (₹ million)	428.23	NA	NA	NA	NA	NA	NA	NA	NA	NA
Cogeneration Segment EBITDA (₹ million)	162.88	NA	NA	NA	NA	NA	NA	NA	NA	NA
External Revenue for Bio based Chemicals Segment (₹ million)	5,055.23	14,406.10	34,558.00	28,650.07	NA	NA	NA	NA	NA	NA
Bio based Chemicals Segment EBITDA (₹ million)	168.60	2,657.90	NA	2,839.35	NA	NA	NA	NA	NA	NA

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
External Revenue for Distillery Segment (₹ million)	5,616.95	NA	NA	NA	NA	NA	NA	NA	NA	5,891.12
Distillery Segment EBITDA (₹ million)	713.18	NA	NA	NA	NA	NA	NA	NA	NA	NA
Sugarcane crushed for the year (LMT)	24.07	NA	NA	NA	50.00	82.60	108.45	NA	36.69	36.66
Gross Recovery for the year (%)	10.78%	NA	NA	NA	NA	11.49%	NA	NA	11.63%	0.12%
Sugar diverted for production of ethanol (%)	27.64%	NA	NA	NA	NA	NA	NA	NA	NA	0.07%
Power generated from Cogeneration Segment (MWHR)	170,772	NA	NA	NA	NA	NA	898,000	NA	406,600	308,900

Source: The financial information for our Company is based on the Restated Consolidated Financial Statements as at and for the financial year ended March 31, 2024.
The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial statements and investor presentations of the respective company for the financial year ended March 31, 2024 submitted to the Stock Exchanges.

(b) Comparison of KPIs of Fiscal 2023 with listed industry peers

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
Revenue from Operations (₹ million)	20,146.94	16,830.50	47,726.90	27,911.69	352,438.00	63,101.00	46,658.62	32,520.80	28,740.20	21,029.60
Growth in revenue from operations (%)	18.35%	9.15%	(3.57) %	(9.50) %	49.84%	34.43%	(3.72) %	8.16%	32.87%	6.28%
Gross Profit (₹ million)	6,306.76	8,233.80	21,911.20	9,359.45	73,324.20	15,303.50	12,566.22	9,296.70	5,780.10	4,681.53
Gross Margin (%)	31.30%	48.92%	45.91%	33.53%	20.80%	24.25%	26.93%	28.59%	20.11%	22.26%
EBITDA (₹ million)	1,546.16	3,570.50	5,805.10	2,565.83	32,328.20	6,963.30	5,748.31	5,121.10	3,188.10	2,285.90
EBITDA Margin (%)	7.67%	21.21%	12.16%	9.19%	9.17%	11.04%	12.32%	15.75%	11.09%	10.87%
Profit / (loss) for the Year (₹ million)	196.37	2,286.60	3,075.00	1,246.12	18,277.40	17,918.00	2,841.67	2,500.70	1,579.90	1,047.46
PAT Margin (%)	0.97%	13.48%	6.40%	4.44%	5.18%	28.04%	6.01%	7.51%	5.47%	4.95%
Net Worth (₹ million)	2,490.13	11,689.30	26,662.30	14,123.84	95,389.90	26,652.50	28,955.76	27,049.50	10,430.40	7,396.90
Return on Equity (%)	7.89%	19.56%	11.53%	8.82%	15.57%	67.23%	9.81%	9.24%	15.11%	14.16%
Return on Capital Employed (%)	10.59%	24.86%	14.96%	10.18%	26.27%	17.31%	9.57%	12.43%	15.08%	16.06%
Debt-to-Equity Ratio (times)	2.96	0.07	0.15	0.28	0.12	0.34	0.65	0.17	0.70	0.50

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
Net Fixed Assets Turnover Ratio (times)	2.33	2.34	2.59	3.91	9.17	4.33	1.80	1.97	2.75	3.61
Net Working Capital Days	58.25	54.73	56.97	52.06	5.70	114.17	166.43	109.78	86.27	100.18
Number of Days of Sugarcane Crushing	131	NA	NA	NA	NA	NA	148	NA	NA	NA
External Revenue for Sugar Segment (₹ million)	6,778.44	NA	NA	NA	45,437.80	37,097.38	34,880.71	20,886.90	12,243.80	15,674.65
Branded Sales (₹ million)	428.43	NA	NA	NA	NA	NA	NA	NA	NA	NA
Sugar Segment EBITDA (₹ million)	610.89	NA	NA	NA	908.50	3,552.70	3,198.27	1,705.40	894.80	NA
External Revenue for Cogeneration Segment (₹ million)	428.53	NA	NA	NA	1,704.50	2,250.97	NA	1,208.30	670.20	NA
Cogeneration Segment EBITDA (₹ million)	160.16	NA	NA	NA	121.90	842.97	NA	1,668.40	920.20	NA
External Revenue for Bio based Chemicals Segment (₹ million)	6,517.93	16,830.50	42,215.20	27,911.69	NA	NA	NA	NA	3,024.00	NA
Bio based Chemicals Segment EBITDA (₹ million)	73.74	3,570.50	5,668.00	2,565.83	NA	NA	NA	NA	227.70	NA
External Revenue for Distillery Segment (₹ million)	6,318.62	NA	NA	NA	6,430.20	18,655.31	11,532.97	10,134.50	5,812.70	5,354.95
Distillery Segment EBITDA (₹ million)	758.99	NA	NA	NA	600.20	2,391.62	3,056.78	1,807.10	1,457.30	NA
Sugarcane crushed for the year (LMT)	20.96	NA	NA	NA	51.81	93.30	93.66	53.75	39.02	38.21
Gross Recovery for the year (%)	11.76%	NA	NA	NA	10.62%	11.47%	11.62%	12.19%	12.04%	11.62%
Sugar diverted for production of ethanol (%)	42.18%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Power generated from Cogeneration Segment (MWHR)	164,038	NA	NA	NA	NA	NA	718,700	501,000	390,000	301,900

Source: The financial information for our Company is based on the Restated Consolidated Financial Statements as at and for the financial year ended March 31, 2023.
The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial statements and investor presentations of the respective company for the financial year ended March 31, 2023 submitted to the Stock Exchanges.

(c) Comparison of KPIs of Fiscal 2022 with listed industry peers

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
Revenue from Operations (₹ million)	17,023.29	15,419.87	49,493.58	30,842.66	235,210.60	46,940.44	48,460.27	30,068.60	21,629.80	19,787.13
Growth in revenue from operations (%)	NA	24.11%	NM	74.41%	26.76%	(0.20) %	0.71%	11.96%	(3.13) %	7.61%
Gross Profit (₹ million)	5,138.38	7,064.30	21,094.71	9,586.71	59,007.40	14,317.87	13,898.81	8,842.20	5,537.80	4,988.02
Gross Margin (%)	30.18%	45.81%	42.62%	31.08%	25.09%	30.50%	28.68%	29.41%	25.60%	25.21%
EBITDA (₹ million)	1,405.34	3,401.49	8,633.16	3,825.20	26,280.20	6,565.94	7,327.14	5,283.70	3,020.30	2,939.62
EBITDA Margin (%)	8.26%	22.06%	17.44%	12.40%	11.17%	13.99%	15.12%	17.57%	13.96%	14.86%
Profit / (loss) for the Year (₹ million)	190.97	2,248.97	4,767.11	2,574.18	15,737.00	4,240.59	4,646.35	2,953.60	1,440.30	1,552.16
PAT Margin (%)	1.12%	14.44%	9.57%	8.31%	6.63%	8.99%	9.52%	9.62%	6.63%	7.83%
Net Worth (₹ million)	2,325.69	9,898.06	24,331.22	12,902.18	80,998.70	19,128.53	27,697.14	23,587.10	8,849.80	6,732.87
Return on Equity (%)	8.21%	22.72%	19.59%	19.95%	17.03%	22.17%	16.78%	12.52%	16.28%	23.05%
Return on Capital Employed (%)	10.64%	30.16%	27.80%	23.49%	25.72%	18.29%	15.85%	13.26%	14.27%	20.94%
Debt-to-Equity Ratio (times)	2.74	0.02	0.09	0.10	0.10	0.82	0.44	0.35	0.99	0.78
Net Fixed Assets Turnover Ratio (times)	2.55	2.45	2.75	8.15	6.30	4.41	2.97	1.96	2.16	5.10
Net Working Capital Days	53.76	50.37	51.20	39.12	14.52	151.85	155.11	138.51	131.72	128.28
Number of Days of Sugarcane Crushing	153	NA	NA	NA	NA	NA	133.00	NA	NA	NA
External Revenue for Sugar Segment (₹ million)	5,176.75	NA	NA	NA	35,406.30	30,342.80	37,571.17	NA	9,994.70	16,525.06
Branded Sales (₹ million)	282.87	NA	NA	NA	NA	NA	NA	NA	NA	NA
Sugar Segment EBITDA (₹ million)	328.16	NA	NA	NA	2,154.50	4,343.94	3,730.97	NA	792.30	1,884.71
External Revenue for Cogeneration Segment (₹ million)	363.17	NA	NA	NA	1,016.50	1,839.07	NA	NA	682.30	NA
Cogeneration Segment EBITDA (₹ million)	134.24	NA	NA	NA	146.00	718.64	NA	NA	926.20	NA
External Revenue for Bio based Chemicals Segment (₹ million)	6,470.74	15,419.87	41,821.00	30,842.66	NA	NA	NA	NA	2,776.50	NA
Bio based Chemicals Segment EBITDA (₹ million)	301.80	3,401.49	7,293.00	3,825.20	NA	NA	NA	NA	203.90	NA
External Revenue for Distillery Segment (₹ million)	4,906.15	NA	NA	NA	4,910.40	10,712.66	9,966.98	NA	4,269.60	3,262.07
Distillery Segment EBITDA (₹ million)	683.80	NA	NA	NA	681.50	1,662.32	4,161.09	NA	1,454.50	1,211.69

Particulars	Godavari Biorefineries Limited	Alkyl Amines Chemicals Limited	Jubilant Ingrevia Limited	Laxmi Organic Industries Limited	EID Parry (India) Limited	Triveni Engineering and Industries Limited	Balrampur Chini Mills Limited	Dalmia Bharat Sugar & Industries Limited	Dhampur Sugar Mills Limited	Dwarikesh Sugar Industries Limited
Sugarcane crushed for the year (LMT)	22.48	NA	NA	NA	50.21	84.10	88.54	52.63	35.83	37.39
Gross Recovery for the year (%)	11.60%	NA	NA	NA	10.63%	11.70%	11.48%	NA	12.16%	11.85%
Sugar diverted for production of ethanol (%)	36.12%	NA	NA	NA	NA	NA	NA	25.00%	NA	NA
Power generated from Cogeneration Segment (MWHR)	154,782	NA	NA	NA	NA	NA	727,200	447,000	400,100	301,300

Source: The financial information for our Company is based on the Restated Consolidated Financial Statements as at and for the financial year ended March 31, 2022.
The financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the financial statements and investor presentations of the respective company for the financial year ended March 31, 2022 submitted to the Stock Exchanges.
Notes relating to KPIs of Industry Peers:

1. *Chemicals segment for Jubilant Ingrevia Limited includes both Speciality Chemicals & Chemical Intermediates segments.*
2. *Sugar segment for Dwarikesh Sugar Industries Limited includes both Sugar & Co-generation segments.*
3. *Power transmission segment has been considered as Cogeneration segment for Triveni Engineering and Industries Limited.*
4. *Revenue from Operations means the revenue from operations for the year.*
5. *Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant year minus Revenue from Operations of the preceding year, divided by Revenue from Operations of the preceding year.*
6. *Gross profit is calculated as revenue from operations minus cost of materials consumed minus purchases of stock-in-trade minus (increase)/decrease in inventories of finished goods, by products, stock-in-trade and work-in-progress minus excise duty on sale of goods.*
7. *Gross Margin is calculated as Gross profit divided by revenue from operations.*
8. *EBITDA is calculated as profit/ (loss) for the year less exceptional items, share of profit/(loss) of associates & joint ventures and net profit/ (loss) for the year from discontinued operation plus finance costs, depreciation and amortisation, and total income tax expenses.*
9. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations.*
10. *PAT Margin is calculated as profit/ (loss) for the year divided by total income.*
11. *Net Worth means total equity (including minority interest).*
12. *Return on Equity is calculated as profit/ (loss) for the year (Excluding share of minority in profits) divided by total equity (Excluding non-controlling interest).*
13. *Return on Capital Employed is calculated as EBIT divided by capital employed. Capital employed is calculated as total equity plus non-current borrowings plus current borrowings while EBIT is calculated as EBITDA plus net profit/ (loss) for the year from discontinued operation and share of profit/(loss) of associates & joint ventures less depreciation and amortization.*
14. *Debt-to-Equity Ratio is calculated as non-current borrowings plus current borrowings divided by total equity (including minority interest).*
15. *Net Fixed Assets Turnover Ratio is calculated as revenue from operations divided by the sum of net property, plant and equipment, right-of-use assets, goodwill and other intangible assets.*
16. *Net Working Capital Cycle (days) is calculated as net working capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as inventories plus current trade receivables minus current trade payables.*
17. *Branded Sales in relation to our Company means Sales from Jivana Brand.*
18. *Segmental EBITDA has been taken directly from the Annual Report for Jubilant Ingrevia Limited. For other peers, the Segmental EBITDA has been calculated as Segmental EBIT plus segmental depreciation and amortisation plus segmental interest income.*
19. *N.A. for Industry Peers refers to information not publicly available.*

Comparison of KPIs based on additions or dispositions to our business

Our Company has not undertaken a material acquisition or disposition of assets / business for the periods that are covered by the KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

VII. Weighted average cost of acquisition, floor price and cap price

(a) Price per share of our Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus (excluding Equity Shares issued under employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) Price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or other Shareholders of our Company with rights to nominate directors during the 18 months preceding the date of filing of the this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters, members of the Promoter Group, the Selling Shareholders or shareholders having the right to nominate Directors to the Board of our Company are a party to the transactions (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) Since there are no transactions to report under points (a) and (b), the following are the details based on the last five primary issuances and secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) to the Board of our Company, are a party to the transaction excluding transmissions), not older than the three years preceding the date of this Draft Red Herring Prospectus, irrespective of the size of transactions

There have been no primary issuances or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) to the Board of our Company, are a party to the transaction excluding transmissions), in the three years preceding the date of this Draft Red Herring Prospectus.

(d) Floor Price and Cap Price vis-a-vis the weighted average cost of acquisition at which the Equity Shares based on primary issuances/secondary transactions during the last three years:

Based on the disclosures in (a) and (b) above, the weighted average cost of acquisition of Equity Shares as compared with the Floor Price and Cap Price is set forth below:

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Floor price in ₹ [●]	Cap price in ₹ [●]
Weighted average cost of acquisition for last 18 months based on primary/new issue of shares (equity/ convertible securities), excluding shares issued under the employee stock options schemes and issuance of bonus shares, during the 18 months preceding the date of filing of this Daft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Not applicable	Not applicable	Not applicable
Weighted average cost of acquisition for last 18 months based on secondary sale/acquisition of shares equity/convertible securities), where the Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board or Selling Shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	Not applicable	Not applicable	Not applicable
Since there are no transactions to report under (a) and (b) above, the following are the details based on the last five primary and secondary transactions (secondary transactions where Promoter(s), members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate Director(s) to the Board of our Company, are a party to the transaction excluding transmission), during the three years preceding the date of this Draft Red Herring Prospectus, irrespective of the size of transactions:			
Weighted average cost of acquisition of Primary Issuances	Not applicable	Not applicable	Not applicable
Weighted average cost of acquisition of Secondary Transactions	Not applicable	Not applicable	Not applicable

Note: The above details have been certified by our Statutory Auditors, by their certificate dated June 13, 2024.

VIII. Explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in VII above) along with our Company's key performance indicators and financial ratios for the Fiscals 2024, 2023 and 2022.

[●]*

**To be included on finalisation of Price Band*

IX. Explanation for Offer Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in VII above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

**To be included on finalisation of Price Band*

X. The Offer price is [●] times of the face value of the Equity Share

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-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" beginning on page 31, 184, 321 and 255 respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" on page 31 and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

The Board of Directors
Godavari Biorefineries Limited
Somaiya Bhavan
45-47 Mahatma Gandhi Road
Fort, Mumbai 400 001

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

1. We, Verma Mehta & Associates., Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure A**,** prepared by the Company and initialled by us and the Company for identification purpose ("**Statement**") for the proposed initial public offering of equity shares of the Company ("**Offer**"), provides the possible special tax benefits available to the Company and to its shareholders under the Income Tax Act, 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2024, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India and under indirect taxation laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives that the Company faces in the future, the Company may or may not choose to fulfil.

2. The benefits discussed in the enclosed Statement covers only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company. 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.

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

   - the Company and/or its shareholders will continue to obtain these possible special tax benefits in the future; or

   - the conditions prescribed for availing of the benefits, where applicable have been/would be met with.

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

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

6. We hereby consent to this certificate being disclosed by the book running lead managers to the Offer, if required by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authorities (including stock exchanges) with prior intimation to us.

7. We hereby consent to this certificate (including the Statement) being used in the Draft Red Herring Prospectus to be filed by the Company in connection with the Offer and other Offer related materials and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **VERMA MEHTA & ASSOCIATES**
Chartered Accountants
Firm Registration Number: 112118W

Sandeep Ramesh Verma
Partner
Membership Number: 045711
Place of Signature: Mumbai
Date: June 13, 2024
UDIN: 24045711BKIAFW8135

Annexure A

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE DIRECT AND INDIRECT TAX LAWS IN INDIA

1. **Special tax benefits available to the Company**

   There are no possible special tax benefits available to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, 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 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

2. **Special Tax Benefits to the Shareholders**

   The shareholders of the Company are also not eligible to any special tax benefits under the provisions of the Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975 and / or Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

Notes:

1. We have not considered the general tax benefits that may be available to the Company, or shareholders of the Company.

2. The above is as per the prevalent Tax Laws as on date.

3. The above statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.

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

SECTION VI - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the industry and market related information in this section has been derived from a report titled "Independent Market Report on Biorefinery Chemicals" dated May 28, 2024 (the "**Frost & Sullivan Report**") prepared and released by Frost & Sullivan, exclusively commissioned and paid for by us in connection with the Offer. We commissioned and paid for the Frost & Sullivan Report for the purposes of confirming our understanding of the industry specifically for the purpose of the Offer for an agreed fee. We engaged Frost & Sullivan in connection with the preparation of the Frost & Sullivan Report pursuant to an engagement letter dated January 25, 2024. The data included herein includes excerpts from the Frost & Sullivan Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer) that has been left out or changed in any manner. A copy of the Frost & Sullivan Report is available on the website of our Company at https://godavaribiorefineries.com/our-company-investors. Unless otherwise indicated, financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Industry publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See "Certain Conventions, Presentation of Financial, Industry and Market Data—Industry and Market Data" on page 17. Also see "Risk Factors- Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 43.*

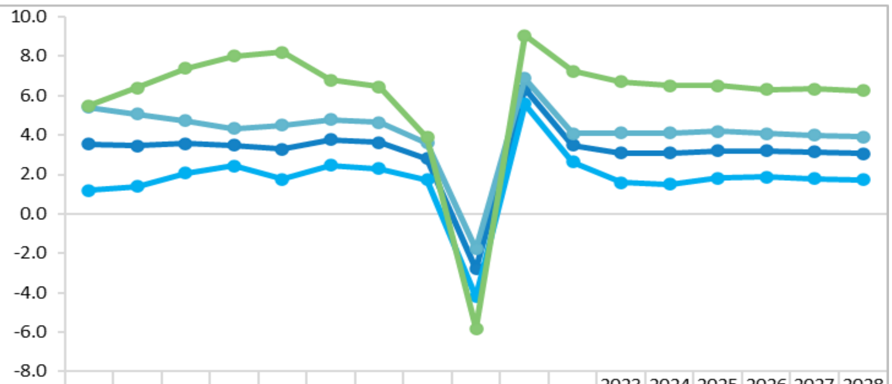
Macroeconomic Overview – Global

Gross Domestic Product (GDP) Growth

Global growth remained subdued in 2023, as elevated inflationary pressures and the resultant synchronised rate hikes by major central banks weighed on economic activity. Emerging and advanced countries are estimated to have grown by 4.1% and 1.6%, respectively, in 2023. High costs of raw materials and restrained labour market conditions within advanced economies weighed on growth in manufacturing-oriented nations such as Germany, while services-reliant countries such as France and Spain grew at a slightly stronger pace during the year. A subdued global economic climate also dampened export potential, with weaker-than-expected Chinese economic recovery causing spillover effects within the country's trading partners. Moreover, the onset of the Israel-Hamas war in Q4 2023 led to increased energy market volatility as well as raised concerns of a regional conflict spillover.

The global economy is expected to grow by 3.1% in 2024, as weakness continues to prevail in advanced economies such as the UK, Japan, and the Eurozone. While gradually easing price pressures, coupled with a normalization of monetary policy during H2 2024 will provide some respite, mounting geopolitical tensions and sluggish trade flows are causing some short-term setbacks.

Real GDP Growth (%) 2012- 2028F



	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023 E	2024 F	2025 F	2026 F	2027 F	2028 F
World	3.5	3.5	3.6	3.5	3.3	3.8	3.6	2.8	-2.8	6.3	3.5	3.1	3.1	3.2	3.2	3.1	3.1
Advanced Economies	1.2	1.4	2.1	2.4	1.8	2.5	2.3	1.7	-4.2	5.6	2.6	1.6	1.5	1.8	1.9	1.8	1.7
Emerging markets & developing economies	5.4	5.1	4.7	4.3	4.5	4.8	4.6	3.6	-1.8	6.9	4.1	4.1	4.1	4.2	4.1	4.0	3.9
India	5.5	6.4	7.4	8.0	8.2	6.8	6.5	3.9	-5.8	9.1	7.2	6.7	6.5	6.5	6.3	6.3	6.3

Note: Estimate, f: Forecast, India's data is represented in fiscal years. For e.g. 2022 stands for FY2022 i.e. 1 April 2022 to 31 March 2023;

Source: International Monetary Fund (IMF) World Economic Outlook October 2023, IMF World Economic Outlook January 2024 Update, Moody's Outlook; Frost & Sullivan Research & Analysis

Advanced economies are projected to grow slower than the global average over the forecast period. While the US economy defied expectations in 2023, lagged effects of the Federal Reserve's rate hikes will dampen consumption and investment to some extent through 2024. Within the European Union (EU), Germany will continue to face challenges as manufacturing weakness persists and exports to remain lower-than-expected, despite gradual easing of monetary conditions and falling inflation in 2024.

Emerging market and developing economies will witness divergent growth in 2024. China's economic recovery will continue to face setbacks as falling domestic demand, deflationary concerns, a property market crisis, and soft external demand will cause significant setbacks. The Association of Southeast Asian Nations (ASEAN) and India will be growth bright spots, as robust domestic economic fundamentals, strong labour market conditions, and fiscal stability will contribute towards economic growth. Latin American and African economies, in 2024, will face structural obstacles such as elevated debt levels, lack of investment inflows, climate risks, food insecurity, and poor employment opportunities.

Medium-term Growth Prospects

The medium-term outlook for the global economy is uncertain, as economic activity remains subdued, amid tight credit conditions and persistent geopolitical tensions. These factors are stoking volatility in the global economy, with concerns about a geopolitical fragmentation growing.

Europe: Following subdued economic growth in 2023, growth trajectory will continue to remain weak in H1 2024. Economic activity will pick up slight pace in the second half of the year, as inflation abates, real wages witness an increase, and domestic demand rebounds. Meanwhile, the UK – which slipped into a technical recession in 2023 – is likely to grow modestly starting H2 2024.

Asia Pacific: Emerging economies such as India, Indonesia, Vietnam, and Philippines will drive Asia Pacific's economic growth momentum over the next few years.

India: India will record robust economic growth over the upcoming years, as the country undertakes an infrastructure-based growth strategy to foster long-term economic momentum. Increasing government CapEx spending, structural and regulatory reforms, resilient domestic consumption, and the expansion of key targeted manufacturing industries such as semiconductors, automotive, defence, energy, and electronics will propel India's growth over the coming decade. Moreover, the introduction of initiatives that will expand inclusive and equitable socio-economic development across the country will gain traction over the medium to long-term

Chemicals - The Recovery Driver

The global chemicals industry is a diverse market with chemical types such as petrochemicals, polymers, and specialty chemicals being utilised across sectors such as pharmaceuticals, agrochemicals, healthcare, energy, manufacturing, and consumer goods. This varied usage application makes the chemicals industry a dynamic segment with emerging concepts such as green energy, digital technologies, and sustainability having a baring on its future growth potential.

Emerging economies such as India, China, ASEAN, and Brazil will especially play a critical role in the growth of the global chemicals industry. As these economies grow, the need for chemicals as raw materials in manufacturing and industrial processes, construction, and infrastructure will increase over the upcoming years. Advanced economies will also contribute towards the growth of the global chemicals industry, as demand for additives, electronic chemicals, specialty polymers, mining chemicals, and construction chemicals will remain on an upward trajectory.

Why is India well placed to see growth in this market

India's manufacturing sector, over the medium to long-term, will be undergoing a massive growth transformation as the China+1 strategy gains traction and businesses seek to build production hubs in other countries - particularly emerging countries – to reduce supply chain risks.

Manufacturing is an integral part of India's economic vision, with the country working towards building economies of scale across key sectors such as automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The availability of a huge working-age population, competitive labour costs, robust infrastructural and logistical facilities, and low input costs of raw materials are contributing towards the expansion of automated and process-driven manufacturing in India.

Within manufacturing, localization of chemical production is gaining steam in India. According to India's Ministry of Chemicals & Fertilizers, the Indian chemicals industry, which is currently valued at approximately USD 220 billion, is expected to reach USD 300 billion by 2025 and cross the USD 1 trillion mark by 2040. This will be driven by India's robust economic growth, resilient domestic consumption, increasing Capex by chemical companies, and a burgeoning industrial base.

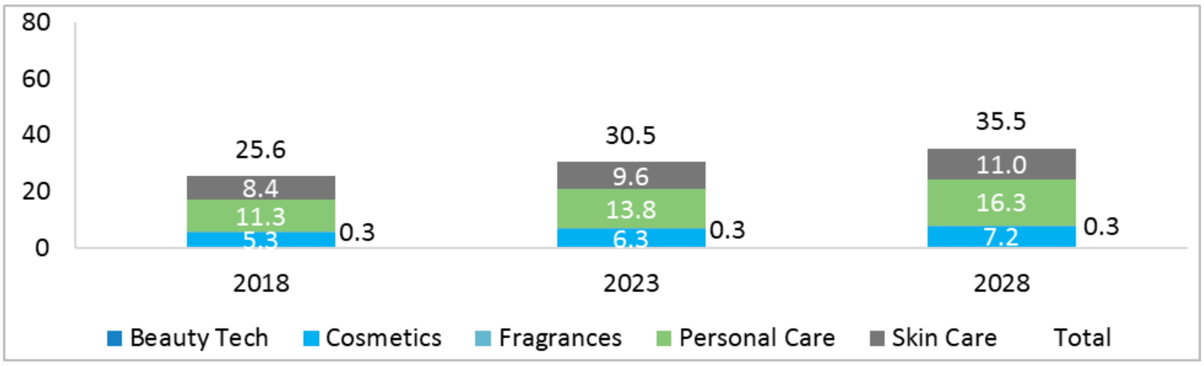
India's chemical industry allows 100% FDI through the automatic route, except for select hazardous chemicals. Further, government initiatives such as chemical development schemes and plastic parks will also play an active role in expanding investment inflows – domestic and foreign – within the industry. The Indian government is also working towards introducing a PLI scheme for the chemical and petrochemical industry, to bolster domestic production and exports.

India has also established Petroleum, Chemicals and Petrochemical Investment Regions (PCPIRs) that will facilitate the long-term growth of the chemicals industry. Each PCPIRs cover an area of 250 km^2 and include modern manufacturing and infrastructural facilities. Presently, India's Department of Chemicals & Petrochemicals has set up four PCPIRs in Dahej (Gujarat), Vishakhapatnam-Kakinada (Andhra Pradesh), Paradeep (Odisha), and Cuddalore and Nagapattinam (Tamil Nadu).

India Personal Care and Cosmetic market to drive demand for intermediate chemicals

The India personal care and beauty market has grown with a CAGR of 3.6% from 2018 and was estimated to be USD 31 billion in 2023. With a positive outlook, it is expected to grow at 3.0% during the time period 2023-2028 reaching to a value of USD 35 billion by 2028. India contributes ~5% to the global personal care and beauty market with a value of USD 31 billion in 2023. There was drop in consumption during Covid-19, but later from 2021 the market started reviving.

Indian Personal and Beauty Market (in USD Bn), 2018-28F



Source: Frost & Sullivan Research & Analysis

Along with the demand for specialised ingredients, need of innovation and product development, export opportunities within personal care and cosmetics industry, the next phase of growth would be increased adoption of renewable chemicals. This will be based on two key factors: renewable chemical prices compared with that of conventional fossil-based chemicals, and the willingness of the end user to pay a price premium for renewable-derived feedstock. There are signs in the skincare sector that show responsibly sourced; traceable, renewable and biodegradable chemicals can command a price premium from the end customer. Godavari Biorefineries Limited is an active supplier of key bio-based chemicals to the personal care industry. The company is expected to benefit from increasing penetration of bio-based chemicals in personal care and cosmetics industry.

Agricultural reforms and Policy

According to India's Ministry of Finance, the country's agricultural sector has been witnessing robust growth momentum over the last 6 years – growing at an average annual growth rate of 4.6%. As a result, the agricultural sector is a major contributor to India's socio-economic growth and development.

As per the Economic Survey 2022-23, India – at 44.3 lakh - has the highest number of organic farmers in the world, with ~59 lakh hectare area brought under organic farming by 2021-22. Under schemes such as the Paramparagat Krishi Vikas Yojana (PKVY) and Mission Organic Value Chain Development for North-eastern Region (MOVCDNER), the Indian government is working towards accelerating the adoption of organic farming techniques at the micro-level, increasing the production of chemical and pesticide free food grains and crops, and improving the environmental sustainability of the country's agriculture and allied sectors.

Greater inclusion of advanced technologies will play a crucial role in transforming India's agricultural sector. The growing prevalence of digitalization and agri-tech companies will contribute towards reshaping of farming value chains, increased intake of farmer-centric solutions, expanded network of direct-from-farm facilities, and reduced input costs pertaining to seeds, agrochemicals, and fertilizers.

Some initiatives announced by the Indian government to bolster the productivity of the agricultural sector are:

1. PM Programme for Restoration, Awareness Generation, Nourishment, and Amelioration of Mother Earth (PM-PRANAM)

2. KCC Ghar Ghar Abhiyaan, Kisan Rin Portal and WINDS manual

India's effective Intellectual Property Rights (IPR) Policy safeguards new product developments

In recent years, the Indian government is working extensively to boost the country's IPR environment, to foster a conducive ecosystem for research and development in patenting and innovations. To ensure that IPR laws do not hinder research and development across sectors in the country, the government has included additional eight terminologies – for e.g. patents, trademark, industrial designs, and copyrights – under the National IPR Policy launched in 2016.

The Indian government is also working towards drafting a comprehensive blueprint and action plan for the promotion and institutionalisation of intellectual property financing in India. The long-term objective of this strategy will be to bolster the usage of intellectual property rights to strengthen the country's financial standing. The government plans to explore ways to formulate a uniform system of valuing an intellectual property as an intangible asset. This will promote better evaluation of assets by financial institutions as well as derive a mechanism to recognise and appoint intellectual property evaluators.

India becoming an export hub for quality chemical products

Between 2015 and 2021, India's chemical exports rose from USD 33 billion to USD 57 billion, rising at a CAGR of 8.2%. India is the third largest Asian producer of chemicals (by volume). The organic sub-segment saw exports rising from USD 14.6 billion in FY18 to USD 22.3 billion in FY22, while the inorganic sub-segment's exports rose from USD 1.7 billion to USD 2.7 billion over the same period in absolute value terms.[1]

For many chemicals and intermediates, India is considered to have product quality at par with the western world and advanced technology leading to comparatively less pollutants emitted in air. Hence India is undoubtedly one of the most preferred countries to source chemicals and intermediates.

Challenges with synthetic/crude oil based feedstock offers immense opportunity for Bio feedstock based products

The Indian petrochemicals industry is highly dependent on imports, with over 65% of the installed refining capacity dependent on crude oil. About 80% of India's petrochemicals capacity is integrated with petroleum refineries. This gives India an edge in terms of petrochemical feedstock certainty. Moreover, with major refineries and petrochemical plants located over India's coastline it has easy access to petrochemical feedstock and major demand centres, both catered through ports. Owing to this supply mix there is shortage of domestic feedstock as majority of India's petrochemical building blocks are channelized towards bulk polymers, the other end-user segments have to predominantly rely upon imports for their feedstock requirements.

This increases the complexities on the synthetic route of chemical manufacturing. Whereas in the case of biobased chemicals, feedstock are sugar crops, lignocellulosic crops, starch crops. India has abundance of sugar crops available to be used as feedstock hence making it a lucrative market to operate in from a feedstock perspective. Godavari Biorefineries Limited has good access to domestic feedstock giving it an edge over other synthetic chemical manufacturers which face supply chain issues for feedstock and its rising prices.

The rise of environmentally friendly specialty chemicals in India

The concept of Green Chemicals in India is evolving. The rising pollution and harm caused to water bodies owing to emission of harmful chemical effluents into water is leading to rise in concern of sustainability.

The demand for green chemicals is particularly high from the personal care, cosmetics, food & beverages, agrochemicals industry which is one of the major end-users of chemicals. The companies in India are still preparing themselves to a larger picture of green and environmentally friendly chemicals starting from raw materials to manufacturing process. Over the years it will gain momentum. Another challenge is seemingly high initial cost of such products which is a major hurdle in getting service providers and consumers accede and adapt the change towards environmentally friendly chemicals.

However, owing to research and development costs over the years along with limited raw materials and longer time periods in approval, green chemicals seem comparatively costlier in the initial stage, but their usage over a period of time has shown a reduction in price.

The green chemical wave is inevitable, and it is just matter of time by when the adoption of these new age products will be mandatory and obligatory. People need to be educated about green tendency, green chemical revolution and the benefit of keeping an eco-friendly environment. Once the product is tested by customers, they would continue its usage and eventually the industry will prove to be a boom.

Impact of Make in India

India's chemicals industry enjoys wide diversification with over 80,000 commercial products with key sub-sectors being petrochemicals, specialty chemicals, bulk chemicals, agrochemicals, polymers, and fertilisers. A PLI scheme dedicated for the chemical and petrochemicals sector is under consideration as per the Department of Chemicals & Petrochemicals. The central government will prioritise the manufacturing of agrochemical and pharmaceuticals intermediates, dyes, multi-use chemicals under this incentive scheme in order to bolster industry cost-competitiveness.

The manufacturing of most chemical products inter-alia covering organic/inorganic, dyestuff and pesticides is de-licensed. The factors such as boost to specialty (as well as fine agrochemicals) chemicals due to rapid development

[1] Directorate General of Commercial Intelligence and Statistics

in construction and agricultural sector, inadequate per capita consumption and strong demand from paints, textiles and diversified manufacturing base shall aid towards the development of Indian chemicals sector.

Frost & Sullivan’s analysis indicates that the major indicators like success of Make in India and governments’ permit for 100% FDI is positively impacting specialty chemicals segment, pertaining to competitive manufacturing costs, higher investments in R&D, cheaper raw material availability/transport, strong demand from end-use segments, overall supportive ecosystem, etc. Within the specialty chemicals, manufacturing of fine chemicals (pesticide ingredients as well active pharmaceutical ingredients), flavour & fragrance ingredients, surfactants and colorants will be most attractive segments in the next half decade. This is due to their strong growth potential, highly differentiated products portfolio and high penetration levels predominantly. Moreover, India’s specialty chemical companies are gaining favour with global multinational corporations because of the geopolitical shift after the new coronavirus outbreak as the world looks to reduce its dependence on China. Increasing tariff levels and changing environmental policies in China along with ‘Make in India’ initiative and a permit to 100% FDI from India, would add more possibilities of specialty chemicals manufacturing base shifting from China to India. With the rapid globalisation and opening up of the Indian economy, "Intellectual Capital" has become one of the key wealth drivers in the present international trade.

The government is also expected to introduce a production-linked incentive scheme for the agro-chemicals sector with incentives of 10-20% output and creating an end-to-end manufacturing ecosystem through cluster development.

The sector can progress by adopting a multi-pronged approach by leveraging the reforms in rules and regulations as well as 'Make in India'. Indian government has set up a 2034 vision for the chemicals and petrochemicals sector to seize the opportunities to strengthen domestic manufacturing, reduce imports and attract investment for manufacturing key chemicals in the country.

The government has taken initiative to promote and facilitate 'Aatmanirbhar Bharat' (self-reliance India) in the chemicals and petrochemicals sector. The government might relook at the Pesticides Management 2020 Bill as it does not meet the farmer’s requirement; most clauses being redrafted from Insecticides Act 1968 and Rules 1971.

India – Racing Ahead of China

India with its large labour pool, competitive labour and manufacturing costs, steady real GDP growth momentum, and a conducive policy environment has been one of the key beneficiaries of China+1 strategies which have gathered steam following the onset of US-China trade wars and the adverse supply chain disruptions from stringent China lockdowns during the pandemic.

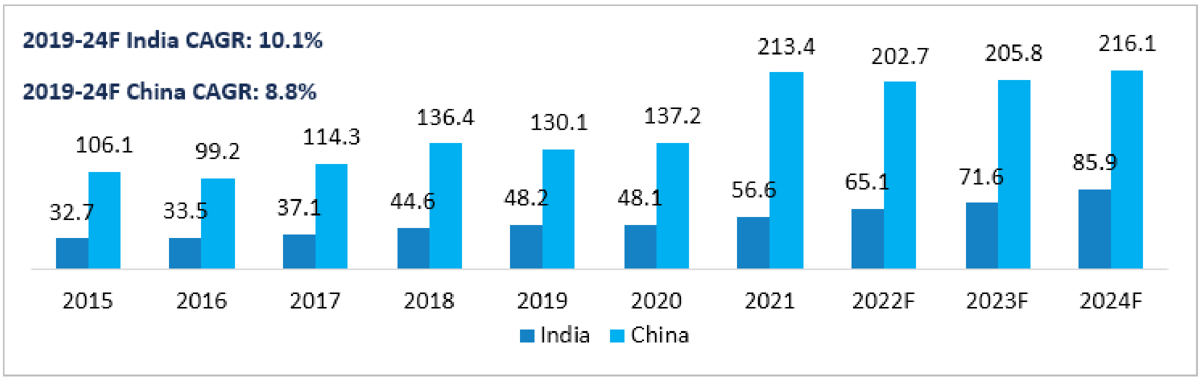
India’s policy focus on manufacturing sector has taken centre stage in the past decade with a slew of policies such as the Make in India, Atmanirbhar Bharat, and PLI schemes, which have also improved the country’s investment attractiveness. Between 2019 and 2027, the India’s manufacturing sector value add is forecast to grow from USD 382 billion[2] to USD 865 billion (current USD terms), rising at a CAGR of 10.8%. On the other hand, as global conglomerates and governments prioritize cost insulation and building local manufacturing capabilities, the long-term impact on China’s manufacturing performance will be sizable.

As a result, China’s manufacturing value add is forecast to grow at a CAGR of 6.9% between 2019 and 2027, growing at a much slower pace than India.

As countries around the world work towards reducing their overdependence on China, an economy such as India - with its huge talent pool and strong domestic market - will emerge as a key alternative manufacturing hub to China.

Chemicals Exports Trend – India vs China (2015-24F), USD Bn

[2] World Bank



Source: World Integrated Trade Solutions (WITS) – under World Bank; Frost & Sullivan Research & Analysis

India's chemicals exports are forecast to rise at a CAGR of 10.1% in the 2019-2024 period to reach USD 86 billion, a significant improvement in growth rate compared to the 2015-2021 period, which stood at 8.2%. Therefore, India has the potential to become a chemical manufacturing hub over the next decade owing to an improving and business-friendly ecosystem, wage competitiveness, government policy support, and with the global reorientation of supply chains.

Macroeconomic Overview of India

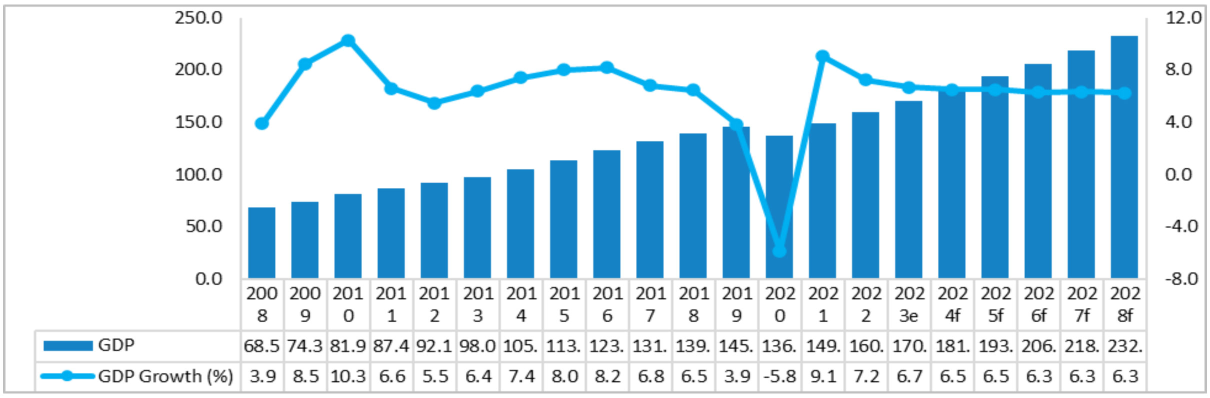
Gross Domestic Product (GDP) Growth and Outlook

GDP growth picked up pace in H2 FY2023, supported by modest easing in global commodity prices and recovery in consumer demand and business activity.

Growth was also underpinned by the Indian government's Capex push, which bolstered industrial activity across sectors such as infrastructure, construction, renewables, transport, and mobility.

India is projected to grow by 6.5% in FY2024, a bright spot in an otherwise subdued global economic environment. The focus on infrastructural development, expanding manufacturing and services sectors, resilient credit growth, robust private consumption, and a growing export potential will propel economic momentum during the year. Over the forecast period, the Indian economy is likely to grow by more than 6%. Consistent public expenditure on building and upgrading infrastructure and connectivity, boosting the scalability and uptake of the digital economy, strengthening domestic green energy generation capabilities, and undertaking economic policies that foster inclusive social development will be at the forefront of India's long-term economic vision.

Real GDP Value, at constant price (INR 000'Bn) and Growth %, India, 2008 to 2028F

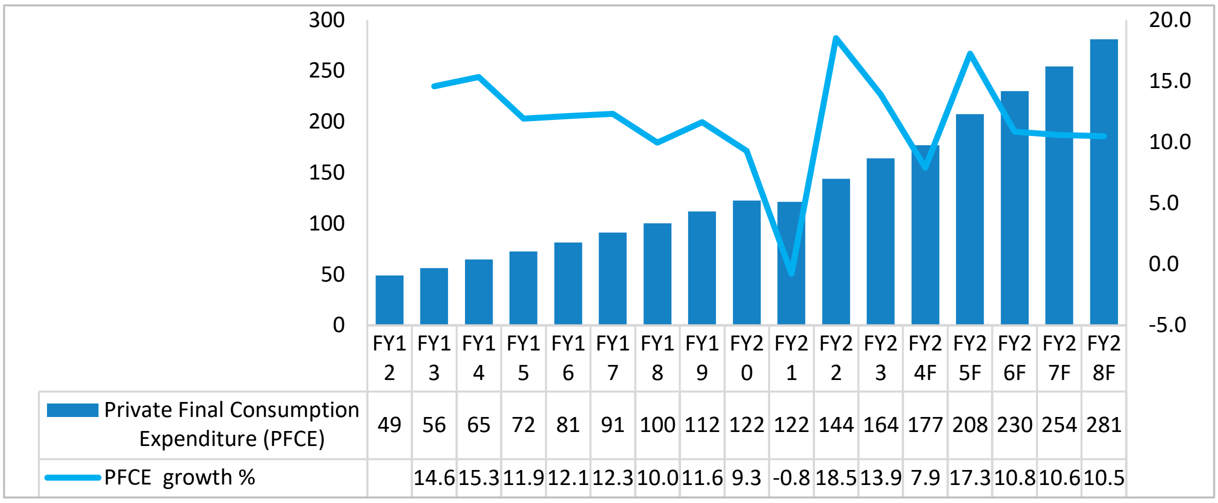


Note: Estimate, f: Forecast, India's data is represented in fiscal years. For e.g. 2022 stands for FY2022 i.e. 1 April 2022 to 31 March 2023; Source: Moody's Outlook, IMF Estimate, Dun and Bradstreet, IMF World Economic Outlook October 2023, IMF World Economic Outlook January 2024 Update, Frost & Sullivan Research & Analysis.

Private Final Consumption Expenditure (PFCE) growth in India

PFCE has remained an important factor in insulating the Indian economy, contributing to over 60.0% of the country's GDP. As per early estimates, PFCE is likely to grow at 8% in FY2023-24, rising from INR 164 billion to INR 177 billion. This points to relatively strong demand, despite softening global growth and tight credit conditions in H1 2024.

Private Final Consumption (INR 000'Bn) and Growth (%), India, FY12 to FY28F



	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24F	FY25F	FY26F	FY27F	FY28F
Private Final Consumption Expenditure (PFCE)	49	56	65	72	81	91	100	112	122	122	144	164	177	208	230	254	281
PFCE growth %		14.6	15.3	11.9	12.1	12.3	10.0	11.6	9.3	-0.8	18.5	13.9	7.9	17.3	10.8	10.6	10.5

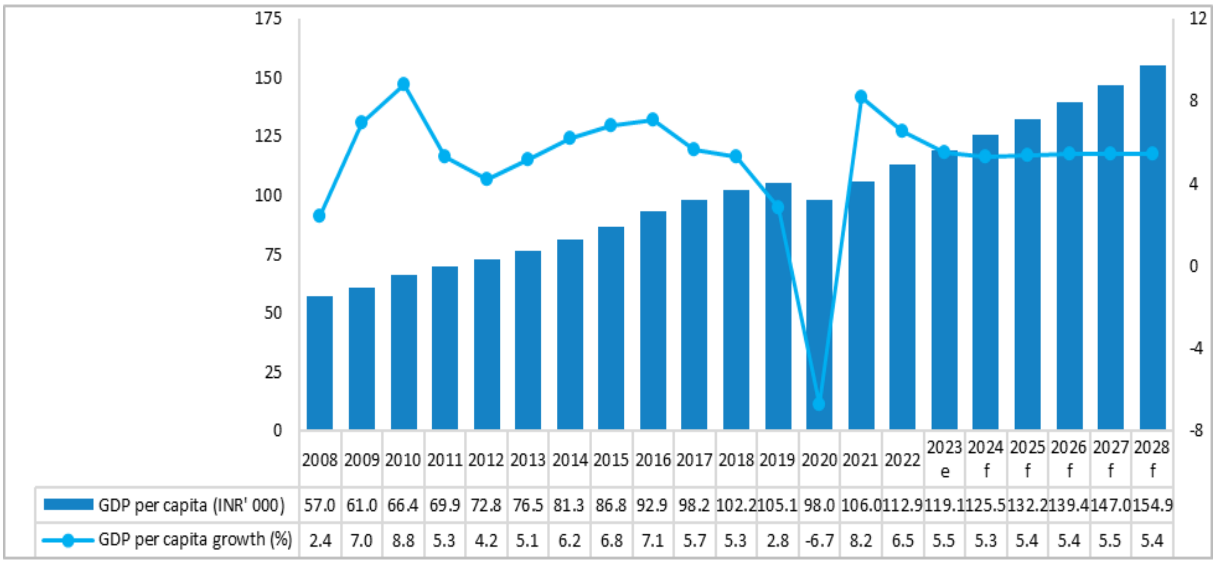
F: Forecast; Source: MOSPI, Frost & Sullivan Research & Analysis

GDP Per Capita

India's GDP Per Capita (in constant terms) is likely to reach ~INR 1,55,000 by 2028, growing at a CAGR of 5.4% between 2022 and 2028. This boost in per capita GDP levels will play a crucial role in propelling India's vision to become a USD 5 trillion economy by 2030. This upward trend in per capita GDP levels will be supported by domestic structural reforms, fiscal prudence, monetary policy stability, reduced input costs, falling price pressures, political stability, and rapid urbanization.

Expansion of capacity utilisation and productivity across critical sectors such as manufacturing, transport, infrastructure, construction, telecom, and financial services will lead to a sustained growth in GDP per capita levels, with positive spillovers being witnessed in India's economic growth.

GDP per Capita Value, at constant price (INR'000) and Growth %, India, 2008 to 2028f



	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023e	2024f	2025f	2026f	2027f	2028f
GDP per capita (INR' 000)	57.0	61.0	66.4	69.9	72.8	76.5	81.3	86.8	92.9	98.2	102.2	105.1	98.0	106.0	112.9	119.1	125.5	132.2	139.4	147.0	154.9
GDP per capita growth (%)	2.4	7.0	8.8	5.3	4.2	5.1	6.2	6.8	7.1	5.7	5.3	2.8	-6.7	8.2	6.5	5.5	5.3	5.4	5.4	5.5	5.4

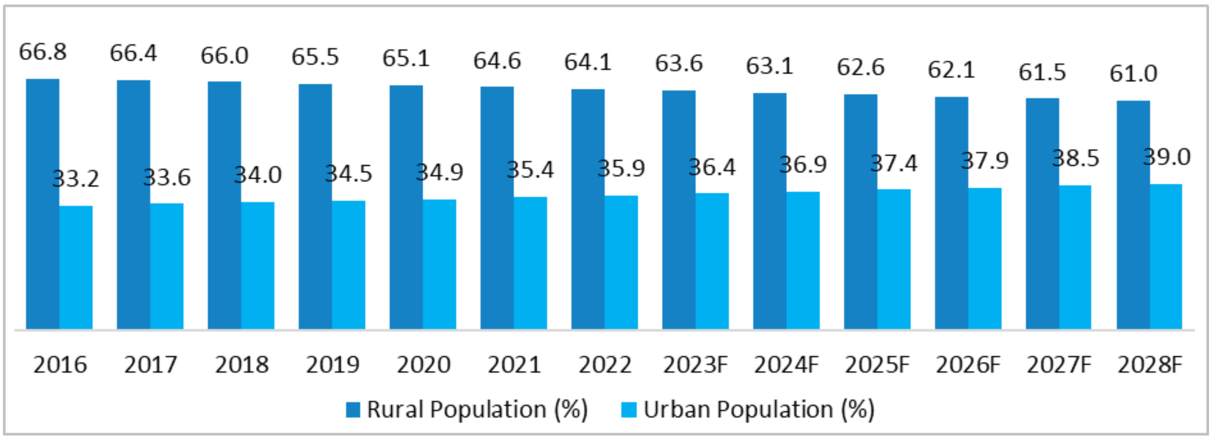
Note: e: Estimate, f: Forecast;
Source: IMF Estimates-April 2021, IMF World Economic Outlook October 2023, Frost & Sullivan Research & Analysis

Urbanization

India is expected to see a massive urban transformation over the next decade amidst robust economic growth and development. The growth of mega and smart cities will propel India's urban population (as a % of total population) to cross 40% - approximately 625 million persons - by 2030.

Steady economic growth, rising standards of living, and increasing opportunities in the cities have led to urbanization, which has further added pressure on these cities in terms of infrastructure and housing. This has resulted in disordered urbanization and disparity in the market owing to the demands of the growing population.

Rural vs Urban Population (%), India, 2016-2028F



F: Forecast;
Source: World Bank, World Urbanization Prospects – United Nations Population Department, Frost & Sullivan Research & Analysis

India's Strong Growth Path: Conducive Policy Support & Strong Fundamentals will Drive Long-term Investment Attractiveness

In the past decade, the Indian government has extensively focused on boosting domestic manufacturing capabilities. Initiatives like Make in India, Atmanirbhar Bharat, and Production Linked Incentive (PLI) schemes are playing an active role in establishing India as a manufacturing powerhouse, especially with the rising focus on China+1 strategies post-pandemic.

Continued policy support has started garnering positive results. For instance, since inception until November 2023, the PLI schemes brought in INR 1.03 lakh crore worth of investments, which further drove output of INR 8.06 lakh crore, and generated 6.87 lakh direct and indirect jobs.

The government has also set a vision for the chemicals and petrochemicals sector. By 2034, the aim is to bolster domestic production capabilities, reduce imports dependence, and attract foreign investments. The government plans to introduce production-linked incentives with 10-20% output incentives for the agrochemical sector and foster end-to-end manufacturing ecosystems through cluster development.

To conclude, with real GDP growth momentum forecast to remain above ~6.0% in long-term, India will remain a global growth frontrunner and enter the league of the top-3 largest economies by 2030. Moreover, the 2019-2027 manufacturing value add is forecast to grow at a CAGR of 10.8% compared to China's 6.9%, as the Chinese economy loses steam and global firms prioritize diversification of sourcing and production lines in order to reduce overdependency on China. Hence, India's PLI scheme, solid GDP growth, as well as demographic dividend advantages will help attract more manufacturing investments.

GLOBAL AND INDIAN BIOCHEMICAL MARKET OVERVIEW

Introduction

The term biochemical can refer to any chemical compound that is part of the makeup of living cells, in Industrial terms biochemicals are chemicals that are derived from renewable sources, the alternative term used is bio-based chemicals. The bio-based chemicals market has been growing exponentially owing to the increasing need for environmentally sustainable solutions.

Bio-based chemicals are produced from both plant- and microorganism-based sources. However, biorefineries primarily use feedstock such as sugar crops (e.g., beet and cane), lignocellulosic crops (e.g., managed forest, short rotation coppice, switchgrass), starch crops (e.g., wheat and maize), perennial grasses and legumes (e.g., ryegrass and alfalfa), aquatic biomass (e.g., algae and seaweed), lignocellulosic residues (e.g., forest residues, stover, and straw), oil crops (e.g., palm and oilseed rape), and organic residues (e.g., industrial, commercial, and postconsumer waste).

The most important aspect of bio-based chemicals is the source or the feedstock. Feedstocks for bio-based chemicals can be obtained from three of the major kingdoms of life.

The process of converting biomass into energy or chemicals is initiated by the mechanical separation of biomass into different components that are then treated separately. Further processing can be carried out as follows: (i) breaking up, (ii) plasticization, (iii) chemical modification, and (iv) biotechnological conversion via glucose to give required chemicals.

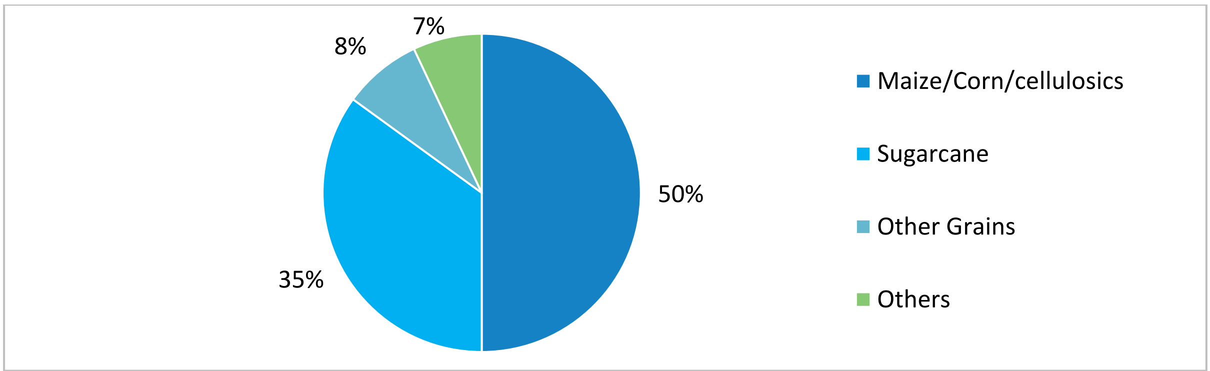
The table below lists some of the key products manufactured using key platforms:

List of key bio-based products from the sugar/starch and lignin platforms

Sugar/Starch	Lignin
Ethanol	Ethanol
n-Butanol	Syngas
Xylitol	Hydrocarbons
Lactic acid	Phenols
Succinic acid	Oxidized products
3-Hydroxypropionic acid	Carbon fibre
PHAs (polyhydroxyalkanoates)	Carbon materials
L-lysine	Phenol-formaldehyde resins
Sorbitol	Polyurethane resins
Levulinic acid	Oleogels
Furfural	Hydrogels
BioEthyl Acetate	
Crotonaldehyde	
1,3-Butylene Glycol	
3-methyl 3- penton-2-one	
Citric Acid	
Acetaldehyde	
Bio n-butanol	
Bio Acetic Acid	

Source: CIEMAT, IEA Bioenergy, MDPI; Frost & Sullivan Research & Analysis

Global Bio-based chemicals split by feedstock, 2023, USD 97.2 Bn

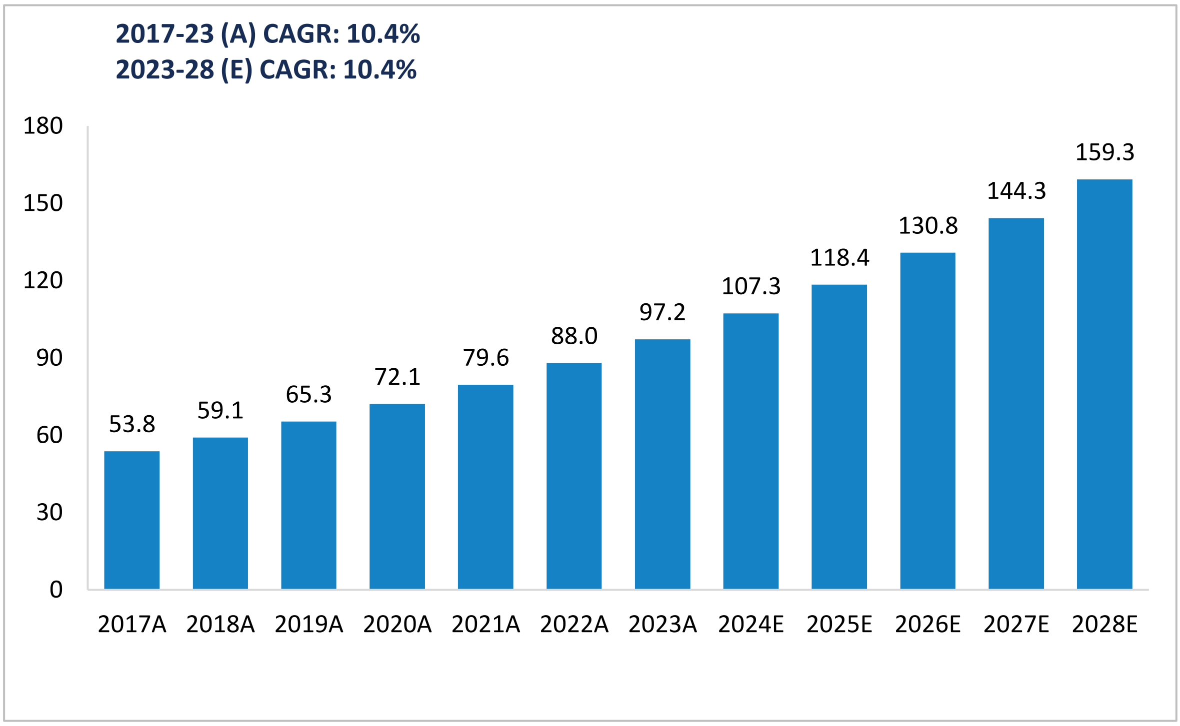


Source: DEFRA, Inputs from Industry Experts; Frost & Sullivan Research & Analysis

Global Market Overview

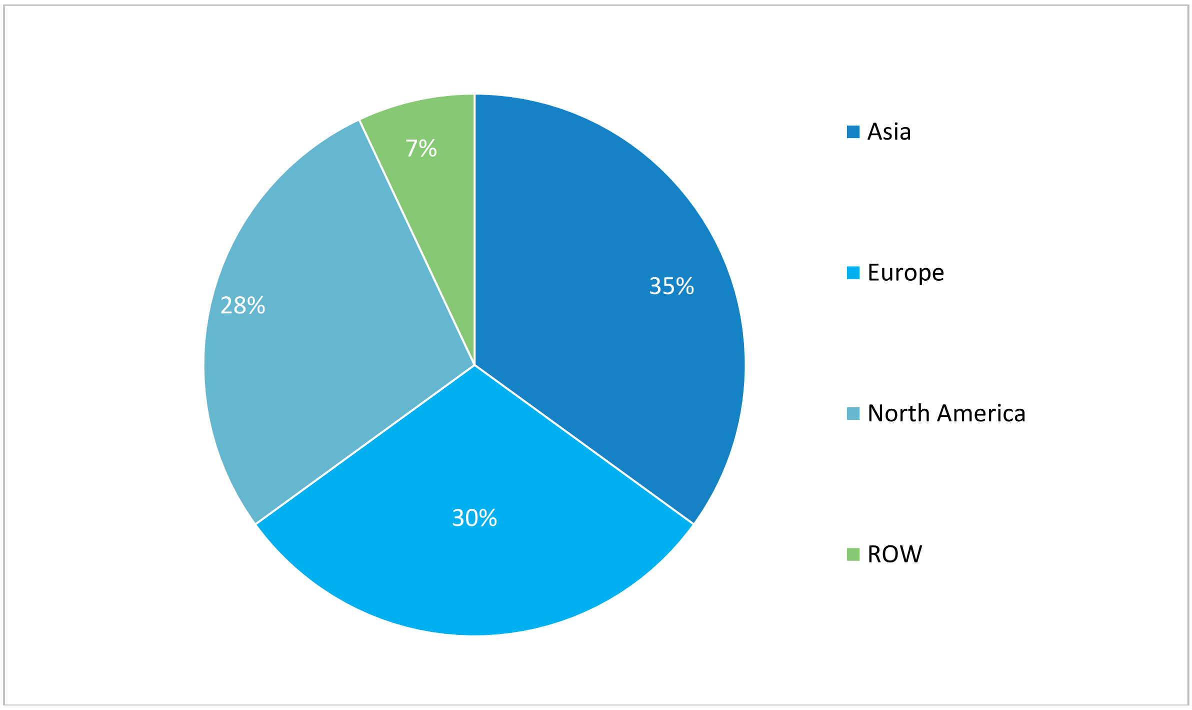
The market for bio-based chemicals in 2023 was valued at USD 97.2 billion, expected to be growing at a CAGR of 10.4%, for the next five years from 2023 to 2028. In 2028, the market is expected to reach a value of USD 159.3 billion

Global Bio Chemical Market, Industry size (USD billion), 2017-2028E



Source: Frost & Sullivan Analysis

Global Bio-based chemicals split by region, 2023, USD 97.2 Bn

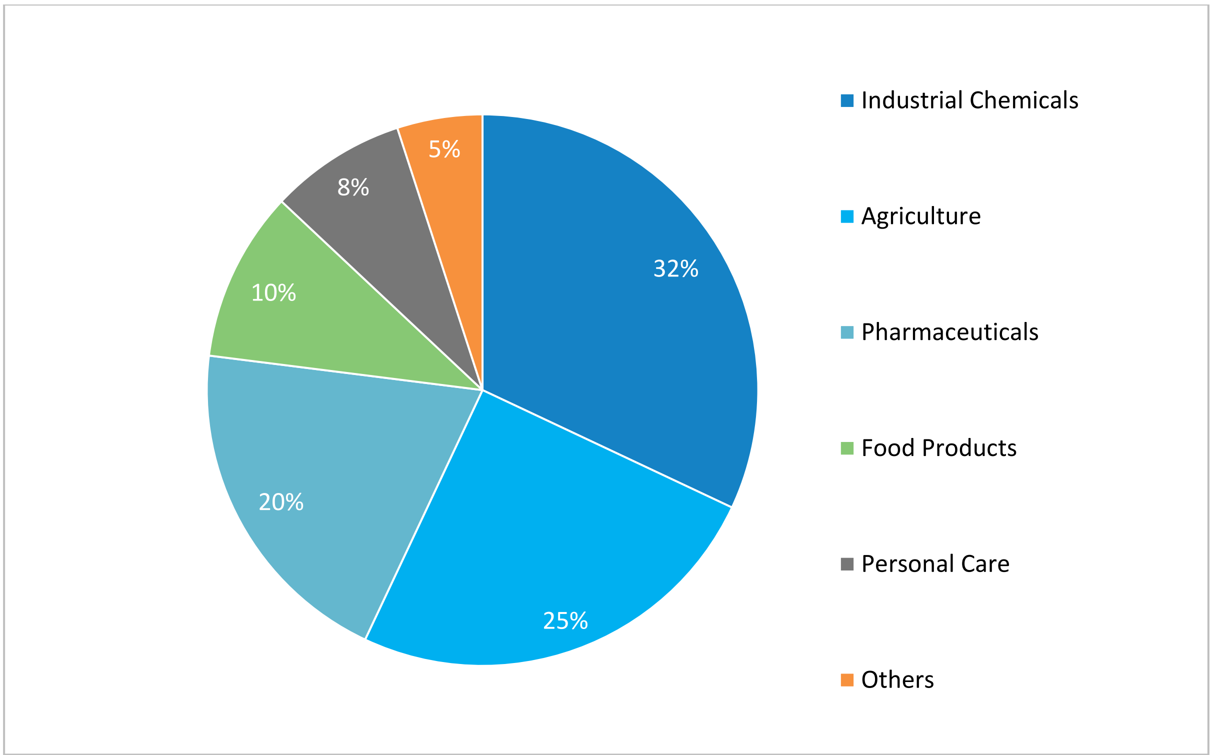


Source: Frost & Sullivan Analysis

Asia-Pacific is the largest market, and the demand for bio-based chemicals in this region is growing substantially, especially in areas of industrial chemicals and pharmaceuticals.

Government policies towards business sustainability programs, intensive fluctuations in crude oil prices, and usage of eco-friendly products are the key reasons for growth in European and North American markets. Asia is more prominent and growing because of the availability of raw materials and technological initiatives.

Global Bio-based chemicals split by application, 2023, USD 97.2 Bn



Source: Frost & Sullivan Analysis

Global Bio-based chemicals, Capacity and Pipeline details of major products, 2023

Commercial Products	Capacity Bio-Based (KTPA)	Key Manufacturers
C1		
Methane	-	PlanET Biogas, Clarke Energy, Engie, and EnviTec Biogas amongst others
Methanol	43	OCI (BioMCN), Sodra, Carbon Recycling International, W2C
Syngas	760	Clarke Energy, ETIP Bioenergy
C2		
Ethylene	200	Braskem
Ethanol	80,800	Tereos and others
Ethylene Oxide	40	Croda, Biokim
Ethylene Glycol (MEG)	175	India Glycols, Haldor Topsoe, UPM, Avantium, ENI/Versalis
Acetic Acid	>34	SEKAB, Wacker, Godavari Biorefineries Limited, ZeaChem
C3		
Propane	40	Neste/SHV
Propylene Glycol (1,2- Propanediol)	120	ADM, Oleon, Avantium
Acetone	-	Green Biologics, Celtic Renewables
1,3-Propanediol	77	DuPont/Tate & Lyle, Glory Biomaterial, Shenghong Group

Commercial Products	Capacity Bio-Based (KTPA)	Key Manufacturers
Glycerol	1,500	Thai Glycerine, ADM, Kao Corporation, and others
Epichlorohydrin	540	Kerry Group, Jiangsu Yangnong Chemical, Advance Biochemical Thailand
Lactic Acid	>600	Corbion, NatureWorks, Galactic, Henan Jindan Lactic Acid Technology, BBCA
C4		
Succinic Acid	34	Myriant Corporation, Succinity (BASF /Corbion), Reverdia (Roquette)
Iso-Butanol / Butanol	>6	Butamax, Gevo, Godavari Biorefineries
1,4-Butanediol	>30	Genomatica, Novamont, Dupont/Tate & Lyle, etc.
1,3-Butylene Glycol	4.6	Genomatica, and Godavari Biorefineries Limited
Ethyl Acetate	>10	Sekab (JRC), ZeaChem, Greenyug, Godavari Biorefineries Limited
C5		
1,5- Pentanediamine	50	Cathay Industrial Biotech, CJ CheilJedang
Xylitol	190	Danisco/Lenzing, Fortress
Furfural	360	TransFurans Chemicals, Pennakem, and Silvateam amongst others
Itaconic Acid	90	Qingdao Kehai, Zhejiang Guoguang, Jinan Huaming Biochemistry
Levulinic Acid	-	Avantium, GFBiochemicals, Circa Group
Methyl vinyl Glycolate	-	Haldor Topsoe
C6		
Lysine	1,100	Global Biotech, Evonik/RusBiotech, BBCA, Ajinomoto
Sorbitol	1,800	Roquette, Cargill, ADM, Ingredion
Isosorbide	20	Roquette
Citric Acid	2,000	Cargill, DSM, BBCA Belgium NV, Ensign, TTCA Co. Ltd, RZBC Group Co Ltd
Others		
C7 - Pentamethylene Diisocyanate (PDI)	-	Covestro (70% biobased content), Mitsubishi Chemical
C9 - Pelargonic Acid	25	Matrica (Novamont/Versalis JV)
C9 – Azelaic Acid	25	Matrica (Novamont/Versalis JV), Emery Oleochemicals
C10 – Sebacic Acid	200	A.o. Arkema (Casda Biomaterials)
C11 – UDDA (Undecanedioic Acid)	24	Arkema
C12 – 12-Aminododecanoic Acid	25	Evonik

Source: Frost & Sullivan Analysis

Godavari Biorefineries’ sugar mill is fully integrated and is among the top fifteen sugar complexes in India, ranked by Sugar crushing capacity as on 31st March 2024. (Sugar Complexes: The manufacturing units using sugar cane as raw material and producing several downstream products).

Godavari Biorefineries Limited has the largest integrated bio-refinery in India in terms of installed capacity as of 31st March 2024. It is one of India’s largest producers of ethanol, in terms of volume as of 31st March 2024 & one of the prominent manufacturers of ethanol-based chemicals in India.

Godavari Biorefineries Limited has extended its value chain further downstream to produce value-added products that are derived from bio-feedstock.

Godavari Biorefineries Limited has the widest portfolio of bio-based products in India. Over the years, Godavari Biorefineries Limited has invested in its capabilities to be able to convert available surplus bagasse (the fibrous by-product of sugar production from sugarcane stalks) into next-generation feedstock.

Moreover, Godavari Biorefineries Limited has also received the Bonsucro certification. The certification is a reflection of the company's focus on sustainability. Additionally, the Bonsucro certification, being an internationally recognized and respected certification, helps in improving Godavri Biorefineries Limited's image in front of existing as well as prospective customers.

Key Drivers: Bio-Based Chemical Sector

Bio-based products are a key focus of global majors: Chemicals as enablers of sustainable downstream technologies, such as wind power, more fuel-efficient vehicles, and better products are the key focus of companies across the globe. Many mid-sized chemical companies are also migrating to greater use of bio-based feedstocks though it is not the most important part of their overall sustainability drives, but as a focus towards improving the environmental impact of their existing petrochemical processes.

Dynamic supply chain aspects: In many markets, the feedstock for bio-based chemicals either competes with food or fuel and hence gets more preference for these uses. Also, for newer raw materials there is risk associated with availability and sustainable supply. Integrated biorefineries have better control of the supply chain dynamics and perform better.

Growing demand for natural products: There is a growing demand for natural products worldwide in the personal care industry. People have easy access to information making it easier than ever to understand the ingredients that go into the products they purchase and how and why ingredients work. From cruelty-free and vegan, to sustainably sourced and organic beauty ingredients, people also look for brands that align with their values.

The growth of natural skin care products is due to the growing demand for clean-label products, coupled with an increasing number of health-conscious consumers.

High BCI natural ingredients demand: Growing consumer awareness within personal care end-use segments for health, environmental & sustainable concerns is leading to the usage of high BCI (bio-renewable carbon index) molecules. Many companies are taking hold of the market, by citing its botanical/ayurvedic products.

Sustainable (ESG) sourcing: Across the world, companies are pressured to reduce their impact on the environment, with a special focus on climate change, biodiversity, and scarce resources. Consumers are paying increasing attention to sustainable sourcing and their product purchase decisions are based on it. The upcoming generation is deeply committed to ensuring the elimination of waste. All this makes it necessary for the company to procure sustainably keeping ESG under focus.

Ban on Hazardous Chemicals: Across the globe, governments are tightening the regulations on the use of hazardous chemicals. The FDA banned the sale of over-the-counter hydroquinone products in 2020 due to safety concerns. In India, the Union Cabinet in October 2020 ratified the ban on seven chemicals that are hazardous to health and the environment listed under the Stockholm Convention. Recently, India's Insecticides (Prohibition) Order of 2023 has prohibited the use of four pesticides, namely Dicofol, Dinocap, Methomyl, and Monocrotophos. However, Monocrotophos has been granted a transitional period of one year. Effective from its publication on October 6, 2023, the order immediately bans the sale, distribution, and usage of Dicofol, Dinocap, and Methomyl. Following such strict regulatory changes, the demand for green chemicals is expected to increase in the next decade.

Favorable government policies: Government initiatives such as the Energy Independence and Security Act (2007) by the U.S. Congress, which stated to increase the production of clean renewable fuels, and the U.S. Energy Policy Act (2005), which stated petroleum distributors to add ethanol to gasoline are driving bio-based chemicals market growth. In addition, growing environmental concerns with the dumping of non-biodegradable plastics in landfills and government regulations to ban conventional plastics are also contributing to bio-based chemicals market growth.

In recent times, The Government of India has enhanced chemical safety regulations by introducing new rules like MSIHC, EPPR, SMPV, CMV, Gas Cylinder, Hazardous Waste, and Dock Workers, and amending existing ones. The National Disaster Management Authority (NDMA) has issued specific guidelines for Chemical Disaster Management, emphasizing proactive, participatory, and multi-sectoral approaches. NDMA has also provided recommendations to the Government on preventing future chemical disasters and is restructuring CIFs for improved chemical safety.

In December 2015, the United States Food and Drug Administration (FDA) amended the Federal Food, Drug, and Cosmetic Act (FD&C Act) by passing the Microbead-Free Waters Act, which prohibits the manufacturing, packaging, and distribution of rinse-off cosmetics containing plastic microbeads. The United States Department of Agriculture (USDA) is Certifying various bio-based Product labels, as a market development initiative to increase consumer and buyer recognition, which will further lead to increasing adoption of bioproducts.

Therefore, these initiatives are driving bio-based chemicals market growth. Emerging technological innovations, people's inclination towards eco-friendly goods, and supportive government policies are driving growth in the demand for bio-based chemicals. In addition, rising demand for ethanol and methanol, green packaging materials, and consumer goods packaging materials is expected to boost market growth during the forecast period.

Restraints and Challenges: Bio-Based Chemical Sector

One of the key challenges for bio-based chemicals producers is the difficulty associated with informing end users about the differences and benefits of this route especially in products that are B2C. This is compounded by the fact that the term "bio" is used to mean many different things, including bio-based, biodegradable, and even biological in the case of enzyme-based laundry detergents.

The development of uniform labelling regulations will, therefore, be a key step to improving the flow of information to end users. It will also be equally important to improving the competitiveness of bio-based chemicals. Though many initiatives have been taken in this regard, the market is yet to mature in major markets like Asia.

Also, bio-based feedstocks have their risks in supply and pricing volatility. A major challenge in recent years has been the increasing link between the prices of crude oil and bio-based crops. Such volatility is expected to continue in the future and may be exacerbated if the effects of climate change become greater.

Concept of Biorefineries

A biorefinery can be defined as a unit that makes efficient use of biomass for materials, chemicals, fuels, and energy applications, where use relates to cost economics, market demands, yield, environment, impact on the environment, carbon balance, and other social aspects.

In a biorefinery, biomass resources are fractionated into their composing intermediates (such as proteins, sugars, oils, and fibers/lignin) that are further processed by biochemical/fermentation and/or thermochemical (catalytically supported) pathways to marketable bio-based products and bioenergy.

A common challenge in the commercialization of biorefineries is its economic viability. The economic hurdle starts with procuring biomass and its logistics, technology maturity, and policy support.

The biorefineries globally (based on feedstock) can be classified as below:

Sugarcane-based biorefinery: The use of sugarcane as feedstock for biorefineries is popularized by its potential to supply sugars, ethanol, natural polymers or macromolecules, organic matter, and other compounds and materials. Using conversion processes (chemical, biochemical, and thermochemical), sugarcane biomass can be transformed into high-value bio-products to replace petrochemicals, as a bio-economy model.

Whole crop Feedstock biorefinery: The whole crop biorefinery uses various kinds of cereal crops like rye, wheat, triticale, stover, maize, and corn; these entire crops are used as sole feedstock material. The whole crop biorefinery contains a dry or wet milling process. The entire crop is utilized for biorefinery purposes without creating further waste.

Lignocellulosic-based biorefinery: Lignocellulosic biorefineries producing biofuels and biochemicals are likely to play a significant role in the transition towards a fossil-free society. This is especially true for forest-rich countries such as Sweden, Finland, and Canada, where the prevalence of forestry and forest industries provides by-products (such as sawdust, bark, and harvesting residues), which could be a potential future feedstock for large-scale biorefinery deployment.

Godavari Biorefineries' Sugar mill is fully integrated and is among the top fifteen Sugar complexes in India, ranked by Sugar crushing capacity as on 31st March 2024. The Company has the largest integrated Bio-refinery in India as on 31st March 2024. It is one of India's largest producers of Ethanol in terms of volume & a pioneer in the manufacture of ethanol-based Chemicals in India.

India Bio-chemical Industry

The market for chemicals manufactured from renewable feedstock (bio-chemical) is very niche, with few players in the Indian market. The concept of biorefinery is still in the early stages in most places in the world. Problems like raw material availability, feasibility in the product supply chain, and scalability of the model are hampering its development at a commercial scale.

Although the technology is still in nascent stages, it holds the key to the optimum utilization of process waste and natural resources and the onus now lies on governments and corporations to incentivize or finance the research and development in this field.

Godavari Biorefineries Limited, part of Somaiya group, having almost 60 years of experience in the bio-based chemical industry is a pioneer in manufacturing ethanol based chemicals in India, also is the largest manufacturer of MPO worldwide in terms of installed capacity as on 31st March 2024 and one of only two manufacturers of natural 1,3 butylene glycol as of 31st March 2024. The company is using sugarcane as feedstock to produce ethanol and further ethanol based chemicals.

India has a tremendous biomass potential which could easily be relied upon to fulfil most of our energy needs. An estimated 50 MMT (million metric tonnes) of liquid fuels are consumed annually in India, but with the actual biomass potential and its full utilization, India can generate almost double that amount per annum.

With an increasing awareness of the ill effects of certain chemicals on humans and the environment, there is a growing trend in the chemicals industry to shift towards what is known as “green” chemicals or more accurately sustainable chemistry. These are products that are bio-degradable, and which show a significant reduction in environmental impact when applied.

Bio-chemicals are an emerging focus among manufacturing industries that minimize pollution at a molecular level.

To meet the growing demand for renewable chemicals, pilot projects need to be commercialized and players need to make significant investments in research and development to upgrade the ongoing production technology and develop new products. While the market offers highly lucrative growth opportunities, high capital investment in the production of renewable chemicals compared to other conventional chemicals and polymers is expected to be a key challenge for market growth.

In addition, various environmental issues about exposure to harmful chemicals and the rapid depletion of fossil fuels contribute to the increased production of bio-based chemicals. Growing policy measures to encourage green chemistry and business sustainability programs such as banning plastic bags in their regions and limits on the free distribution of disposable bags also lead to market growth.

Second Generation Ethanol Production

Following the introduction of an alternative pathway, known as the Second Generation (2G) route, for ethanol production, Public Sector Oil Marketing Companies, operating under the jurisdiction of the Ministry of Petroleum and Natural Gas, are currently engaged in establishing 12 2G bio-refineries. This initiative entails a substantial investment of INR 14,000 crores.

To foster the establishment of second-generation bio-fuel plants, the Government has launched a scheme titled the "Pradhan Mantri JI-VAN (Jai Indhan – Vatavaran Anukool Fasal Awashesh Nivaran) Yojana." This scheme aims to provide financial assistance to integrated bio-ethanol projects utilizing lignocellulosic biomass and other renewable feedstock.

Under this scheme, support will be extended to twelve Integrated Bio-ethanol Projects employing lignocellulosic biomass and other renewable feedstock, with a total financial outlay of INR 1,969.50 crore spanning the period from 2018-19 to 2023-24. Additionally, backing will be offered to ten demonstration projects focused on 2G technology.

Second-generation ethanol is based on biomass such as wheat straw, rice straw, and crop stubble that can be converted into ethanol. It is more expensive than first-generation ethanol. However, by producing 2G ethanol, India can also address a major environmental issue like crop residue burning which is causing horrific pollution in cities like Delhi.

Global and Indian Ethyl Acetate Market Overview

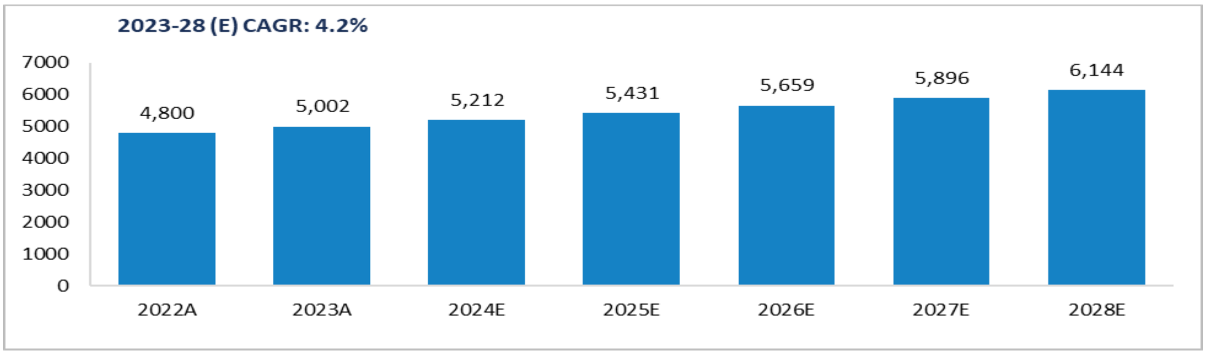
Product Overview

Ethyl acetate is an organic compound, an ester of ethanol and acetic acid. It is a colourless liquid with a fruity odour and low toxicity, it is miscible with hydrocarbons, ester, alcohol, and ethers and has low water solubility. It plays an important role as a solvent in adhesives, varnishes, paints, lacquers, or coatings, and it can be used to substitute aromatic solvents such as toluene. Higher evaporation rate of ethyl acetate solvent is preferred across many industrial solvent-based applications achieving drying in less time (e.g. flexible packaging inks, varnishes, lacquers, etc.) with a greener solvent. It is also used as an ingredient in the production of perfumes in the fragrance industry.

Global Market Overview

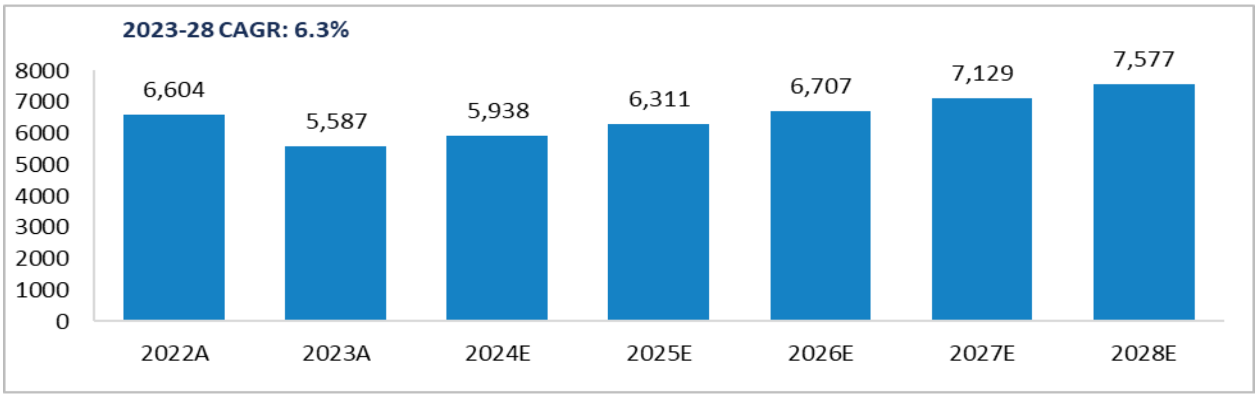
The global market for ethyl acetate stood at 5.0 MMT (million metric tons) in 2023 and. is expected to reach 6.1 MMT by 2028 growing with a CAGR of 4.2% from 2023 to 2028.

Global Ethyl Acetate Market, Industry size (KT), 2022-2028E



Source: Frost & Sullivan Analysis

Global Ethyl Acetate market, Value (USD Mn),2022-2028E



Source: Frost & Sullivan Analysis

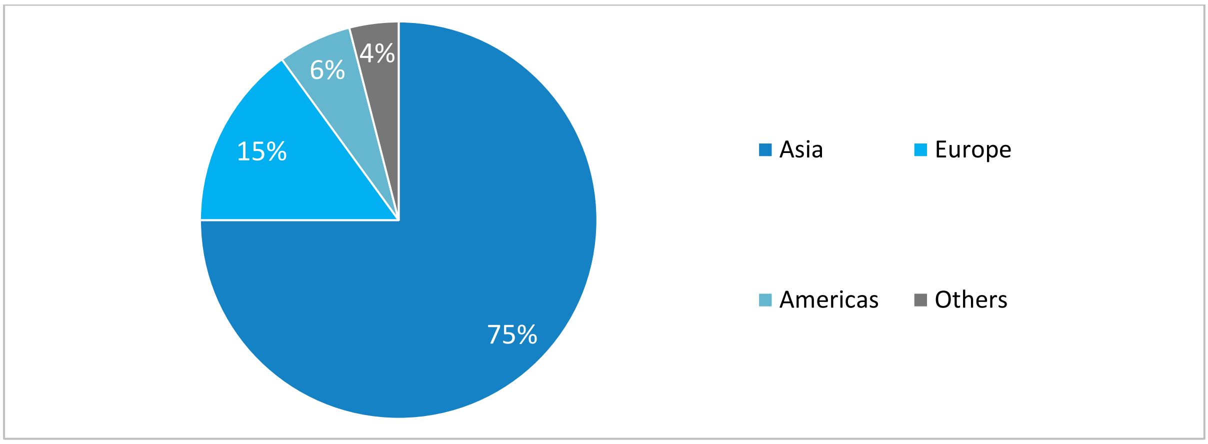
In terms of values, the global ethyl acetate market stood at USD 5,587 million in 2023 at an average price of USD 1,117/ MT. Furthermore, the market is expected to reach USD 7,577 million by 2028, with a CAGR of 6.3% from 2023 to 2028.

This anticipated growth underscores the persistent demand for ethyl acetate across various applications, indicating promising opportunities for stakeholders in the global market.

The growth of the market can be attributed to the increasing demand for bio-based ethyl acetate owned by the chemical industry, pharmaceuticals, biotechnology, food industry, and other applications across the global level. The bio-based origin of ethyl acetate gives it a distinct identity and helps it gain an edge over traditional petrochemically derived solvents. Ethyl acetate market size is driven by the need for sustainable and greener chemicals to meet ecological protocols. Various industry giants are significantly investing in research to meet the criteria for downstream end products. The paints and coatings sector is anticipated to supply a significant portion of the demand for biobased ethyl acetate.

Global Market – By Geography

Global Ethyl Acetate Market By Geography, 2023 (5 MMT)



Source: Frost & Sullivan Research & Analysis

Asia accounts for the largest demand for ethyl acetate accounting for ~75% of the global demand, followed by Europe and Americas with a share of 15% and 6%, respectively.

China is the largest producer of ethyl acetate followed by Northeast Asia, India, and Southeast Asia, making Asia the largest supplier of ethyl acetate. India is a net exporter of ethyl acetate, mainly to the Europe, Middle East and Africa.

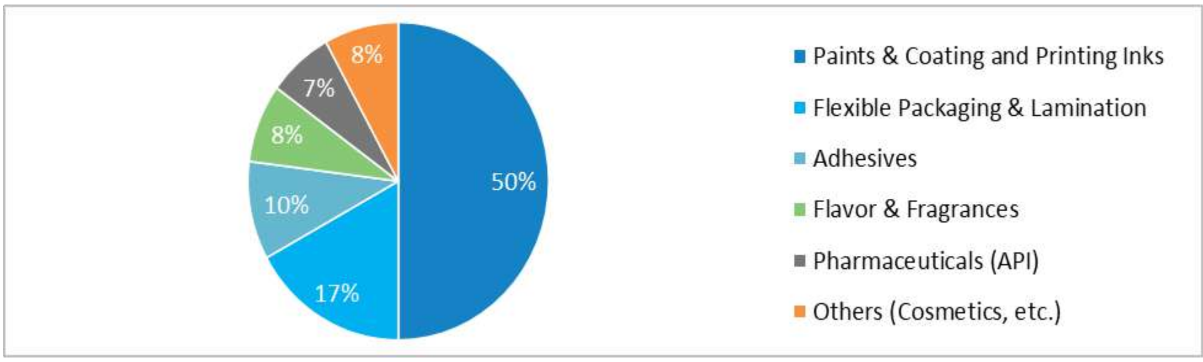
The European regulation concerning the 'Registration, Evaluation, Authorisation and Restriction of Chemicals' (REACH) has introduced restrictions on toluene with specific conditions. REACH is now affecting the import and usage of a wide range of chemicals in Europe. Any products found not to comply with the conditions established in REACH are removed from the market through the 'rapid alert system for dangerous non-food products' (RAPEX) information scheme.

In 2015, REACH banned products including glues containing toluene, chloroform, or benzene. Given rising concerns around health hazards, this ban is expected to be replicated by other regions as well, enhancing the need to move to 'green' solvents such as bio ethyl acetate which should benefit manufacturers of bio ethyl acetate such as Godavri Biorefineries Limited.

Godavari Biorefineries unique proposition extends beyond its eco-friendly credentials. The certification under BioPreferred program by the U.S. Department of Agriculture (USDA) further validates its commitment to sustainability, ensuring that bio-based ethyl acetate meets stringent biobased standards.

Global Market – By Application

Global Ethyl Acetate Market By Applications, 2023 (5 MMT)



Source: Frost & Sullivan Analysis

The primary market drivers for ethyl acetate market include the high growth in demand of the end-use applications which comprise of flexible packaging segment, paints and coatings, adhesives and sealants, pharmaceuticals, etc.

Ethyl acetate has one of the higher evaporation rates among the solvents making it a preferred solvent across multiple industries, especially flexible packaging, varnishes, paints, lacquers, etc.

Production Process

Ethyl acetate is synthesized in industry mainly via the classic Fischer esterification reaction of ethanol and acetic acid.

$$\underset{\text{Acetic Acid}}{CH_3CO_2H} + \underset{\text{Ethanol}}{CH_3CH_2OH} \longrightarrow \underset{\text{Ethyl Acetate}}{CH_3CO_2CH_2CH_3} + \underset{\text{Water}}{H_2O}$$

Securing Acetic acid at the right price is one of the key success factors in ethyl acetate business. Ethyl acetate manufactured through bio-renewable raw materials like acetic acid & ethanol is a highly marketed solvent based on its green chemistry.

Overall, ethyl acetate margins are dependent on securing the raw material acetic acid at an optimized price.

<u>Bio Ethyl Acetate Manufacturing Process:</u>

In this bioprocess, the companies use bioethanol instead of synthetic ethanol. Bioethanol is 100% green/of bio-origin as it is obtained through fermentation of biomass like molasses or sugarcane juice.

Godavari Biorefineries Limited produces ethyl acetate from ethanol and acetic acid. The company uses ethanol derived from molasses as feedstock to produce acetic acid at its Maharashtra-based facility. Ethanol is regarded as green carbon and even acetic acid is a bio-based product hence making the final product completely bio-based. As of 31st March 2024, Godavari Biorefineries Limited is the only company in India that produces bio ethyl acetate.

Growth Drivers

Increased demand from end-use segments

Due to its higher evaporation rate among the solvents, ethyl acetate is preferred solvent across multiple applications in varnishes, paints, lacquers, adhesives, flexible packaging etc. Paint & coatings and printing inks, flexible packaging and adhesives contributes to ~77% of the overall demand and are the major demand drivers of ethyl acetate.

End Use Applications of Ethyl Acetate

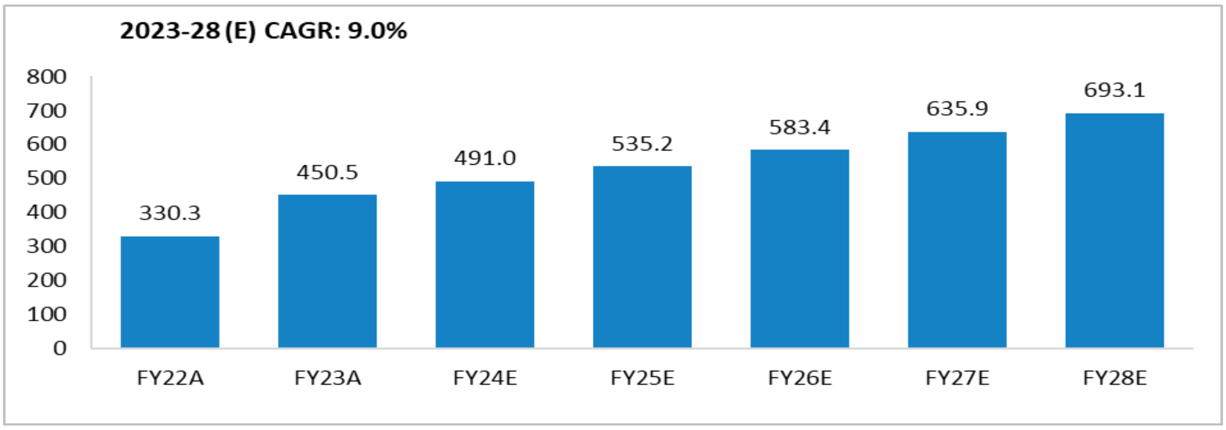
Application	Use	2023-2028 CAGR
Paints & Coatings and Printing Ink Industry	As Lacquer sandling sealer, Glasswood lacquer, Lacquer thinner, LP inks, quickset inks, heatset & coldset inks etc.	4.0%
Flexible Packaging & Lamination	As a media Solvent / wraper shining and protection	4.6%
Adhesives	To produce Glues etc.	5.2%
Pharmaceutical	In Pharmaceutical	6.2%
Flavours & Fragrances	Extensively used in the preparation of synthetic fruit essences, flavors, and perfumes	4.6%
Photographic Films & Plates	For creating luster in photographic films to last long	4.8%
Surface coatings & Thinners	Solvents for nitrocellulose lacquers, varnishes, and thinners. Least toxic of organic solvents	5.0%
Home and Personal Care	Growth in demand for personal care products is driven primarily by emerging markets in the Asia-Pacific region, particularly China and India which are expected to grow at more than 10% CAGR. Sweet smell of ethyl acetate allows its extensive use in the personal care industry.	7.7%

Source: Frost & Sullivan Analysis

India Market Overview

India is a net exporter of ethyl acetate, mainly exporting to the Europe, Middle East, and Africa. This positive trade balance gives an advantage to Indian players in exploring high-end markets such as Europe where more than half the Ethyl Acetate trade takes place. Many ethyl acetate suppliers have backward integrated ethanol production from molasses; such as Godavari Biorefineries Limited, Jubilant Ingrevia (formerly Jubilant LifeSciences), Dhampur Alcochem, Laxmi Organics, etc.

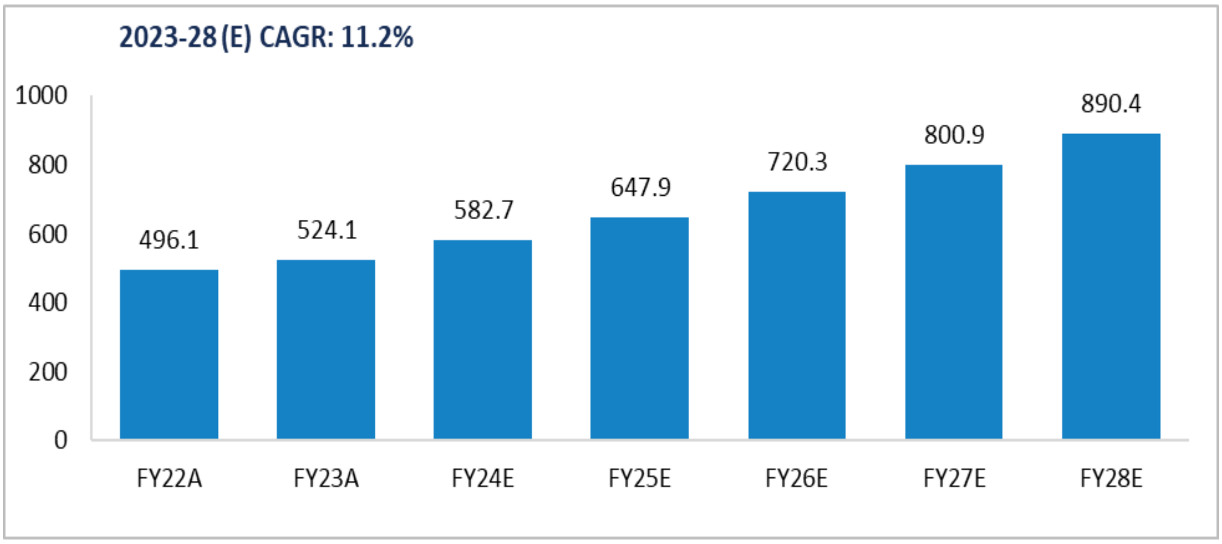
India Ethyl Acetate Market, Industry size ('000 MT), 2022-2028E



Source: Frost & Sullivan Analysis

India ethyl acetate market stood at 450.5 KT in 2023 and is expected to grow at a CAGR of 9.0%, from 450.5 KT in 2023 to 693.1 KT in 2028. In terms of values, the market stood at USD 524.1 million in 2023 at an average price of USD 1,164 /MT. Looking ahead, the market is expected to continue its growth trajectory, with a projected CAGR of 11.2% from 2023 to 2028, reaching a value of USD 890.4 million by 2028.

India Ethyl Acetate Market, Industry size (USD mn), 2022-2028E



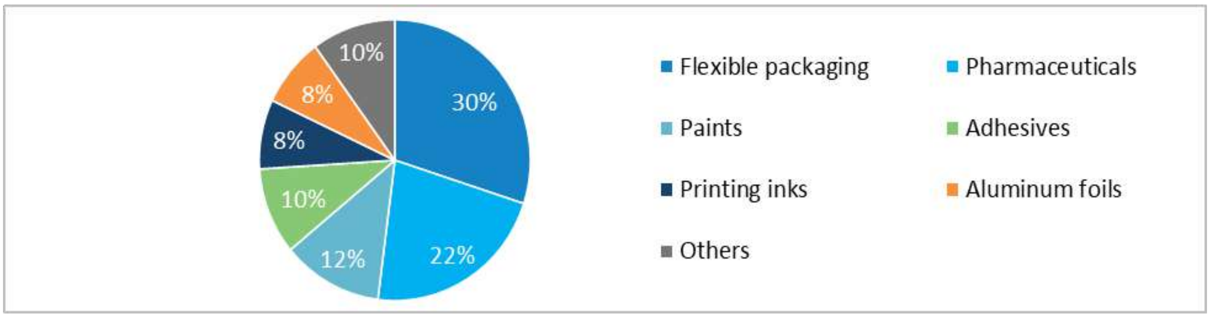
Source: Frost & Sullivan Analysis

Application Analysis

Ethyl acetate is used in flexible packaging applications as a solvent that offers shine and protection in cross-lamination applications. Solvent blends used in flexible packaging includes different formulations of ethyl acetate, MEK and toluene. Solvent systems are used by the formulators based on the solvent's ability to dissolve the resin and the drying time taken (evaporation rate of the blend).

Ethyl acetate is primarily recognized as a solvent in various applications, with limited direct involvement in insulation compared to materials like foam or fiberglass. However, it can play an indirect role in insulation processes through its utilization in the manufacturing of specific insulation materials or related products.

India Ethyl Acetate Market, Application, FY2023 (450 KT)



Source: Frost & Sullivan Analysis

Trade Assessment

India exported ~93 KT of ethyl acetate in FY2023. The top 4 players Laxmi Organics, Godavari Biorefineries Limited, Jubilant Ingrevia, and IOL Chemicals in India contribute almost ~80% of the export volume of ethyl acetate to export destinations. All these players maintain either foreign subsidiaries or have a strategic partnership with local distributors in Europe for routing Ethyl Acetate to end-use segments. Most of the export volume is distributed through indirect way.

Growth Drivers

Increased demand from packaging, pharma, and paints, increasing popularity of bio-based products, and excellent solvent properties are key drivers for Ethyl Acetate usage in India.

The growing market for flexographic and rotogravure printing market: Ethyl acetate has applications as a solvent in inks for flexographic and rotogravure printing, owing to favorable market conditions of flexographic and rotogravure printing the demand for printing inks would increase thereby increasing demand for ethyl acetate.

Growing demand for relevant APIs: Ethyl Acetate is used as an extraction solvent and intermediate in the manufacture of drugs such as sulphamethoxazole, rifampicin, etc.

Bio-based origin helping in 'green solvent' identity: Ethyl Acetate is commercially manufactured using ethanol and acetic Acid. Both raw materials, being obtained from natural sources, ethyl acetate acts as a green solvent. Acetic acid is obtained by bacterial fermentation and ethanol is obtained from molasses.

Optimal properties of the solvent: Ethyl acetate has one of the higher evaporation rates among the solvents. The higher evaporation rate property helps ethyl acetate in reducing the drying time significantly compared to peer solvents. Moreover, it fits in solvent blend mixtures forming azeotropes with fellow solvent blends.

Global and India Ethyl Vinyl Ether Market Overview

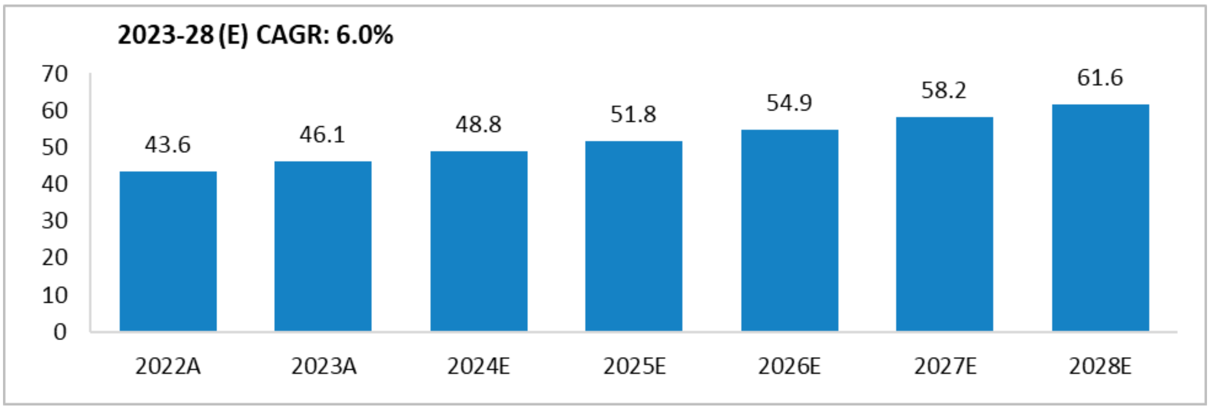
Product Overview

Ethyl vinyl ether (EVE) is a colourless unsaturated monomer with an ether like odor and low boiling point. With high reactivity, exceptional quality, and good consistency, it is the best choice for a wide range of synthesis including polymerization, addition, and electro cyclic reactions. It can be used as monomer for polymerization, cross-linking monomers, and reactive diluents for UV curing. It is used as a building block for aroma, agrochemicals, lube oil additives, and pharmaceuticals.

Global Market Overview

In terms of volume, the global market size for ethyl vinyl ether market was 46.1 KT in 2023with APAC being the largest consuming region. The market is expected to reach 61.6 KT by 2028 growing with a CAGR of 6.0% from 2023 to 2028.

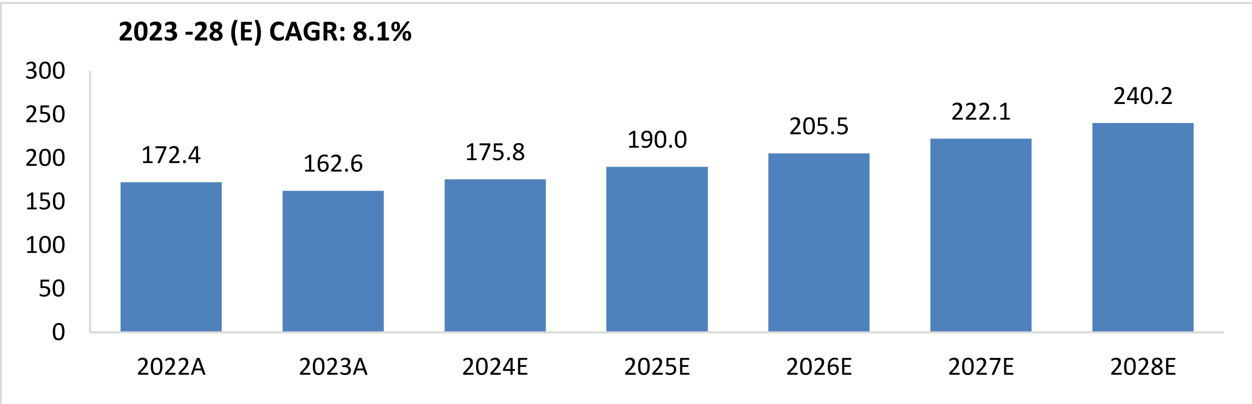
Global Ethyl Vinyl Ether Market, Industry size ('000 MT), 2022-2028E



Source: Frost & Sullivan Analysis

In terms of values, the global ethyl vinyl ether market stood at USD 162.6 million in 2023 is expected to reach USD 240.2 million by 2028, with a CAGR of 8.1% from 2023 to 2028

Global Ethyl Vinyl Ether Market, Industry size (USD Mn), 2022-2028E



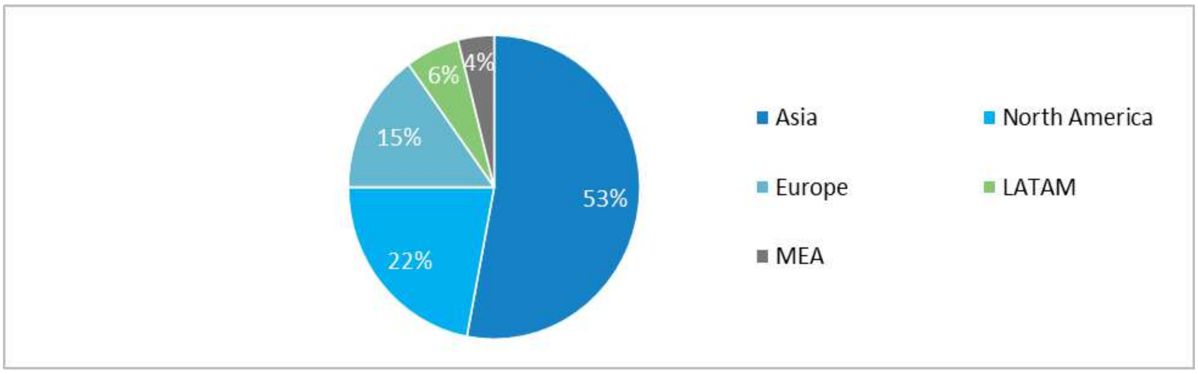
Source: Frost & Sullivan Analysis

The growth of the market can be attributed to its growing use as an intermediate for pharmaceuticals and agrochemicals applications and its wide consumption as a flavor and fragrance ingredient. There is a gradual shift in demand for bio-based ethyl vinyl ether with more consumers opting for bio-based products.

Global Market – By Geography

APAC accounts for the largest share of ethyl vinyl ether consumption accounting for 53% of the global demand. APAC is a major manufacturing hub for anesthesia drugs. Propofol is a drug that has been used for a long time for various surgical procedures requiring anesthesia. With the bulk of the pharmaceutical companies located in the APAC region, the demand for ethyl vinyl ether is high in this region. Moreover, APAC is a major hub for production of crop protection chemicals, which is major growth driver for the demand of EVE, making APAC one of the leading consuming regions of ethylene vinyl ether.

Global EVE Market, Geography, 2023, 46 KT

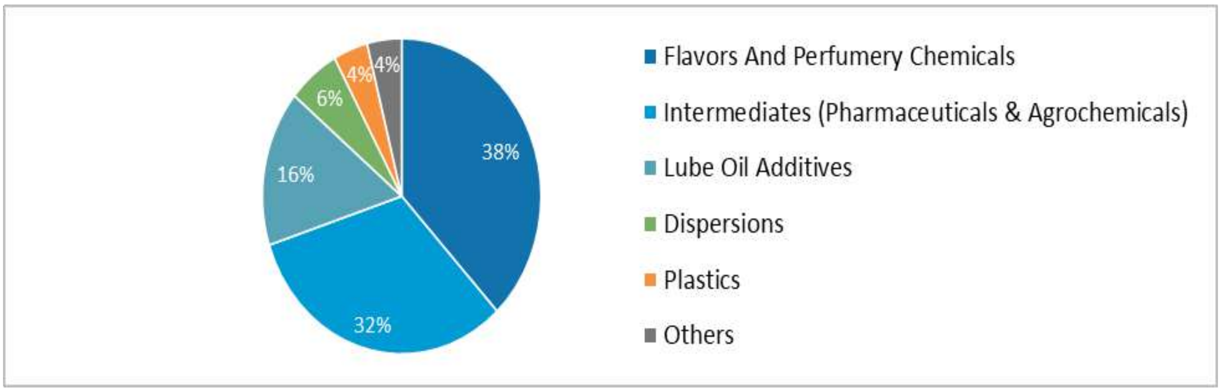


Source: Frost & Sullivan Analysis

Global Market – By Application

By application, the market is divided into pharmaceuticals, lube oil additives, flavors and perfumery chemicals, plastics, and dispersions. Ethyl vinyl ether is used in fragrances and lubricating oil additives. It acts as an intermediate for sulfadiazine. It finds application in pharmaceuticals as anesthetics and analgesics. Further, it is used as a solvent in organic synthesis. On an application front, flavours and fragrances account for the largest share for the demand of ethyl vinyl ether (~38%), followed by its application as an intermediate for pharmaceutical and agrochemicals applications (~32%), lube oil additives (~16%), dispersions (~4%), plastics (~4%) and others.

Global EVE Market, Volume-based Application, 2023 (46 KT)



Source: Frost & Sullivan Analysis

Flavours & Fragrance: Ethyl Vinyl ether is used as a solvent in fragrances and flavouring compounds. Its sweet, ether-like odour contribute to certain aroma of perfumes, colognes, and other scented products.

Pharmaceuticals: Ethyl vinyl ether is a useful anesthetic drug for all ages and for all operative procedures not requiring muscle relaxants. It is used as an anesthetic drug for general and thoracic surgery. It is an adequate and safe analgesic agent by the open drop technique or used along with nitrous oxide. The anesthetic drug based on ethyl vinyl ether is popularly known as Vinamar. Chemically and physically this agent occupies a position midway between diethyl and divinyl ethers, and its anesthetic properties also lie between those of the two parent ethers.

Agrochemicals: Ethyl vinyl ether is used as an intermediate in producing a host of agrochemicals. Some of the application usage includes ketones, pyridine organic compound used as an insecticide, among others

Resins: Ethyl vinyl ether is a co-monomer for fluoropolymer resins for highly durable coatings. It provides solubility, adhesion, and crosslinking.

Polyvinyl Ethers: As a co-monomer, Ethyl vinyl ether is used in the production of polyvinyl ether resins. These soft resins are saponification-resistant and improve the adhesion and flexibility of printing inks.

UV Curing: It can also be used as a monomer for polymerization, cross-linking monomers, and reactive diluents for UV curing.

Global Market - Competition Landscape

The global production capacity for ethyl vinyl ether was 43 KT in 2023. The market is highly concentrated with only a few large players operating in the market. BASF dominates the market having the largest production capacity of 25 KTPA in Europe, followed by Chinese players having medium-low capacity for the product.

Production Process

Typically, ethyl vinyl ether is made by the reaction of acetylene and ethanol in the presence of a base.

$$\overset{\text{Ethanol}}{C_2H_5OH} + \overset{\text{Acetylene}}{C_2H_2} \longrightarrow \overset{\text{Ethyl Vinyl Ether}}{C_4H_8O} + \overset{\text{Water}}{H_2O}$$

Growth Drivers

Growing demand for Flavours & Fragrances market

In 2023, the global flavours & fragrance market was approximately USD 32 billion. The market is expected to grow at a CAGR of 4.6% and is anticipated to reach around USD 41 billion by 2028. The global flavours & fragrance market is growing on the back of burgeoning demand via rising disposable incomes and online sales, rising consumption in the personal care and pharmaceutical industry, growing urbanization, rising retail sales, and growing economic conditions in developing regions. Growing demand for the flavours & fragrance market will result in growing demand for ethyl vinyl ether.

Growing demand for crop protection market

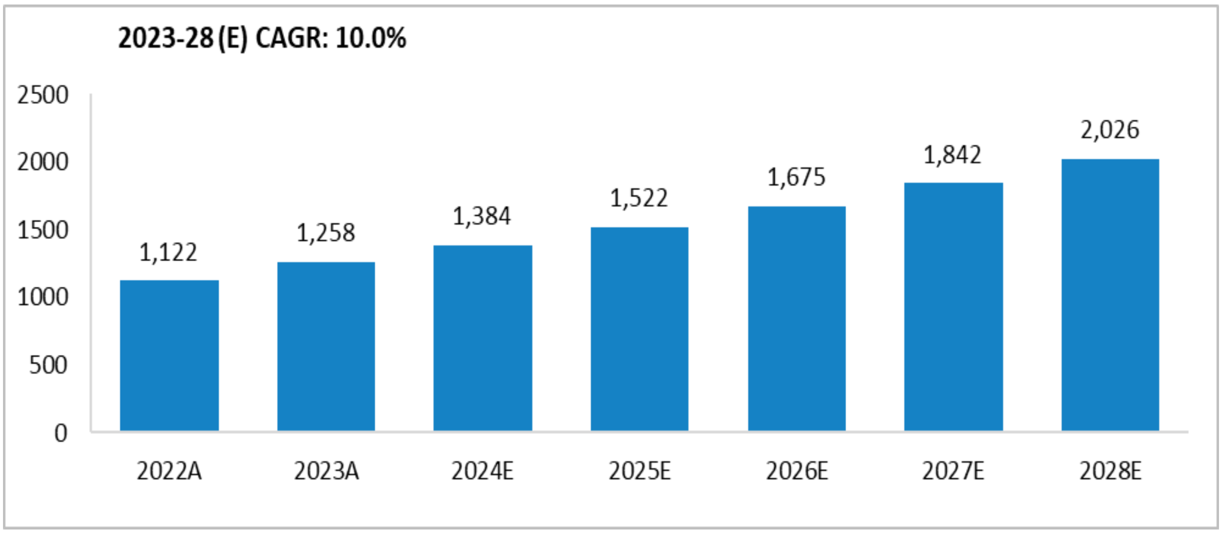
Ethyl vinyl ether is used as an intermediate in producing a host of agrochemicals. Some of the application usage includes ketones, pyridine organic compound used as an insecticide, among others. The crop protection chemical industry has been transforming over the years, with robust growth and changing crop mix trends and environmental regulations.

The global agrochemical industry was valued at USD 233 billion in 2023 and is expected to grow at a CAGR of 3.4% till 2028. Growing population, declining arable land, food security, and the need for augmented agricultural productivity are the significant factors driving the demand for higher agricultural output, thus boosting the growth of the crop protection industry globally.

India Market Overview

The India market size for the Ethyl Vinyl Ether market was approximately 1,258 MT in 2023. The rise in demand was driven by growing demand from the pharmaceuticals & agrochemicals sector. Looking forward, the market is expected to grow at a CAGR of 10.0%, reaching to 2,026 MT by 2028.

India Ethyl Vinyl Ether Market, Industry size (MT), 2022-2028E

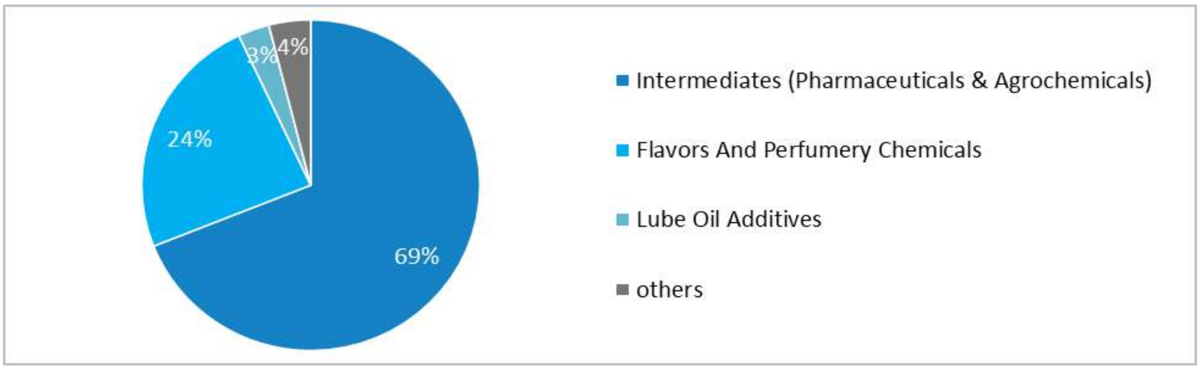


Source: Frost & Sullivan Analysis

India Market – By Application

On an application front, crop protection chemical account for the largest demand of EVE (~69%), followed by the application in flavours and fragrance ingredient (~24%), and lube oil additives (~3%).

India EVE Market, Application, 2023 (1258 MT)



Source: Frost & Sullivan Analysis

India Market – Trade Scenario

Godavari Biorefineries Limited has set up India's first bio-based EVE manufacturing facility in India as of 31st March 2024 and is poised to capitalize on the import substitution opportunity for EVE in India.

Global And Indian 1,3 Butylene Glycol (1,3-BG) Market Overview

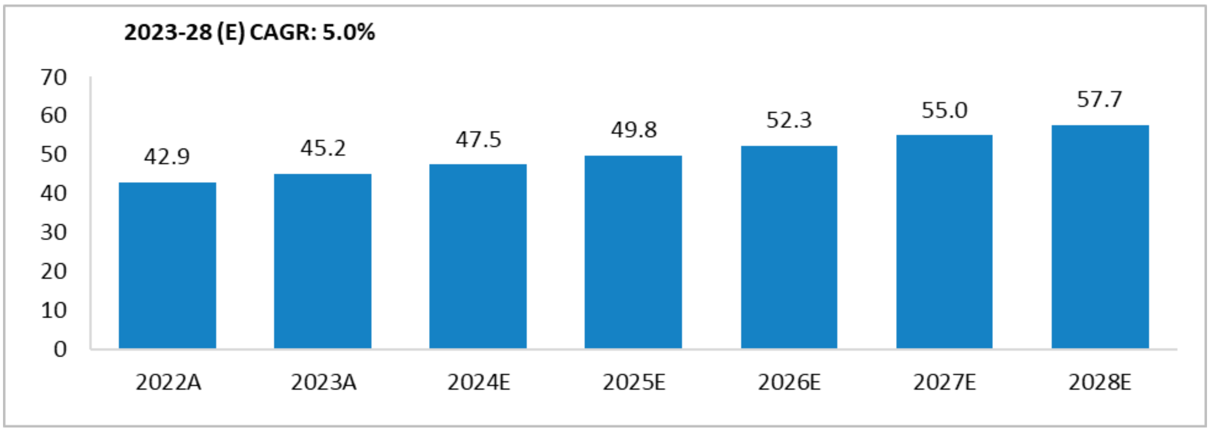
Product Overview

1,3-Butylene Glycol is a natural diol, very pure, clear and odourless, water-soluble organic liquid. It is also known as 1,3-butanediol. It is a common humectant used in cosmetic as moisturizer for the skin, solvent, fragrance enhancer. It hydrates, conditions, and acts as a barrier to protect the skin and hair. It is also used as an intermediate for the manufacture of polyester plasticizers and unsaturated polyester resins and polyurethane paints, in heavy duty brake-fluid formulations, gelling agent for gelatin and similar proteins.

Global Market Overview

In 2023, the global market size, in terms of volume, for 1,3-butylene glycol market was 45.2 KT and is expected to reach 57.7 KT by 2028, growing at a CAGR of 5.0% from 2023 to 2028.

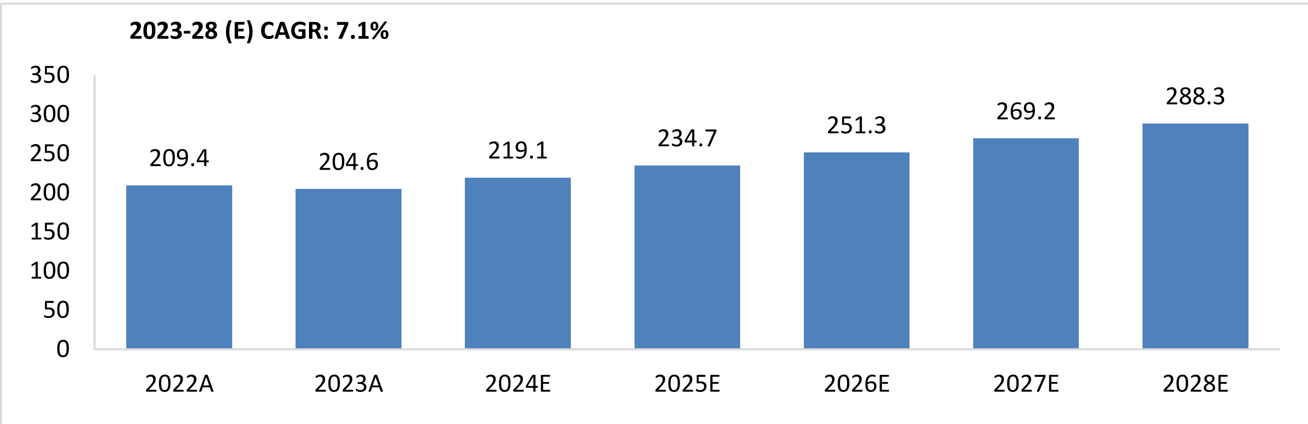
Global 1,3-BG Market, Industry Volume (KT), 2022-2028E



Source: Frost & Sullivan Analysis

In 2023, the market stood at USD 204.6 million at an average price of USD 4,525 /MT. Looking ahead, the market is expected to grow at a CAGR of 7.1% from 2023 to 2028, reaching a value of USD 288.3 million by 2028.

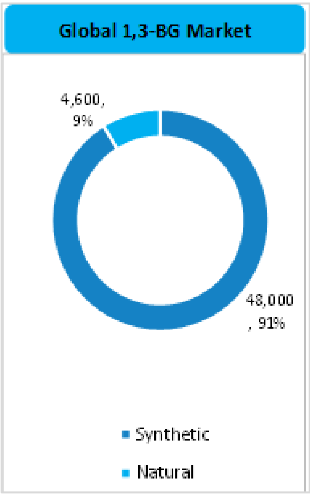
Global 1,3-BG Market, Industry Value (USD Mn), 2022-2028E



Source: Frost & Sullivan Analysis

Asia Pacific accounts for the majority share of global demand. The growth in the demand for cosmetic products was the major factor promoting the advance of the global 1,3-BG market. Asia was the biggest beauty and personal care market among Europe, Africa, the Americas, Australia, and Oceania. Growing awareness about personal grooming and increasing disposable income will result in higher spending on personal care products leading to higher requirements of 1,3-BG in Asian countries.

Production Capacity Market Share Analysis (2023), in Volume Metric Tons (MTPA)



Source: Frost & Sullivan Analysis

Synthetically produced 1,3-BG accounts for 91% of the total production capacity whereas naturally produced (using natural feedstock) 1,3-BG accounts for only 9%. However, the market for naturally produced 1,3-BG is anticipated to experience rapid growth compared to that of synthetically produced 1,3-BG.

Globally, there are only two manufacturers of Natural 1,3-BG- Genomatica and Godavari Biorefineries Ltd. Genomatica with production capacity of 2,200 MTPA serves Japan, with USA, and Europe.

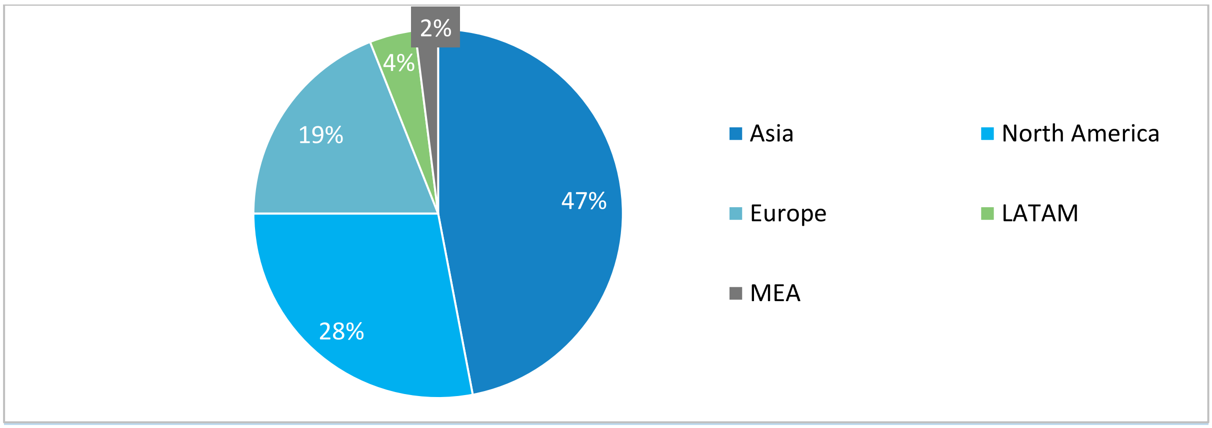
In India, Godavari Biorefineries Ltd is the sole producer of Natural 1,3-BG with production capacity of 2,400 MTPA as of 31st March 2024 and uses bio-based renewable resources as part of its production process.

Northeast Asia is the largest consumer of natural products with the market being well matured and many companies experimenting and consuming natural ingredients. Northeast Asia is expected to dominate the market.

Global Market – By Geography

On a geographical front, the Asia Pacific accounts for the largest share in 1,3-BG consumption accounting for 47% of the global market.

Global 1,3-BG Market, Split by Geography, 2023 (45 KT)



Source: Frost & Sullivan Analysis

Asia: Northeast Asian countries have the highest per capita spending on personal care and cosmetic products. Japan and South Korea are significant coatings markets in Northeast Asia with large manufacturing bases in automotive, chemicals, appliances, and electronic items.

Being a low-cost continent, many MNCs have shifted their production base to countries like India, Indonesia, Vietnam, and China owing to which it has become a hub for sales of personal care ingredients. These countries are expected to drive the bulk of demand for 1,3-BG.

North America: North America is a major consumer of cosmetics, skin care, and other beauty products. Skin care products are used extensively, and global demand is increasing each year by nearly 9.0% for the forecast period of 2023-2028.

Europe: The Central and Western Europe beauty & personal care market is expected to grow at a CAGR of 1.7% for the forecast period of 2023-28. Europe is a growing marketplace for cosmetic products and is expected to show higher growth rates as compared to Western Europe. In 2023, the high revenue-generating in Central and Western Europe are personal care products (~USD 33 billion), followed by skin care products at USD 21 billion. Technological advancements in the region coupled with the development and introduction of innovative creams and lotions are expected to have a positive impact on demand of 1,3-BG.

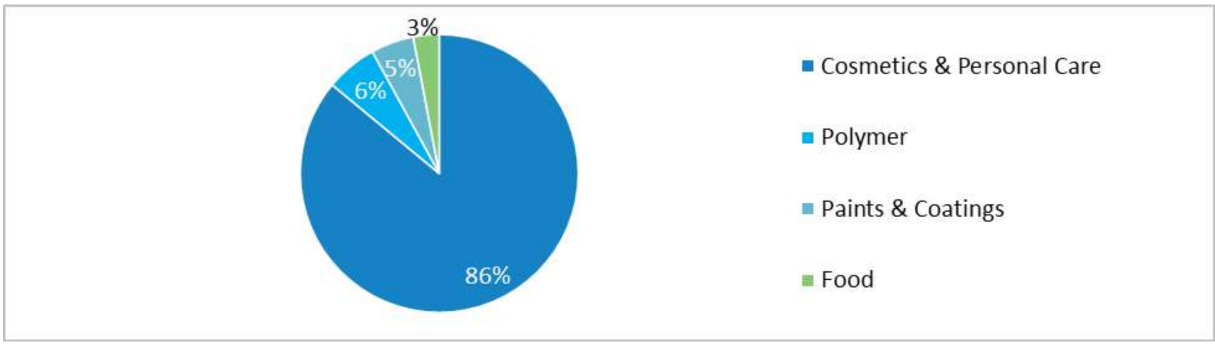
Latin America: Latin America's beauty & and personal care products market is expected to grow at a CAGR of 4.8% for the forecast period of 2023-2028. Face masks are one of the key product segments were 1,3-BG and the growing popularity of face masks indicates a growing demand for 1,3-BG.

Middle East & Africa: The Middle East and Africa beauty & and personal care products market is forecasted to rise at 3.8% CAGR between the years of 2023-28. On a production front, the bulk of premium products is imported into the region with limited production establishment leading to lower requirements of 1,3-BG.

Global Market – By Application

1,3-BG finds its application as a multifunctional emollient, humectant, and gelling agent, and its use is widespread in skincare and haircare formulations along with other personal care uses like cosmetic face masks. 1,3-BG also finds its use as an intermediate to produce polyester plasticizers, unsaturated polyester resins, and polyurethane paints. Along with being used as a solvent in the fragrance industry and a stabilizer in pharmaceuticals, 1,3-BG is also used as an intermediate for the manufacture of polyester plasticizers. It is used in the food & beverage industry where it is used as an additive with antimicrobial functions for packaging.

Global 1,3 BG Market, Application, 2023 (45 KT)



Source: Frost & Sullivan Analysis

Cosmetics & Personal Care: 1,3-BG is majorly used as a moisturizer and viscosity-decreasing agent by major cosmetic brands in skin care products. It finds application in a wide range of skincare and cosmetic products, such as cleansers, serums, moisturizers, sunscreen, sheet masks, foundation, and mascara. The best characteristic of 1,3 butylene glycol is its ability to stabilize volatile compounds such as fragrances and flavors, reducing the loss of aroma. 1,3-BG also helps in the preservation of cosmetics against spoilage by micro-organisms

Polymer: A major part of 1,3-BG is used as an intermediate to produce plasticizers for polymers used. It is used as a chemical intermediate for organic synthesis processes, such as the manufacture of polyurethane and polyester resins.

Paints & Coatings: 1,3,-BG is majorly used as a stabilizer in paints & and coatings. Growing demand for enhanced industrial paints and coatings with growing manufacturing industries such as automotive, electrical & and electronics, and other commercial industries is supporting the growth of 1,3-BG. 1,3 BG is also used to produce 1,3,-BG Dimethacrylate (BGDMA) which is used extensively in the production of acroletic coatings, pressure-sensitive adhesives, lubes, plastic improvers, etc. It also finds use in the production of homopolymers, leather finishings, paints, packaging, and paper coatings.

Food: According to FDA, butylene glycol is allowed to be used as indirect food additives, for example, it may be used in polymeric coatings in contact with food. Butylene glycol is a preservative that helps to keep products well-formed and moist.

Global Market – Competition Landscape (2023)

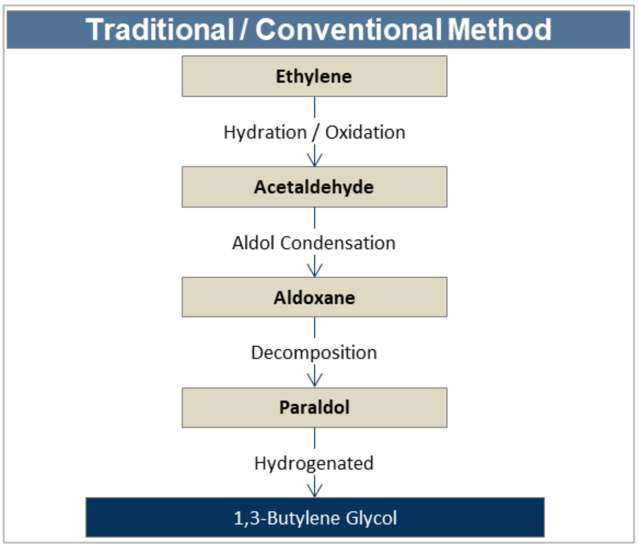
Geographically, Japan is the largest producer of 1,3-BG, accounting 61% of the total global production capacity, followed by United States and India.

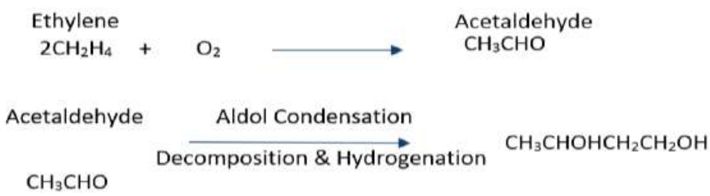
Godavari Biorefineries Limited offers Natural 1,3-BG at a very competitive price as compared to other synthetic providers and other Natural 1,3-BG providers.

Production process

Ethylene and acetaldehyde are the major raw materials used in the production of 1,3-BG. Production process across companies is the same with Oxea using Ethane whereas Daicel uses Naphtha in their steam crackers.

The manufacturing of 1,3-BG can be understood as follows:





Godavari Biorefineries Ltd.'s production process of 1,3-BG

Godavari Biorefineries Limited also produces 1,3-BG through the natural route. Godavari Biorefineries Limited uses ethanol instead of ethylene to produce 1,3-BG and has backward integration to produce ethanol from molasses, a by-product of sugar production. This puts GBL in a competitive position in the global market vis-a-vis other players.

Global Market – Growth Drivers

Growing demand for Cosmetics and Personal Care products: An increasing demand for cosmetics & and personal care products supported by increased disposable income is leading to more demand for such cosmetic products. In 2023, the beauty & personal care market was estimated to be USD 625.70 billion and is estimated to grow at a CAGR of 3.3% for the forecast period of 2023 to 2028. The largest segment under this is personal care with a market size of USD 274.20 billion in 2023. Pharmaceutical and medical infrastructure in emerging economies of Asia Pacific such as China and India have developed rapidly due to a rise in the population and increase in disposable income. Hence, the 1,3-butylene glycol market in Asia Pacific is anticipated to expand at a rapid pace. A rise in demand for 1,3-butylene glycol from the pharmaceutical industry and a rapid increase in the demand for cosmetic products are projected to drive the 1,3-butylene glycol market during the forecast period.

Growing demand for natural label products: On a global level, there is a customer shift towards personal care products of natural origin, demanding greater transparency in the products they purchase; the "Natural" trend is the most important in the personal care industry. Shift towards mental and physical well-being using natural, organic, anti-fatigue, anti-pollution, anti-aging products. Consumers feel the label is important and would pay a premium for all-natural products.

The demand for 1,3-butylene glycol is estimated to increase in the pharmaceutical and cosmetic sectors. due to a significant increase in the demand for natural 1,3-BG, which aligns with the overall trend of growing preference for natural ingredients. In India, the natural cosmetics market is estimated to grow at a CAGR of 3.29% between 2024 and 2028, and a market size of USD 1.07 billion in 2028.

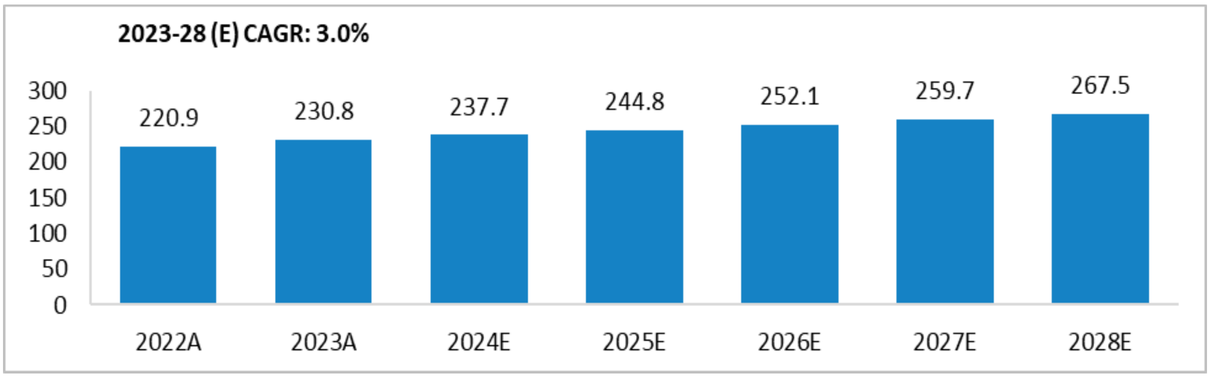
Growing demand for Beauty and Personal Care in India

India's beauty and personal care market was valued at USD 31 billion in 2023 and is expected to grow at a CAGR of 3.0% from 2023 to 2028, reaching upto USD 36 billion by 2028.

India Market Overview

Godavari Biorefineries Limited is the sole manufacturer of 1,3-BG in India as of 31st March 2024. The Indian demand is catered by indigenous production along with imports. The market, in terms of volume, stood at 230.8 MT in 2023 and is expected to grow at a CAGR of 3.0% from 2023 to 2028, reaching a value of 267.5 MT by 2028.

India 1,3-BG Market, Industry Volume (MT), 2022-2028E

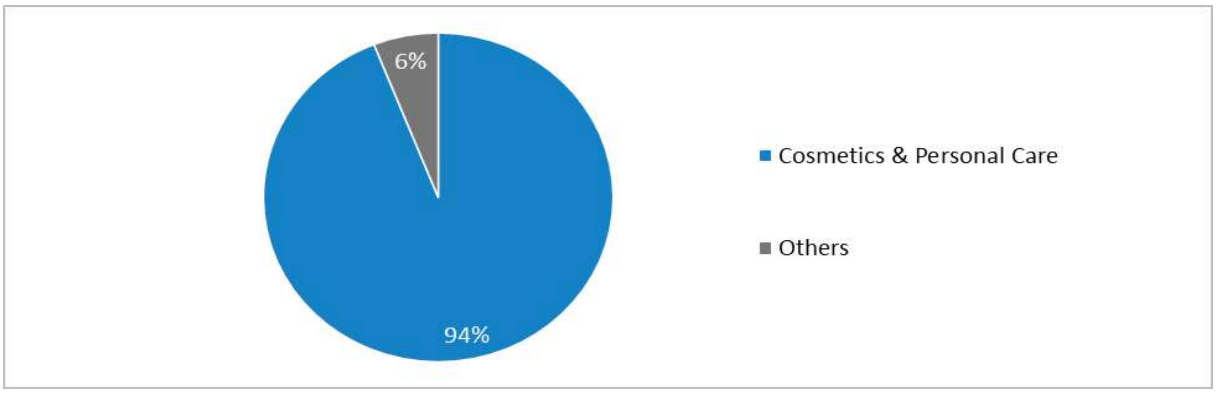


Source: Frost and Sullivan Analysis

India Market – By Application

From an application perspective, ~94% of 1,3-BG is being used in personal care & cosmetics industry finding its application in a wide range of skincare and cosmetic products, such as cleansers, serums, moisturizers, sunscreen, sheet masks, foundation, and mascara.

India 1,3-BG Market, Application, 2023 (231 MT)



Source: Frost & Sullivan Research & Analysis

Global And Indian Ethanol Market Overview

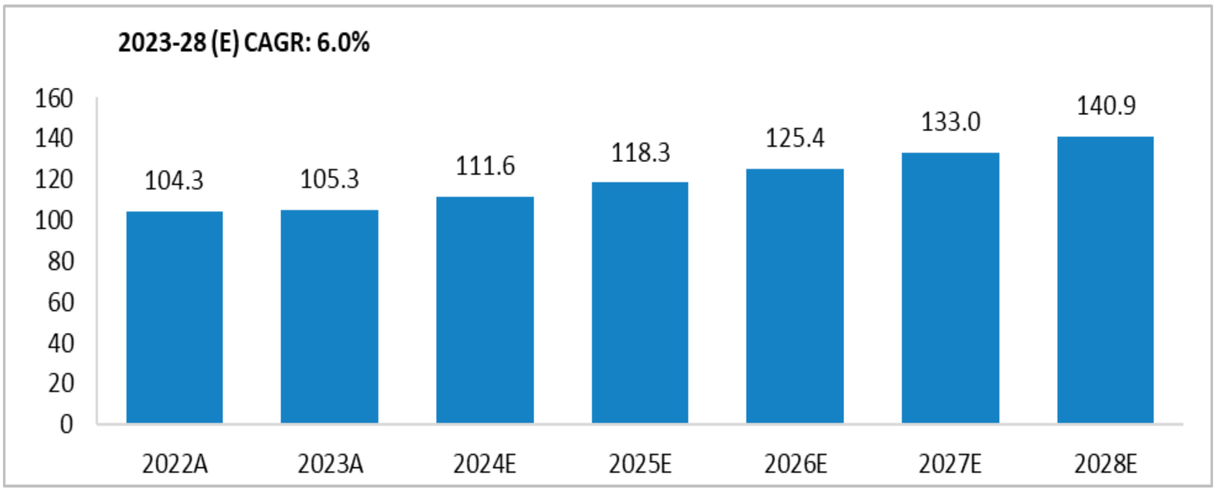
Product Overview

Ethanol is a flammable chemical also known as ethyl alcohol; it is a renewable and colourless chemical primarily manufactured by the fermentation of sugar-based materials, starch, and cellulose-based feedstocks like corn, barley, wood, and wheat, among others. Ethyl alcohol is an organic solvent having high solubility and is a primary component in the production of alcoholic beverages and it is extensively used in the pharmaceutical industries as a preservative. The major applications of ethanol include fuel & fuel additives, disinfectants, beverages, personal care, industrial solvents, and others

Global Market Overview

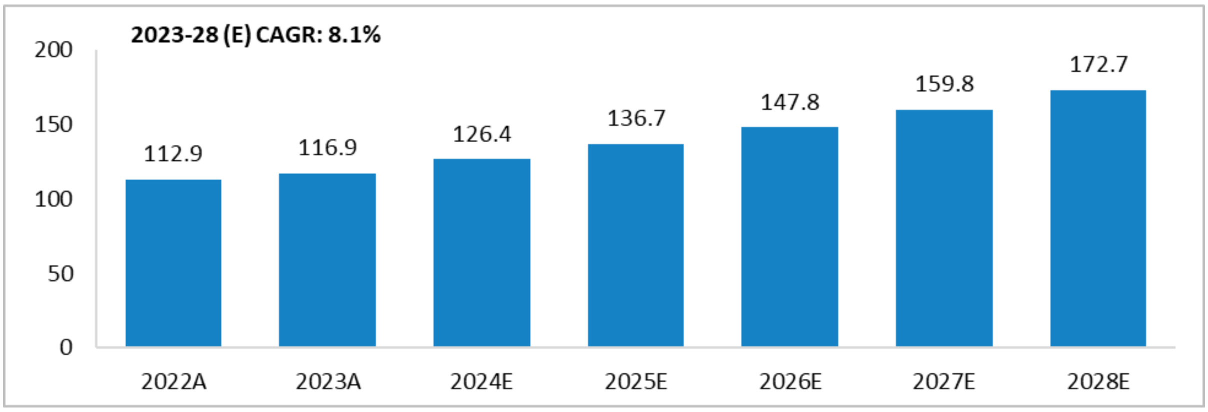
The global ethanol market was valued at USD 116.9 billion in 2023 and is expected to reach a market value of USD 172.7 billion by 2028 with a CAGR of 8.1% from 2023 to 2028. The total ethanol production was 105.3 billion litres in 2023 and is expected to grow at 6.0% CAGR to reach 140.9 billion litres by 2028.

Global Ethanol Market (Billion Litres), 2022-2028E



Source: Frost and Sullivan Analysis

Global Ethanol Market (USD Billion), 2022-2028E



Source: Frost and Sullivan Analysis

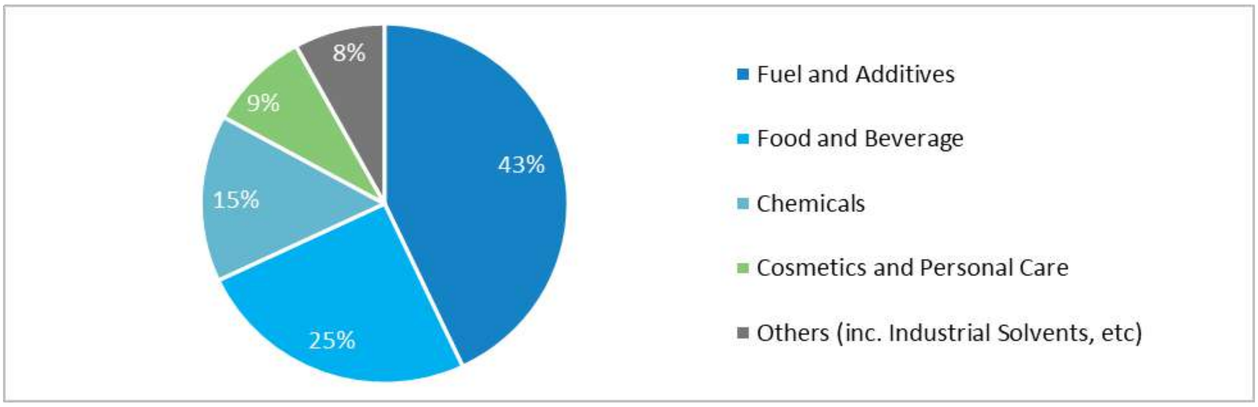
The demand for the ethanol is mainly driven by its growing usage as a biofuel. Furthermore, governments in major and emerging economies are encouraging the production of ethanol because it is a renewable biofuel and consumer demand for cleaner fuels and better solutions for the environment is rapidly shifting worldwide. According to the International Energy Agency, the transition towards clean energy is happening globally and they believe that governments, companies, and investors should support this transition instead of hindering it. Ethanol is an environmental fuel and thereby reduces the level of pollution; this is a crucial factor for the adoption of ethanol in most of the fuel blends fuelling the growth of the demand.

The rising consumption of alcoholic beverages is another major factor supporting market growth. Due to the pandemic, the usage of alcohol-based hand sanitizers has increased considerably, which has effectively boosted the growth of ethanol demand. Food and Drugs Administration has approved ethanol as an active ingredient in the manufacturing of alcohol-based hand sanitizers encouraging the market leaders operating in the global ethanol market to focus on the capacity expansion of ethanol

Ethanol Market – Key Applications

Fuel and fuel additives were the largest segment with a market share of over 40% in 2023. With countries, including India, moving towards cleaner fuels, the demand for ethanol has been rising as it supports the changing regulations aimed at reducing air pollution, boosting the product demand as it is used in the manufacturing of gasoline additives to improve fuel efficiency. Industrial solvent is one of the steadily growing applications for ethanol as it is widely used in major end-use industries. Industrial solvents are used to process fats, oils, waxes, resins, hydrocarbons, and organic compounds. The future growth in the various application segments like fuel and additives, food and beverages, chemicals, cosmetics, etc. is largely dependent upon macroeconomic factors, such as government policies and federal bank provisions.

Global Ethanol Market Size split by End Use, 2023, USD 117 Bn



Source: Frost & Sullivan Analysis

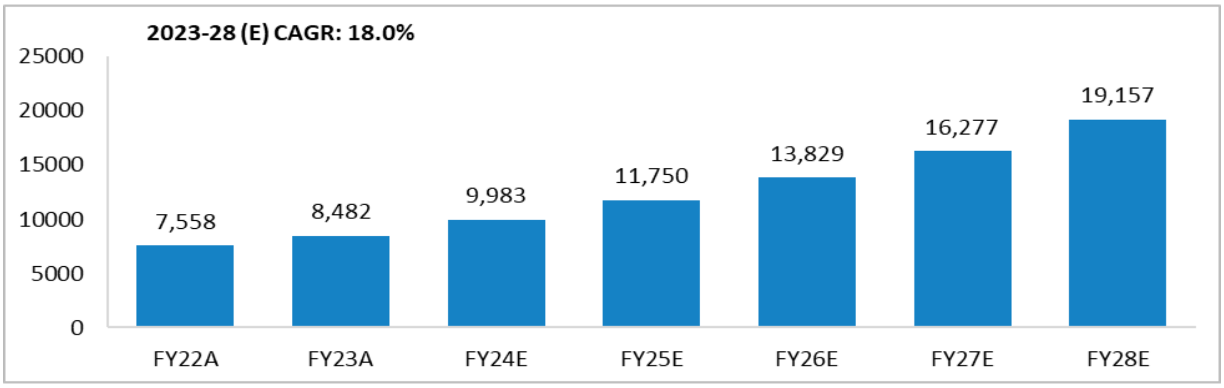
Ethanol is one of the important ingredients used in the personal care industry. It functions as an astringent and is used in product formulations, such as skin lotions and hand sanitizers. Its low boiling point and favorable physical properties have made it an important additive in the personal care industry.

India Market Overview

In the ethanol supply year 2023, India produced approximately 8,280 million litres of ethanol. Final C & B Heavy molasses, sugarcane juice, food grains unfit for human consumption, and any other potential domestic raw material sources available in the country may be used for making fuel-grade ethanol.

In terms of volume, India ethanol market stood at 8,482 million litres in 2023 and is expected to grow at a CAGR of 18.0% from 2023 to 2028, reaching to 19,157 million litres by 2028.

Indian Ethanol Market (Million Litres), 2022-2028E

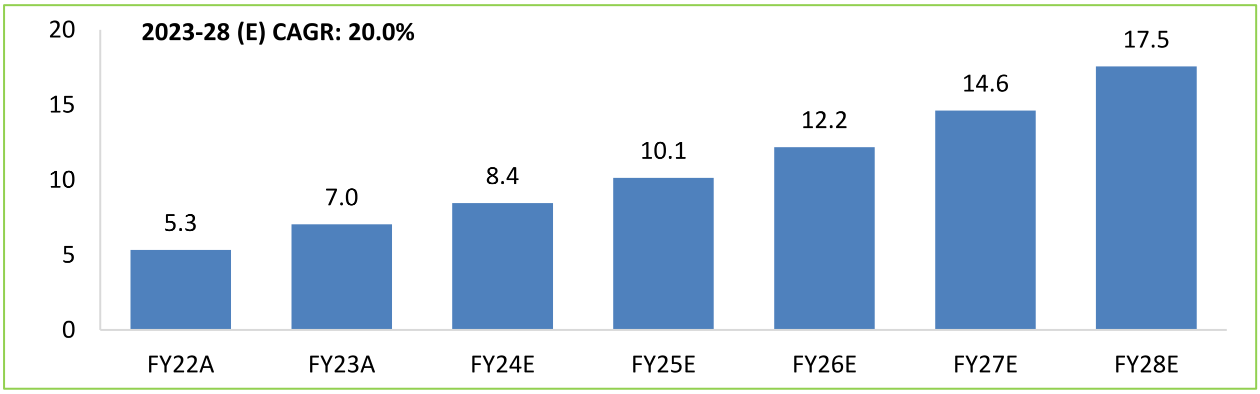


Source: Frost & Sullivan Analysis

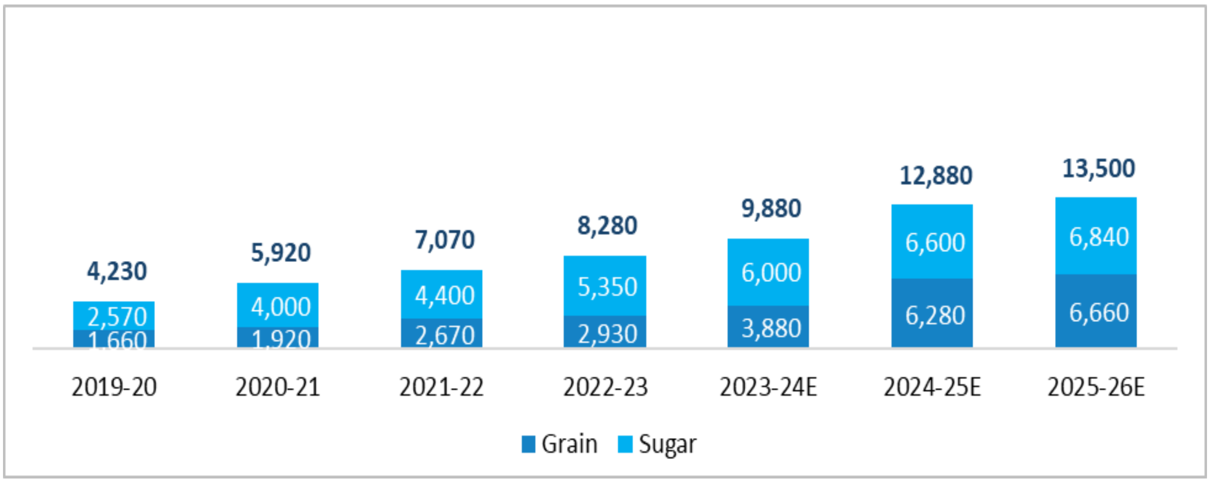
The Indian ethanol market is projected to grow from USD 7.0 billion in 2023 to USD 17.5 billion by 2028, exhibiting a CAGR of 20.0% during 2023-2028, on the back of increasing ethanol use in applications such as fuel additives, disinfectants, and beverages. With the start of National Biofuel Policy 2018, which had put forth an Ethanol blending target of 20% by 2025 which the country missed due to the government's decision to restrict the use of sugar cane juice and syrup for producing ethanol.

The new target for ethanol blending stands at achieving a 20% blend in automotive fuel by the year 2025, from the current 12% in the ESY 2022-23. For more than five years, the Indian government has been encouraging ethanol capacity expansion to cut its dependency on imported crude oil and channel the excess sugar inventories into Ethanol production.

India Ethanol Market (USD Billion), 2022-2028E



Indian Ethanol Production Projection (million litres) 2019-2026E



Source: niti.gov.in; Frost & Sullivan Analysis

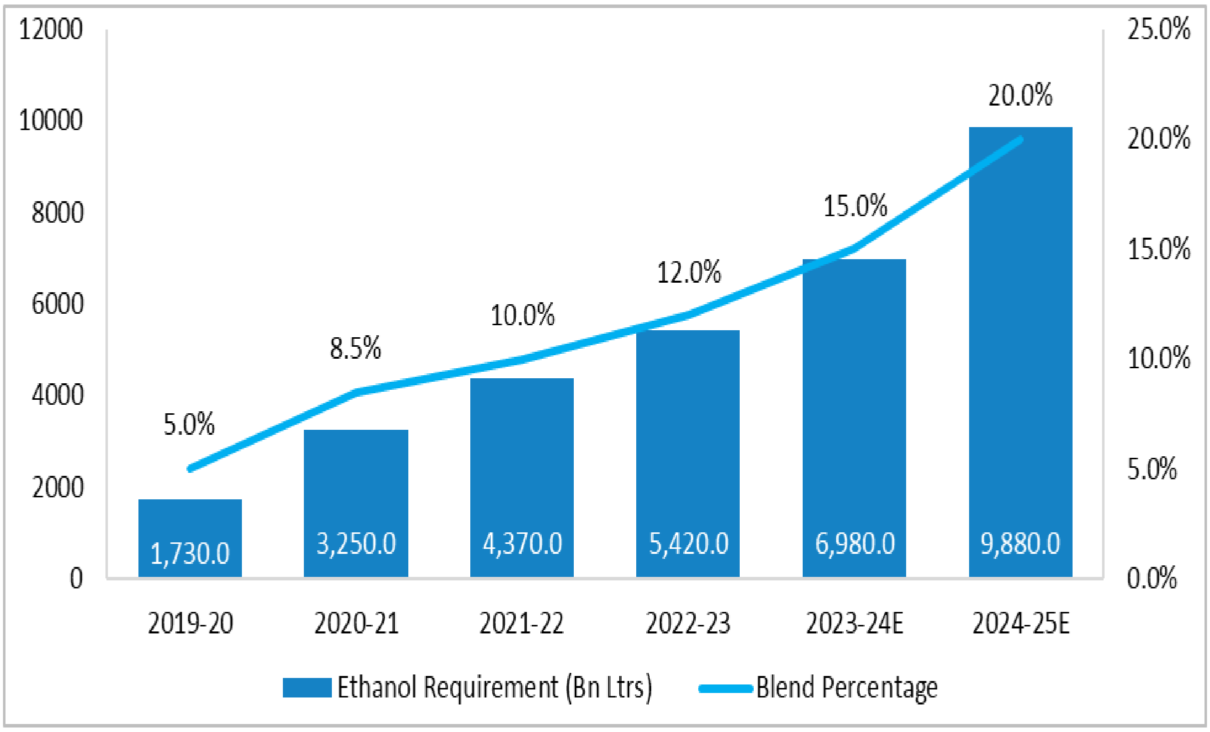
India Ethanol Blended Program

As of Sep 2023, India's current ethanol blending rate is marked at 11.76%, which was below the 12% target for the current ESY. By 2025, the government aims to achieve 20% ethanol blending with petrol. To achieve the new target of 20% ethanol blending by 2025, India requires approximately ~10 billion litres of Ethanol in FY 2024-25. The country achieved the target of achieving a 12% ethanol blend in FY2022-23 by utilizing approximately 5,420 million litres of ethanol. India is greatly dependent on grains and molasses to produce ethanol which is further used in blending.

The central government brought forward the target of 20% ethanol-blending in petrol from 2030 to 2025. The central government has directed the oil companies to sell ethanol-blended petrol with a percentage of ethanol up to 20% as per the Bureau of Indian Standards specifications, in the whole of the states and union territories. Owing to this the requirement for Ethanol has increased drastically to meet the growing demand for fuel ethanol. India has also been giving soft loans to sugar mills to increase ethanol production capacity by adding distillation infrastructure to existing plants.

The move from India towards higher production and use of ethanol is expected to cut the country's exportable surplus of sugar, potentially leading to higher international prices for the sweetener. Most of the additional ethanol production in the country will come from sugar cane processing, so less cane will likely be used to make sugar.

Indian Ethanol Blend Program Supply (million Ltrs), 2019-2025E



Source: ISMA, Frost & Sullivan Analysis

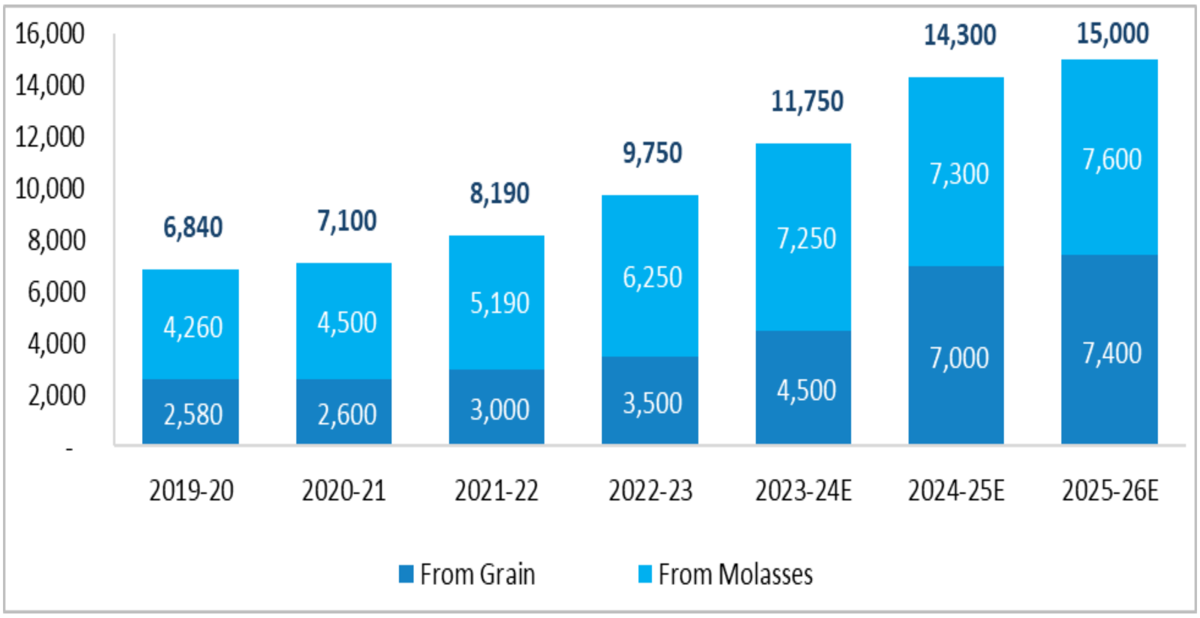
Indian Requirement of Ethanol for blending in Petrol (Bn Ltrs), 2016-2025F

Ethanol Supply Year	Projected Petrol Sale (Bn litres)	Ethanol Blending (in %)	Requirement of ethanol for blending in Petrol (Bn Ltrs.)
2019-20	34.1	5%	1.7
2020-21	39.1	9%	3.3
2021-22	43.7	10%	4.4
2022-23	45.2	12%	5.4
2023-24E	46.6	15%	7.0
2024-25E	49.4	20%	9.9
2025-26E	50.8	20%	10.2

Source: Frost & Sullivan Analysis

The government projected the ethanol requirement for achieving 20% blending by 2025-2026 at 10.2 billion litres. The new projection is based on the setting up of curbs on ethanol production from cane juice in December 2023. India is now dependent on maize to realize its ethanol blending target of 20%, and relevant schemes to promote maize production to support this target will be rolled out soon.

Indian Ethanol Capacity Requirement per ESY (million Ltrs), 2019-2026E



Source: Frost & Sullivan Analysis

Ethanol – 1st Generation vs. 2nd Generation

Classification	Organic Molecule to Be Converted to Ethanol	Raw Material
1st Generation	Sugary (Glucose, Fructose, Sucrose)	C-molasses and B-Heavy molasses
		Sugarcane Juice (SJ) and Mixed Cane Juice (MCJ)
		Sweet sorghum (stalks) juice
	Starch	Grains (Corn Sorghum, Rice. Wheat Millet)
		Cassava
2nd Generation	Cellulose and Hemicellulose	Lignocelluosic biomass (Bagasse, Sugar cane trash, Corn cobs, Rice straw etc.)
	Complex Mixed Organics	Pet coke and Municipal solid waste

Source: Frost & Sullivan Analysis

Second Generation Ethanol Production

Following the introduction of an alternative pathway, known as the Second Generation (2G) route, for ethanol production, Public Sector Oil Marketing Companies, operating under the jurisdiction of the Ministry of Petroleum and Natural Gas, are currently engaged in establishing 12 2G bio-refineries. This initiative entails a substantial investment of INR 14,000 crores.

To foster the establishment of second-generation bio-fuel plants, the Government has launched a scheme titled the "Pradhan Mantri JI-VAN (Jai Indhan – Vatavaran Anukool Fasal Awashesh Nivaran) Yojana." This scheme aims to provide financial assistance to integrated bio-ethanol projects utilizing lignocellulosic biomass and other renewable feedstock.

Under this scheme, the government decided to provide support to twelve Integrated Bio-ethanol Projects employing lignocellulosic biomass and other renewable feedstock, with a total financial outlay of INR 1,969.50 crore spanning the period from 2018-19 to 2023-24. So far, financial assistance of about INR 1,208 crore has been approved to Public & Private Sector Companies for eight commercial Second Generation (2G) bio-ethanol projects in Punjab, Odisha, Assam, Karnataka and Andhra Pradesh and four 2G ethanol demonstration projects in Haryana, Bihar, Maharashtra & Karnataka. Additionally, backing will be offered to ten demonstration projects focused on 2G technology.

Ethanol Market – Key Companies

Some of the major players operating in the Indian Ethanol market are India Glycols, Bajaj Hindustan Sugar, Shree Renuka Sugars, Triveni Engineering & Industries, Balrampur Chini Mills, Mawana Sugars, HPCL Biofuels Limited, Jeypore Sugar Company, Simbhaoli Sugars, BSM Sugar and E.I.D Parry India. Hefty investments in the expansion of Indian Ethanol Industry can potentially make India one of the largest Ethanol producers in the world.

Ethanol Distillery & Cane Crushing Capacity, 2023

Sr. No.	Manufacturer	Distillery Capacity (KLPD)	Cane crushing capacity (TCD)
1	Shree Renuka Sugars Ltd	1,250	37,500
2	Balrampur Chini Mills	1,050	76,500
3	Bajaj Hindustan Sugar	800	1,36,000
4	Dalmia Bharat Sugar	710	31,750
5	Triveni Engineering & Industries	660	61,000
6	E.I.D Parry India	582	40,300
7	Godavari Biorefineries (GBL)	600	18,000
8	Dhampur Sugar Mills Ltd.	350	23,500
9	Dwarikesh Sugar Industries	345	21,500
10	Avadh Sugar & Energy	325	31,200
11	India Glycols	230	5,500
12	Simbhaoli Sugars	210	19,500
13	Mawana Sugars	120	29,500
14	HPCL Biofuels Limited	60	3,500
15	Other Refineries (KLPD)	6,600	-
	Total	**13,692**	**5,32,250**

Note: The above capacity is on an aggregate basis (capacity for all production plants consolidated)
Source: Frost & Sullivan Analysis

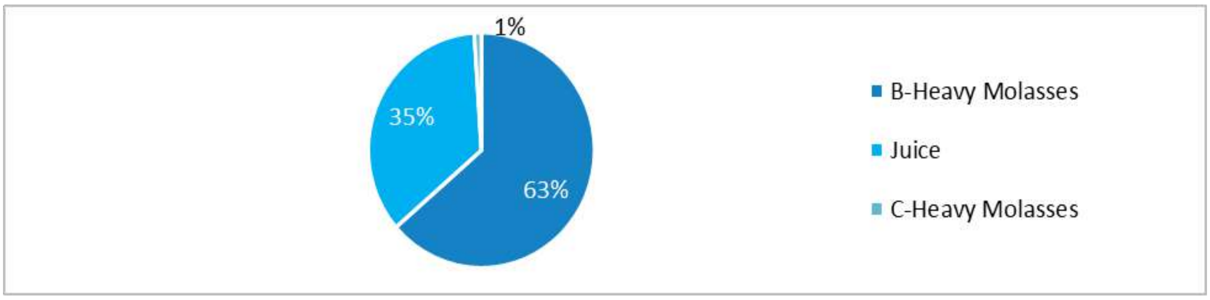
Godavari Biorefineries Limited actively supports government policies on producing 2G ethanol, and Bio-CNG. Godavari Biorefineries Limited is among the first few companies in India to utilise sugar cane juice and syrup for ethanol production. Godavari Biorefineries Limited's Sameerwadi manufacturing facility can divert syrup/ juice to produce ethanol to participate in the ethanol blending program of the country. One of the unique features of this Sameerwadi Manufacturing Facility, is that the Company has created optionality between sugar and ethanol production. Only Brazilian mills have this degree of optionality.

As of Feb 2024, Petrol retails at over INR 96.2 – 110.5 per litre (the range differs for different states and union territories), whereas ethanol prices are around INR 65.6 per litre. Ethanol-blended petrol reduces the fuel cost of consumers significantly compared to pure fossil fuel vehicles. Blending 20% Ethanol in Fuel will help to reduce petrol prices by nearly INR 12-15 per litre.

India Ethanol – By Source

The raw material base for ethanol production has expanded over the past few years with the government allowing procurement of ethanol from B heavy molasses and sugarcane juice in June 2018 for the upcoming ethanol supply years. Ethanol supplies from C-heavy molasses stand at 1% of total ethanol supply contracts, B-heavy molasses at 63% and sugarcane juice are estimated to 35%, respectively.

India Ethanol Market, By Source, 2023 (8,280 Million Litres)



Source: Frost & Sullivan Analysis

Sugarcane molasses is a viscous, dark and sugar-rich by-product of sugar extraction from the sugarcane. Cane sugar is obtained by successive evaporation, crystallization and centrifugation. Both the sugar extraction process and the sugar refining process yield molasses, and each step of these processes output specific types of molasses.

A. molasses (first molasses) is an intermediate by-product resulting from first sugar crystal extraction (A sugar)

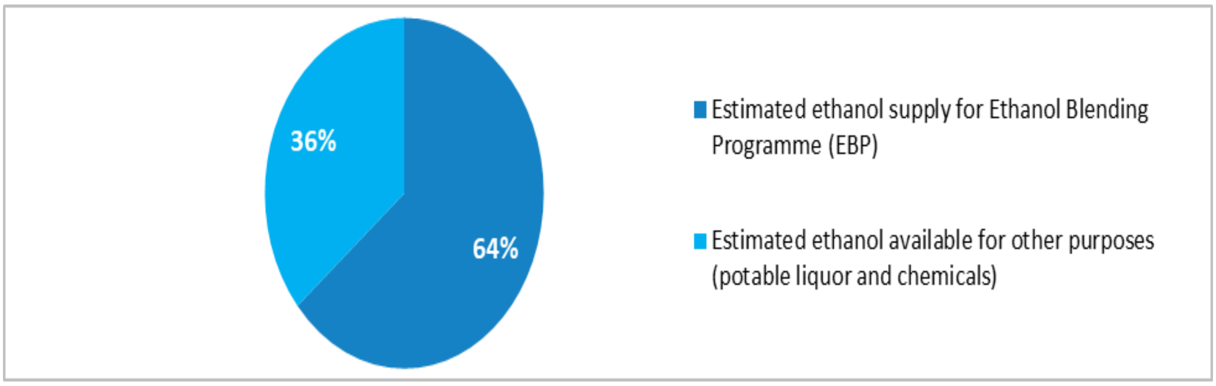
B. molasses (second molasses). It has approximately the same DM content as A molasses but contains less sugar and does not spontaneously crystallize.

C. molasses (final molasses, blackstrap molasses, treacle) is the end by-product of the processing in the sugar factory. It still contains considerable amounts of sucrose (approximately 32 to 42%).

India Ethanol Application

Ethanol is widely used to blend with petrol. This blending is being done by oil marketing companies at their terminals. Ethanol is high in oxygen content, which therefore allows an engine to combust fuel more thoroughly. It can be mixed with fuel in different quantities and can help reduce vehicular emissions. Also, since it is plant-based, it is a renewable fuel. Other commercial applications of Ethanol include its prominence in alcoholic beverages, mainly found in beer, cider, wine, spirits, and ale.

India Ethanol Market, Application, 2023 (8,482 Million Litres)



Source: Frost & Sullivan Analysis

Ethanol Market – Growth Drivers

Fuel Blending: India aims to achieve an E20 blend by 2025. The country's Ethanol Blending Program highlights procurement of Ethanol produced directly from B-heavy molasses, sugarcane juice, and damaged food grains. A surplus sugar season coupled with financial incentives to convert excess sugar into ethanol is expected to boost the Ethanol produced volumes over the years ahead. Moreover, India's resolve to reduce pollution and dedication towards fulfilling its COP-21, the UN Climate Conference commitments, would drive the Ethanol industry in the long-term. Also, the Cabinet Committee on Economic Affairs (CCEA) in FY19 approved 'Pradhan Mantri JI-VAN Yojana' for providing financial support to integrated bio-ethanol projects using lignocellulosic biomass and several renewable feedstocks including a focus on Second Generation (2G) Ethanol Production. Various measures were implemented to promote 2G Ethanol Plants, including additional excise duty on non-blended fuels, off-take assurance by OMCs for 15 years to private stakeholders, diversification of feedstock, separate pricing for 2G ethanol, and lowered GST rate to 5% on ethanol for EBP Programme.

Alcoholic Beverages Market: Ethanol is a prominent alcoholic beverage, mainly found in beer, cider, wine and spirits. Factors such as changing lifestyles along with the growing adoption of the Western culture are expected to drive the demand for Ethanol in the country. India's alcoholic beverage industry is one of the biggest alcohol industries across the globe only behind two major countries such as China and Russia. India's alcoholic beverages market is set to grow at a CAGR of 8.6% and the market is anticipated to reach USD 70 billion by the end of the forecast period 2023-2028 as alcohol consumption is growing in urban areas of the country.

Disinfectants: Because of its broad-spectrum germicidal properties, Ethanol also finds several applications in disinfectants and has been strongly recommended by WHO as an important constituent in alcohol-based hand sanitizers. Increasing demand for disinfectants with rising health consciousness among people will further escalate the Ethanol demand.

Ethanol blended compatible vehicles in India: Currently produced two-wheeler and passenger vehicles in the country are designed optimally for E5, with rubber and plastic components compatible with E10 fuel; their engine can be calibrated for E10 for better performance. As the EBP rolls out in the country, vehicles need to be produced with rubberized parts, plastic components and elastomers compatible with E20 and engines optimally designed for use of E20 fuel. SIAM has assured the committee that once a roadmap for making E10 and E20 available in the country is notified by MoPNG, they would gear up to supply compatible vehicles in line with the roadmap. These vehicles can tolerate 10% to 20% of ethanol blended gasoline and give optimal performance with E10 fuel. Vehicles with E20 tuned engines can be rolled out across the country from April 2025. These vehicles would run on E20 only and will provide high performance.

Steady Source of raw material in India: In the year 2023-24, the installed capacity of molasses-based distilleries is estimated to be around 8,500 million litres. To enhance ethanol production capacity in the country while optimizing the supply of sugar, the government in 2023 implemented restrictions on to use of sugar cane juice for ethanol production. This plan was implemented in line with the government's plan to ensure sufficient supplies of sugar in the local market. Under this mandate, the government allowed the diversion of 1.04 million metric tonnes of B-heavy molasses for ethanol production for the existing contracts to decrease the diversion of 2.14 million tons of sugar for ethanol-making from cane juice.

Global And Indian Cellulose Industry Market Overview

Product Overview

Cellulose is a polymer with a linear structure made up of hundreds of glucose monomers linked together by -1,4 connections. It is the most plentiful solid material on the planet, as it is the primary constituent of wood (40-45%) and other plant-based products (up to 90%). Wood, cotton, flax, hemp, and jute are the most common sources of cellulose. Sugarcane is also one of the sources of cellulose. Chemically, sugarcane bagasse is composed of cellulose, hemicellulose, and lignin.

Sugarcane bagasse can be employed for other applications that include extraction of all the constituents (cellulose, hemicellulose, and lignin). Cellulose is the main mass constituent of sugarcane bagasse. The cellulose content will depend on the sugarcane variety and the harvesting method used. The content of these constituents may vary depending on the growth, region and conditions.

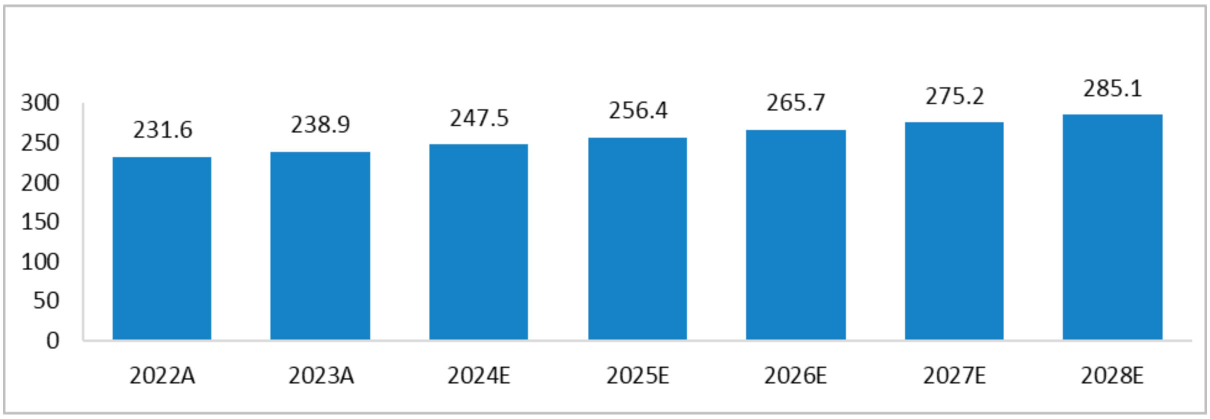
The inherent properties of cellulose include good mechanical performance, hydrophile, and hygroscopic nature. Cellulose is utilized as either a pulp or a derivative. The pulp is mostly utilized in the production of paper sanitary pads and diapers. The major cellulose derivatives, such as cellulose fibers, cellulose esters, cellulose ethers, and microcrystalline cellulose, are employed in a variety of applications and play different roles.

Global Market Overview

The global cellulose market was valued at USD 238.9 billion in 2023 and is expected to grow at a CAGR of 3.6% from 2023 to 2028, reaching a value of USD 285.1 billion.

Cellulose demand is predicted to increase significantly throughout the projected period because of its growing use in clothing, food, wash & wipe items, home furnishing products, and cosmetic products. Cellulose's expanding application scope in medicines is expected to boost market growth soon. Cellulose has the potential to take over cotton's role in the textile industry. Cotton demand and supply have been diverging in recent years due to the textile industry's rapid expansion.

Global Cellulose Market Overview (USD Bn) 2022-2028E



Source: Frost & Sullivan Analysis

Global Market – By Geography

Europe and APAC region accounted for a considerable proportion of the market ~65%, followed by North America (~29%), Middle East & Africa (~8%) and Latin America (~6%).

Increased demand for cellulose from the paper & pulp and construction sectors is one of the primary factors impacting the cellulose market size in Latin America, the Middle East, and Africa. The largest contributors to this market in these regions were South Africa, Turkey, and Brazil. The need for cellulose from a variety of end-use industries, such as textiles and construction, is one of the driving forces.

Value Chain and Production Process

Cotton linter and wood have traditionally been used as raw materials in the creation of dissolving pulp. About 85% of the dissolving pulp is made from softwood (spruce, pine) or hardwood (beech, eucalyptus), with cotton linter accounting for the remaining 10%. The linter-based dissolving pulp can be used to make high-purity cellulose derivatives such as cellulose nitrate, cellulose acetate, and high-purity cellulose gluconate.

The primary source of cellulose for industrial use is wood pulp and cotton across the globe. The cellulose content of cotton fiber is 90%, that of wood is 40–50%, and that of dried hemp is approximately 57%. Followed by wood and cotton other sources are Jute, hemp, corn, flax, sugarcane, rice, wheat straw, and sisal are some more cellulose sources. For economic reasons, different types of cellulose are employed for different purposes. Wood is commonly used to make pulp and paper. Different cellulose extraction technologies have been devised, and the obtained celluloses are converted to cellulose derivatives utilizing various methods such as oxidation, micronization, etherification, and esterification.

The use of renewable biomass for the manufacturing of a variety of goods, including biomaterials, has gotten a lot of attention. Dissolving pulp, commonly known as cellulose, is widely used and produced in vast quantities. For many applications such as regenerated cellulose (e.g., viscose rayon), cellulose esters (e.g., acetates and nitrates), cellulose ethers, and other cellulose-based products (nano- and micro-crystalline celluloses).

Cellulose from sugarcane bagasse can be extracted by using either chemical or mechanical means. In some cases, both (chemical and mechanical) methods are used to control the size as well as to improve the purity of the resulting product. A combination of mechanical shearing (or sonication) and controlled acid hydrolysis (or combination of acids) are often used to isolate the cellulose.

Growth Drivers

Cellulose demand is predicted to increase significantly throughout the forecast period (2023-28), owing to its growing use in clothing, food, wash & wipe items, home furnishings, and cosmetic products. Cellulose's expanding application scope in medicines is expected to boost market growth soon.

Textile: Cellulose can replace the application of cotton in the textile industry. Cotton demand and supply have been diverging in recent years due to the textile industry's rapid expansion. Over the next seven years, the textile industry's growth, combined with a shortage of cotton, is expected to provide many potential prospects for the market.

Food & Beverages: The food & beverage industry is expected to witness strong growth over the forecast period owing to its increasing usage as a texturizer, anti-caking agent, emulsifier, bulking agent, and fat substitute. The global food & drinks market is expected to grow at a CAGR of 11.4% from 2023 to 2028, reaching to USD 4.2 by 2028.

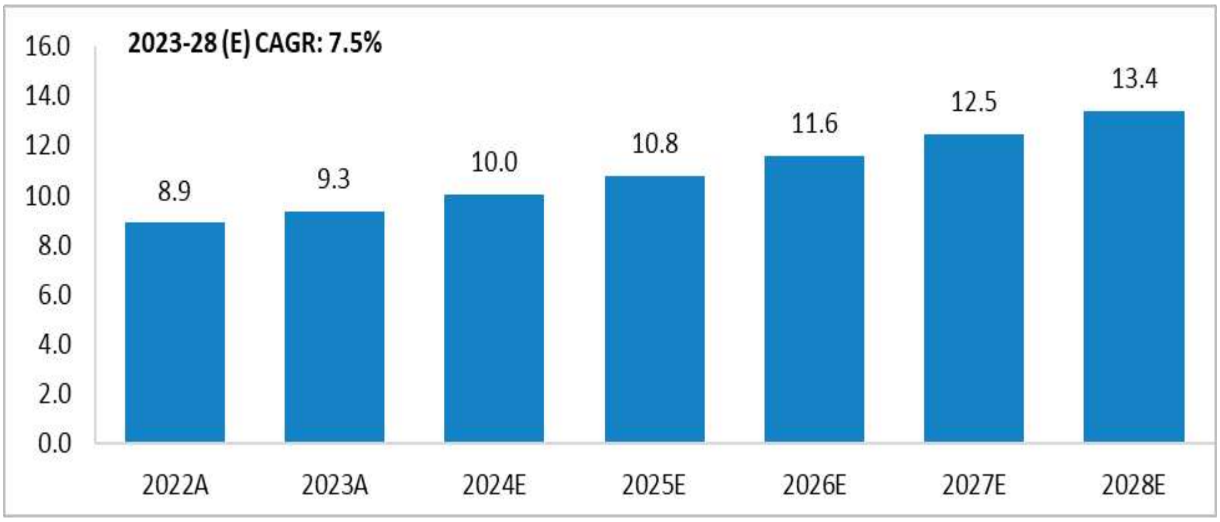
Sustainability: The rising consumer awareness regarding the sustainability and waste issues created by synthetic fibers shall further fuel the demand for cellulosic (cellulose-based fibers). Additionally, cellulose is considered the sustainable plastic of tomorrow due to its property of forming biocomposites with thermoplastics.

Other End-use Industries: Cellulose and its derivatives can also be found in personal care items, auto parts, medications, construction materials, and electronics like other novel materials such as nanomaterials of cellulose.

India Market Overview

The Indian cellulose market was valued at USD 9.3 billion in 2023 and is expected to grow at a rate of 7.5% from 2023 to 2028, to reach a value of USD 13.4 billion in 2028. The cellulose market has been boosted by recent breakthroughs in fabrication technologies, recyclability, and expanding end-use options. End-use industries will reorient from petroleum-based products to sustenance-based products in the next years, increasing the importance of cellulose

India Cellulose Market Overview (USD Bn), 2022-2028E



Source: Frost & Sullivan Analysis

Key Application Analysis

The paper industry, followed by the textile sector, was the largest end-use industry for cellulose. The cellulose market is being driven due to lack of cotton supply, as well as expanding application scope in clothing, home furnishings, and non-woven items.

Godavari Biorefineries is planning to manufacture cellulose and its derivatives by utilizing bagasse. The company is working on a variety of cellulose derivatives that have applications in the agricultural, pharmaceutical, plastic, textile, food, personal care, and many more industries that touch our daily lives.

Global And Indian 3-Methyl 3-Penten-2-One Market Overview

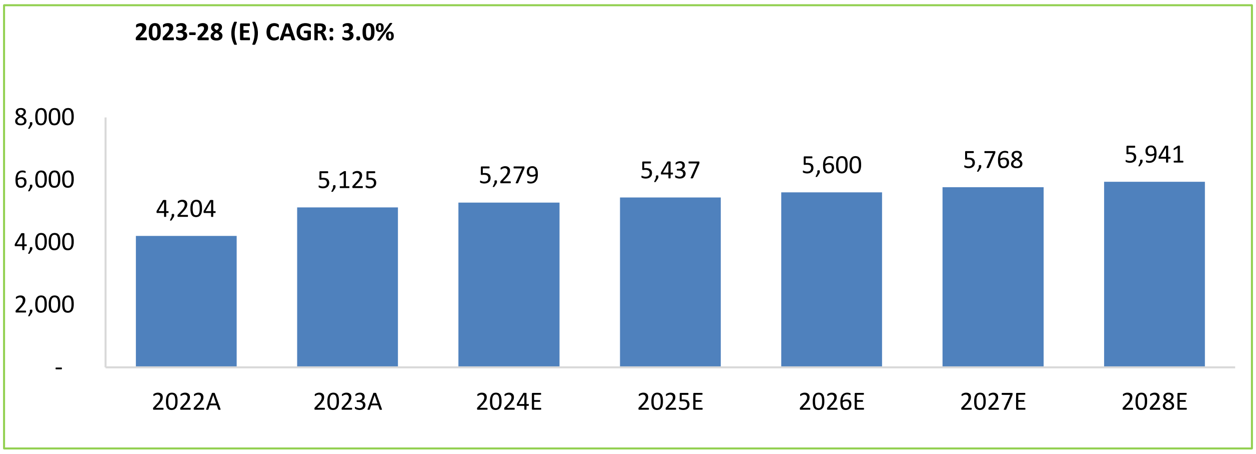
Product Overview

3-Methyl-3-penten-2-one (MPO) is an indispensable, colourless liquid produced by aldol condensation of acetaldehyde with methyl ethyl ketone. It is used as a raw material for the synthesis of OTNE (octahydrotetramethyl acetophenone), a synthetic ketone fragrance known by commercial trade names such as Iso-E-Super, which is one of the most important ingredients in perfumes. It is a precursor of 3-methyl-2-pentanone and is obtained by acid-catalyzed dehydration of 4-hydroxy-3-methyl-2-pentanone.

Global Market Overview

The global MPO market stood at 5,125 MT in 2023 and is expected to grow with a CAGR of 3.0% from 2023 to 2028, reaching 5,941 MT by 2028.

Global MPO Market, Industry Size (MT), 2022-2028E



Source : Frost & Sullivan Analysis

Application Analysis

3-Methyl-3-penten-2-one (MPO) serves as a crucial intermediate in the synthesis of Octahydro-tetramethyl-naphthalenyl-ethanone (OTNE), a prominent fragrance ingredient characterized by its unsaturated alkyl cyclic ketone structure. MPO acts as a precursor in the production of OTNE, facilitating the formation of its isomeric mixture. Despite having only one application, MPO's role in the fragrance industry is indispensable due to its contribution to the creation of OTNE, a high-demand fragrance compound.

OTNE, derived from MPO, emerges as a high-volume fragrance ingredient employed across various consumer products. Its versatile applications span a wide array of industries, notably in bath and shower products, personal care items, and laundry products like fabric softeners and detergents.

Global Market - Competition Landscape

Globally, only India is the country that manufactures MPO and supplies it globally or consumes it captively to produce downstream products.

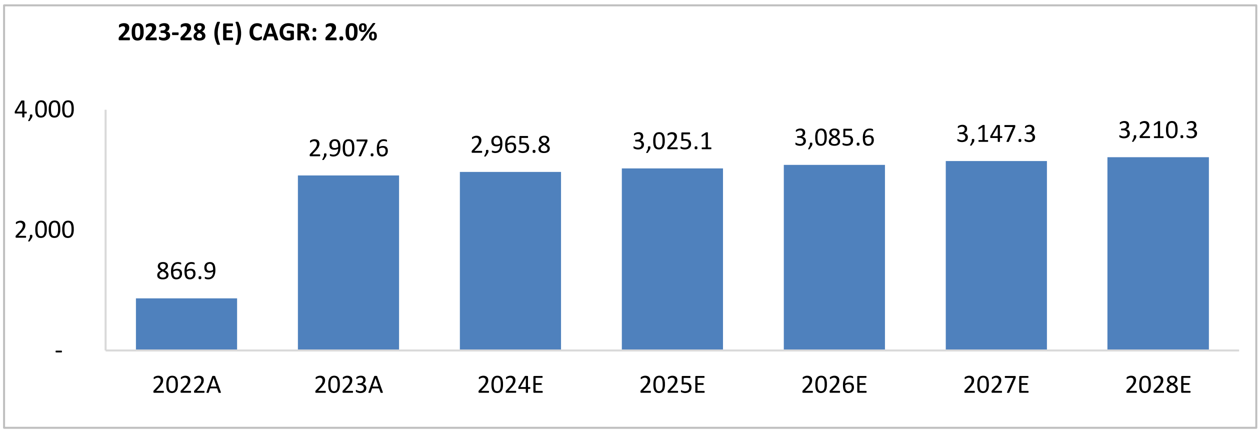
Godavari Biorefineries is the largest manufacturer of MPO in the world with production capacity of 6,000 MTPA.

GBL produces MPO with 99.7% purity which is used as a fragrance Intermediate. Moreover, GBL is the only company having its acetaldehyde production among MPO manufacturers and the company uses its acetaldehyde for MPO production.

India Market Overview

The India market for MPO stood at 2,907 MT in 2023 and is expected to grow at 2.0% from 2023 to 2028, reaching to 3,210 MT by 2028.

India MPO Market, Industry Size (MT), 2022-2028E



Global And Indian Crotonaldehyde Market Overview

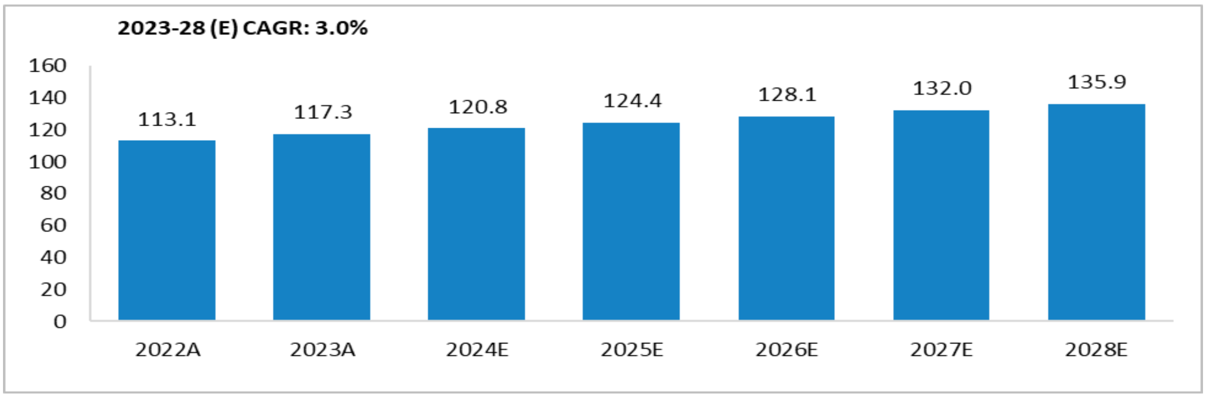
Product Overview

Crotonaldehyde is an organic chemical compound that is usually sold as a mixture of the E- and Z-isomers, which differ concerning the relative position of the methyl and formyl groups.

Global Market Overview

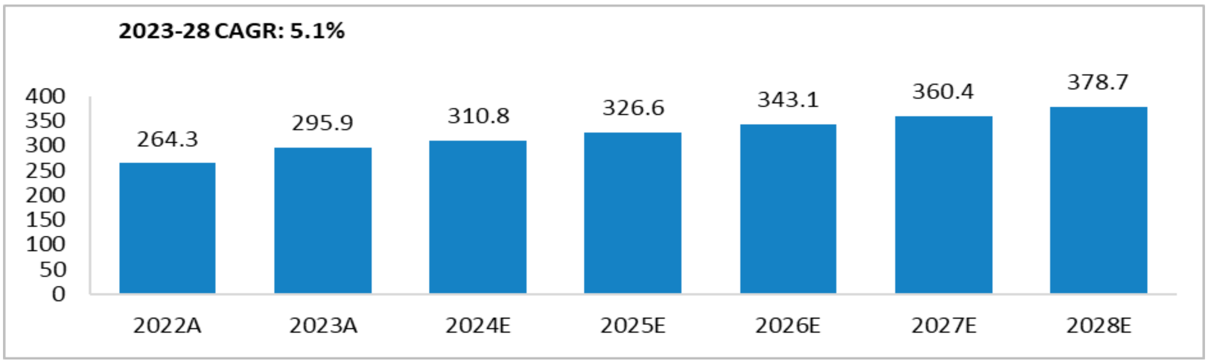
The worldwide market for crotonaldehyde stood at 117.3 KT in 2023 and is expected to grow at a CAGR of 3.0% from 2023 to 2028, reaching to 135.9 KT by 2028.

Global Crotonaldehyde Market, Industry size ('000 MT), 2022-2028E



Source: Frost & Sullivan Analysis

Global Crotonaldehyde Market, Industry size (USD Mn), 2022-2028E



Source: Frost & Sullivan Analysis

Global crotonaldehyde market, in terms of values, stood at USD 295.9 million in 2023 at an average price of USD 2,523 /MT.

Crotonaldehyde's usage as a precursor of fine chemicals is anticipated to remain its primary application. The growth of the market is majorly attributed to the continual adoption of crotonaldehyde in the chemical and food industries, where it is used as an additive and surfactant. Crotonaldehyde is an essential component in the production of sorbic acid, a natural organic compound used as a food preservative in the food & and beverage industry.

Likewise, it is gaining prominence as an additive in the production of insecticides to kill multiple species of insects. Few insecticides which are produced from crotonaldehyde are permethrin, fenvalerate, deltamethrin, and cypermethrin.

Crotonaldehyde is gradually gaining traction in numerous end-use sectors such as textile, paper, and leather tanning. It primarily exists in liquid form under standard conditions. However, it can undergo various chemical reactions or be subjected to different conditions, leading to the formation of different forms or derivatives. This versatility makes crotonaldehyde a valuable building block in organic chemistry and industrial processes.

Global Market – By Geography

On geographical front, Asia Pacific accounts for ~58% of the global crotonaldehyde demand, followed by North America (~30%), Europe (~8%) and LATAM (~4%). Asia Pacific is expected to be the leading region of the global crotonaldehyde market and is expected to continue dominance. The increase in population propels the demand for food in prominent countries in the region such as India and China. This is a key factor likely to drive the insecticides segment of the crotonaldehyde market in Asia Pacific.

Apart from Asia Pacific, North America and Europe would also be having high demand for packaged foods, which would result in a rise in the demand for preservatives such as sorbic acid in these regions. The rising demand for sorbic acid is expected to promote the growth of the global crotonaldehyde market during the forecast period.

Crotonaldehyde is a key raw material used in the production of sorbic acid. The USA is the largest market for sorbic acid consumption due to the high demand for preservatives for packed and processed food and beverages.

India is purely an import-driven market for sorbic acid which is primarily used in the food and beverage industry.

Global Market – Competition Landscape

The global crotonaldehyde market is consolidated in China. A small number of companies operate at the global and regional level. At present, major manufacturers of crotonaldehyde are concentrated in China, but at the same time, China is also considered to be one of the major consumption centers. In India, Godavari Biorefineries is the largest producer of crotonaldehyde with a production capacity of 12,000 MTPA as of 31st March 2024.

Growth Drivers

Chemical Intermediates: Crotonaldehyde acts as an effective solvent for several vegetable and mineral oils, fats, waxes, natural and synthetic resins as well as elementary sulfur. The aforementioned factors make it an ideal component for usage in the production of several chemical additives.

Factors including population growth, rising healthcare needs, and the increasing demand for specialty chemicals are propelling the growth of the pharmaceutical and other end use industry, in turn, augmenting the demand for crotonaldehyde.

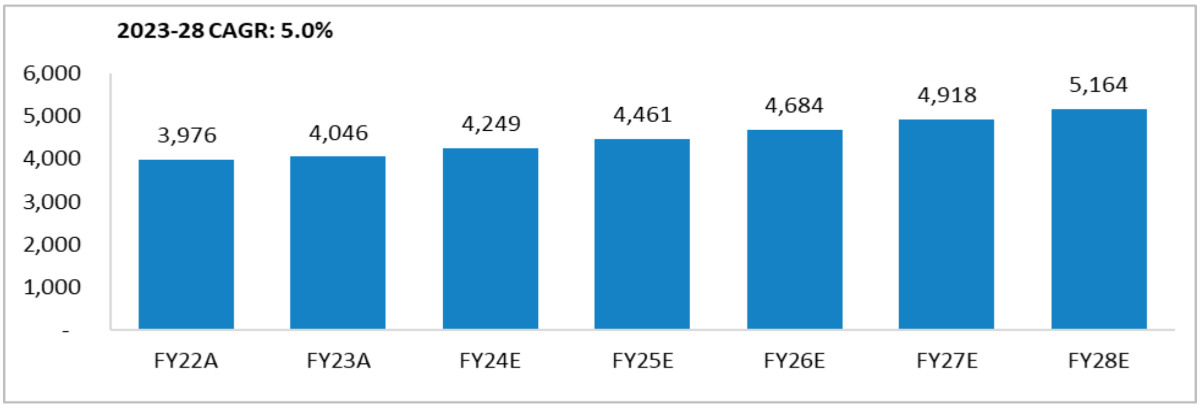
Alcohol Denaturant: Crotonaldehyde is often added to ethanol to denature it. When added to ethanol, crotonaldehyde makes the alcohol unsuitable for consumption by rendering it toxic and unpalatable. The market for denatured alcohol is expected grow due to growing population and increased awareness for health and hygiene among the consumers.

Crop Protection: Crotonaldehyde serves as a crucial component and is used to produce various insecticides for agrochemical industry. The global agrochemical industry was valued at USD 233 billion in 2023 and is expected to grow at a CAGR of 3.4% till 2028.

India Market Overview

In terms of volume, the India market stood at 4,046 MT in 2023 and is expected to grow at a CAGR of 5.0% from 2023 to 2028, reaching to 5,164 MT by 2028. This growth reflects the compound's increasing importance across various industries in India, including pharmaceuticals, chemicals, crop protection, rubber, food, and leather.

India Crotonaldehyde Market, Industry size (MT), FY2022-2028E

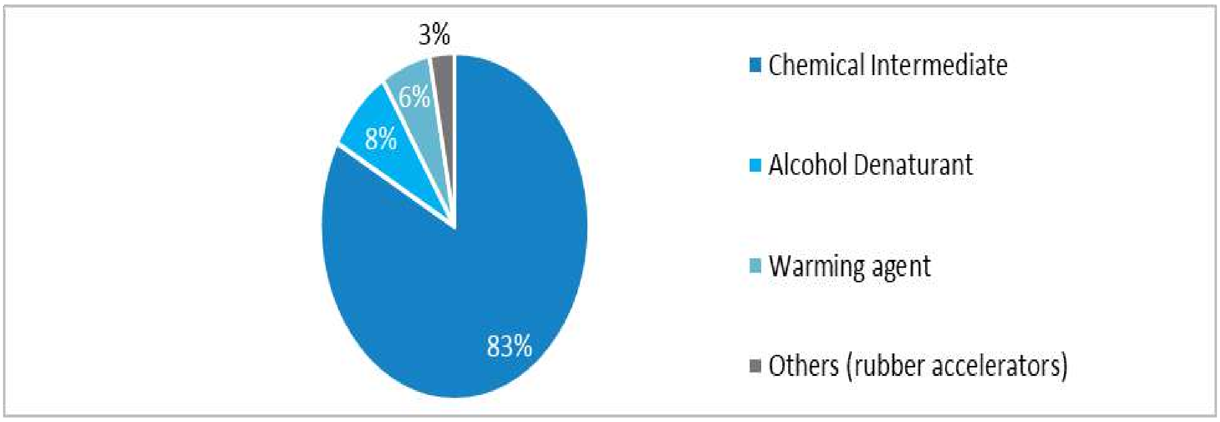


Source: Frost & Sullivan Analysis

Market by Application

From an application perspective, pesticides and agrochemicals are the major end use segment of crotonaldehyde in India. Indian sorbic acid market demand was estimated at 500 MT in FY2023. India is purely an import-driven market for sorbic acid which is primarily used in the food and beverage industry. Hence the application of crotonaldehyde in the preservative market is negligible.

India Crotonaldehyde Market By Applications, FY2023 (4,046 MT)



Source: Frost & Sullivan Analysis

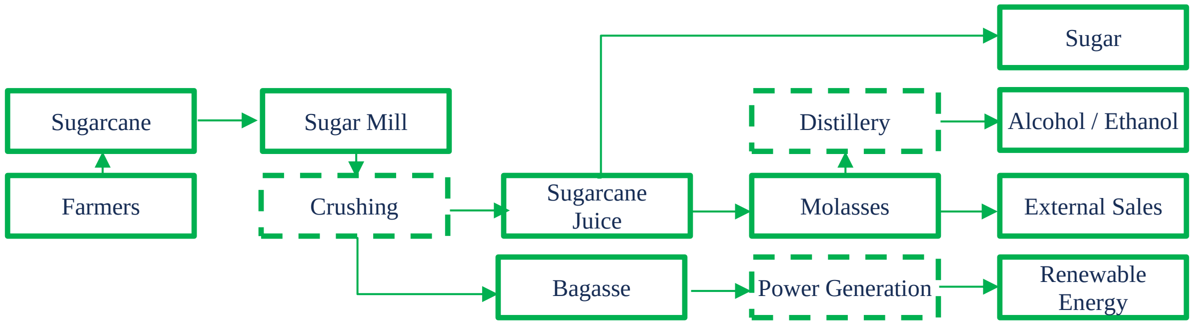
Godavari Biorefineries Limited is the largest producer of crotonaldehyde with a production capacity of 12,000 MTPA as of 31st March 2024.

Global And Indian Sugar Market Overview

Product Overview

Globally, sugar is mainly extracted from sugarcane and the remaining from sugar beet. In India, sugar is extracted mainly from sugarcane.

Sugar extraction process has by-products that also can be sold or processed for additional sources of revenue. The process is as follows:



Sugarcane is crushed to get sugarcane juice and bagasse is obtained as the by-product, which can further be used in power generation, partly used for captive consumption, and the remaining is sold. The sugarcane juice is further processed to get sugar and molasses, which can either be sold directly or further processed in the distillery to give alcohol. This alcohol can either be industrial alcohol which is sold to chemical companies for industrial consumption or potable alcohol (liquor); or ethanol which can be used for blending in the fuel.

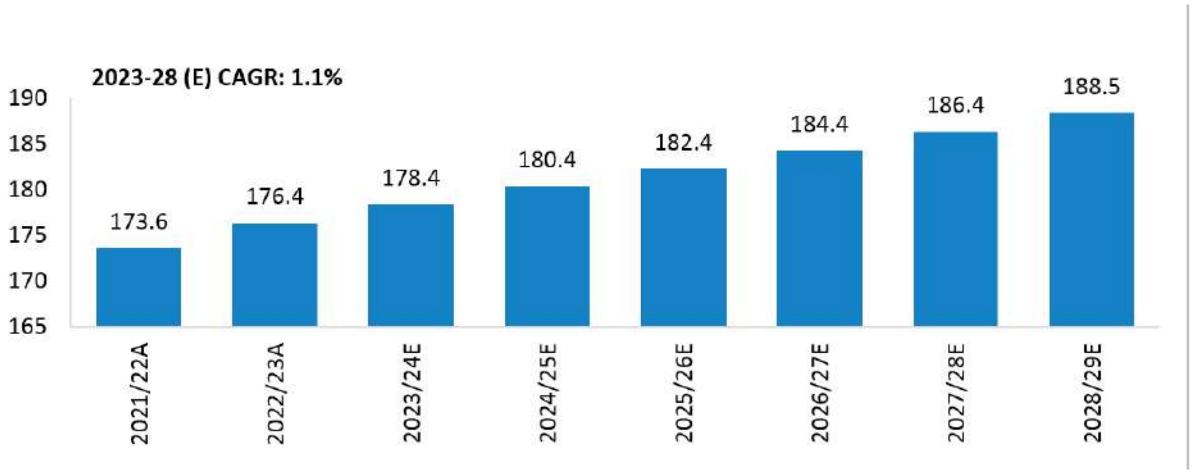
The molasses goes through three stages — A, B, and C, the last one being where the molasses is most un-crystallized and non-recoverable. The 'C' molasses roughly constitutes 3.8% to 4.5% of the sugarcane and has a remaining TFS (total fermentable sugar) of 40%. After C-molasses are sent to the distillery, ethanol is extracted from them. Every 100 kg of TFS yields 60 litres of ethanol. Thus, from one tons of sugarcane, mills can produce 115 kg of sugar (at 11.5% recovery) and 45 kg of molasses (18 kg TFS) that gives 10.8 litres of ethanol.

Global Market Overview

In current sugar marketing year (October 2022 - September 2023) , global sugar consumption stood at 176.4 million metric tons (MMT), with a YoY growth of 2.8 MMT compared to the 2021/22. The sugar consumption is expected to increase at a rate of 1.1% from 2022/23 to 2028/29, reaching a value of 188.5 MMT, driven by population and income growth. The in due to the rapid increase in demand in the markets of India and China.

Global per capita consumption for caloric sweeteners continues to rise, albeit with noticeable regional differences. In developed nations (like USA), South America, and some Asian countries that produce sugar, global per capita consumption for caloric sweeteners has reached high levels. In Africa and most of Asia consumption levels are low and expected growth is strong.

Global Sugar Manufacturing, Industry Size (MMT), 2021/22-2028/29E

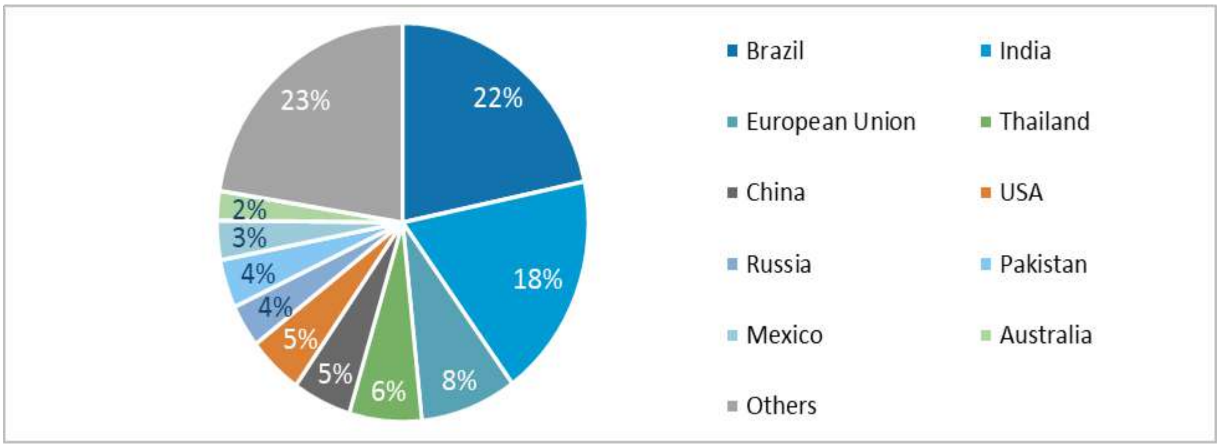


Source: Frost & Sullivan Analysis

In terms of values, the global market for sugar stood at USD 70.2 billion in 2022/23

Global Market – Geography

Global Sugar Production By Geography, 2023 (175 MMT)



Source: Frost & Sullivan Analysis

Global production for the marketing year 2022/23 stood at 175 MMT, with Brazil and India being the top producers. With Brazil being the largest producer worldwide, India is the 2nd largest producer for sugar market.

On geographical front, the top 10 consuming region accounts for ~63% of global sugar consumption. India is the largest consumer of sugar accounting for ~17% of the global demand, followed by European Union (~10%), China (~9%), United States (~7%) and others. India has been the largest consumer and second largest producer of sugar in the world with about ~18% share in global sugar production, Indian sugar trends affects the global markets profusely. This leading position makes India as the most suitable nation to lead International Sugar Organisation (ISO) which is the apex international body on sugar and relating products having about 90 countries as members.

India Market Overview

India is the largest consumer of sugar in the world. The sugar industry is amongst the most important agro-based industries in the country. In current marketing year (October 2022-September 2023), the Indian sugar consumption stood at 29.6 MMT and is expected to grow at 3.5% from 2022/23 to 2028/29, reaching a value of 36.3 MMT by 2028.

Due to increased consumer awareness, consumers now demand organic and chemical-free ingredients thus creating a demand for organic sugar.

Looking ahead, the market is expected to grow at a CAGR of 0.6% from 2022/23 to 2028/29, reaching a value of USD 13.0 billion by 2028.

Sugar By-Products

The major by-products of sugar production are molasses, bagasse fibre, and cane wax. Cane is the syrups that remain after the sugar has been crystallized out.

Bagasse

It is the cane fibre that remains after the sugarcane has been rolled. It is so dry that it can be used to fire the mill furnaces that heat the sugar boilers. Some of it may be baled and shipped to factories, where it is pressed into building board.

Sugarcane bagasse is one of the world's most abundant agricultural residues and in an Indian context, ~100 million tonnes per annum is produced. The current use of SCB is restricted to the cogeneration of steam and power. Furthermore, with falling electricity prices and reducing global sugar prices due to excess sugar stock, it is inevitable that the waste generated (SCB) by sugar mills are utilised for generating revenue sustainably. Along with biofuel, the high-quality cellulose sugar product can be used as a feedstock for making useful bio-chemicals and chemicals, such as ethanol, xylitol, cellulose, lactic acid, succinic acid, polyphenol, among others.

Companies that have forward integrated themselves to manufacture value-added products made from bagasse have benefited from higher revenue and margin generations. Such companies can reduce their dependence on Sugar prices.

Cane wax is extracted from the dried material that has been filtered out of the sugary liquid during the production of raw cane sugar.

Molasses

Molasses is a thick dark syrup that is a by-product of sugar refining through repeated crystallization of sugar syrup obtained by crushing sugar cane.

Bagasse Based Electricity Cogeneration

Electricity is generated by sugar mills from bagasse in cogeneration units. While a part of it is used for captive consumption, bulk of it is supplied to the state grid at a fixed price, depending on the demand and supply situation in the specific area. Almost all sugar mills in India are traditionally using cogeneration by using bagasse as a fuel. Sugar production process releases a valuable byproduct known as bagasse. It has good calorific value and burns very easily.

State-wise Installed Capacity of Bagasse Cogeneration in India as of Jan 2024

S.No.	State	Power Generation (MW)
1	Andhra Pradesh	378
2	Bihar	113
3	Chhattisgarh	272
4	Gujrat	65
5	Haryana	151
6	Karnataka	1,867
7	Madhya Pradesh	93
8	Maharashtra	2,568
9	Odisha	50
10	Punjab	300
11	Rajasthan	119
12	Tamil Nadu	969
13	Telangana	158
14	Uttar Pradesh	1,958
15	Uttarakhand	73
16	West Bengal	300
	Total	**9,434**

Source: Ministry of New and Renewable Energy

Global And Indian Bio-CNG Market Overview

Product Overview

Bio-CNG, also known as biomethane, is an environmental friendly renewable energy source that is produced from organic waste materials like agricultural residues, food waste, and sewage sludge.

Bio CNG is majorly used because of following reasons:

Sustainable: It is produced from renewable sources and helps reduce greenhouse gas emissions compared to fossil fuels.

Reduced Emissions: Lower emissions of particulate matter, nitrogen oxides, and carbon monoxide. Bio-CNG offers the lowest emissions, many times lower than CNG which is fossil fuel-based.

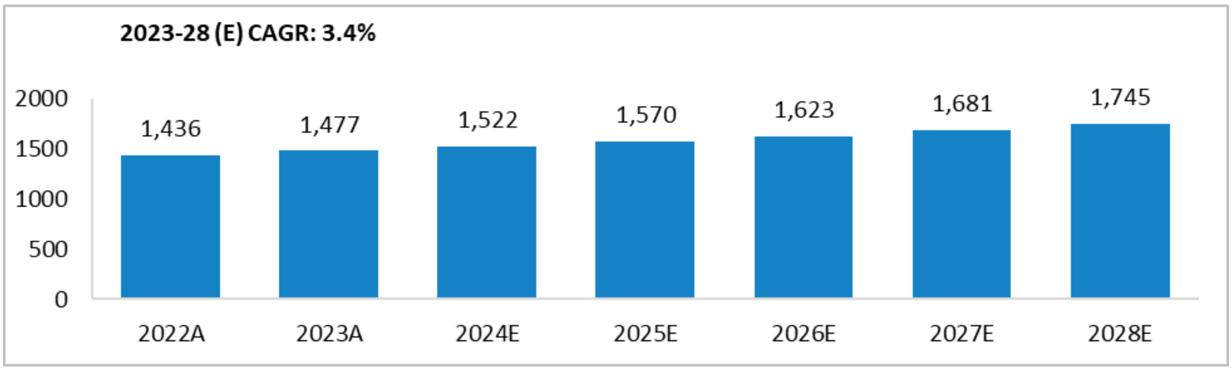
Waste management: Bio-CNG production helps manage organic waste by converting it into a valuable fuel source.

Economic benefits: Bio-CNG can create new economic opportunities in rural areas by providing farmers and waste management companies with a new revenue stream.

Global Market Overview

The global market for Bio-CNG was 1,477 million MMBTU (Metric Million British Thermal Unit) in 2023 and is expected to grow at a CAGR of 3.4% from 2023 to 2028, reaching to 1,745 million MMBTU by 2023.

Global Bio-CNG Market, mn MMBTU, 2022-2028E



Source: Frost & Sullivan Analysis

Looking ahead, the market is expected to grow at a CAGR of 5.5% from 2023 to 2028, reaching to USD 17,242 million by 2028.

The global market for Bio-CNG is driven by the increasing importance of transitioning to cleaner energy sources. Asia Pacific is a major driving market because of the government's push and policies promoting the use of Bio-CNG.

Global Market – By Application

By application, transportation sector accounts for the largest share of the global Bio-CNG demand (~47%), followed by power generation (~22%), industries (~16%) and other uses such as in buildings (~15%).

In the transportation sector, Bio-CNG is used prominently in India and some European nations. It is used as a fuel in buses, trucks, and also cars. Bio-CNG offers a cleaner alternative to traditional fossil fuels, reducing greenhouse gas emissions in the transportation sector. For power generation, Bio-CNG can be used in combined heat and power plants for generating both heat and electricity. Biomethane offers a renewable and more environmentally friendly alternative to traditional fossil fuels used in CHP (combined heat and power) plants. In the industrial sector, Bio-CNG can be used as a clean and efficient fuel source for industrial boilers and furnaces, replacing conventional natural gas. Bio-CNG can also be used as a feedstock in some cases for producing other renewable fuels or chemicals. This is a developing area with future potential growth.

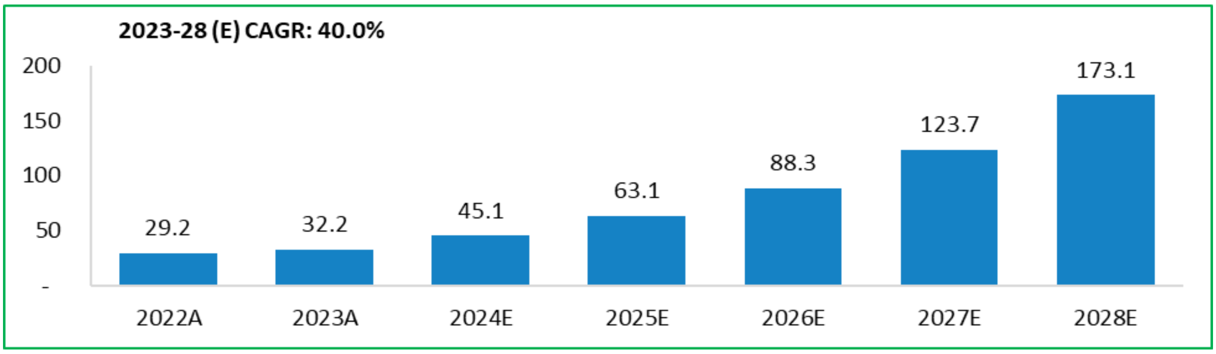
Infrastructure Needs: Injecting biomethane into existing gas grids might require infrastructure upgrades, especially for ensuring compatibility and flow management.

Production Capacity: Current biomethane production levels might not be sufficient to replace a significant portion of natural gas used for heating in these sectors.

India Market Overview

The India market for Bio-CNG was valued at 32.2 mn MMBTU in 2023 and is expected to grow at a high CAGR of 40.0% from 2023 to 2028, reaching to 173.1 mn MMBTU by 2028.

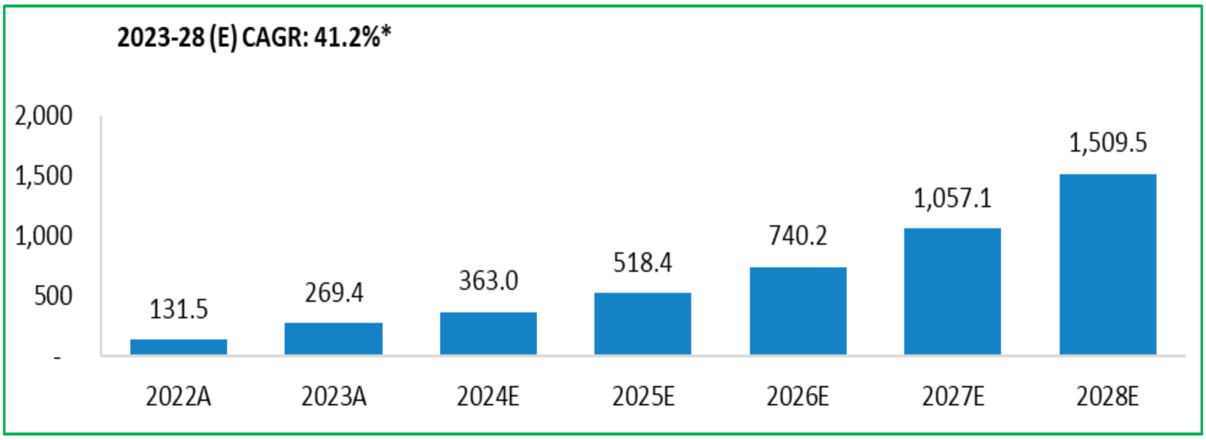
Indian Bio-CNG Market, mn MMBTU, 2022-2028E



Source: Frost & Sullivan Analysis

In terms of values, the India market for Bio-CNG stood at USD 269.4 million in 2023

Indian Bio-CNG Market, USD Mn, 2022-2028E



**Natural prices were used to calculate market in terms of value*
Source: Frost & Sullivan Analysis

Increase in focus on the CNG segment by automobile manufacturers:

India's leading automakers are starting to focus on the CNG segment to meet the demand arising from rising petrol prices and environmental concerns.

Government Initiatives:

The Indian government announced a 5% mandate under the CBG Blending Obligation (CBO) whereby starting from April 2025, entities marketing natural gas and biogas in India will be required to blend 5% Bio-CNG (compressed biogas) into their offerings.

This mandate is gradually phased in:

1% blending will be mandatory from April 1, 2024

2% blending will be implemented from April 1, 2025

The final target of 5% blending will be achieved by April 1, 2029

The CBO aims to increase the demand for CBG, reduce import substitution of LNG, save in forex, promote a circular economy, achieving the target of net zero among others.

Global And India Acetaldehyde Market Overview

Product Overview

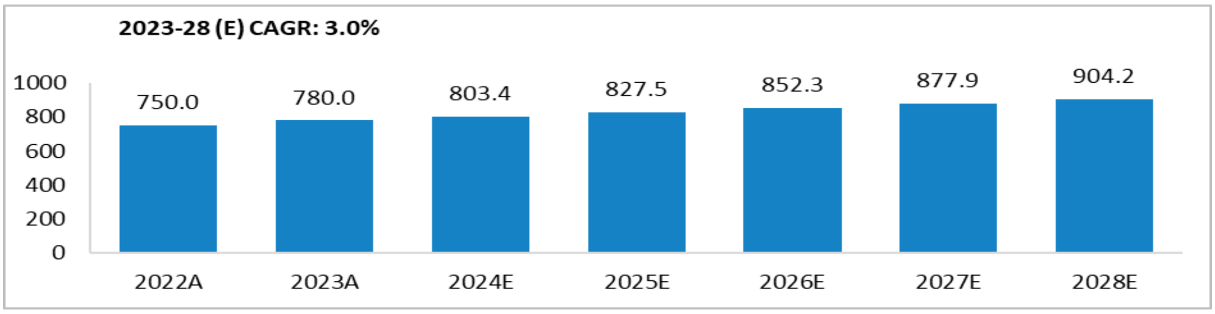
Acetaldehyde is an organic compound with the formula CH_3CHO. It is a colorless liquid or gas, boiling near room temperature. It is one of the most important chemical intermediate being produced on a large scale in industry.

Three processes are currently being used for commercial production of acetaldehyde – liquid-phase oxidation of ethylene, production from ethanol and hydration of acetylene. It is mostly being used in the production of pyridines and pyridine bases, followed by pentaerythritol.

Global Market Overview

The worldwide market for acetaldehyde stood at 780.0 KT (kilotons) in 2023 and is expected to grow at a CAGR of 3.0% from 2023 to 2028, reaching 904.2 KT by 2028.

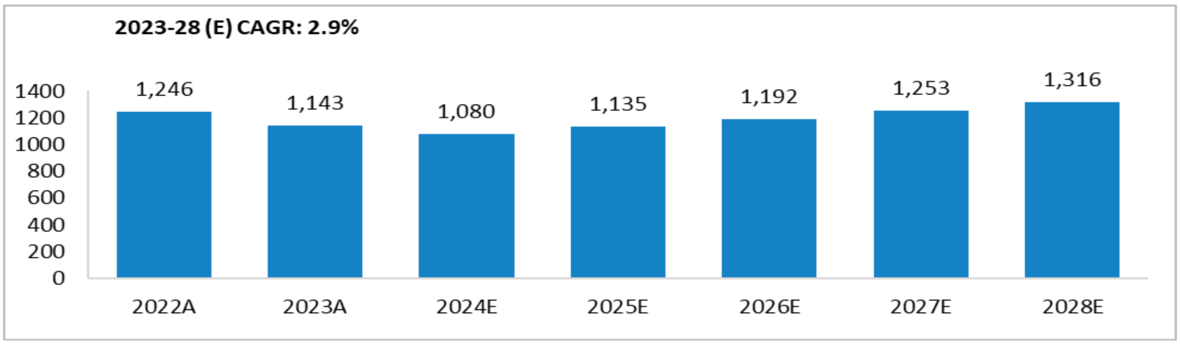
Global Acetaldehyde Market, Industry size ('000 MT), 2022-2028E



Source: Frost & Sullivan Analysis

In terms of values, the global acetaldehyde market stood at USD 1,143 million in 2023 and is expected to grow at a CAGR of 2.9% from 2023 to 2028, reaching a value of USD 1,316 million by 2028.

Global Acetaldehyde Market, Industry size (USD Mn), 2022-2028E



Source: Frost & Sullivan Analysis

Rapidly growing demand for acetaldehyde for fruit flavoring and food preservation is likely to provide a thrust to acetaldehyde market expansion in the upcoming years. Moreover, the growing need for polymer resins and basic dyes is anticipated to fuel the growth of the acetaldehyde market. It is widely used in the synthesis of pentaerythritol, acetic acid, peracetic acid, ethyl acetate, and derivatives of all of these, as well as pyridine and its derivatives. These compounds have a wide range of uses in various end-use industries, particularly in the chemical and pharmaceutical industries.

Key Drivers

Increased demand for pyridine in pharmaceuticals

Pyridine and its derivatives are important building blocks in the manufacture of pharmaceuticals and are utilized as solvents in a variety of end-use industries. Pyridine derivatives possess different biological characteristics like antifungal, antibacterial, antioxidant, anticonvulsant, etc due to which it is used in many medications and pharmaceutical substances. The global pharmaceutical industry was valued at USD 1,089 billion 2023 and is expected to grow at 6.2% from 2023 to 2028, reaching a value of USD 1,470 billion by 2028.

Increased demand from specialty coatings and paint formulations

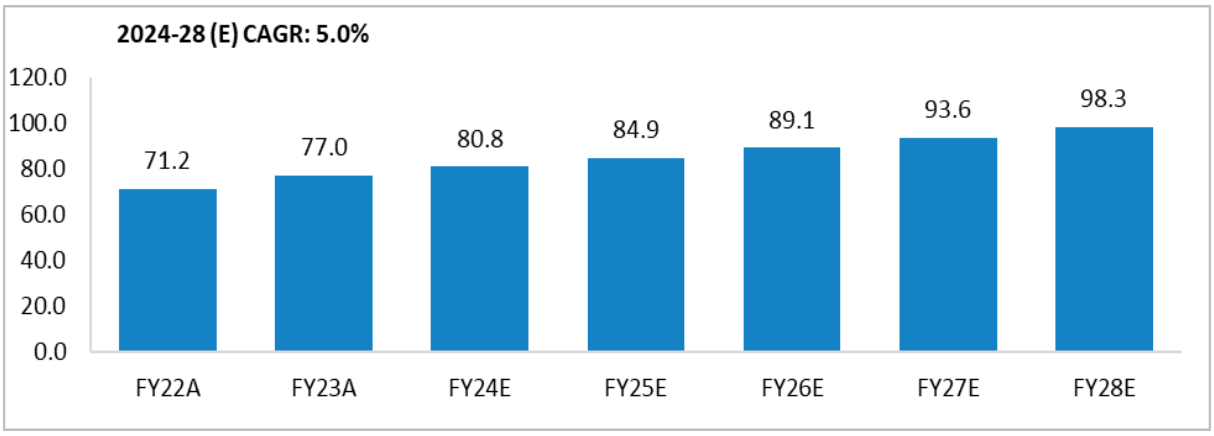
Due to good solvency, corrosion resistance, and adhesion properties, pyridine & and its derivatives are used in specialty coatings and paint formulations. Pentaerythritol is used as a paint binder in formulations. The global paints & coating industry was valued at USD 180 billion in 2023, and Asia Pacific represents 48% of the value and 56% of the volume of the global coatings market, with China representing 60% of the Asia-Pacific segment. The global paints and coatings market is estimated to grow at a CAGR of 4.0%, in terms of values, during the period 2023-28.

Pentaerythritol tetranitrate (PETN), a derivative of pentaerythritol, is the most sensitive secondary explosive used in military, mining, and engineering applications. The global industrial explosive market is estimated to grow at ~5% from 2023 to 2028, reaching a value of USD 17 billion in 2028

India Market Overview

In FY 2023, the India acetaldehdye market stood at 77.0 KT and is expected to grow at a rate of 5.0% during FY2024 - FY2028, reaching to 98.3 KT by FY 2028.

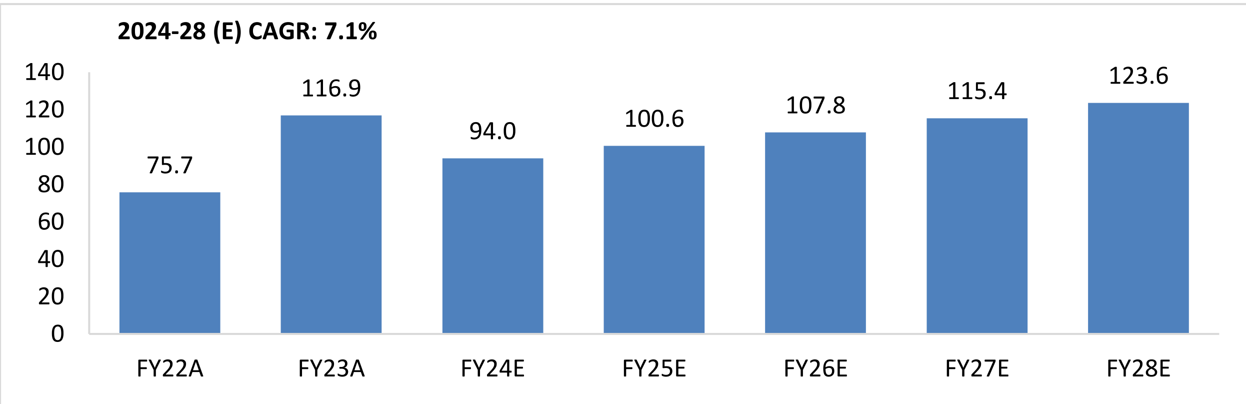
India Acetaldehyde, Industry size (MT), FY2022-2028E



Source: Frost & Sullivan Analysis

In terms of values, the India acetaldehyde market stood at USD 116.9 million in FY 2023 at an average price of USD 1,518 /MT. Later in FY 2024, the prices dropped to USD 1,162 /MT valuing the market at USD 94.0 million. Looking ahead, the market is expected to grow at a CAGR of 7.1% from FY 2024 to FY 2028, reaching a value of USD 123.6 million by 2028.

India Acetaldehyde, Industry size (USD Mn), FY2022-2028E



Note: The CAGR from 2023 to 2028 is low (1.1%) due to increase in prices in 2023
Source: Frost & Sullivan Analysis

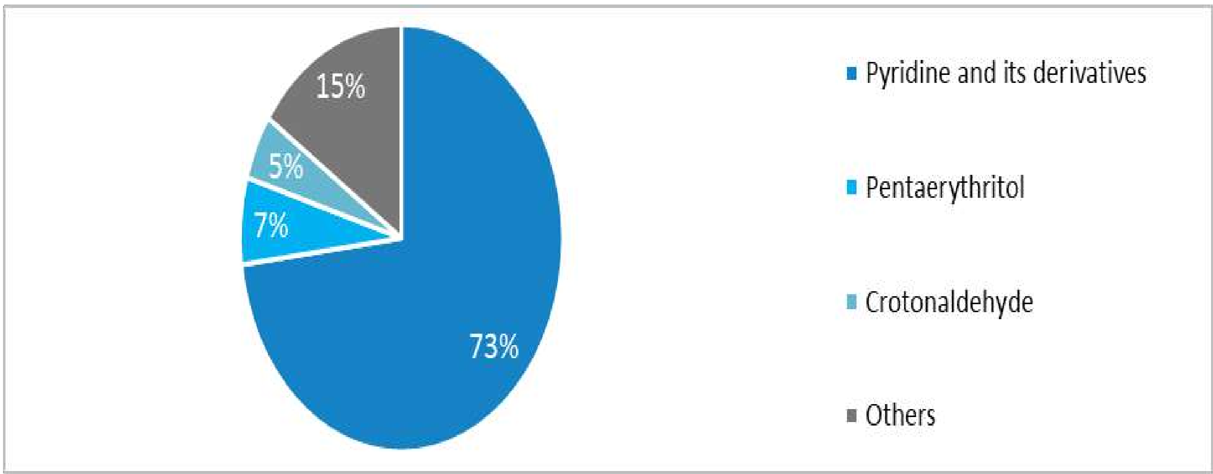
Market by Application

From an application perspective, production of pyridine is the major application of acetaldehyde accounting for ~73% of the acetaldehyde demand, followed by pentaerythritol (~7%), crotonaldehyde (~5%), and others in India.

In India, pyridine and its derivatives are the major growth driver of acetaldehyde. It is considered a key building block in the synthesis of pharmaceuticals. Many drugs and pharmaceutical compounds incorporate pyridine or its derivatives due to their pharmacological activities.

The Indian pharmaceutical industry, in terms of values, is evolving and has grown at a CAGR of 11.0% from FY 2018 to FY 2022. The market size of India's pharmaceuticals industry is estimated to reach at USD 65 billion in 2024 and is expected grow with a CAGR of 12.0%, reaching USD 130 billion by 2028.

India Acetaldehyde Market By Applications, FY2023 (77 KT)



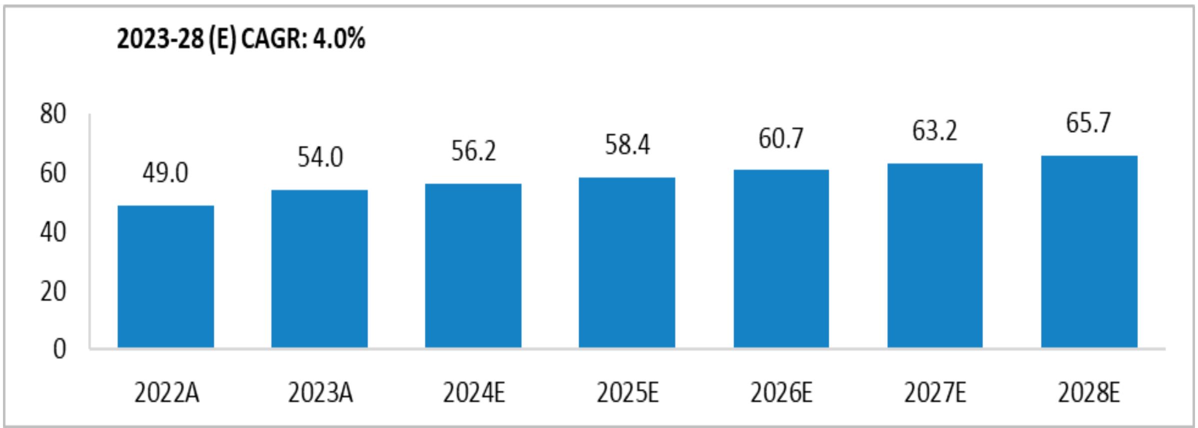
Source: Frost & Sullivan Analysis

Global And Indian Paraldehyde Market Overview

Global Market Overview

The global market for paraldehyde stood at 54.0 KT (kilotons) in 2023 and is expected to grow at a CAGR of 4.0% from 2023 to 2028, reaching a value of 65.7 KT by 2028.

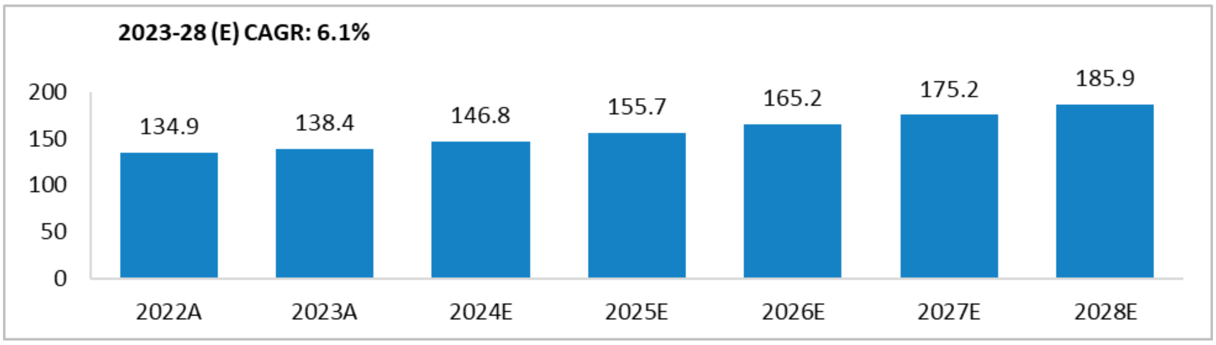
Global Paraldehyde Market, Industry size (‘000 MT), 2022-2028E



Source: Frost & Sullivan Analysis

In terms of values, the global paraldehyde market stood at 138.4 million at an average price of USD 2,563 /MT. Looking ahead, the market is expected to grow at a CAGR of 6.1% from 2023 to 2028, reaching a value of USD 185.9 million by 2028.

Global Paraldehyde Market, Industry size (USD Mn), 2022-2028E

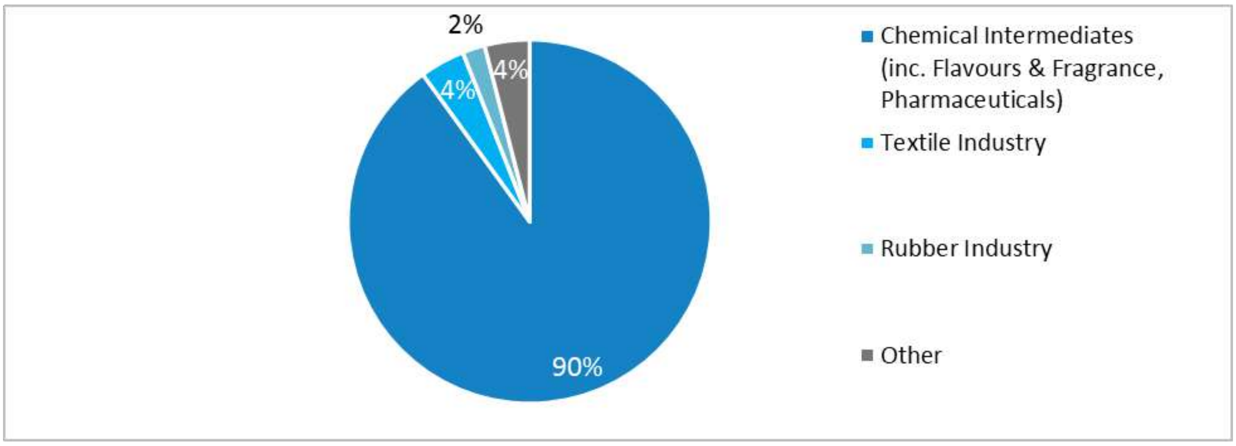


Source: Frost & Sullivan Analysis

Paraldehyde finds its application in pharmaceutical, rubber, and food industry. Also, it is being used in the production of bulk drug intermediates, quinaldine derivatives, and dyes. Paraldehyde is not directly used, instead used to produce various chemical intermediates such as quinaldine derivatives which are further used in pharmaceutical, dyes and agrochemical industry.

Market by Application

Global Paraldehyde Market By Applications, 2023 (54 KT)



Source: Frost & Sullivan Analysis

Majorly paraldehyde is used in applications of chemical intermediates, ~90% of paraldehyde finds its application in synthesis of bulk drug intermediates and quinaldine derivatives, which are further used in the manufacture of drugs, including anti-malaria, anticancer, antibacterial, etc. It is also used as sedative and in the treatment of alcohol withdrawal syndrome.

Paraldehyde also serves indirectly in synthesis chemical intermediates which are further used in fragrances and flavouring compounds.

It has been a long time since paraldehyde started being used in the textile industry. It is used to reduce the shrinkage and fulling of textile fabrics. Bleach and dye fixatives, as well as textiles with permanent press finishes, are manufactured with it.

Key Drivers

Increase demand of chemical intermediates in end-use segments

Pharmaceuticals: In the pharmaceutical industry, many of the chemical intermediates are used to produce from quinaldine derivatives which are further used to produce various types of drugs such as antimalarial drugs, antifungal agents, neurological drugs, etc. These chemical intermediates play an important role in pharmaceutical research and drug development. The global pharmaceutical industry was valued at USD 1089 billion 2023 and is expected to grow at 6.2% from 2023 to 2028, reaching a value of USD 1470 billion by 2028.

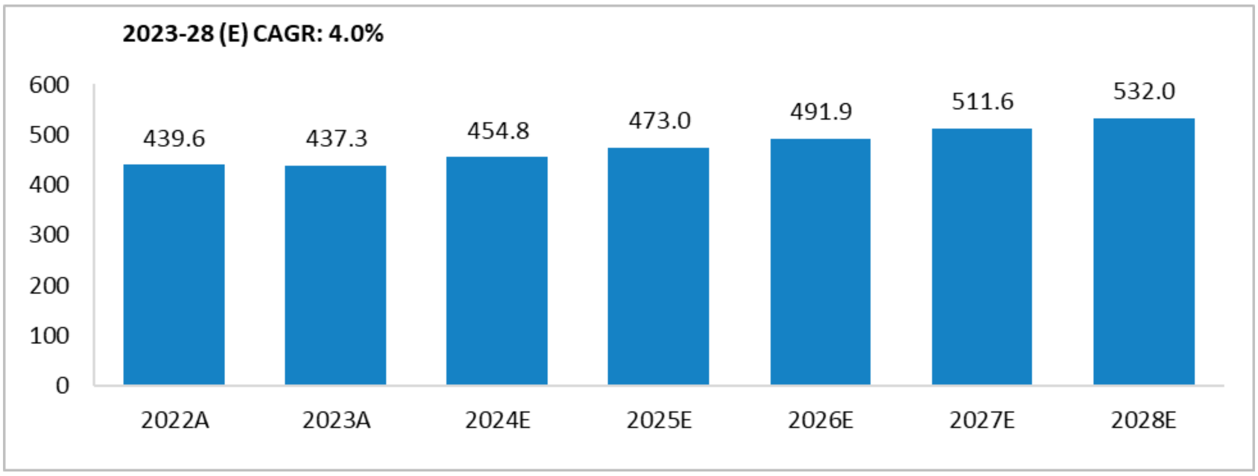
Fragrances: Global producers of flavors and fragrances, like Givadaun, Firmenich, and International Flavours & Fragrances, employ paraldehyde to create a variety of chemical intermediates. It is transformed into substances that add to the fragrance of colognes, perfumes, and other scented goods. Growing urbanization, shifting lifestyles, and rising disposable money are some of the factors propelling the fragrance industry's expansion. The global fragrance market was valued at USD 58 billion in 2023 and is expected to grow at a CAGR of 3.0% from 2023 to 2028, reaching a value of USD 67 million.

Rubber Industry: Paraldehyde is also used in the production of synthetic rubber as an antiozonant and plasticizer. It also quickens the rubber's vulcanization process. It is an excellent option for rubber manufacturing because it works well with most vulcanizing chemicals. Through the cross-linking of polymer chains, it enhances the end product's elasticity and durability. The global rubber industry is expected to grow at a CAGR of 4.7% from 2023 to 2028, reaching a value of USD 30 billion by 2028.

India Market Overview

The India paraldehyde market stood at 437.3 MT in 2023 and is estimated to grow at a rate of 4.0% from 2023 to 2028, reaching to 532.0 MT by 2028.

India Paraldehyde, Industry size (MT), 2022-2028E

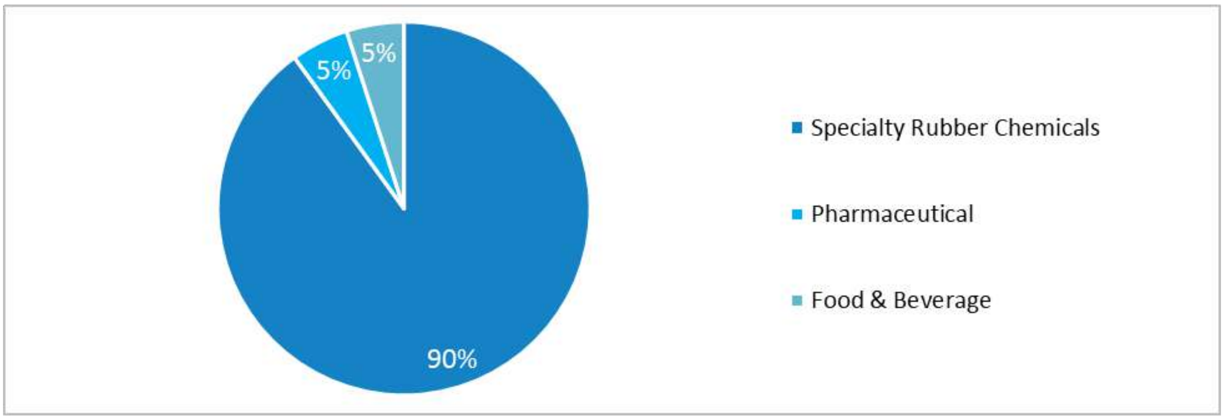


Source: Frost & Sullivan Analysis

Market by Application

In India, paraldehyde finds its application in specialty rubber chemicals accounting for ~90% of paraldehyde demand, followed by pharmaceuticals (~5%), and fragrance industry (~5%). It is used as a sedative and in the treatment of alcohol withdrawal syndrome. It is also used in the manufacture of resins and preparation of aldehyde fuchin solution which is used in the staining of plastic embedded tissue.

India Paraldehyde Market By Applications, 2023 (437 MT)



Source: Frost & Sullivan Analysis

Godavari Biorefineries Ltd is the sole manufacturer of paraldehyde in India as of 31st March 2024.

GLOBAL AND INDIAN BIO-ACETIC ACID MARKET OVERVIEW

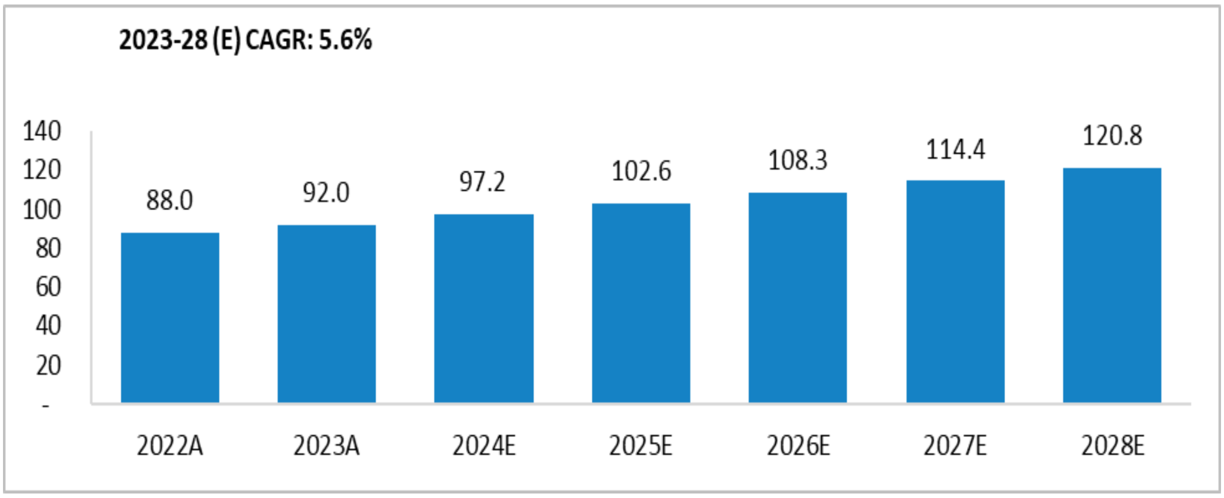
Product Overview

Bio-acetic acid is produced from bio-based ethanol. It is a colourless liquid with a distinctive sour taste and pungent smell widely used as a raw material in the production of industrial chemicals & solvents. It is often used as a food additive in food industry, and as an acidifying agent in pharmaceuticals. It can also be used in formulations of health and personal care products such hair care products, mouthwashes, and breath fresheners.

Global Market Overview

The global market for bio-acetic acid stood at 92.0 KT and is expected to grow at a CAGR of 5.6% from 2023 to 2028, reaching a value of 120.8 KT by 2028. The major factor driving the growth of bio-acetic acid is the increasing demand for green and bio-based chemicals.

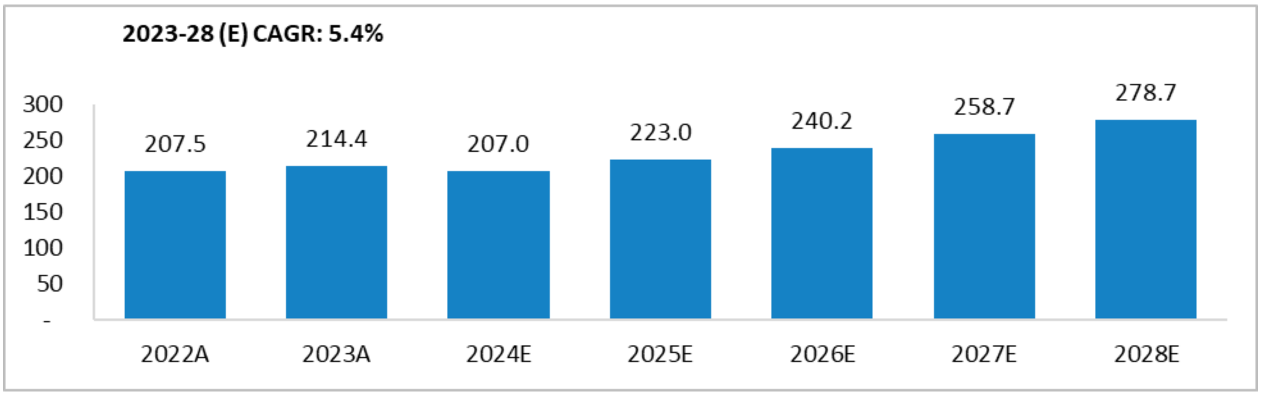
Global Bio-Acetic Acid Market, KT, 2022-2028E



Source: Frost and Sullivan Analysis

In terms of values, the global market for bio acetic acid stood at USD 214.4 million in 2023 at an average price of USD 2,330 /MT. Looking ahead, the market is expected to grow at a CAGR of 5.4% from 2023 to 2028, reaching to USD 278.7 million by 2028.

Global Bio-Acetic Acid Market, USD Mn, 2022-2028E



Source: Frost and Sullivan Analysis

On the performance aspect, bio-acetic acid is:

Performance: Bio-acetic acid retains the performance characteristics of traditional acetic acid, ensuring compatibility with existing applications without sacrificing quality.

Biodegradable: Bio-acetic acid is biodegradable in nature, hence minimizes the environmental impact.

Renewable: Bio-acetic acid uses renewable feedstock, hence reduces dependence on volatile fuel prices of fossil fuels.

Consumers are increasingly demanding sustainable and bio-based products across various industries, including food & beverage, pharmaceuticals, paints & and coatings, textiles, and adhesives. The stringent regulations on Volatile Organic Carbon (VOC) emissions and greenhouse gas emissions are pushing industries towards bio-based products, creating a favorable market for bio-acetic acid.

Advancements in fermentation and conversion processes are making bio-acetic acid production more efficient and cost-competitive, increasing its attractiveness compared to traditional options.

Key Drivers

Environmental consciousness: Consumers and businesses are increasingly demanding eco-friendly options, pushing chemical companies to explore sustainable solutions. Bio-acetic acid, derived from renewable resources like biomass, aligns perfectly with this demand.

Stringent regulations: Stricter environmental regulations on VOC emissions and greenhouse gases are forcing chemical companies to move away from traditional, unsustainable options. Bio-acetic acid offers a compliant and readily available alternative.

Within the chemical industry, bio-acetic acid has a wide range of applications in various chemicals driven by applications in paints and coatings, adhesives and sealants, textiles, and cosmetics.

Paints & Coatings: In the paints and coatings industry, bio-acetic acid demand is driven by the need for more sustainable paints and coatings and lower VOC emissions. The global paints & and coating industry was valued at USD 180 billion in 2023, and Asia Pacific represents 48% of the value and 56 % of the volume of the global coatings market, with China representing 60 % of the Asia-Pacific segment. The global paints and coatings market is estimated to grow at a CAGR of ~3-4%, in terms of values, during the period 2023-28.

Adhesives & Sealants: Bio acetic acid is used to manufacture vinyl acetate monomer (VAM) which is further employed to adhesives and sealants. The global adhesives & sealants market was estimated at USD 64 billion in 2023 and is expected to grow at a CGR of 5.7% during the period 2023-2028 to reach USD 84 bn USD by 2028.

India Market Overview

Bio-acetic acid is at emerging phase in India. The India market for bio-acetic acid stood at 437.0 MT in 2023 and is expected to grow at a CAGR of 8.0% from 2023 to 2024, reaching upto 642.3 MT by 2028.

The factors that are driving the Indian bio-acetic acid market include:

The rising demand from end-use industries in food & beverages, cosmetics, pharmaceuticals, and other chemicals.

In the food and beverage industry, bio-acetic acid finds numerous applications as an additive and preservative. The rising disposable incomes and preference for processed and ready-to-eat foods are fueling the demand for bio-acetic acid from the food & beverage industry.

The growth and expansion of the Indian pharmaceutical industry is expected to drive the demand for acetic acid. Rising health awareness and continuous research and development in the pharmaceutical industry is driving the industry in India. The Indian government is also implementing policies to promote the growth of the pharmaceutical industry such as infrastructure development and tax incentives.

Acetic acid is a key raw material that is used for making Vinyl Acetate Monomer (VAM) which is used in paints, coatings, adhesives, and textiles. The country's growing construction and automotive industry are driving the demand for VAM thereby driving the demand for bio-acetic acid. The Indian bio-acetic acid market holds immense growth potential, driven by sustainability concerns, government support, and diverse applications.

Overcoming challenges, including feedstock availability and infrastructure development, will be crucial to unlock its full potential. Continued advancements in technology, increased market awareness, and collaboration between various stakeholders will fuel the market's progress, positioning India as a key player in the global bio-acetic acid landscape.

OUR BUSINESS

Some of the information in the following chapter, especially information with respect to our plans and strategies, contains certain forward-looking statements that involve risks and uncertainties.

Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated, or if the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Statements as at and for the Fiscals 2024, 2023 and 2022 included in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 255. We have also included various operational and financial metrics in this Draft Red Herring Prospectus, some of which have not been derived from the Restated Consolidated Financial Statements. The manner of calculation and presentation of some of the operational and financial performance metrics, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions.

Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and the section "Risk Factors" on page 31 for a discussion of certain factors that may affect our business, financial condition or results of operations.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Report on Biorefinery Chemicals" dated May 28, 2024 (the "**Frost & Sullivan Report**") prepared and released by Frost & Sullivan, exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated January 25, 2024. Frost & Sullivan is an independent agency and is not a related party of our Company, its Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management, Selling Shareholders or the Book Running Lead Managers. A copy of the Frost & Sullivan Report is available on the website of our Company at https://godavaribiorefineries.com/our-company-investors. The industry data included herein may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 43.*

Overview

We are one of the prominent manufacturers of ethanol based chemicals in India and as at March 31, 2024, we have the largest integrated bio-refinery in India in terms of installed capacity. We are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*). As on March 31, 2024, we were also the largest manufacturer of MPO worldwide in terms of installed capacity, one of only two manufacturers of natural 1,3 butylene glycol and the only company in India to manufacture bio ethyl acetate. We have also set up India's first bio-based EVE manufacturing facility in India as on March 31, 2024. (*source: Frost & Sullivan Report*). Our diversified product portfolio comprises of bio-based chemicals, sugar, different grades of ethanol and power. These products find application in a range of industries such as food, beverages, pharmaceuticals, flavours & fragrances, power, fuel, personal care and cosmetics. According to the Frost & Sullivan Report, our Company has the widest portfolio of bio-based products in India.

We utilise sugarcane as a feedstock to manufacture a wide range of products, including sugar, ethanol, bio-based chemicals and power and were among the first few companies in India to utilise sugarcane juice and syrup for the production of ethanol (*source: Frost & Sullivan Report*). We continuously strive to improve the valorisation of sugarcane through development of down-stream products and increase the diversion of sugarcane towards value added products. For instance, we have been successful in manufacturing a wide range of bio-based chemicals such as ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde. We are also in the process of exploring the utilisation of grains to manufacture grain-based ethanol.

Our Sameerwadi Manufacturing Facility with a crushing capacity of 18,000 TCD as on March 31, 2024, according to the Frost & Sullivan Report, our Company's sugar mill, is among the top fifteen sugar complexes in India in terms of crushing capacity. We also have an environmental clearance to expand crushing capacity up to 25,000

TCD. Through our long history of purchasing sugarcane and continued support provided to the farmers, we have established strong relationships and goodwill among the farmers. Further, we are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*) with an installed capacity of 570 KLPD as at March 31, 2024.

The rectified spirits manufactured by us are converted into different grades of ethanol including fuel ethanol, pharma grade ethanol and extra neutral alcohol ("**Ethanol**"). In order to improve the valorisation of sugarcane and in light of the government initiatives for increasing fuel ethanol blending, we intend to expand our distillery capacity from 600 KLPD (as at March 31, 2024) to 1,000 KLPD and have obtained environmental clearance for such expansion. Further, our Company proposes to commence the manufacturing of 2nd generation Ethanol from bagasse, a by-product of sugar, to further improve the utilisation of available feedstock for our distillery. We have entered into a memorandum of agreement with the Centre for High Technology, an administrative control of the Ministry of Petroleum & Natural Gas, Government of India in relation to grant of financial assistance to our Company for a maximum amount of ₹150.00 million for the proposed installation of a 2G ethanol plant at our Sameerwadi Manufacturing Facility.

The chemicals manufactured by us comprise of Ethanol-based chemicals such as ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde (collectively, the "**Bio-based Chemicals**"). The Bio-based Chemicals manufactured by us find application in various industries, including the personal care and cosmetics, flavour and fragrance, food, fuel, paints and coatings and pharmaceutical industries, while the Ethanol manufactured by us is sold to oil marketing companies and also find application in the beverages, pharmaceutical and chemical industries. We have also received environmental clearance to expand our existing capacities and to manufacture a wider range of speciality chemicals including cellulose and its derivatives.

We have consistently invested in R&D and technology and have pursuant to our assessment of demand in the market and our customers, sought to implement them at our Manufacturing Facilities. During Fiscals 2024, 2023 and 2022, we have incurred research and development expenditure aggregating to ₹143.50 million, ₹170.06 million, and ₹133.62 million respectively. We have three research and development facilities (the "**R&D Facilities**") which are registered with the Department of Scientific and Industrial Research, Government of India ("**DSIR**"), with one R&D Facility located at each Manufacturing Facility and one located in Navi Mumbai, Maharashtra. As of March 31, 2024, we had engaged 54 permanent research employees including 9 scientists holding doctorates at our R&D Facilities, who seek to identify and develop new potential marketable products after carrying out a thorough study including product specifications, potential products costs and production timeline, based on the leads brought in by our business development and marketing teams. We also actively support the agricultural research conducted by the K.J. Somaiya Institute for Applied Agriculture Research ("**KIAAR**") and have entered into a memorandum of understanding dated September 9, 2021 with KIAAR to carry out joint research activities in various fields including soil testing, production of tissue culture settlings, production and supply of bio-fertilizers, transfer of technology to farmers, organic farming and energy cane. As on the date of this Draft Red Herring Prospectus, we have patented 19 products/processes and received 54 registrations in relation thereto across different countries.

Our customers include marquee players such as Hershey India Pvt Ltd, Hindustan Coca-Cola Beverages Private Limited, M/s Karnataka Chemical Industries, M/s Techno Waxchem Pvt Ltd, LANXESS India Private Limited, IFF Inc., Ankit Raj Organo Chemicals Limited, Escorts Chemical Industries, Khushbu Dye Chem Pvt Ltd, Privi Speciality Chemicals Limited, Shivam Industries, as well as major oil marketing companies. Over the years, we have significantly expanded our scale of operations and global footprint, and during Fiscals 2024, 2023 and 2022, we have catered to customers from over 20 countries including Australia, China, Germany, France, Italy Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America. We have also established offices in Hoofddorp (Netherlands) and Philadelphia (United States of America), which enables us to assess international demand and increase our customer outreach thereby bolstering our product development initiatives. For Fiscals 2024, 2023 and 2022, our revenue from operations from outside India was ₹2,809.10 million, ₹4,024.56 million, and ₹3,883.10 million, contributing to 16.65%, 19.98% and 22.81%, respectively, of our revenue from operations for such Fiscal. We also market multiple products including sugar, jaggery, salt and turmeric under our brand name 'Jivana' which is distributed through retail stores as well as online retail channels. Our revenues from products sold under the 'Jivana' brand has increased from ₹282.87 million in Fiscal 2022 to ₹841.67 million in Fiscal 2024 indicating a CAGR of 72.49%.

We currently have two manufacturing facilities (the "**Manufacturing Facilities**"), with one manufacturing facility located in the Bagalkot district in Karnataka (the "**Sameerwadi Manufacturing Facility**") and another manufacturing facility located in the Ahmednagar district in Maharashtra (the "**Sakarwadi Manufacturing**

Facility”). The Sameerwadi Manufacturing Facility is an integrated facility dedicated to the manufacturing of Ethanol, sugar and power, while the Sakarwadi Manufacturing Facility is currently dedicated to the manufacturing of Bio-based Chemicals. As at March 31, 2024, the Sameerwadi Manufacturing Facility had *inter alia* a sugarcane crushing capacity of 18,000 TCD, an installed capacity of 600 KLPD for rectified spirits and power plants with an aggregate installed capacity of 45.56 MW, while at the Sakarwadi Manufacturing Facility, the aggregate installed capacity for our Bio-based chemicals including Ethyl Acetate, Acetaldehyde, Acetic Acid, 3-Methyl 3 Pentene One (MPO), 1,3 BG, Crotonaldehyde and Paraldehyde and others was 117,106.20 MTPA. For additional details in relation to our Manufacturing Facilities, see “- *Our Manufacturing Facilities*” on page 196. We are Responsible Care® certified, our Registered and Corporate Office and the Sakarwadi Manufacturing Facility are ISO 9001:2015, RC 14001:2015 and ISO 14001:2015 certified and the Sameerwadi Manufacturing Facility is ISO 9001:2015 certified. We have obtained certification confirming compliance with the requirements of BONSUCRO in the “production of white refined sugar and molasses from sugarcane” and “farming activities and production of sugarcane” for the Sameerwadi Manufacturing Facility and for “production of ethanol, ethyl acetate, acetic acid, butyl acetate, butylene glycol and butanol” for the Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility. We have also been permitted by the United States Department of Agriculture to use the “USDA Certified Biobased Product” label for some of our products such as 1,3 butylene glycol and bio-based ethyl acetate.

We seek to implement sustainable practices in our manufacturing process and seek to purchase sugarcane from farmers who implement sustainable practices and implement and produce products which have a lower environmental impact. We seek to utilise all of our by-products and minimise waste as part of our operations. We have installed an incineration boiler at the Sameerwadi Manufacturing Facility, which uses spent wash (which is waste produced while producing rectified spirits) to generate steam for our distillery operations. We have in the past received awards including the “Water Resource Management in Chemical Industry” Award from the Indian Chemical Council in 2015, the “Efficiency in Water Usage-Chemicals” award from FICCI in 2016, the “Outstanding Renewable Energy Generation-Biofuel” award from the Indian Federation of Green Energy in 2019, the “Outstanding Renewable Energy Generation Projects- Biofuel” award from the Indian Federation of Green Energy in 2021, the “Platinum Award for Best Sugarcane Development for the season 2021-2022” from the South Indian Sugarcane & Sugar Technologists’ Association in 2022, FICCI Chemicals and Petrochemicals Awards 2023 for “Excellence in Corporate Environment Responsibility in Chemicals” in 2023, the “Best Technical Efficiency Award (Private Sugar Factory)” for season 2022-23 from S. Nijalingappa Sugar Institute, Belagavi in 2023 and 4th India Green Energy Award in the category of “Bioenergy – Outstanding Chemical Process based Project – Ethanol” from the Indian Federation of Green Energy in 2024.

A summary of our financial performance based on the Restated Consolidated Financial Statements during the last three Fiscals is as follows:

(*in ₹ million, unless otherwise specified*)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	16,866.65	20,146.94	17,023.29
EBITDA	1,479.35	1,546.16	1,405.34
Profit after tax	122.99	196.37	190.97
Net worth	2,602.45	2,490.13	2,325.69
Revenue from ethanol (as a % of our revenue from operations)	28.58%	28.11%	25.16%
Revenue from Bio-based Chemicals (as a % of our revenue from operations)	29.97%	32.35%	38.01%

We are a part of the Somaiya group of companies, which has experience of over eight decades in the sugar industry and over six decades in the bio-based chemicals industry. As the flagship company of the diversified Somaiya group, which has interests in *inter alia* the education, agricultural research, renewable energy and healthcare industries, we are able to leverage the experience, capabilities and reputation of the Somaiya group in our business operations. Our Individual Promoter, Samir Shantilal Somaiya, who is also our Chairman and Managing Director, has played a significant role in our development and growth. Further, we have a strong and well experienced Board, Key Managerial Personnel and Senior Management who actively contribute to our operations and participate in our strategy. For further details in relation to Samir Shantilal Somaiya and our other Directors, Key Managerial Personnel and Senior Management, see “*Our Management*” on page 223.

Our Strengths

We are a prominent manufacturer of Ethanol-based Chemicals and are one of the largest producers of Ethanol in terms of volume

We are one of the prominent manufacturers of ethanol based chemicals in India and as at March 31, 2024, we have the largest integrated bio-refinery in India in terms of installed capacity. We are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*). As on March 31, 2024, we were also the largest manufacturer of MPO worldwide in terms of installed capacity, one of only two manufacturers of natural 1,3 butylene glycol and the only company in India to manufacture bio ethyl acetate. We have also set up India's first bio-based EVE manufacturing facility in India as on March 31, 2024. (*source: Frost & Sullivan Report*).

As at March 31, 2024, we had an installed capacity of 570 KLPD for ethanol with capacity utilisation of 46.95%, 46.95% and 58.39% for Fiscals 2024, 2023 and 2022, while our revenue from sale of ethanol based on Restated Consolidated Financial Statements during Fiscals 2024, 2023 and 2022 was ₹4,821.30 million, ₹5,663.03 million and ₹4,283.48 million.

Our customers for ethanol include oil marketing companies pursuant to the ethanol blended petrol programme of the Government of India (the "**EBP Program**"). According to the Frost & Sullivan Report, the Indian ethanol market is projected to grow from USD 7.0 billion in 2023 to USD 17.5 billion by 2028, exhibiting a CAGR of 20.0% during 2023-2028, on the back of increasing ethanol use in applications such as fuel additives, disinfectants, and beverages.

We utilise our experience in Ethanol-based chemicals to manufacture a wide range of Bio-based Chemicals including ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde. We believe that the Bio-based Chemicals manufactured by us helps our customers substitute conventional materials without loss of functionality.

A summary of the industry applications and growth trajectory of our Bio-based Chemical portfolio in 2023 in accordance with the Frost & Sullivan Report is set out below:

Our Bio-based Chemicals	Global market size in 2023	Estimated global market CAGR between 2023 and 2028	Key industry application areas
1,3 Butylene Glycol	45.2 KT	5.0%	Cosmetics and as an intermediate for manufacture of polyester plasticizer, unsaturated polyester resins and polyurethane paints
Ethyl Acetate	5.0 MMT	4.2%	Adhesives, varnishes, paints, lacquers or coatings and fragrance industry
Crotonaldehyde	117.3 KT	3.0%	Solvents, sorbates, pharmaceuticals and aroma compounds. Also used as an alcohol denaturant in leather tanning and for rubber accelerators.
MPO	5,125 MT	3.0%	Fragrance industry
Acetaldehyde	780.0 KT	3.0%	Pyridines and pyridine bases followed by pentaerythritol

The European regulation concerning the 'Registration, Evaluation, Authorisation and Restriction of Chemicals' ("**REACH**") has in 2015, banned products including glues containing toluene, chloroform, or benzene and this ban might be adopted by other regions as well, which will enhance the need to move to a green solvent like bio ethyl acetate and bio-butyl acetate which will in turn benefit our Company (*source: Frost & Sullivan Report*).

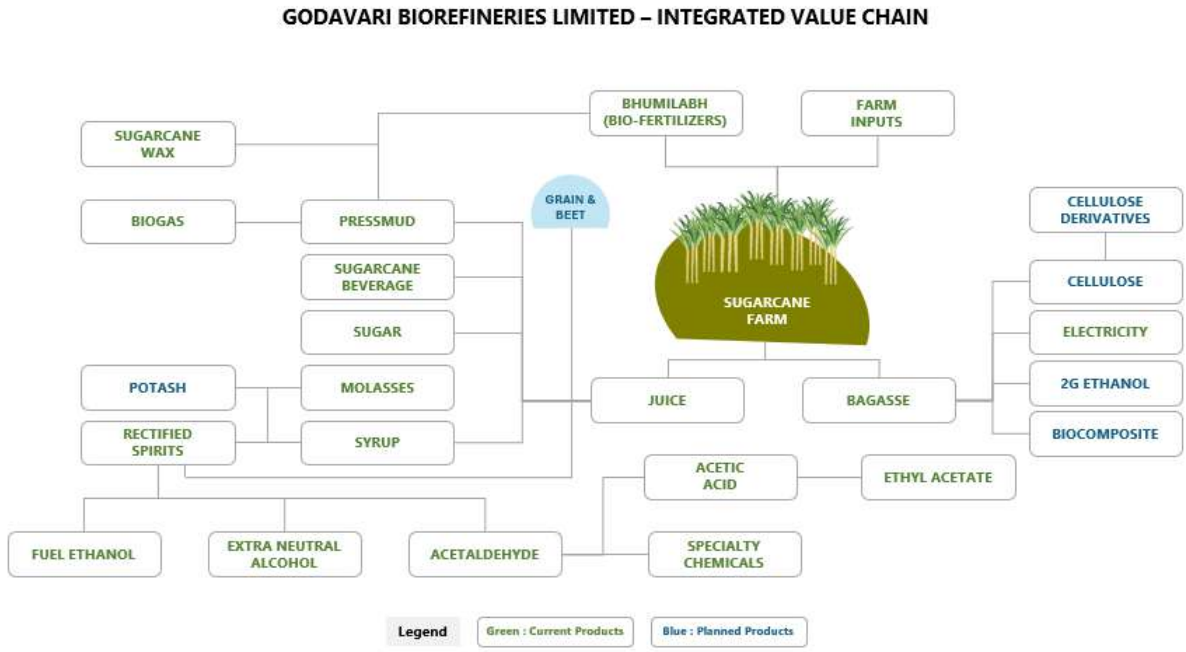
For Fiscals 2024, 2023 and 2022, our revenue from sale of Bio-based Chemicals based on the Restated Consolidated Financial Statements was ₹5,055.23 million, ₹6,517.93 million and ₹6,470.74 million, respectively.

We have the largest integrated bio-refinery in India in terms of installed capacity as of March 31, 2024

We are an integrated biorefinery company using sugarcane as a primary feedstock to manufacture a range of products across the value chain including sugar, Ethanol, chemicals, power and other products. According to the

Frost & Sullivan Report, our Company is the only company in India to have such a vast portfolio of bio-based products.

Set forth below is an illustration of our product value chain:



The sugarcane feedstock is processed at our Sameerwadi Manufacturing Facility for the manufacturing of sugar and Ethanol and press mud is intended to be utilised for the manufacturing of compressed biogas. The bagasse is also used for the generation of power. We have the ability to divert syrup/juice to produce different grades of ethanol which helps us create optionality between production of sugar and ethanol. In Fiscals 2024, 2023 and 2022, we diverted 27.64%, 42.18% and 36.12% of sugar, either as syrup/ juice or as molasses, towards the manufacturing of Ethanol to take advantage of the EBP Program. According to the Frost & Sullivan Report, only Brazilian mills have this degree of optionality. Such flexibility helps us adapt to changing market dynamics and modify our product mix to optimize realizations and margins.

Our Sakarwadi Manufacturing Facility utilizes purchased ethanol or rectified spirits and can use Ethanol manufactured by us at the Sameerwadi Manufacturing Facility to manufacture specialty chemicals including bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde and commodity chemical viz. ethyl acetate. We are in the process of expanding our Sakarwadi Manufacturing Facility to expand our capacity for existing products and introduce additional Ethanol based chemicals. We are also planning to manufacture cellulose and its derivatives by *inter alia* utilising the bagasse of sugarcane and intend to leverage our expertise and capabilities to manufacture additional products across the value chain. We have recently inaugurated a new speciality biochemical plant at our Sakarwadi Manufacturing Facility with an intention to produce bio-based chemicals such as biobutanol and biobased ethers.

We also aim to diversify feedstock used in the production of Ethanol. Towards this end, we are in the process of exploring the utilisation of grains to manufacture grain-based ethanol. In order to improve the valorisation of sugarcane and in light of the government initiatives for increasing fuel ethanol blending, we intend to expand our distillery capacity from 600 KLPD (as at March 31, 2024) to 1,000 KLPD and have obtained environmental clearance for such expansion. We have also piloted the prospect of production of 2nd generation ethanol, which is based on biomass such as sugarcane bagasse that can be converted into Ethanol.

Given the long history of our businesses, we have a history of sourcing sugarcane and have strong relationships with farmers of sugarcane. We currently source our sugarcane from a large network of farmers across Karnataka and have instituted a number of farmer related initiatives. We provide technical guidance to farmers in relation to *inter alia* agronomic practices and intercropping with other crops and provide seedlings to farmers. We assist farmers in soil/water testing and provide crop specific recommendations of fertilisers, micronutrients and pesticides.

We organise farmer training programmes and field visits and also have a dedicated team comprising of 103 permanent employees as on March 31, 2024, focused on farmer training and well-being. Further, a significant number of farmers are connected with and interested in our Company as Shareholders. We also actively support the agricultural research conducted by KIAAR, which facilitates research on *inter alia* intercropping, drip irrigation, sugarcane yield, soil nutrient dynamics and sustainable agricultural practices. We have entered into a memorandum of understanding dated September 9, 2021 with KIAAR to carry out joint research activities in various fields including soil testing, production of tissue culture settlings, production and supply of bio-fertilizers, transfer of technology to farmers, organic farming and energy cane.

Our strong relationships and goodwill among the farmers, our integrated manufacturing capabilities, comprehensive product portfolio and focus on improving valorisation of sugarcane through introduction of new products enables us to adapt to changing market conditions and exercise better control on our input prices.

Diversified product portfolio and well-established relationship with a diversified marquee customer base across industries and geographies

We have over the years expanded and diversified our manufacturing capabilities and product portfolio and have a diversified product portfolio, which primarily include Bio-based Chemicals, sugar and Ethanol. Our diversified product portfolio has reduced our dependence on any specific product category or products.

Set forth below are details of the contribution of sugar, distillery, Bio-based Chemicals, cogeneration and other segments to our revenue from operations based on our Restated Consolidated Financial Statements:

Product category	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (in ₹ million)	**% of revenue from operations (in %)**	**Revenue (in ₹ million)**	**% of revenue from operations (in %)**	**Revenue (in ₹ million)**	**% of revenue from operations (in %)**
Sugar	5,637.46	33.42%	6,778.44	33.65%	5,176.75	30.41%
Bio-based Chemicals	5,055.23	29.97%	6,517.93	32.35%	6,470.74	38.01%
Distillery	5,616.95	33.30%	6,318.62	31.36%	4,906.15	28.82%
Cogeneration	428.23	2.54%	428.53	2.13%	363.17	2.13%
Unallocated	128.79	0.76%	103.42	0.51%	106.48	0.63%
Total	**16,866.65**	**100.00**	**20,146.94**	**100.00**	**17,023.29**	**100.00**

Bio-chemicals are an emerging focus among manufacturing industries and our Company has the widest portfolio of bio-based products in India (*source: Frost & Sullivan Report*). As per the Frost & Sullivan Report, across the globe, governments are tightening the regulations on the use of hazardous chemicals. For instance, in India, the Union Cabinet in October 2020 ratified the ban on seven chemicals that are hazardous to the environment listed under the Stockholm Convention. According to the Frost & Sullivan Report, following strict regulatory changes, the demand for green chemicals is expected to increase in the next decade.

Our Bio-based Chemicals find application in various industries, including the personal care & cosmetics, flavour and fragrance, food, fuel, paints & coatings and pharmaceutical industries, while the Ethanol manufactured by us is sold to oil marketing companies and also find application in the beverages, pharmaceutical and chemical industries.

The key industries to which we cater to and the corresponding revenue from operations by our Company to customers in such industry expressed as a percentage of our Company's revenue from operations is set forth below:

(% of consolidated revenue from operations)

Particulars	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	₹ in million	**% of revenue from operations**	**% of revenue from operations**	**₹ in million**	**% of revenue from operations**	**₹ in million**
Trading	6,333.92	37.55%	7,477.62	37.12%	6,972.45	40.96%
Fuel	4,821.30	28.58%	5,658.89	28.09%	4,259.87	25.02%
Beverage	1,530.06	9.07%	899.05	4.46%	1,187.79	6.98%
Chemicals	1,048.29	6.22%	1,426.80	7.08%	989.74	5.81%

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	**% of revenue from operations**	**% of revenue from operations**	**₹ in million**	**% of revenue from operations**	**₹ in million**
Flavour & Fragrance	803.04	4.76%	1,415.34	7.03%	1,088.77	6.40%
Other	833.59	4.94%	1,308.70	6.50%	610.76	3.59%
Pharmaceuticals	581.94	3.45%	1,092.17	5.42%	1,163.11	6.83%
Power	425.72	2.52%	424.39	2.11%	361.80	2.13%
Food	175.68	1.04%	189.81	0.94%	246.72	1.45%
Paints And Coatings	160.61	0.95%	149.45	0.74%	28.38	0.17%
Personal Care / Cosmetic	125.45	0.74%	88.30	0.44%	96.64	0.57%
Distillery	24.96	0.15%	7.40	0.04%	3.96	0.02%
Industrial	2.09	0.01%	1.85	0.01%	2.33	0.01%
Adhesive	-	-	7.16	0.04%	10.97	0.06%

Note: Industry classification is based on information available with us and our understanding of the principal business of our customers. Information with respect to the sales by traders and distributors is not available with us. Accordingly, industry classification for our traders and distributors has not been included.

Accordingly, our products find application in a number of industries. In our view, the wide range of industries we cater to has reduced our dependence on any particular industry and vulnerability to trends in any specific industry.

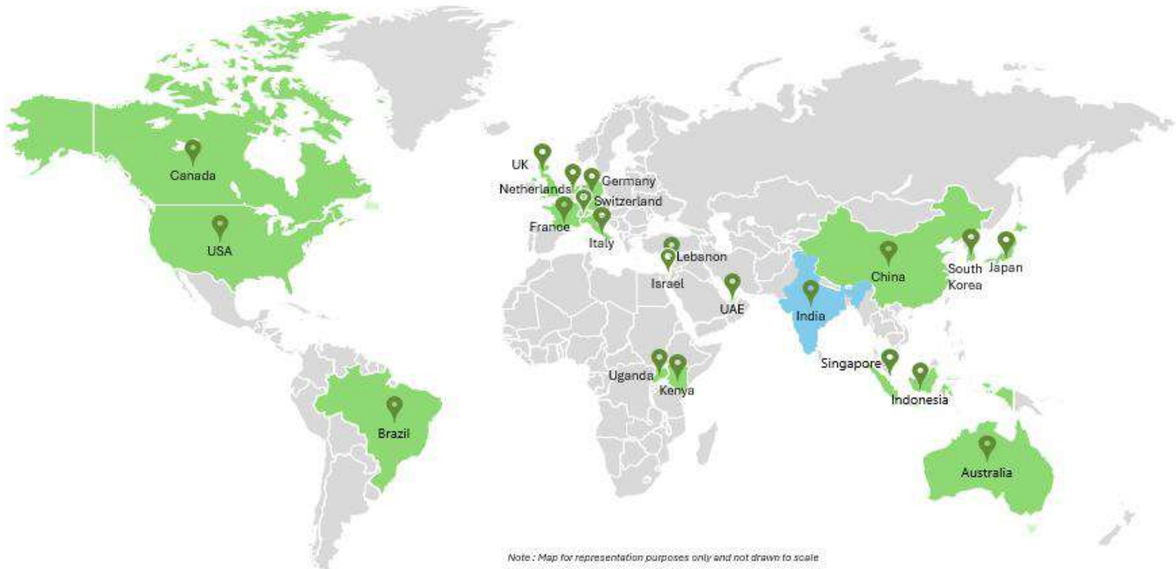
Our customers include marquee players such as Hershey India Pvt Ltd, Hindustan Coca-Cola Beverages Private Limited, M/s Karnataka Chemical Industries, M/s Techno Waxchem Pvt Ltd, LANXESS India Private Limited, IFF Inc., Khushbu Dye Chem Pvt Ltd, and Privi Speciality Chemicals Limited, as well as major oil marketing companies.

Separately, we also sell sugar and other foods under our retail brand 'Jivana' wherein we are focused on offering a diverse array of products for the Indian kitchen from refined sugar to brown sugar, salt, turmeric, jaggery to sugarcane juice concentrate. For Fiscals 2024, 2023 and 2022, our revenue from sale of our products under the 'Jivana' brand was ₹841.67 million, ₹428.43 million and ₹282.87 million, contributing 4.99%, 2.13% and 1.66%, respectively, of our revenue from operations. Our products under the 'Jivana' brand are sold across retail stores as well as online retail channels. We have increased our focus on sales and distribution of such products by way of *inter alia* expansion of our social media presence and our participation in exhibitions, store activities and promotions.

During Fiscals 2024, 2023 and 2022, our top five customers contributed 45.47%, 38.19% and 36.31% of our revenue from operations during the specified Fiscals. We have established long-standing relationships with some of our major customers. Our top five customers in Fiscal 2024 were also amongst our top ten customers in Fiscals 2023 and 2022. Four of our top ten customers in Fiscal 2024 have been our customers for the last decade.

Further, we have a strong international presence with customers spread across the world including Australia, China, Germany, France, Italy Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America. We have offices in Hoofddorp (Netherlands) and Philadelphia (United States of America), which enables us to assess international demand and increase our customer outreach thereby bolstering our product development initiatives. For Fiscals 2024, 2023 and 2022, our revenue from operations from outside India contributed 16.65%, 19.98% and 22.81%, respectively, of our consolidated revenue from operations.

A map indicating the countries where we have made sales to our customers during Fiscals 2024, 2023 and 2022 is as under:



Based on the above, our diversified product portfolio together with long-standing relationships with a diversified customer base across industries and geographies, helps us to broad base our growth and de-risk our business across customers, industries and geographies.

Well-developed in-house research and development capabilities

We believe that research and development of new products to meet our customers' requirements is a key growth driver of our business. We have three DSIR recognised R&D Facilities comprising of one R&D Facility located within each Manufacturing Facility and one R&D Facility located in Navi Mumbai, Maharashtra. Each of our R&D Facilities is equipped with research and development infrastructure which focuses on the development of new products as well as optimizing our manufacturing processes. We regularly monitor and update our research and development capabilities.

We have consistently invested in R&D and technology and have successfully implemented some of the process improvements and product developments at our Manufacturing Facilities over the years. During Fiscals 2024, 2023 and 2022, we have incurred research and development expenditure aggregating to ₹143.50 million, ₹170.06 million and ₹133.62 million respectively.

We have a dedicated team of highly qualified research scientists holding advanced degrees, who seek to identify and develop new potential marketable products after carrying out a thorough study including product specifications, potential products costs and production timeline, based on the leads brought in by our business development and marketing teams. The R&D team also aims to provide solutions to improve manufacturing efficiency on the existing products and reduce production costs with respect to existing products. As at March 31, 2024, we had engaged 54 permanent research employees including 9 scientists holding doctorates at our R&D facilities.

Our in-house research and development capabilities have been instrumental in our growth. For instance, we developed capabilities for manufacturing MPO and 1, 3 BG and in 2015 commenced the commercial sale of MPO and 1,3 butylene glycol. During the Fiscals 2024, 2023 and 2022, MPO and 1,3 butylene glycol collectively contributed 7.03%, 7.52% and 6.52%, respectively of our revenues from operations.

Our research and development activities are aimed at creating value as well as optimising current resources and processes. We seek to collaborate with various third parties in connection with our research and development activities, to leverage their expertise. For instance, we have entered into a consultancy agreement dated September 1, 2007 and the memorandum of understanding dated April 1, 2024, with Dr. Sendurai Mani in connection with the research and development of small molecule inhibitors for cancer and obtained approval dated March 26, 2021 (through M/s Clinexel Life Sciences Private Limited) from the Central Drugs Standard Control Organisation ("**CDSCO**") to undertake clinical trials in relation to a proposed drug on patients with advanced solid tumours. We have also received approval dated November 16, 2021, from CDSCO (through M/s Clinexel Life Sciences Private Limited) for the 'healthy adult volunteers' study for the above mentioned molecule for treatment of

COVID-19. Further, we have received approval dated November 20, 2023, from CDSCO (through M/s Clinexel Life Sciences Private Limited) to undertake clinical trials on the next cohort as part of the 'healthy adult volunteers' study. We have accordingly in 2023 initiated phase one of our clinical trials on patients with advanced solid tumors and also initiated trials in relation to the 'healthy adult volunteers' study. We have received a grant in February 2024 from the Biotechnology Industry Research Assistance Council ("**BIRAC**") in this regard. Further, as a step towards our decarbonisation strategies, we have entered into an agreement with a Category I Deemed to be University in Mumbai, Maharashtra on developing certain carbon capture initiatives which includes the development of a technology to produce value added chemicals and fuels from carbon dioxide.

We have also entered into a memorandum of understanding dated September 9, 2021 with KIAAR to carry out joint research activities in various fields including soil testing, production of tissue culture settlings, production and supply of bio-fertilizers, transfer of technology to farmers, organic farming and energy cane.

As of March 31, 2024, we had engaged 54 permanent research employees including 9 scientists holding doctorates at our R&D Facilities, who seek to identify and develop new potential marketable products after carrying out a thorough study including product specifications, potential products costs and production timeline, based on the leads brought in by our business development and marketing teams. An important area of focus of our research and development activities is to add further value to feedstock and developing additional products in the value chain. For further details of our research and development activities, see "- *Research and Development*" on page 200. Our R&D team enables us to introduce new products as well as optimise our manufacturing operations, resulting in improved margins.

We are a member of the Somaiya group and have an experienced Promoter, Board of Directors, Key Managerial Personnel and Senior Management

We are a member of the Somaiya group, which has diversified interests in *inter alia* the biorefinery, agricultural research, education and healthcare industries. We believe that we are able to leverage the experience, capabilities and reputation of the Somaiya group in our business operations.

Further, we have a well experienced Board, which is supported by qualified functional heads and Key Managerial Personnel and Senior Management who actively contribute to and participate in our strategies, operations and business development. Our Individual Promoter, Samir Shantilal Somaiya, who is also our Chairman and Managing Director, plays a significant role in the development of our business. We believe that we have benefited significantly from our Individual Promoter's experience and capabilities, which has enabled us to understand and anticipate market trends, expand our product portfolio, manage our business operations and growth, leverage customer relationships and respond to changes in the business environment and customer preferences.

Our Executive Directors are experienced in *inter alia* research and development and the agricultural and chemical industries, while our Key Managerial Personnel and Senior Management are experienced in the finance, procurement, operational and secretarial functions. For further details in relation to our Board and our Key Managerial Personnel and Senior Management, see "*Our Management*" on page 223.

Our Strategies

Continuing to diversify product offerings and improving operational efficiency

We currently manufacture a range of products, primarily consisting of Bio-based Chemicals, Ethanol, sugar and power. The Bio-based Chemicals currently manufactured by us include ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde which are downstream products of Ethanol.

We intend to expand our distillery capacity from 600 KLPD (as at March 31, 2024) to 1,000 KLPD and have obtained environmental clearance for such expansion.

We constantly evaluate opportunities to diversify our product portfolio by adding new products (including downstream and value-added products) which are synergistic with our existing products. We believe that we are well poised and technologically equipped to add additional products in the value chain. For instance, leveraging our manufacturing capabilities and track record, we commenced the manufacture of EVE in Fiscal 2024 and intend to similarly develop products which are synergetic to our existing product portfolio and manufacturing capabilities.

We also sell sugar and certain other food products under the 'Jivana' brand. We intend to leverage our manufacturing capabilities and the reputation of our Company and the Somaiya group to augment the scale of sale of such products, while also expanding the brand to include additional products in synergy with the current product portfolio. For instance, with respect to the products under the 'Jivana' brand, we aim to expand our geographical footprint across India and expand our portfolio of sugar, salt, jaggery, turmeric and allied products.

We aim to optimise our operational efficiency and accordingly are evaluating various avenues to diversify feedstock used in the production of Ethanol, including developing capabilities for utilising grains and bagasse as feedstock. We believe that such measures would ensure better availability of feedstock and reduce the volatility of the prices we are required to pay for feedstock.

Further, we also intend to improve our consumption norms and utility norms through better heat integration and maximisation of process yields through optimisation of process parameters for the process plants. We are also working towards reducing the use of fossil fuels for production of utilities at our Manufacturing Facilities by using renewable energy resources such as biomass briquettes and pellets.

We also believe that our relationship with existing customers, established track record of catering to our customers, access to raw materials and quality certifications will help us to successfully commercialize our products whilst enhancing our manufacturing processes to further improve our operational efficiency.

Implementation of additional measures for improving feedstock security and increasing value derived from feedstock

We use sugarcane as feedstock in the manufacturing of majority of our products. We have a large network of farmers in Karnataka, from whom we source sugarcane and have a long-standing relationship with a large number of farmers. However, given the critical role played by the farmers, we intend to introduce additional measures and strategies to improve and protect feedstock security.

We have introduced and shall continue to introduce and implement farmer related initiatives including providing technical guidance on certain farming practices including selection of varieties, soil, water testing and fertilizers, providing fertilizers, pesticides and irrigation materials, facilitating easier procurement of agricultural inputs by the farmers, organizing farmer training programmes and field visits and providing agricultural inputs to farmers against their future cane supplies.

Further, we intend to augment our sugarcane crushing capacity at the Sameerwadi Manufacturing Facility beyond 18,000 TCD (as of March 31, 2024), which should help us in securing feedstock for our proposed expansion in distillery segment. We have also piloted the prospect of manufacturing 2nd generation Ethanol to further improve the availability of feedstock for our distillery segment and have entered into a memorandum of agreement with the Centre for High Technology, an administrative control of the Ministry of Petroleum & Natural Gas, Government of India in relation to grant of financial assistance to our Company for a maximum amount of ₹150.00 million for the proposed installation of a 2G ethanol plant at our Sameerwadi Manufacturing Facility. We have entered into a memorandum of understanding dated September 9, 2021 with KIAAR to carry out joint research activities in various fields including soil testing, production of tissue culture settlings, production and supply of bio-fertilizers, transfer of technology to farmers, organic farming and energy cane.

We aim to further diversify feedstock used in the production of Ethanol. For instance, we are evaluating various avenues, including developing capabilities for utilising grains and bagasse as feedstock in the production of Ethanol. We believe that such measures would ensure better availability of feedstock and reduce the volatility of the prices we are required to pay for feedstock. Further, usage of grains for production of Ethanol will provide us with the flexibility to operate throughout the year.

We intend to diversify our Bio-based Chemical offerings by utilising bagasse to manufacture cellulose and its derivatives. We have received environmental clearance to expand our existing capacities and to manufacture a wider range of speciality chemicals including cellulose and its derivatives.

According to the Frost & Sullivan Report, the Indian cellulose market was valued at USD 9.3 billion in 2023 and is expected to grow at a rate of 7.5% from 2023 to 2028.

Increasing the share of business of existing customers and further diversifying our customer base

Our product development activities and commercialisation of products developed by us are dependent on the needs and requirements of our customers. We intend to leverage our relationships and goodwill with existing customers, manufacturing capabilities and knowledge of the preferences and requirements of customers, to increase the range of products they purchase from us, including more complex and higher margin products.

In the past, we have been able to, and we believe that will continue to be able to leverage our relationships with customers to increase the number of products they purchase from us. For instance, while a major Indian bio-pharmaceutical company initially purchased Ethanol manufactured by us, it has subsequently also commenced purchasing ethyl acetate from us. Similarly, our long standing relations with customers especially in sugar and Bio-based Chemicals segments helps us understand the customer requirements and should enable us to cross-sell our new products to such customers.

Further, we aim to enter into new arrangements for developing custom made products for customers. In the past, we had developed MPO for IFF Inc. We believe that such manufacturing of products for identified customers enables us to expand our technical capabilities, enables better utilisation of our Manufacturing Facilities and provides us with higher predictability of revenue and cash flows.

In terms of our international presence, while we have expanded our global footprint in the last three Fiscals by catering to over 20 countries including Australia, China, Germany, France, Italy Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America, we intend to add more export oriented products and further increase our global footprint and augment growth in current geographies.

We believe that some of our existing customers are market leaders in their respective categories and are generally well regarded for their procurement practices, quality requirements and sustainability practices. We intend to continue to leverage our products and our long-term relationships and credentials with our existing customers and referrals from such customers to further develop and strengthen our customer base.

Continuing focus on implementation of sustainable practices and strengthening our control over our inputs

Across the world, companies are being pressured to reduce their impact on the environment, with a special focus on climate change, biodiversity, and prudent use of scarce resources. As per the Frost and Sullivan Report, the green chemical wave is inevitable, and it is just a matter of time when the adoption of these new age products will be mandatory and obligatory. According to the Frost & Sullivan Report, our Company, has the widest portfolio of bio-based products in India.

In addition to our products, we have sought to introduce sustainable practices as part of our operations. We are Responsible Care® certified and have received various awards including the “Water Resource Management in Chemical Industry” Award from the Indian Chemical Council in 2015, the “Efficiency in Water Usage-Chemicals” award from FICCI in 2016, “Outstanding Renewable Energy Generation-Biofuel” award from the Indian Federation of Green Energy in 2019, the “Outstanding Renewable Energy Generation Projects- Biofuel” award from the Indian Federation of Green Energy in 2021, the “Platinum Award for Best Sugarcane Development for the season 2021-2022” from the South Indian Sugarcane & Sugar Technologists’ Association in 2022, FICCI Chemicals and Petrochemicals Awards 2023 for "Excellence in Corporate Environment Responsibility in Chemicals” in 2023, the “Best Technical Efficiency Award (Private Sugar Factory)” for season 2022-23 from S. Nijalingappa Sugar Institute, Belagavi in 2023 and 4th India Green Energy Award in the category of “Bioenergy – Outstanding Chemical Process based Project – Ethanol” from the Indian Federation of Green Energy in 2024. We have obtained certification confirming compliance with the requirements of BONSUCRO in the “production of white refined sugar and molasses from sugarcane” and “farming activities and production of sugarcane” for the Sameerwadi Manufacturing Facility and for “production of ethanol, ethyl acetate, acetic acid, butyl acetate, 1,3 butylene glycol and butanol” for the Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility. We have also been permitted by the United States Department of Agriculture to use the “USDA Certified Biobased Product” label for some of our products such as 1,3 butylene glycol and bio-based ethyl acetate.

We seek to improve valorisation of the sugarcane feedstock to manufacture a range of downstream products and accordingly, avoid wastage while maximising our revenue and margins. Every ‘waste stream’ that our Company produces is looked at as a resource for making products. The molasses from sugarcane is used at the Sameerwadi Manufacturing Facility for the manufacturing of Ethanol, while press mud is intended to be used for the manufacturing of compressed biogas, bagasse is used for generating power and is intended to be used to manufacture bagasse-based chemicals and 2nd generational ethanol in the future. Further, at the Sakarwadi Manufacturing Facility, we utilise Ethanol to manufacture a range of Bio-based Chemicals. We also intend to treat the carbon dioxide produced and as a step towards our decarbonisation strategies, we have entered into an agreement with a Category I Deemed to be University in Mumbai, Maharashtra on developing certain carbon capture initiatives which includes the development of a technology to produce value added chemicals and fuels from CO2.

We have power plants at the Sameerwadi Manufacturing Facility with an aggregate installed capacity of 45.56 MW as at March 31, 2024. Energy demand at the Sameerwadi Manufacturing Facility is fulfilled through self-generated electricity at the plant and excess electricity generated is further exported to the grid. Further, we are also working towards reducing the use of fossil fuels for production of utilities at our Manufacturing Facilities by using renewable energy resources such as biomass briquettes and pellets. We aim to continue to increase our cogeneration capacity, enhance our energy efficiency initiatives and scale up the usage of alternative fuels and renewable energy sources in our operations.

Further, we have implemented water resource management practices to reduce our dependence on fresh water sources. We have installed a water treatment plant at our Sakarwadi Manufacturing Facility and an incineration boiler at our Sameerwadi Manufacturing Facility to enable water efficiency, recycle, recover and repurpose the treated wastewater.

Further, as a part of our aim to build a circular and cascading biorefinery, we intend to establish a unit at the Sameerwadi Manufacturing Facility to manufacture potash. Potash may be used by farmers as a fertiliser and it improves the quality of the soil and crop yields.

We intend to continue to strengthen our control over the raw materials and power required for our operations by broad-basing our sources of raw materials, optimising our expenses and improving our profitability margins.

Reduction of borrowings and leverage

We intend to reduce our borrowings and our debt to equity ratio. As at March 31, 2024, March 31, 2023, and March 31, 2022, our consolidated total fund based borrowings (including current maturities of non-current borrowings & interest accrued on borrowings under other financial liabilities) were ₹6,632.70 million, ₹7,380.13 million and ₹6,367.21 million, respectively, Accordingly, we intend to utilise a portion of the Net Proceeds for the repayment of loans aggregating to ₹2,400.00 million. For further details, see "*Objects of the Offer*" on page 101. Such repayment/ pre-payment will help us reduce a portion of our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, the improvement in the debt-to-equity ratio of our Company is intended to enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Above-mentioned strategies have been approved by our Board pursuant to their resolution dated June 13, 2024.

Description of our Products

We manufacture a range of products across the value chain, ranging from Ethanol to Bio-based Chemicals, sugar and power and predominantly utilise sugarcane as feedstock for these products.

Set forth below is the contribution of our products to our revenue from operations, for the Fiscals indicated below:

Segment	**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue	**As a % of our revenue from operations**	**Revenue**	**As a % of our revenue from operations**	**Revenue**	**As a % of our revenue from operations**
	(in ₹ million)	**(in %)**	**(in ₹ million)**	**(in %)**	**(in ₹ million)**	**(in %)**
Bio-based Chemicals	**5,055.23**	**29.97%**	**6,517.93**	**32.35%**	**6,470.74**	**38.01%**
Ethyl Acetate (including Bio Ethyl Acetate)	2,448.98	14.52%	3,166.32	15.72%	3,993.58	23.46%
3-Methyl-3-Pentene-2-One	596.90	3.54%	1,254.14	6.22%	925.60	5.44%
1,3 Butylene Glycol	588.30	3.49%	261.86	1.30%	184.50	1.08%

Crotonaldehyde	711.64	4.22%	823.62	4.09%	568.54	3.34%
Others	709.41	4.21%	1,011.98	5.02%	798.52	4.69%
Distillery	**5,616.95**	**33.30%**	**6,318.62**	**31.36%**	**4,906.15**	**28.82%**
Ethanol	4,821.30	28.58%	5,663.03	28.11%	4,283.48	25.16%
Others	795.65	4.72%	655.60	3.25%	622.67	3.66%
Sugar	**5,637.46**	**33.42%**	**6,778.44**	**33.65%**	**5,176.75**	**30.41%**
Co-generation	**428.23**	**2.54%**	**428.53**	**2.13%**	**363.17**	**2.13%**
Unallocated	**128.79**	**0.76%**	**103.42**	**0.51%**	**106.48**	**0.63%**
Revenue from operations	**16,866.65**	**100.00%**	**20,146.94**	**100.00%**	**17,023.29**	**100.00%**

A brief description of our products is set forth below:

Bio-based Chemicals

The Bio-based Chemicals manufactured by us currently comprise of Ethanol based chemicals such as ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde. The Bio-based Chemicals manufactured by us find application in various industries, including the personal care and cosmetics, flavour and fragrance, food, fuel, paints and coatings and pharmaceutical industries.

Rectified spirits

We are engaged in the manufacturing of rectified spirits, which are converted to various grades of Ethanol including fuel ethanol, pharma grade ethanol and extra neutral alcohol. Ethanol manufactured by us is sold to oil marketing companies and finds application in the beverages, pharmaceutical and chemical industries.

Sugar

We are engaged in the manufacturing of sugar from sugarcane. Our domestic customers for sugar include some large companies in the Indian food and beverages industry and we also export a portion of sugar manufactured by us. In addition to the sales to institutional customers, we also sell packaged sugar under own brand “Jivana”.

Co-generation

We generate power at the Sameerwadi Manufacturing Facility utilising bagasse from the feedstock. The power generated is used to meet most of our power requirements at the Sameerwadi Manufacturing Facility. We also sell power generated to power distribution companies.

Other products

The other products currently sold by us include salt and turmeric (sold under the “Jivana” brand), ethyl lactate, and tri ethoxy butane.

We also intend to commence the manufacturing of bagasse-based products such as cellulose and its derivatives and 2nd generation Ethanol.

Our Manufacturing Facilities

We currently have two Manufacturing Facilities. The Sameerwadi Manufacturing Facility is located in the Bagalkot district in Karnataka, while the Sakarwadi Manufacturing Facility is located in the Ahmednagar district in Maharashtra.

The Sameerwadi Manufacturing Facility is dedicated to the crushing of sugarcane and manufacturing of sugar, Ethanol and power, while the Sakarwadi Manufacturing Facility is dedicated to the manufacturing of Bio-based Chemicals.

Our Manufacturing Facilities are equipped with technology relevant for the products manufactured by us. We are Responsible Care® certified and our Registered and Corporate Office and the Sakarwadi Manufacturing Facility are ISO 9001:2015, RC 14001:2015 and ISO 14001:2015 certified and the Sameerwadi Manufacturing Facility is ISO 9001:2015 certified.

Details of the installed capacity, actual production and capacity utilisation at the Sameerwadi Manufacturing Facility for the Fiscals 2024, 2023 and 2022 with respect to sugarcane crushing, ethanol and rectified spirits are set forth below:

Particulars	**As at and for the Fiscal ended March 31, 2024**	**As at and for the Fiscal ended March 31, 2023**	**As at and for the Fiscal ended March 31, 2022**
Sugar plant			
Installed capacity at end of Fiscal* (in TCD) (A)	18,000.00	18,000.00	15,000.00
Actual production during Fiscal (in TCD) (B)	16,046.92	16,000.40	14,694.37
Capacity utilisation during Fiscal (in %) (C=B/A*100)	89.15	88.89	97.96
Total sugarcane crushed during the Fiscal (in MT)	2,407,038.25	2,096,052.96	2,248,237.91
Season/ working days considered during the Fiscal (number of days of sugarcane crushing)	150	131	153
Sugar production during the Fiscal (in MT)	218,522.00	163,132.50	162,666.50
Sugarcane crushed for the Fiscal (in LMT)	24.07	20.96	22.48
Ethanol			
Installed capacity at end of Fiscal (in KLPD) (D)	570.00	570.00	380.00
Actual production during Fiscal (in KLPD) (E)	267.61	267.62	221.89
Capacity utilisation during Fiscal (in %) (F=E/D*100)	46.95	46.95	58.39
Rectified spirits			
Installed capacity at end of Fiscal (in KLPD) (G)	600.00	600.00	400.00
Actual production during Fiscal (in KLPD) (H)	288.39	316.16	234.70
Capacity utilisation during Fiscal (in %) (I=H/G*100)	48.06	52.69	58.68

1. In the table above, TCD means tons crushed per day and MT means tons.
2. In the table above, LMT means lakh metric tonnes.
3. Rectified spirit figure of actual production is including secondary production and re distillation.
4. In the table above, KLPD means kilo liters per day.

The distillery at the Sameerwadi Manufacturing Facility has two turbines with a capacity of 4MW and 10MW respectively as of March 31, 2024. Power generated from such turbines is used for captive consumption.

The details of the installed capacity, actual production and capacity utilisation at the power plants at our Sameerwadi Manufacturing Facility for Fiscals 2024, 2023 and 2022 are set forth below:

Particulars	**As and for the Fiscals ended**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Installed capacity at end of Fiscal (in MW) (A)	45.56	45.56	45.56
Actual production of power in Fiscal (in MW) (B)	34.90	34.51	34.29
Capacity utilisation during the Fiscal (in %) (C=B/A*100)	76.60	75.75	75.26

1. In the table above, MW means megawatt.

The details of the installed capacity, actual production and capacity utilisation at the Sakarwadi Manufacturing Facility for Fiscals 2024, 2023 and 2022 with respect to bio-based chemicals including ethyl acetate, acetaldehyde, acetic acid, MPO, 1,3 butylene glycol, crotonaldehyde and paraldehyde and others* is set forth below:

Particulars	As at and for the Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023	As at and for the Fiscal ended March 31, 2022
Installed capacity as at end of Fiscal (in MTPA)	117,106.20	117,106.20	101,197.32
Actual production in Fiscal (in MT) (B)	47,639.53	62,869.68	68,791.12
Capacity utilisation during the Fiscal (in %) (C=B/A*100)	40.68	53.69	67.98

**Certain of such bio-based chemicals are consumed captively as well as sold externally.*
Note: Capacity additions done in multiple product plant at the Sakarwadi Manufacturing Facility have not been considered in the table above.

Capacity utilization in the tables above has been calculated on the basis of actual production during the Fiscal divided by the installed capacity at the end of the relevant fiscal. The information relating to the installed capacity of the Manufacturing Facilities and products manufactured therein, as of the dates included above are based on various assumptions and estimates. See "*Risk Factors - Our estimates of production volumes may not correspond to the actual demand for our products*."

The Sakarwadi Manufacturing Facility has two turbines of capacity of 2.3 MW and 3.2 MW respectively as of March 31, 2024. Power generated from such turbines is used for captive consumption.

We intend to expand our distillery capacity from 600 KLPD (as at March 31, 2024) to 1,000 KLPD and have obtained environmental clearance for such expansion. We also propose to establish a unit for the manufacturing of potash.

We propose to expand our manufacturing capacity for various chemicals at our Manufacturing Facilities and have already received environmental clearance for the same. We have also received environmental clearance to expand our existing capacities and to manufacture a wider range of speciality chemicals including cellulose and its derivatives.

Utilities

As part of our manufacturing operations, we require a steady and abundant supply of power. A significant portion of our aggregate power requirements are met through captive power generation, which is largely manufactured by utilizing bagasse, a by-product of sugarcane crushing.

The power plants at the Sameerwadi Manufacturing Facility have an aggregate capacity of 45.56 MW as at March 31, 2024 and the power generated is utilised by us to meet most of our power requirements at the Sameerwadi Manufacturing Facility. Similarly, a part of our power requirements at the Sakarwadi Manufacturing Facility are met by the power generated captively. The remaining power requirements at our Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility are procured from the relevant state electricity board.

We primarily source water at the Sameerwadi Manufacturing Facility from the Ghataprabha River, while water is primarily sourced at the Sakarwadi Manufacturing Facility from a well owned by our Company, the Godavari river and the Godavari Left Bank Canal.

Manufacturing process

We manufacture diversified set of products including Bio-based Chemicals, sugar, different grades of ethanol and power and each of our product/product groups have their individual processes of manufacturing. Our manufacturing units and equipment are well suited for our product characteristics and certain equipment which can be used across products.

Regulatory and environmental matters

We are subject to extensive environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environmental protection, hazardous waste management and noise pollution, in relation to our Manufacturing Facilities. These laws and regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. For further details see "*Key Regulations and Policies in India*" and "*Government and Other Approvals*" on pages 203 and 364 respectively.

Our Manufacturing Facilities possess effluent treatment processes in compliance with applicable law. We are one of the few Indian chemical companies to have obtained Responsible Care® certification by the Indian Chemical Council.

Health and safety

Our Company is a signatory to the Responsible Care Program instituted in India by the Indian Chemical Council. We aim to comply with applicable health and safety regulations and other requirements in our operations and have adopted an environment, occupational health and safety policy that is aimed at *inter alia* preventing environmental pollution, preventing injury and ill health to our personnel and other interested parties, complying with applicable legal and regulatory and other environmental, occupational health and safety requirements and optimising use of resources. We have received a prize in the safety industrial boiler category for the "Best Combined Heat & Power Plant Boiler" in the 50th National Safety Day Celebrations from the Government of Karnataka in 2021.

Environment, social and governance

Sustainability is a prevailing theme in our operations as we seek to build a circular and cascading biorefinery. We seek to implement sustainable practices in our manufacturing process, purchase sugarcane from farmers who implement sustainable practices and implement and produce products which have a lower environmental impact. We seek to utilise all of our by-products and minimise waste as part of our operations. We utilise bagasse at the Sameerwadi Manufacturing Facility to generate power. For further details in relation to sustainable practices adopted by us, please see "- *Strategies – Continuing focus on implementation of sustainable practices and strengthening our control over our inputs"*.

Raw materials

Details of cost of materials consumed for Fiscals 2024, 2023 and 2022 are as under:

(in ₹ million)

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	**% of total cost of material**	***(in ₹ million)***	**% of total cost of material**	***(in ₹ million)***	**% of total cost of material**
Sugarcane	9,088.71	59.28%	7,541.72	57.44%	7,715.02	63.45%
Feedstock for chemicals business & others including feedstock for distillery business and agricultural inputs	6,242.77	40.72%	5,587.83	42.56%	4,444.80	36.55%
Total cost of Material	**15,331.48**	100.00%	**13,129.55**	100.00%	**12,159.82**	100.00%

The primary raw material for the manufacturing of sugar, Ethanol and power is sugarcane feedstock while the primary raw materials for the manufacturing of the Bio-based Chemicals include ethanol, acetic acid and methyl ethyl ketone. We procure sugarcane from farmers in geographical proximity to our Sameerwadi Manufacturing Facility, feedstock for our distillery business (molasses) and other raw materials largely from domestic sources and feedstock for our chemical business from domestic and international vendors. Except for sugarcane, which we purchase based on availability and our processing capacity, we typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay.

Our purchases of imported raw materials (excluding sugarcane) the Fiscals 2024, 2023 and 2022 amounted to ₹2,788.57 million, ₹1,832.28 million and ₹4,007.78 million which contributed to 57.15%, 48.37% and 69.54% of our total raw materials purchases excluding sugarcane

While we do not typically enter into long-term binding contracts with any of our key raw material suppliers, we believe that repeat business with our suppliers has allowed us to establish and maintain relationships with some of our key raw materials suppliers.

Quality control and quality assurance

We believe that maintaining a high standard of quality of our products and our Manufacturing Facilities is critical to our growth and continued success. We are Responsible Care® certified and our Registered and Corporate Office and the Sakarwadi Manufacturing Facility are ISO 9001:2015, RC 14001:2015 and ISO 14001:2015 certified and the Sameerwadi Manufacturing Facility is ISO 9001:2015 certified. We have obtained certification confirming compliance with the requirements of BONSUCRO in the "production of white refined sugar and molasses from sugarcane" and "farming activities and production of sugarcane" for the Sameerwadi Manufacturing Facility and for "production of ethanol, ethyl acetate, acetic acid, butyl acetate, butylene glycol and butanol" for the Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility. We have also been permitted by the United States Department of Agriculture to use the "USDA Certified Biobased Product" label for some of our products such as 1,3 butylene glycol and bio-based ethyl acetate.

Certain of our customers perform their own quality checks at our Manufacturing Facilities to ensure that our products meet their demands and comply with the requirements. In addition, our Manufacturing Facilities are subject to compliance audits in relation to quality management by third party agencies appointed by our customers.

We have put in place quality systems that cover all major areas of our business processes from manufacturing to product delivery to ensure consistent quality, efficacy, and safety of our products. Various in-process quality checks are performed to monitor product quality during the manufacturing process. We also conduct supplier quality evaluation processes, and our quality control department ensures that materials received comply with our internal standards and specifications which are designed to satisfy the requirements set forth by our customers. We believe that 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 key customers.

We have a dedicated team of qualified professionals that is responsible for maintaining our required quality standards. We believe that we implement and maintain best industry practices including for, adequate premises and space, suitable equipment, appropriate use of raw materials, carrying out our manufacturing through approved procedures and instructions.

Inventory management

Our finished products, raw materials as well as intermediate products are stored on-site at our Manufacturing Facilities at the godowns and storage tanks at the Manufacturing Facilities. From time to time, we utilise external storage facilities for storage of raw materials, as required. These inventory levels are planned based on contractual quantities and expected orders. We maintain a lead-time material requirement planning system and utilize our ERP software to manage our levels of inventory on a real-time basis.

Research and development

We believe that research and development is crucial for our future growth. Our research and development efforts are driven by the requirements of customers (potential and current) and we regularly monitor industry trends to ensure our products and production techniques remain relevant given the evolving market and customer requirements. For further details in relation to sustainable practices adopted by us, please see "*- Strengths – Well-developed in-house research and development capabilities*".

Logistics

We transport our raw materials and our finished products by road and sea. Raw materials are transported to our Manufacturing Facility by third-party logistics and transportation agencies. We typically work with logistics and transportation service providers vis-à-vis our products.

Domestic sales are typically executed on an "ex-factory" basis, pursuant to which our customers arrange for the pick-up of products from our Manufacturing Facilities. International sales are typically exported to customers on a cost, insurance and freight basis. For exports, our freight forwarders co-ordinate with the shipping line to file and release the necessary bills of lading waybills.

As part of our Company's 'Nicer Globe' initiative, all products delivered to our customers are tracked on a real time basis in accordance with the Responsible Care® certification granted to us.

Sales, marketing and distribution

As at March 31, 2024, we have an in-house team of 37 employees dedicated to the sales, marketing and distribution of our products, which helps us maintain direct contact with majority of our customers which allows us to understand the technical needs and specifications of our customers as well as their future requirements. Our presence in Europe through our Subsidiaries enables us to service international demand. We have also established offices in Hoofddorp (Netherlands) and Philadelphia (United States of America), which enables us to assess international demand and increase our customer outreach thereby bolstering our product development initiatives. Further, in addition to our Registered and Corporate Office, we also established branch offices in New Delhi and Bengaluru in India.

Customers

We have a diversified customer base, in India and abroad. Our customers include multinational companies as well as domestic companies. We supply our products to customers from over 20 countries including Australia, China, Germany, France, Italy, Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America.

For further details in relation to our customers, please see "- *Strengths – Diversified product portfolio and well-established relationship with a diversified marquee customer base across industries and geographies"*.

Human resources

Our workforce is a critical factor in maintaining quality and safety standards and that good relations with our workforce are critical in strengthening our competitive position. We facilitate the training our employees, with the aim of improving their productivity and maintaining compliance standards on quality and safety.

As of March 31, 2024, our Company had 1,585 permanent employees and had engaged 636 contract labourers.

Information technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our Manufacturing Facilities are connected to our central IT network that facilitates monitoring of our operations and management of supply chain. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and contract suppliers and receivables from customers. We also utilize an enterprise resource planning ("**ERP**") solution which covers production, finance, sales, marketing logistics, purchase and inventory, across our Manufacturing Facilities.

Competitors

We compete with different companies depending on the market and type of products. Some of our competitors are larger than us and have greater financial, manufacturing, R&D and other resources. Consequently, our competitors may possess wider product ranges, larger sales teams, greater intellectual property resources and broader appeal across various divisions.

Intellectual property

As on the date of this Draft Red Herring Prospectus our Company has obtained 67 trademarks under the Trade Marks Act, 1999 (including registrations under classes 1, 3, 4, 5, 7, 9, 16, 19, 20, 22, 24, 29, 30, 31, 32, 35, 36, 37, 38, 40, 42 and 44). We have obtained trademark registration in relation to our logo and certain of our products. Further, our Company has also obtained 8 copyright registrations under the Copyright Act, 1957, which includes a registration with respect to our logo.

Further, as on the date of this Draft Red Herring Prospectus, we have patented 19 products/processes and received 54 registrations in relation thereto across different countries including Australia, Canada, Chile, France, Germany, India, Israel, Japan, Netherlands, New Zealand, Russia, South Africa, Spain, United Kingdom and United States of America.

Additionally, we have entered into the agreement for license to use trademark dated May 28, 2021 with K J Somaiya and Sons Private Limited for usage of the "Somaiya" trademark. For further details, see "*History and Certain Corporate Matters- Key terms of other subsisting material agreements other than in the ordinary course of business"* on page 217.

Insurance

Our Company maintains insurance policies in relation to *inter alia* public liability, industrial all risks, fire and special perils, fidelity and money for both of our Manufacturing Facilities. We have also obtained Bharat Laghu Udyam Suraksha policies, money and fidelity insurance policies with respect to our Registered and Corporate Office and a fire and special perils policy with respect to our research and development facility in Navi Mumbai, Maharashtra.

Additionally, we have obtained a directors and officers liability insurance policy with respect to the directors and officers of our Company and our Subsidiaries.

Corporate social responsibility

We incurred an expenditure of ₹1.89 million, ₹16.16 million and ₹11.20 million in Fiscals 2024, 2023 and 2022 respectively, towards corporate social responsibility expenditure in compliance with the Companies Act, 2013, including towards promotion of education, healthcare and self-employment training programme.

Properties

Our Registered and Corporate Office is located on premises leased from Filmedia Communication Systems Private Limited, a member of the Promoter Group. A majority of the Sameerwadi Manufacturing Facility is located on owned premises with a portion being located on leased premises, while the Sakarwadi Manufacturing Facility is located on owned premises. Our other offices and our research and development facility in Navi Mumbai are located on leased premises. We have also established offices in Hoofddorp (Netherlands) and Philadelphia (United States of America) which are on leased basis.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of the relevant sector specific laws and regulations in India which are applicable to the business and operations of our Company in India. The information detailed below has been obtained from sources available in the public domain. The description of laws and regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of material government approvals obtained by our Company, see "Government and Other Approvals" beginning on page 364.

Laws in relation to our business

The Food Safety and Standards Act, 2006 ("FSS Act")

The FSS Act was enacted on August 23, 2006, with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India ("**FSSAI**"), for laying down science-based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The FSS Act, among other things, also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by Food Safety Appellate Tribunal.

For enforcement, under the FSS Act, the 'commissioner of food safety', 'food safety officer' and 'food analyst' have been granted with detailed powers of seizure, sampling, taking extracts and analysis. Penalties are levied for various defaults such as for selling food not of the nature or substance or quality demanded, sub-standard food, misbranded food, misleading advertisement, food containing extraneous matter, for failure to comply with the directions of Food Safety officer, for unhygienic or unsanitary processing or manufacturing of food, for possessing adulterant. Apart from the penalties, there are punishments prescribed for selling, storing, distributing or importing unsafe food, for interfering with seized items, for providing false information, for obstructing or impersonating a food safety officer, for carrying out a business without a licence and for other subsequent offences.

The FSS Act also contains the provision for offences by the companies. Further, the Food Safety and Standards Rules, 2011 ("**FSSR**") which have been operative since August 5, 2011, provide, among other things, the qualifications mandatory for the posts of the 'commissioner of food safety', 'food safety officer 'and 'food analyst', and the procedure for taking extracts of documents, sampling and analysis**.**

The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017;
- Food Safety and Standards (Organic Food) Regulation, 2017;
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Packaging) Regulations, 2018;
- Food Safety and Standards (Labelling and Display) Regulations, 2020; and
- Food Safety and Standards (Vegan Foods) Regulations, 2022.

The Indian Boilers Act, 1923 ("Boilers Act") and the Indian Boiler Regulations, 1950 ("Boiler Regulations")

The Boilers Act seeks to regulate *inter alia*, the manufacture, possession and use of boilers. In terms of the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by an inspector appointed by the relevant State Government.The Boiler Regulations have been framed under the Boilers Act. The Boiler Regulations deal with the materials, procedure and inspection techniques to be adopted for the manufacture of boilers and boiler mountings and fittings.

Legal Metrology Act, 2009 ("LM Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 ("Packaged Commodity Rules")

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The LM Act and rules framed thereunder regulate *inter alia,* the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any non-compliance or violation under the LM Act may result in *inter alia* a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases. The Packaged Commodity Rules prescribes for the regulations for pre-packing and the sale of commodities in a packaged form, certain rules to be adhered to by wholesale and retail dealers, the declarations to be made on every package, the manner in which the declarations shall be made, etc. These declarations that are required to be made include, *inter alia,* the name and address of the manufacturer, the dimensions of the commodity and the weight and measure of the commodity in the manner as set forth in the Packaged Commodity Rules.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Indian Foreign Trade Policy, 2023, provides that no person or company can make exports or imports without having obtained an importer exporter code ("**IEC**") number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

The DGFT by way of a notification dated May 24, 2019 (the "**Ethyl Alcohol Notification**"), has amended the import policy of biofuels under chapter 22, 27 and 38 of ITC(HS), 2017, Schedule -I. Pursuant to the Ethyl Alcohol Notification, the import of ethyl alcohol and other spirits, which are denatured is "restricted" for all purposes. Any import of ethyl alcohol, in a denatured form will require an import license from the DGFT.

The Explosives Act, 1884 ("***Explosives Act***")

The Explosives Act is a comprehensive law which prescribes the licensing for the manufacturing, possession, sale, transportation, export and import of explosives. As per the definition of 'explosives' under the Explosives Act, any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect shall fall under the Explosives Act. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act, which was notified on March 22, 2016, has been brought into force with effect from October 12, 2017, repealing and replacing the Bureau of Indian Standards Act, 1986. The BIS Act provides for establishment of a bureau to take all necessary steps for promotion, monitoring and management of the quality of goods, articles, processes, systems and services, as may be necessary, to protect the interests of consumers and various other stake holders. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Further, the BIS Act also provides for, among other things, repairing or replacement or reprocessing of standard marked goods or services sold by a certified body but not conforming to the relevant Indian standard.

Bureau of Indian Standards Rules, 2018 ("BIS Rules")

Further, the Ministry, *vide* notification no. G.S.R. 584(E) dated June 25, 2018, has notified the BIS Rules. The BIS Rules have been notified in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. According to the BIS Rules, the Bureau shall establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

The Petroleum Act, 1934 ("Petroleum Act") and Petroleum Rules, 2002

The Petroleum Act was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the chief controller before commencing storage.

The National Policy on Biofuels – 2018 (as amended in 2022) ("Biofuel Policy")

The Biofuel Policy categorises biofuels as "basic biofuels" and expands the scope of raw material for ethanol production by allowing use of sugarcane juice, sugar containing materials like sugar beet, sweet sorghum, starch containing materials like corn, cassava, damaged food grains like wheat, broken rice, rotten potatoes, unfit for human consumption for ethanol production. The Biofuel Policy encourages setting up of supply chain mechanisms for biodiesel production from non-edible oilseeds, used cooking oil, short gestation crops and aims to advance the ethanol blending target of 20% blending of ethanol in petrol by ethanol supply year (ESY) 2025-26.

The Narcotic Drugs and Psychotropic Substances, Act, 1985 ("NDPS Act") and the Narcotic Drugs and Psychotropic Substances (Regulation of Controlled Substances) Order, 2013 ("NDPS Order")

The NDPS Act is a legal framework which seeks to control and regulate operations relating to narcotic drugs and psychotropic substances. It prohibits, *inter alia*, the production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, transshipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes, and in the manner and to the extent permissible by the NDPS Act or any rules framed thereunder. It also controls and regulates controlled substances which can be used in the manufacturing of narcotic drugs and psychotropic substances. Offences under the NDPS Act are essentially related to violations of the various prohibitions imposed under the NDPS Act, punishable by both imprisonment and monetary fines. The NDPS Order classifies certain substances including acetic anhydride and anthranilic acid as "controlled substances" in Schedule A of the NDPS Order. The NDPS Order requires for every person on entity who is engaged in the manufacturing, trade, possession and consumption of the "controlled substances" classified under Schedule-A of the NDPS Order to obtain a unique registration number issued by the Zonal Director of Narcotics Bureau.

The Static and Mobile Pressure Vessels (Unfired) Rules 2016 ("SMPV Rules")

The SMPV Rules regulate the manufacture, filling, delivery, import, modification and repair of pressure vessels. Under the SMPV Rules, licenses are required to be obtained for storage and transportation of compressed gas. The SMPV Rules also prescribe conditions under which the licenses can be amended, renewed, suspended or cancelled.

The Maharashtra Prohibition Act, 1949 ("Maharashtra Prohibition Act")

The Maharashtra Prohibition Act which applies to the state of Maharashtra, aims to prohibit the sale of alcohol without obtaining a license in terms of its provisions. The licenses provided under the Maharashtra Prohibition Act can be suspended or cancelled in terms of the provisions of Section 54 or 56 of the Maharashtra Prohibition Act. The Maharashtra Prohibition Act prohibits any person to keep in his possession denatured spirit in excess of prescribed limit except pursuant to obtaining a permit granted by an officer empowered by the government of Maharashtra.

The Drugs (Prices Control) Order, 2013 ("DPCO")

The DPCO is an order issued by the GOI under Section 3 of the Essential Commodities Act, 1955. The DPCO states that the GoI in light of public interest, may fix the ceiling price or retail price of any drug it for any such period it deems fit.

Drugs and Cosmetics Act, 1940 ("DCA") and the Drugs and Cosmetics Rules, 1945 ("DC Rules")

The DCA is the statute governing the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, *inter alia*, misbranded, adulterated, spurious or harmful. Pursuant to the onset of the Covid-19 pandemic, our Company has been engaged in manufacturing hand sanitizers. The DC Rules prescribes for the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. The DC Rules further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

The Electricity Act, 2003 ("Electricity Act")

The Electricity Act is the central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERCs**") or a joint commission (constituted by an agreement entered into by two or more state governments or the central government in relation to one or more state governments, as the case may be).

The generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers and have a right to open access, for the purpose of carrying electricity subject to availability of adequate transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the appropriate electricity regulatory commission. In terms of the Electricity Act, 'open' access means the non-discriminatory provision for the use of transmission lines or distribution system or associated facilities with such lines or system, by any licensee or consumer or a person engaged in generation in accordance with the regulations specified by the appropriate electricity regulatory commission.

Under the Electricity Act, the appropriate commission shall specify the terms and conditions for the determination of tariff. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC and SERCs for determination of tariff for thermal producers and generation, distribution, transmission, allowing open access, among others.

The Electricity (Amendment) Bill, 2022 was introduced to amend certain provisions of the Electricity Act.

Sugarcane (Control) Order, 1966 ("Sugarcane Order")

Under the Sugarcane Order, the Government may determine the quantity of sugarcane that a factory will require for crushing during any year. The Central Government has also been conferred with the power to regulate the distribution and movement of sugarcane. This power has also subsequently been delegated by the Government to the State Governments to regulate. The Sugarcane Order empowers the Government to fix a minimum price of sugarcane to be paid by producers of sugar or their agents for the sugarcane purchased by them as per the stipulated provisions. A minimum distance of 15 kms is required to be observed between an existing sugar mill and a new one. An Industrial Entrepreneur Memorandum (IEM) with the Secretariat of Industrial Assistance in Ministry of Industry is required to be filed for setting up a new sugar unit. The Sugarcane Order also provides that in addition to the abovementioned minimum price, an additional price may be payable by sugar producers in accordance with the provisions of the second schedule of the Sugarcane Order. Furthermore, the Central Government, or the State Government with the approval of the Central Government, may, subject to such conditions as specified, allow a suitable rebate in the price so fixed.

The Sugarcane Order provides for power to the Government to regulate production of sugar, restrict sale etc., of sugar by producers, movement of sugar and quality of sugar, call for information from producer or recognised dealer, inspection, entry, search, sampling and seizure of sugar and delegation of powers conferred by the Sugarcane Order to any officer or authority of the Central or State Government. On the basis of the quarterly free sale quota decided by the Government, month-to-month release orders for sale of sugar in open market are issued under clause 5 of the Sugarcane Order.

Further, in May 2022, the Government of India had placed the export of sugar (raw, white and refined) in the restricted category from the free category, requiring exporters to seek prior permission from the DFPD to export sugar. As on the date of this Draft Red Herring Prospectus, such restriction is ongoing until further orders.

Molasses Control Order, 1966 ("Molasses Order")

The Molasses Order includes various provisions for regulation of the storage, grading, sale and removal of molasses. It empowers the Central Government to fix maximum prices of molasses.

The National Electricity Policy, 2005

The GoI approved the National Electricity Policy on February 12, 2005, in accordance with the provisions of the Electricity Act.

The National Electricity Policy lays down the guidelines for development of the power sector and aims to accelerate the development of power sector by providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The National Electricity Policy recognises coal as the primary fuel for generation of electricity and provides for certain measures such as long-term fuel supply agreements, especially with respect to imported fuel, to give boost to companies generating electricity through coal or other sources of fuel.

As per Section 3 of the Electricity Act 2003, the Central Electricity Authority has been entrusted with the responsibility of preparing the National Electricity Plan in accordance with the National Electricity Policy and to notify such plan once in five years. The Central Electricity Authority has notified the National Electricity Plan (Volume I) in May 2023 for the period of 2022-32.

National Tariff Policy

The GoI notified the revised National Tariff Policy effective from January 28, 2016. Among others, the National Tariff Policy seeks to ensure availability of electricity to different categories of consumers at reasonable and competitive rates, ensure financial viability of the sector and attract adequate investments and ensure creation of adequate capacity including reserves in generation, transmission and distribution in advance, for reliability of supply of electricity to consumers.

Environmental laws

Environment Protection Act, 1986 (the "EP Act"), Environment Protection Rules, 1986 (the "EP Rules") and Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EP Act has been enacted for the protection and improvement of the environment. The EP Act empowers the government to take all measures to protect and improve the quality of environment, such as by laying down standards for emission and discharge of pollutants, providing for restrictions regarding areas where industries may operate and laying down safeguards for handling hazardous substances, amongst others. It is in the form of an umbrella legislation designed to provide a framework for Central Government to coordinate the activities of various central and state authorities established under previous laws. It is also in the form of an enabling law, which delegates wide powers to the executive to enable bureaucrats to frame necessary rules and regulations. Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, restrictions on the location of industries and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for the establishment of pollution control boards at Central and State levels, to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The Central Pollution Control Board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules") and the Bio Medical Waste Management Rules 2016 ("Bio Medical Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term "*hazardous waste*" has been defined in the Hazardous Waste Rules and any person who has control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "*occupier*". Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

These Bio Medical Waste Rules regulate the generation, collection, storage, transportation, treatment, disposing, or handling bio medical waste in any form including hospitals, nursing homes, clinics, dispensaries, veterinary institutions, animal houses, pathological laboratories, blood banks, ayush hospitals, clinical establishments, research or educational institutions, health camps, medical or surgical camps, vaccination camps, blood donation camps, first aid rooms of schools, forensic laboratories and research labs.

The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996 ("Chemical Accidents Rules")

The Chemical Accidents Rules, formulated pursuant to the provisions of the EPA, 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.

The Manufacture, Storage and Import of Hazardous Chemical Rules, 1989 ("HCR Rules")

The HCR Rules are formulated under the EPA. The HCR Rules are applicable to an industrial activity in which a hazardous chemical which satisfies certain criteria as listed in the schedule thereto, and to an industrial activity in which there is involved a threshold quantity of hazardous chemicals as specified in the schedule thereto. The occupier of a facility where such industrial activity is undertaken has to provide evidence to the prescribed authorities that he has identified the major accident hazards and that he has taken steps to prevent the occurrence of such accident and to provide to the persons working on the site with the information, training and equipment including antidotes necessary to ensure their safety. Where a major accident occurs on a site or in a pipeline, the occupier shall forthwith notify the concerned authority and submit reports of the accident to the said authority. Furthermore, an occupier shall not undertake any industrial activity unless he has submitted a written report to the concerned authority containing the particulars specified in the schedule to the HCR Rules at least three months before commencing that activity or before such shorter time as the concerned authority may agree.

Intellectual Property laws

The Trade Marks Act, 1999 ("Trademarks Act")

The Trademarks Act governs the registration, statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. It also provides for exclusive right to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trademarks Act, an application for trademark registration may be made with the Trademarks Registry by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, after which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

The Patents Act 1970 ("Patents Act")

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Act")

The Copyright Act governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as a *prima facie* evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

Labour related legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Maternity Benefit Act, 1961, the Child Labour (Prohibition and Regulation) Act, 1986, the Right of Persons with Disabilities Act, 2016, Contract Labour (Regulation and Abolition) Act, Labour Welfare Fund Legislations and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) *The Code on Wages, 2019*

The Code on Wages, 2019, which regulates and amalgamates laws relating to wage and bonus payments and 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. It regulates, among other things, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Certain provisions of this code pertaining to central advisory board have been brought into force by the Ministry of Labour and Employment through a notification dated December 18, 2020, and other provisions of this code will be brought into force on a date to be notified by the GoI.

(b) *Industrial Relations Code, 2020*

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 received the assent of the President of India on September 28, 2020. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The provisions of this code will be brought into force on a date to be notified by the GoI.

(c) *The Code on Social Security, 2020*

The Code on Social Security, 2020 ("**Social Security Code**"), which amends and consolidates laws relating to social security, and subsumes various social security related legislations, among other things, including the Employee's Compensation Act, 1923, the ESI Act, the EPF Act, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966 and the Unorganized Workers' Social Security Act, 2008. It governs the constitution and functioning of social security organisations such as the EPF and the ESIC, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. The Social Security Code received the assent of the President of India on September 28, 2020. Section 142 of the Social Security Code has been brought into force from May 3, 2021, by the Ministry of Labour and Employment, Government of India, ("**MLE**") through a notification dated April 30, 2021. The MLE, vide a notification dated May 3, 2023, appointed May 3, 2023 as the effective date for enforcing certain provisions of the Social Security Code relating to the employees' pension scheme, *inter alia*, (a) to empower the Central Government to frame a scheme to be called the employees' provident fund scheme; and (b) to subsume certain provisions of the Employees' Pension Scheme, 1995 ("**EPS**") with the Social Security Code, and repeal the corresponding provisions pertaining to EPS under the EPF Act.

(d) *The Occupational Safety, Health and Working Conditions Code, 2020*

The Occupational Safety, Health and Working Conditions Code, 2020, received the assent of the President of India on September 28, 2020. It consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces certain old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970, the Factories Act, 1948, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Factories Act, 1948 *("**Factories Act**")*

The term 'factory', as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the 'occupier' of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the 'occupier' of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers' health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

Maharashtra Labour Welfare Fund Act, 1953 ("Maharashtra Labour Welfare Fund Act")

Maharashtra Labour Welfare Fund Act provides for the constitution of a fund ("**Fund**") to finance the promotion of welfare of labour in the State of Maharashtra. The Fund comprises of all fines realised from the employees, unpaid accumulations transferred to the Fund, penal interests, contributions paid, funds transferred, or sums borrowed under the provision of this Act, voluntary donations, and loans, grants or subsidies paid by the Maharashtra Government. Under the Maharashtra Labour Welfare Fund Act, all employers and employees are liable to contribute to the Fund every six months, at whatever rate is applicable to them.

Other applicable laws

The Public Liability Insurance Act, 1991 ("PLI Act") and Public Liability Insurance Rules, 1991 (the "PLI Rules")

The PLI Act imposes a duty on the 'owner' to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. Hazardous substances have been defined under the 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 include imprisonment or fine or both. Further, the PLI Rules mandate that the 'owner' contribute towards the environmental relief fund, a sum equal to the premium paid on the insurance policies.

Biodiversity Act 2002 ("Biodiversity Act")

The Central Government released the Biodiversity Act to provide for conservation of biological diversity, sustainable use of its components and fair and equitable sharing of the benefits arising out of the use of biological resources, knowledge and for matters connected therewith or incidental thereto.

In addition to the above, we also comply with the provisions of the Companies Act and rules framed thereunder, the Competition Act, 2022, and other applicable statutes imposed by the Central Government or the State Government and other authorities for our day to day business and operations and administration. Our Company is also amenable to various central and state tax laws, such as the Income-tax Act, 1961, the Customs Act, 1962, the Customs Tariff Act, 1975 and relevant goods and services tax legislations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as Godavari Investment and Finance Corporation Limited in Mumbai, Maharashtra as a public limited company under the Indian Companies Act, 1913, pursuant to a certificate of incorporation dated January 12, 1956, issued by the Registrar of Companies, Bombay.

Subsequently, the name of our Company was changed to Godavari Biorefineries Limited and a fresh certificate of incorporation consequent upon change of name was issued to our Company by the Registrar of Companies, Maharashtra at Mumbai on November 10, 2006. The sugar, power, chemical and distillery business of The Godavari Sugar Mills Limited (the "**Business**"), was demerged into our Company on April 21, 2009, with effect from April 1, 2008.

Changes in the registered office of our Company

The details of the change in the registered office of our Company since the date of incorporation is set out below:

Effective date of change	Details of change	Reason for change
April 24, 2009	The address of our registered office of our Company was changed from Fazalbhoy Building, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India to Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India	Change in the name of the building

Main object of our Company

The main object contained in the Memorandum of Association of our Company is as mentioned below:

"To carry on all or any of the business in India or elsewhere of: managing, leasing, renting, utilizing, taking possession or acquiring, constructing and operating sugar or other refineries, buildings, mills, factories, distilleries and other works including to hold, possess and manage the assets; manufacturing, producing, processing, accumulating, distributing, transferring, preserving, mixing, supplying, contracting, as consultants, importers, exporters, buyers, sellers, assemblers, hirers, repairers, dealers, distributors, stockists, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, collaborators, of merchandising, and generally to deal in sugar, refined sugar, raw sugar, sugar beets, sugar cane, sweet sorghum, molasses, gur, syrups, melada, fertilizers, Juices, beverages, chemicals, including specialty chemicals other agricultural products or its byproducts or any products processed out of the agricultural products and alcohol and all products or by-products thereof and food and/or dairy products generally in urban and/or rural markets; to do business for utilizing the by-products of the company as the company may otherwise deem advantageous; generating of electricity and/or energy including through steam, gases (including CNG, Co2, H2) power, solar energy, wind energy, biomass energy, Bio-CNG, geothermal energy, hydel energy, tidal and wave energy, bagasse, bio-diesel, fuel sales and other conventional, non conventional and renewal energy sources and setting outlets for providing energy for transportation, waste treatment plants of all kinds and equipment thereof; trading and dealing in and with any classes and kinds of chemicals, including heavy chemicals, specialty chemicals, catalyst, organic and inorganic chemicals, source materials, ingredients, mixtures, derivatives and compounds thereof, and any and all kinds of fertilizers, manures, their mixtures and formulations, Biocomposites, Biomaterials And Biopolymers and any and all kinds of products of which any of the foregoing constitutes an ingredients or in the production of which any of the foregoing is used, including industrial chemicals of all kinds and industrial and other preparation of all products arising from or required in manufacture or production, refining, or any kind of fertilizers, manures, their mixtures and formulations; conducting, studying, researching, analyzing, computerizing, codifying, reconciling, rectifying bio-technological products and deal in bio- chemical compounds, biotechnological products, tools, micro-reactors, apparatus, systems and to use new and imported designs, models modulations, calculations, reports, perform in the field of biotechnology and bio-fuel and to manufacture, develop, buy, sell, import, export, study, turn into account and deal in all kinds and varieties of bio-compounds, nutraceuticals, chemicals including specialty chemicals, combinations, substances either solid or liquid or air based used ingredients, in the manufacture and preparation of intoxicants, sedatives, drug formulations, chemical compounds, pharmaceutical formulations, oils, grease, liquid and solid substances, and to manufacture, buy, sell and deal in bio-technical, bio- technological and bio-chemical, bio-fuel, carbon credits, raw materials and ingredients used in the above activity and to carry on the business of consultancy which includes aspects relating to technology and other aspects

in the field of bio-technology and biofuel and to undertake, promote, assist, engage, and deal in research, development and manufacturing and distribution of bio-technological products and services related to clinical sciences, clinical diagnostics, diagnostic kits, biological products, therapeutics and genomics and to setup laboratories, purchase and acquire any equipment and instruments required for carrying out research in the fields of biotechnology, bio-fuel and medical research including cancer research and pharmaceuticals and pharmaceutical related products any other by-product or ancillary product related to the same, clinical trials of the pharmaceutical related products, biocomposite, biomaterials, biopolymer."

The main object as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Details of Amendments
September 26, 2014	The title of Clause III(B) of the Memorandum of Association comprising of the objects incidental or ancillary to the attainment of main objects of our Company, was replaced to the title "*Matters which are necessary for furtherance of the main objects specified in Clause III(A)*"
	Clause III(A) of the Memorandum of Association was amended to reflect the insertion of new clauses 64 to 73 immediately after the existing clause 63 of Clause III(A) of the Memorandum of Association
	Clause III(C) of the Memorandum of Association in relation to other objects was deleted
	Clause IV of the Memorandum of Association was substituted with the following new clause, namely: "*IV. The Liability of the Members is Limited to the amount unpaid, if any, on the shares held by them."*
October 30, 2020	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital from ₹600,000,000 comprising of 42,000,000 Equity Shares of ₹10 each and 1,800,000 preference shares of ₹100 each to ₹ 1,000,000,000 comprising of 82,000,000 Equity Shares of ₹10 each and 1,800,000 preference shares of ₹100 each
July 5, 2021	(a) The existing Clause III(A) heading, "T*he main Objects to be pursued by the Company on its incorporation are*" be substituted by the new heading "Clause III (A) - *The Objects to be pursued by the Company on its incorporation are*"; and (b) The existing Main Objects of Clause III (A) be altered by replacing the same with new Clause III(A), see the "*-Main object of our Company.*"

Major events and milestones of our Company and the Business

The table below sets forth the major events and milestones in the history of our Company and the Business:

Fiscal year	Particulars
1940	Commencement of business in the manufacture and sale of sugar by The Godavari Sugar Mills Limited
1962	Commencement of production and sale of denatured and rectified spirit
	Commenced the production of chemicals namely acetic acid
1973	Commencement of manufacture of sugar at Sameerwadi Manufacturing Facility
1985	Commencement of manufacture of alcohol from molasses at Sameerwadi Manufacturing Facility
1993	Consent to set up an ethyl acetate plant at the Sakarwadi Manufacturing Facility
2003	Amalgamation of Somaiya Organo-Chemicals Limited with The Godavari Sugar Mills Limited, with an appointed date of April 1, 2001.
2004	Consent to manufacture of crotonaldehyde
2005	Receipt of ISO 9001:2000 certification for the Sakarwadi Manufacturing Facility for the manufacturing, and marketing of ethyl alcohol, acetaldehyde, acetic acid, ethyl acetate and sorbic acid
2008	Received environmental clearance for expansion of the distillery unit at the Sameerwadi Manufacturing Facility with capacity to manufacture 200 KLPD of rectified spirits and 150 KLPD of fuel ethanol
2009	Incorporation of foreign wholly owned Subsidiary, Cayuga Investments B.V. in Netherlands and two step-down Subsidiaries, Godavari Biorefineries B.V. in Netherlands and Godavari Biorefineries Inc., in United States of America

Fiscal year	Particulars
2010	The sugar, power, chemical and distillery business of The Godavari Sugar Mills Limited, a member of the Somaiya group, was demerged into our Company on April 21, 2009 with an appointed date of April 1, 2008
2011	Consent from Karnataka State Pollution Control Board for manufacturing 200 KLPD rectified spirits and 140 KLPD of extra neutral alcohol at the Sameerwadi Manufacturing Facility
2014	Launch of brand "Jivana" in the retail market and introduced Jivana sugar and salt
2015	Investment by Mandala Capital AG Limited in our Company
2016	Commencement of manufacturing and sale of chemicals such as MPO and 1,3 butylene glycol at Sakarwadi Manufacturing Facility
2017	Receipt of ISO 9001:2008 certification for the Manufacturing Facilities for marketing, manufacturing and supply of acetaldehyde, ethyl alcohol, ethyl acetate, crotonaldehyde, MPO, 1,3 BG and paraldehyde
2019	Receipt of RC 14001:2015 and ISO 14001:2015 certification for the Sakarwadi Manufacturing Facility for the manufacturing and sales of alcohol base chemicals and specialty chemicals
2021	Receipt of environmental clearance for expansion of distillery capacity from 320 KLPD to 400 KLPD at the Sameerwadi Manufacturing Facility
2022	Receipt of environmental clearance for expansion of ethanol capacity from 400 KLPD to 600 KLPD using sugarcane syrup and for the expansion of sugarcane crushing capacity from 15,000 TCD to 20,000 TCD at the Sameerwadi Manufacturing Facility
2022	Receipt of environmental clearance for expansion of distillery capacity from 400 KLPD to 600 KLPD at the Sameerwadi Manufacturing Facility and for manufacturing a wider range of speciality chemicals including 1,3 BG, cellulose, EVE, lignosulphonate and bio-composite
2023	Receipt of consent to operate from the Maharashtra Pollution Control Board in relation to manufacture of certain additional bio-based chemicals at the Sakarwadi Manufacturing Facility
2024	Receipt of environmental clearance for expansion of distillery capacity from 600 KLPD to 1,000 KLPD using sugarcane syrup or 400 KLPD to 600 KLPD using B heavy molasses or 320 KLPD to 400 KLPD using C heavy molasses and 200 KLPD grain based/ sugarbeet as raw material to produce ethanol and to enhance captive power plant from 14 MW to 22 MW and expansion of sugarcane crushing capacity from 20,000 TCD to 25,000 TCD

Key awards, accreditations or recognitions

Our Company has received the following key awards, accreditations and recognitions:

Sr. No.	Awards, Accreditations and Recognitions	Calendar Year
1.	Our Company received the "*4th India Green Energy Award*" in the category of "Bioenergy – Outstanding Chemical Process Based Project – Ethanol" from the Indian Federation of Green Energy	2024
2.	Our Company received the "*Best Technical Efficiency Award (Private Sugar Factory)*" for season 2022-23 from S. Nijalingappa Sugar Institute, Belagavi	2023
3.	Our Company received the FICCI Chemicals and Petrochemicals Awards 2023 for "*Excellence in Corporate Environment Responsibility in Chemicals*".	2023
4.	Our Company received the "*Platinum Award for Best Sugarcane Development for the season 2021-2022*" from the South Indian Sugarcane & Sugar Technologists' Association.	2022
5.	Our Company received the "*Silver medal - Ecovadis Sustainability Rating"* from Ecovadis	2021
6.	Our Company received the "*Excellence in Manufacturing in Chemicals"* award at the India@75: Chemical and Petrochemical Industry Awards 2021 from the Federation of Indian Chambers of Commerce & Industry	2021
7.	Our Company received the "*Outstanding Renewable Energy Generation Projects-Biofuel*" from the Indian Federation of Green Energy	2021
8.	Our Company received the "*Silver award for best distillery for the season 2019-20*" from The South Indian Sugarcane & Sugar Technologists' Association	2021
9.	Our Company received the management system certificate that it conforms to the environment management system standard "*American Chemistry Council Technical Specification RC 14001:2015 and ISO 14001:2015"* issued by the ANSI National Accreditation Board	2021
10.	Our Company received the certificate that it is compliant with the requirements of "*Bonsucro standards: Bonsucro Mass Balance Chain of Custody Standard V 5.1"* from the SCS Global Services	2021
11.	Our Company received the "*Efficiency in Boiler Maintenance- Best Combined Heat and Power Plant Boiler*" Award from the Department of Factories, Boilers, Industrial Safety and Health, Bengaluru	2021
12.	Our Company received the *"Best District Exporter Award, Bagalkot"* from the Federation of Karnataka Chambers of Commerce and Industry	2019

Sr. No.	Awards, Accreditations and Recognitions	Calendar Year
13.	Our Company received the "*Outstanding Renewable Energy Generation-Biofuel*" from the Indian Federation of Green Energy	2019
14.	Our Company received the certificate of participation "*ENVOSAFE EHS Excellence Award 2019*" from the DY. Director, industrial safety and health	2019
15.	Our Company received the "*State Export Excellence"* Award 2016-17 from the Department of Commerce and Industries	2019
16.	Our Company received the runner up award for "*Outstanding Renewable Energy Generation-Bio-Energy*" from the Indian Federation of Green Energy	2018
17.	Our Company received the *"Best Overall Performance Private Sugar Mill Award"* from Bhartiya Sugar	2016
18.	Our Company received the "*First Prize in the "Best Safe Industrial Boiler"* category for adopting best safe practices in the year 2015 from the Karnataka State Safety Institute, Government of Karnataka in 2016	2016
19.	Our Company received the "*FICCI Efficiency in Water Usage- Chemicals"* Award from FICCI	2016
20.	Our Company received the *"Water Resource Management in Chemical Industry"* Award from the Indian Chemical Council	2015
21.	Our Company received the *"District Exporter Award, Bagalkot"* from the Federation of Karnataka Chambers of Commerce and Industry	2015
22.	Our Company received the *"Certificate of Merit for the outstanding export performance in chemical panel"* Award from CHEMEXCIL	2014
23.	Our Company received the "*Golden award for best distillery for the season 2013-2014*" from The South Indian Sugarcane & Sugar Technologists' Association	2013
24.	Our Company received the *"Best Cane Development Award"* from The South Indian Sugarcane & Sugar Technologists' Association	2011

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our Subsidiaries, associates and joint ventures

For details with respect to our Subsidiaries, see "*Our Subsidiaries*" on page 219. Our Company does not have any associates or joint ventures as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

Our Company has not experienced any time or cost overruns in relation to any projects set up by our Company.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there have been no defaults, restructuring or rescheduling of borrowings availed by our Company from financial institutions or banks.

Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets, to the extent applicable, see "*Our Business*" on page 184.

Details regarding material acquisitions or divestments of business/undertakings, mergers or amalgamation, and any revaluation of assets in the last 10 years

Our Company has not undertaken any merger, demerger, amalgamation, acquisitions or divestments including any material acquisitions or divestments of any business or undertaking, or any revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Significant financial and/or strategic partner

Our Company does not have any financial and/or strategic partners as on the date of this Draft Red Herring Prospectus.

Details of shareholders' agreements

Except as disclosed below, there are no subsisting shareholders' agreements as on the date of this Draft Red Herring Prospectus:

Share subscription agreement dated February 27, 2015 and the shareholders agreement dated February 27, 2015 entered into by our Company, Samir Shantilal Somaiya (the "SHA Promoter"), S.K. Somaiya HUF, Somaiya Properties and Investments Private Limited, Arpit Limited, Filmedia Communication Systems Private Limited, K J Somaiya and Sons Private Limited, Karnataka Organic Chemicals Private Limited, Somaiya Agencies Private Limited, Somaiya Chemical Industries Private Limited, Zenith Commercial Agencies Pvt. Ltd., Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited, Jasmine Trading Company Private Limited and Sindhur Construction Private Limited (collectively with the SHA Promoter, the "SHA Shareholders") and Mandala Capital AG Limited ("Mandala")

Our Company has entered into the share subscription agreement dated February 27, 2015 ("**SSA**") with the SHA Shareholders and Mandala for the subscription and allotment of Equity Shares of our Company to Mandala. In accordance with the terms of the SSA, Mandala has subscribed to 4,765,033 Equity Shares.

Further, our Company has entered into the shareholders agreement dated February 27, 2015 ("**Shareholders Agreement**") with the SHA Shareholders and Mandala, for setting out the *inter se* rights and obligations of the SHA Shareholders, Mandala and our Company, pursuant to the investment by Mandala into our Company.

In terms of the Shareholders Agreement, subject to Mandala maintaining the minimum shareholding stipulated, Mandala has the right to appoint and maintain in office one non-retiring Director i.e., investor nominee director (the "**Nominee Director**"), who shall also be the member of all the present and future committees and sub-committees (except for the research committee and corporate social responsibility committee, as applicable) (the "**Committee**") constituted by the Board, and the right to appoint and remove one Board observer, who shall be entitled to attend all Board meetings or meetings of the Committee. The Nominee Director shall be entitled to nominate an alternate director to attend and vote at Board meetings or meeting of the Committee.

Additionally, pursuant to the Shareholders Agreement, Mandala has certain special rights, including but not limited to anti-dilution rights and the requirement to take their consent before our Company takes certain specified actions. Further, in terms of the Shareholders Agreement, in the event Mandala seeks sell any of the Equity Shares held by them to a person other than an affiliate, but it has not identified a purchaser for such Equity Shares, the SHA Promoter shall have a 'right of first offer' to purchase such Equity Shares.

Meanwhile, in the event a SHA Shareholder intends to sell any of the Equity Shares held by them to a person other than an affiliate, (i) if there is no identified purchaser, Mandala shall have a 'right of first offer' ("**ROFO**") with respect to such Equity Shares, while (ii) on account of a situation (other than (i)), Mandala shall have a "right of first refusal" ("**ROFR**") on the same terms and conditions (including price) as offered by the proposed buyer to the SHA Shareholder. Mandala shall have a "tag-along" right to sell any of the Equity Shares held by it, prior to the transfer of the Equity Shares by an SHA Shareholder: (i) pursuant to the ROFO to a third party transferor; or (ii) pursuant to the ROFR to the proposed buyer.

Pursuant to a waiver letter dated June 11, 2024 (the "**Waiver Letter**"), Mandala has agreed to (i) waive its right to participate in any further issuance of Equity Shares by our Company only to the extent of fresh issue of equity shares through the Offer and any Pre-IPO Placement; (ii) waive the application of provisions relating to restrictions on transfer of shares, right of first offer, right of first refusal, tag along rights and the execution of deed of adherence only to the extent of transfer of any equity shares by the Selling Shareholders through the Offer; (iii) waive information rights available under the SHA from the date of filing of 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) (the "**UDRHP Filing Date**").

Further, the Articles of Association are presented in two parts, identified as Part I and Part II. Pursuant to the Waiver Letter, the parties to the Shareholders Agreement have acknowledged and agreed that both Parts I and II of the Articles of Association shall, unless the context otherwise requires, coexist with each other and in case of an inconsistency between Part I and Part II, provisions of Part II, subject to applicable law, shall over-ride and prevail over Part I of the Articles of Association until the UDRHP Filing Date. Subsequently, all provisions of Part

II of the Articles of Association (which contains special rights to certain Shareholders) shall automatically, and without any further action by our Company or by the Shareholders, terminate and cease to have any force and effect on and from the UDRHP Filing Date. For more details, see "*Main Provisions of the Articles of Association*" on page 412.

Samir Shantilal Somaiya has waived his right of first offer solely with respect to the Equity Shares proposed to be sold by Mandala in the Offer.

The Waiver Letter shall have no force and effect if (a) listing of the Equity Shares of our Company on the Stock Exchanges has not occurred on or prior to the expiry of 12 months from the date of receipt of the final observation letter from SEBI on the DRHP, unless the Offer is withdrawn prior to such date, or any other date as may be mutually agreed among the parties to the Shareholders Agreement (the "**Long Stop Date**"); or (b) Mandala withdraws from the Offer.

The SHA Shareholders have agreed that except for the purposes of the Offer, they shall not transfer any securities held by them in our Company till the Long Stop Date.

The waivers provided by the Investor Selling Shareholder under the Waiver Letter are solely for the purposes of the Offer and the Pre-IPO Placement and does not include any waivers from any consent which may be required under the terms of the SHA for the purpose of any other issuance of any securities or any other fund-raising exercise by our Company.

Pursuant to the Waiver Letter, the Shareholders Agreement will terminate within the timeframe specified under applicable law. Post completion of the initial public offering of the Equity Shares of our Company, Mandala shall not be entitled to any rights under the Shareholders Agreement other than rights which it would be entitled to as a Shareholder under the Companies Act, 2013 or other relevant applicable laws.

Key terms of other subsisting material agreements other than in the ordinary course of business

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

Consultancy agreement dated September 1, 2007 ("Consultancy Agreement") and memorandum of understanding dated April 1, 2024 ("MoU") between our Company and Dr. Sendurai Mani

Pursuant to the Consultancy Agreement, our Company has engaged Dr. Sendurai Mani on a non-exclusive basis to provide services in our research and development division. In consideration of the services, Dr. Sendurai Mani is entitled to receive inter alia a retainer fee of USD 2,000 per month. In Fiscals 2024, 2023 and 2022, Dr. Sendurai Mani has received ₹1.51 million, ₹1.98 million and ₹1.82 million, respectively. In this regard, Dr. Sendurai Mani has entered into memoranda of understanding with our Company in the past to record the understanding between parties in relation to the services to be rendered under the Consultancy Agreement. The memorandum of understanding dated April 1, 2024 ("**MoU**") which is currently subsisting extends the term of the Consultancy Agreement till March 31, 2026. The MoU sets out the scope, terms and conditions of the consultancy services provided by Dr. Sendurai Mani for SathGen Biotech ("**SathGen**"), a project undertaken by our Company for research and development of small molecule inhibitors for cancer ("**Cancer Molecules**") and utilization of such molecules for other ailments. Pursuant to the MOU, in the event of the commercialization of the Cancer Molecules, SathGen will be spun off and incorporated as a separate legal entity, whether in India or outside India ("**Entity)** and our Company will issue and allot 12% of the equity share capital of the Entity to Dr Sendurai Mani or if our Company otherwise monetizes the Cancer Molecules, then 12% of the net profit of the Cancer Molecules for cancer or other ailments. In accordance with the MoU, should any investor/lender infuse any funds into the Entity, then the shareholding of our Company and of Dr. Sendurai Mani in the Entity may be diluted proportionately or / modified as per the terms agreed / decided by our Company and the said investor or lender, if any. Further, Dr. Sendurai Mani shall not transfer his shares in the Entity to any person other than our Company, unless he obtains prior written consent from our Company. The transactions contemplated in the MoU is conditional on determination of factors mentioned in the MoU, and an agreement of our Company and Dr. Sendurai Mani to the definitive agreements, such as, shareholders agreement, investment agreement and subject to receipt of certain consents and other approvals/ compliance under applicable law..

Memorandum of Understanding dated September 9, 2021 between our Company and K J Somaiya Institute of Applied Agricultural Research ("KIAAR"), represented by its Director, Dr. V.C. Patil ("MoU")

Our Company and KIAAR have entered into the MOU to establish a basis of co-operation and collaboration between the organizations. In accordance with the MOU, KIAAR will provide (i) soil testing; (ii) production of tissue culture settlings; (iii) production and supply of single eye bud (SEB) settlings; (iv) production and supply of bio-fertilisers; (v) technology transfer to the farmers; (vi) energy cane. KIAAR will train the employees of our Company on the emerging agricultural technologies and extend necessary supports to deliver guest lectures, seminar, and works shops to the employees of our Company on the latest trends of research and development of sugar cane and sugar cane seeds. Our Company has permitted KIAAR to use certain of our agricultural lands for research and development activities. Our Company is to assist KIAAR financially for research and development activities. The duration of the MoU is for a period of 10 years.

Agreement for License to Use Trademark dated May 28, 2021 ("Trademark Agreement") between K J Somaiya and Sons Private Limited ("Licensor") and our Company

Pursuant to the Trademark Agreement and with effect from April 1, 2021, the Licensor has granted our Company a non-exclusive right to use, within India and outside India, the trademark "Somaiya" registered in its name under several classes. For the use of the mark, our Company pays a quarterly license fee to the Licensor which varies based on our gross revenue. The Trademark Agreement has been entered for a period of 10 years from April 1, 2021. Our Company shall pay to the Licensor on a quarterly basis a license fee for the use of the licensed trademark being the aggregate of: (a) 0.100% of our Company's revenue plus taxes upto ₹ 10,000 million; (b) 0.075% of our Company's revenue, in excess of 10,000 million upto ₹ 25,000 million; and (c) 0.050% of our Company's revenue, in excess of ₹ 25,000 million.

Details of guarantees given to third parties by the promoters participating in the Offer for Sale

The Promoter Selling Shareholders have not issued any guarantees to third parties in connection with the financing facilities availed by our Company or our Subsidiaries.

Other confirmations

Neither our Promoters nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Other than as disclosed above, our Company, our Promoters, the members of the Promoter Group and/or the Investor Selling Shareholder, are not a party to any other agreements, including any deed of assignments, acquisition agreements, shareholders' agreements, inter-se agreements/arrangements or agreements of like nature, with respect to securities of our Company. Further, we confirm there are no other inter-se agreements, arrangements and clauses or covenants which our Company, our Promoters, the members of the Promoter Group or the Investor Selling Shareholder are 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.

OUR SUBSIDIARIES

Our Company has two direct Subsidiaries and two step-down Subsidiaries, as on the date of this Draft Red Herring Prospectus.

Direct Subsidiaries

(i) Solar Magic Private Limited; and

(ii) Cayuga Investments B.V.

Step-down Subsidiaries

(i) Godavari Biorefineries B.V.; and

(ii) Godavari Biorefineries Inc.

Set out below are details of our Subsidiaries.

Direct Subsidiaries

1. ***Solar Magic Private Limited***

Corporate Information

Solar Magic Private Limited was incorporated as Padmanabh Agencies Private Limited, a private limited company in Mumbai under the Companies Act, 1956 pursuant to a certificate of incorporation dated March 6, 1998. Subsequently, the name of Padmanabh Agencies Private Limited was changed to Solar Magic Private Limited, pursuant to a fresh certificate of incorporation dated August 8, 2008.

Nature of Business

Solar Magic Private Limited is engaged in the business of, *inter alia*, trading in fertilizers, material for pipes and drip irrigation and manufacturing of sugarcane seedlings and turmeric powder.

Capital Structure

The details of the capital structure of Solar Magic Private Limited:

Particulars	Aggregate nominal value (in ₹)
Issued, subscribed and paid-up share capital	
5,450,000 equity shares of ₹ 10 each	54,500,000

Shareholding Pattern

The shareholding pattern of Solar Magic 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	Percentage of shareholding (%)
Godavari Biorefineries Limited	5,449,994	99.99%
Samir Shantilal Somaiya (as a nominee of Godavari Biorefineries Limited)	1	Negligible
Amrita Samir Somaiya (as a nominee of Godavari Biorefineries Limited)	1	Negligible
K J Somaiya and Sons Private Limited (as a nominee of Godavari Biorefineries Limited)	1	Negligible
Somaiya Agencies Private Limited (as a nominee of Godavari Biorefineries Limited)	1	Negligible

Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
Lakshmiwadi Mines and Minerals Private Limited (as a nominee of Godavari Biorefineries Limited)	1	Negligible
Sakarwadi Trading Company Private Limited (as a nominee of Godavari Biorefineries Limited)	1	Negligible
Total	**5,450,000**	**100.00**%

2. ***Cayuga Investments B.V.***

Corporate Information

Cayuga Investments B.V. was incorporated as a private limited liability company in Amsterdam, on December 10, 2008 under the laws of Netherlands.

Nature of Business

Cayuga Investments B.V. is engaged in the business of, *inter alia*, participating in, managing, financing and rendering services to businesses, companies and other legal entities which operate in the field of processing and trading of chemicals, alcohol, sugar and its allied products.

Capital Structure

Particulars	Aggregate nominal value (in €)
Issued, subscribed and paid-up share capital	
1,394,761 shares of € 1 each	1,394,761

Shareholding Pattern

The shareholding pattern of Cayuga Investments B.V. as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of shares of € 1 each	Percentage of shareholding (%)
Godavari Biorefineries Limited	1,394,761	100.00%
Total	**1,394,761**	**100.00**%

Step-down Subsidiaries

1. Godavari Biorefineries B.V.

Corporate Information

Godavari Biorefineries B.V. was incorporated as a private limited liability company in Amsterdam, on January 26, 2009 under the laws of Netherlands.

Nature of Business

Godavari Biorefineries B.V. is engaged in the business of, *inter alia*, participating, managing, financing and rendering services to businesses, companies and other legal entities which operate in the field of processing and trading of chemicals, alcohol, sugar and its allied products.

Capital Structure

Particulars	Aggregate nominal value (in €)
Issued, subscribed and paid-up share capital	
1,217,761 ordinary shares of € 1 each	1,217,761

Shareholding Pattern

The shareholding pattern of Godavari Biorefineries B.V. as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of ordinary shares of € 1 each	Percentage of shareholding (%)
Cayuga Investments B.V.	1,217,761	100.00%
Total	**1,217,761**	**100.00**%

2. Godavari Biorefineries Inc.

Corporate Information

Godavari Biorefineries Inc. was incorporated as a private company in Delaware, on March 24, 2009 under the laws of the state of Delaware.

Nature of Business

Godavari Biorefineries Inc. is engaged in the business of, *inter alia*, acting as intermediaries and consultants to provide support services.

Capital Structure

Particulars	Aggregate nominal value (in US$)
Issued, subscribed and paid-up common share capital	
1,550 common shares of US$ 100 each	155,000

Shareholding Pattern

The shareholding pattern of Godavari Biorefineries Inc. as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of common shares of US$ 100 each	Percentage of common stock holding (%)
Cayuga Investments B.V.	1,550	100.00%
Total	**1,550**	**100.00**%

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company.

Business interest between our Company and our Subsidiaries

Except as provided in "*Restated Consolidated Financial Statements – Note 34 - Related Party Transactions*", beginning on page 304, none of our Subsidiaries have any business interest in our Company.

Common pursuits

There are no common pursuits amongst our Subsidiaries and our Company.

Other confirmations

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiaries been refused listing 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

The Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of filing this Draft Red Herring Prospectus, we have 10 Directors on our Board, of whom four are Executive Directors, one is a Non-Executive Director and five are Independent Directors including one woman Independent Director. Our Company is in compliance with the corporate governance laws prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Samir Shantilal Somaiya *Designation*: Chairman and Managing Director *Date of birth*: February 28, 1968 *Address*: Padmanabh, 10, M. L. Dahanukar Marg, Mumbai - 400 026, Maharashtra, India *Occupation*: Industrialist *Current term*: For a period of three years, with effect from April 1, 2024 till March 31, 2027, not liable to retire by rotation. *Period of directorship*: Since June 22, 2007 *DIN*: 00295458	56	*Indian companies* ▪ Filmedia Communication Systems Private Limited; ▪ IMC Chamber of Commerce and Industry; ▪ Indian Sugar Exim Corporation Limited; ▪ K J Somaiya and Sons Private Limited; ▪ Lakshmiwadi Mines and Minerals Private Limited; ▪ Research Innovation Incubation Design Laboratory Foundation; ▪ Sakarwadi Trading Company Private Limited; ▪ Solar Magic Private Limited; ▪ Somaiya Agencies Private Limited; ▪ Somaiya Foundation; and ▪ Somaiya Properties and Investments Private Limited *Foreign companies* ▪ Cayuga Investments B.V.; and ▪ Godavari Biorefineries Inc.
Sangeeta Arunkumar Srivastava *Designation*: Executive Director *Date of birth*: February 15, 1966 *Address*: 1004 05 Tridhaatu Prarambh Borla, W T Patil Marg Motibaug, Chembur, Mumbai – 400 071 Maharashtra, India *Occupation*: Service	58	*Indian companies* ▪ Genesis Labs Limited; ▪ K J Somaiya and Sons Private Limited; and ▪ Filmedia Communication Systems Private Limited *Foreign companies* Nil

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Current term: For a period of three years, with effect from August 1, 2023 till July 31, 2026, liable to retire by rotation. *Period of directorship*: Since August 1, 2020 *DIN*: 00480462		
Bhalachandra Raghavendra Bakshi *Designation*: Executive Director *Date of birth*: March 6, 1959 *Address*: # 368, Near Dattareya Temple, Ward No. 05, Mudhol, Bagalkot – 587 313, Karnataka, India *Occupation*: Service *Current term*: For a period of three years, with effect from April 1, 2024 till March 31, 2027, liable to retire by rotation. *Period of directorship*: Since June 1, 2018 *DIN*: 03538688	65	*Indian companies* ▪ Solar Magic Private Limited *Foreign companies* Nil
Suhas Uttam Godage *Designation*: Director (Works – Sakarwadi) *Date of birth*: January 20, 1971 *Address*: Saiprasad Nivas, Ramakhrishna Nagar, Behind Gazal Hotel, Shrirampur, Ahmadnagar – 413 709, Maharashtra, India *Occupation*: Private sector employee *Current term*: From April 1, 2024 till March 31, 2027 *Period of directorship*: Since September 8, 2021 *DIN*: 09227610	53	*Indian companies* ▪ Somaiya Properties and Investments Private Limited *Foreign companies* Nil
Hemant Luthra *Designation*: Independent Director *Date of birth*: April 18, 1949 *Address*: D-10, Sea Face Park, 50, Bhulabhai Desai Road, Mumbai 400 026, Maharashtra, India *Occupation*: Consultant *Current term*: For a period of five years, with effect from October 30, 2020 till October 29, 2025, not liable to retire by rotation. *Period of directorship*: Since September 27, 2019 *DIN*: 00231420	75	*Indian companies* Nil *Foreign companies* ▪ Fugu Mobile Pvt. Ltd., China
Kailash Pershad	84	*Indian companies*

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Designation: Independent Director *Date of birth*: February 1, 1940 *Address*: Plot No. 84, Road No. 9, Jubilee Hills, Shaikpet, Hyderabad – 500 033, Telangana, India *Occupation*: Consultant *Current term*: For a period of five years, with effect from September 27, 2019 up to the conclusion of the 69th annual general meeting in the financial year 2024-25, not liable to retire by rotation. *Period of directorship*: Since April 24, 2009 *DIN*: 00503603		Nil *Foreign companies* Nil
Raman Ramachandran *Designation*: Non-Executive Director *Date of birth*: March 25, 1958 *Address*: Emerald Isle, 22nd Floor, 2201, T7 Salina, Saki Vihar Road Tunga, L and T Gate No. 5, Powai, Mumbai – 400 072, Maharashtra, India *Occupation*: Service *Current term*: Liable to retire by rotation. *Period of directorship*: Since November 30, 2023 *DIN*: 00200297	66	*Indian companies* ▪ Calibre Chemicals Private Limited; and ▪ Proklean Technologies Private Limited *Foreign companies* Nil
Lakshmi Kantam Mannepalli *Designation*: Independent Director *Date of birth*: March 4, 1955 *Address*: Flat No.1002, Gunvant John Kappor Faculty House, Institute of Chemical Technology, Nathalal Parekh Marg, Matunga, Mumbai – 400 019, Maharashtra, India *Occupation*: Professor and consultant *Current term*: For a period of five years, with effect from September 26, 2023 till September 25, 2028, not liable to retire by rotation. *Period of directorship*: Since November 28, 2017 *DIN*: 07831607	69	*Indian companies* ▪ NACL Industries Limited; ▪ Prasol Chemicals Limited; and ▪ Vinati Organics Limited *Foreign companies* Nil
Sanjay Puri *Designation*: Independent Director *Date of birth*: May 26, 1962	62	*Indian companies* ▪ Athaang Infrastructure Investment Manager Private Limited; and

Name, designation, date of birth, address, occupation, current term, period of directorship and DIN	Age (years)	Other directorships
Address: 1177, 22ND ST NW Unit #8E, Washington DC - 20037, United States *Occupation*: Advisor *Current term*: For a period of five years, with effect from October 30, 2020 till October 29, 2025, not liable to retire by rotation. *Period of directorship*: Since August 1, 2020 *DIN*: 08789423		▪ J.C. Flowers Asset Reconstruction Private Limited *Foreign companies* Nil
Nitin Mehta *Designation*: Independent Director *Date of birth*: June 26, 1974 *Address*: 4B Sapara Williams Close House 3B, Victoria-Island Lagos, Nigeria *Occupation*: Service *Current term*: For a period of five years, with effect from July 1, 2021 till June 30, 2026, not liable to retire by rotation. *Period of directorship*: Since July 1, 2021 *DIN*: 09174633	49	*Indian companies* Nil *Foreign companies* Nil

Brief profiles of our Directors

Samir Shantilal Somaiya is the Chairman and Managing Director of our Company. He holds a bachelor's degree in science from Cornell University, a masters' degree in chemical engineering and a masters' degree in business administration from Cornell University, and a master's degree in public administration from Harvard University. He has over 28 years of experience in the chemicals industry. Prior to joining the Company, he was associated with Somaiya Organo-Chemicals Limited as a managing director. He has been conferred with various awards including the Annual Chapter award for Scholastic Achievement by the American Institute of Chemical Engineer in 1988, the Student Award Certificate by the American Institute of Chemists Foundation in 1990, the Lala Shriram National award for leadership in chemical industry by the Indian Institute of Chemical Engineers in 2022, the Knight of the Order of the Star of Italy award in 2022, the Industry Excellence award by The Sugar Technologists' Association of India in 2023, the Sakhar Udyog Gaurav Puraskar by the Deccan Sugar Technologists' Association (India) Pune in 2023, the Qimpro Gold Standard award for Education by the Qimpro Foundation in 2023 and the Sugar & Ethanol International award as philanthropist of the Sugar Industry in 2024.

Sangeeta Arunkumar Srivastava is an Executive Director of our Company. She holds a bachelor's degree in science and a masters' degree of science in chemistry from Doctor Harisingh Gour Vishwavidyalaya, a masters' degree of philosophy in chemistry from Rani Durgavati Vishwavidyalaya, Jabalpur, and a doctor of philosophy in science from University of Mumbai. She has over 29 years of experience in the research and development. Prior to joining the Company, she was associated with Somaiya Organo-Chemicals Limited as a General Manager (Corporate R&D).

Bhalachandra Raghavendra Bakshi is an Executive Director of our Company. He holds a bachelors' degree of science in agriculture from the University of Agricultural Sciences, Bangalore. He has been associated with our Company since January 1, 2011 in various capacities and has several years of experience in the agricultural industry.

Suhas Uttam Godage is the Director (Works – Sakarwadi) of our Company. He holds a bachelors' degree of science from University of Pune, masters' degree of business administration in marketing management from Yashwantrao Chavan Maharashtra Open University, Nashik and has completed a post graduate diploma programme in industrial fermentation & alcohol technology from Vasantdada Sugar Institute. He has been associated with our Company in various capacities since 2009 and has over 26 years of experience in the chemicals industry. Prior to joining the Company, he was associated with Somaiya Organo-Chemicals Limited as a distillery chemist.

Hemant Luthra is an Independent Director of our Company. He holds a bachelors' degree of technology in mechanical engineering from the Indian Institute of Technology, Delhi. Prior to joining the Company, he was associated with Mahindra CIE Automative Ltd as chairman and chief executive officer, Mahindra Forgings Limited and Mahindra Composites Limited as a chairman.

Kailash Pershad is an Independent Director of our Company. He has been associated with our Company since April 24, 2009 and has several years of experience in the sugar industry. Prior to joining the Company, he was associated with The Godavari Sugar Mills Limited as a director.

Raman Ramachandran is the Non-Executive Director of our Company. He holds a bachelor's degree in science (agriculture) from Tamil Nadu Agricultural University, Coimbatore, a master's degree of science in entomology from Indian Agricultural Research Institute, New Delhi and a doctor of philosophy from University of Adelaide. He has been associated with our Company since November 30, 2023. He was previously associated with BASF India Limited as chairman and managing director and PI Industries Limited as a director.

Lakshmi Kantam Mannepalli is an Independent Director of our Company. She holds a bachelor's degree of science from Andhra University, a master's degree of science in chemistry and a doctor of philosophy degree in chemistry from Kurukshetra University. She has been associated with our Company since November 28, 2017 and has several years of experience in the studies of chemical sciences and technology. Prior to joining the Company, she was associated with Indian Institute of Technology, Hyderabad as a member of the board of governors and CSIR -Indian Institute of Chemical Technology, Hyderabad as a director. She currently holds the position of adjunct professor at Tezpur University and is the Dr. B. P. Godrej Distinguished Professor of Green Chemistry and Sustainability Engineering at Institute of Chemical Technology, Mumbai. She was also elected as a fellow of the Indian National Science Academy and National Academy of Sciences and the National Academy of Sciences, India and admitted as a fellow of the Royal Society of Chemistry in 2013 and has authored several chapters in books and published various patent applications.

Sanjay Puri is an Independent Director of our Company. He holds a marksheet for part II examination for bachelor's degree in science from University of Calcutta and masters of management degree from Northwestern University. He has been associated with our Company since August 1, 2020 and has over 29 years of experience in the finance industry. Prior to joining the Company, he was associated with the International Finance Corporation as the chief investment officer. He is also the chief finance officer of Pantheum Inc.

Nitin Mehta is an Independent Director of our Company. He holds a bachelor's degree in technology in chemical engineering from Banaras Hindu University, and a post graduate diploma in management from Management Development Institute, Gurgaon. He has experience in consumer business industry globally. Prior to joining the Company, he was associated with L'Oreal Bangladesh Limited as a managing director and Olam International Limited as a vice president (profit centre head-pasta) in Nigeria.

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.

No consideration, either in cash or shares or in any other form have 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.

Further, none of our Directors have been identified as Wilful Defaulters as defined under the SEBI ICDR Regulations.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed or selected pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Terms of appointment of our Executive Directors:

1. Samir Shantilal Somaiya

Samir Shantilal Somaiya was re-appointed as the Managing Director of our Company pursuant to a resolution passed by the Board of Directors at their meeting held on February 8, 2024, and a resolution passed by our Shareholders at their EGM held on March 21, 2024 for period of three years with effect from April 1, 2024 till March 31, 2027. Further, he was appointed as the Chairman of our Company pursuant to a resolution dated February 24, 2010. The remuneration was revised for Fiscal 2025 through a resolution of board dated February 8, 2024, and of the shareholders dated March 21, 2024. The following table sets forth the terms of appointment of Samir Shantilal Somaiya's as approved by our Shareholders at their meeting held on March 21, 2024:

Sr. No.	Category	Remuneration
1.	Basic salary	₹ 1,583,210 per month
2.	Commission	2% of net profit
3.	Perquisites and allowances of expenses (at actuals)	Rent free accommodation or house rent allowance (limited to 60% of basic salary), medical and leave travel reimbursement, provision of car and other benefits as per applicable laws and Company's rules

2. Sangeeta Arunkumar Srivastava

Sangeeta Arunkumar Srivastava was re-appointed as an Executive Director of our Company, pursuant to a resolution passed by the Board of Directors at their meeting held on June 29, 2023 and a resolution passed by our Shareholders at their AGM held on September 18, 2023 for a period of three years with effect from August 1, 2023 till July 31, 2026. The following table sets forth the terms of appointment of Sangeeta Arunkumar Srivastava as revised pursuant to resolutions passed by the Board of Directors at their meetings held on June 29, 2023 and September 18, 2023:

Sr. No.	Category	Remuneration
1.	Basic salary	₹ 398,160 per month
2.	Special allowance	₹ 158,042 per month
3.	Bonus	20% of basic salary
4.	Commission	0.3% of the net profit, subject to limit of 100% of the basic salary
5.	Perquisites and allowances of expenses (at actuals)	House rent allowance (₹ 20,000 per month), food allowance (₹ 1,300 per month), medical and leave allowance, provision of a car and other benefits as per applicable laws and Company's rules.

3. Bhalachandra Raghavendra Bakshi

Bhalachandra Raghavendra Bakshi was re-appointed as Executive Director of our Company, pursuant to a resolution passed by the Board at its meeting held on February 8, 2024 and a resolution passed by our Shareholders at the EGM held on March 21, 2024 for a period of three years with effect from April 1, 2024 till March 31, 2027.

The following table sets forth the terms of appointment of Bhalachandra Raghavendra Bakshi as approved by our Shareholders at their meeting held on March 21, 2024:

Sr. No.	Category	Remuneration
1.	Basic salary	₹ 433,394 per month
2.	Special allowance	₹ 83,491 per month
3.	Bonus	20% of basic salary
4.	Performance incentive	0.3% of net profit after tax of the Company, subject to limit of 100% of the basic salary
5.	Perquisites and allowances of expenses (at actuals)	Medical allowance, leave travel reimbursement, provision of housing and other benefits as per applicable laws and Company's rules.

4. Suhas Uttam Godage

Suhas Uttam Godage was re-appointed as Director (Works – Sakarwadi) of our Company, pursuant to a resolution passed by the Board at its meeting held on February 8, 2024 with effect from April 1, 2024 till March 31, 2027 and a resolution passed by our Shareholders on March 21, 2024. The following table sets forth the terms of appointment of Suhas Uttam Godage as approved by our Shareholders at their meeting held on March 21, 2024:

Sr. No.	Category	Remuneration
1.	Basic salary	₹ 222,020 per month
2.	Special allowance	₹ 119,520 per month
3.	Bonus	20% of basic salary
4.	Performance incentive	0.3% of net profit after tax of Sakarwadi Manufacturing Facility with a maximum limit up to ₹ 2 million per annum
5.	Perquisites and allowances of expenses (at actuals)	Medical and leave travel reimbursement, provision of housing, contribution to provident fund and other benefits as per applicable laws and Company's rules.

Terms of appointment of our Non-Executive Director and Independent Directors:

Pursuant to the Board resolution dated November 13, 2018, our Non-Executive Director and Independent Directors are entitled to receive sitting fees of ₹ 35,000 per meeting for attending meetings of the Board and the committees of the Board, within the limits prescribed under the Companies Act, 2013, and the rules made thereunder. Our Non-Executive Director and Independent Director are not entitled to receive any commission from the Company.

Payments or benefits to Directors

Our Company has not entered into any contract appointing or fixing the remuneration of a Director in the two years preceding the date of this Draft Red Herring Prospectus.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration, sitting fees and/or commission paid to them for such period. The remuneration paid to our Directors in Fiscal 2024 is as follows:

1. Executive Directors

The details of the remuneration paid to our Executive Directors in Fiscal 2024 is as set out below:

(₹ in million)

S. No	Name of Director	Current Designation	Remuneration
1.	Samir Shantilal Somaiya	Chairman and Managing Director	34.54
2.	Sangeeta Arunkumar Srivastava	Executive Director	9.52
3.	Bhalachandra Raghavendra Bakshi	Executive Director	6.44
4.	Suhas Uttam Godage	Director (Works – Sakarwadi)	4.57

2. Non-Executive Director

The details of sitting fees paid to our Non-Executive Director during Fiscal 2024 are as follows:

S. No.	Name of Director	Sitting fees paid (in ₹ million)
1.	Raman Ramachandran	0.18

3. Independent Directors

The details of sitting fees paid to our Independent Directors during Fiscal 2024 are as follows:

S. No.	Name of Director	Sitting fees paid (in ₹ million)
1.	Hemant Luthra	0.56
2.	Kailash Pershad	0.49
3.	Lakshmi Kantam Mannepalli	0.60
4.	Sanjay Puri	0.53
5.	Nitin Mehta	0.25

Remuneration paid by our Subsidiaries

None of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries in Fiscal 2024.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	Number of Equity Shares held
1.	Samir Shantilal Somaiya	6,021,211*
2.	Sangeeta Arunkumar Srivastava	100
3.	Bhalachandra Raghavendra Bakshi	60

** Does not include 149,950 Equity Shares held by in the name of Shantilal Karamshi Somaiya HUF. Samir Shantilal Somaiya is the karta of Shantilal Karamshi Somaiya HUF*

Borrowing Powers

Pursuant to our Articles of Association, the applicable provisions of the Companies Act, 2013, and a resolution passed by our Shareholders at their AGM held on September 26, 2014, our Board has been authorized to borrow any sum or sums of money, in Indian Rupees and/or in any foreign currency from time to time, at our discretion, for the purpose of the business of our Company, which together with monies already borrowed by the Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business), may exceed at any time, our Company's aggregate paid-up capital, free reserves (that is to say reserves not set apart for any specific purpose) by a sum not exceeding ₹ 15,000 million outstanding at any time over and above the aggregate of the then paid up capital of the Company and its free reserves.

Bonus or profit-sharing plan for our Directors

Except as mentioned under "- *Terms of appointment of our Executive Directors*" above, our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Interest of Directors

All our Independent Directors and our Non-Executive Director may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees thereof as approved by our Board, the reimbursement of expenses payable to them, and commission as approved by our Board.

Our Executive Directors may be deemed to be interested to the extent of the remuneration payable to each of them by our Company as Directors of our Company and any variable pay linked to profits earned by the Company, payable to them. Further, 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 promoters, directors, 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 or equity shares held by them in our Subsidiaries, if any, and any dividend and other distributions payable in respect of such shares. For details of Equity Shares held by our Directors, please see "– *Shareholding of Directors in our Company*" above. Samir Shantilal Somaiya and Bhalachandra Raghavendra Bakshi are also interested to the extent of their directorship in our Subsidiaries and any remuneration that may be payable to them as directors by our Subsidiaries. Further, our Directors and their relatives may be interested to the extent of certain fixed deposits made by them in our Company and the repayment and interest payable to them pursuant to such fixed deposits. For further details, see "*Restated Consolidated Financial Statements- Note 34 - Related Party Transactions*" on page 304.

Other than Samir Shantilal Somaiya, none of our Directors have any interest in the promotion or formation of our Company. For further details of interest of Samir Shantilal Somaiya in our Company, see "*Our Promoters and Promoter Group – Interests of Promoters*" on page 247.

Except as disclosed in under "*Restated Consolidated Financial Statements- Note 34 - Related Party Transactions*" on page 304 and stated below, 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:

Pursuant to the agreement for license to use trademark dated May 28, 2021 between K J Somaiya and Sons Private Limited ("**Licensor**") and our Company, the Licensor has granted our Company a non-exclusive right to use, within India and outside India, the trademark "Somaiya" registered in its name under several classes ("**Somaiya Marks**"). Samir Shantilal Somaiya is interested in such agreement by virtue of being a shareholder of the Licensor.

Further, pursuant to a leave and license agreement dated May 21, 2024 with Filmedia Communication Systems Private Limited, our Company has leased premises for our Registered and Corporate Office for a term of 12 months until March 31, 2025. Our Company has also entered into leave and license agreements with Somaiya Properties and Investments Private Limited and a memorandum of understanding with Genesis Labs Limited in relation to use of certain premises. For details, refer to "*Risk Factors - We do not own our Registered and Corporate Office and certain portion of the Sameerwadi Manufacturing Facility. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business and results of operations.*" on page 58. Samir Shantilal Somaiya is interested in such leave and license agreements by virtue of being a director of Filmedia Communication Systems Private Limited and Somaiya Properties and Investments Private Limited and Sangeeta Arunkumar Srivastava is interested in such memorandum of understanding by virtue of being a director of Genesis Labs Limited. For further details, see "*Restated Consolidated Financial Statements- Note 34 - Related Party Transactions*" on page 304.

Except as stated below, our Directors do not have any interest in any property acquired or proposed to be acquired of or by our Company:

Our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Sakarwadi Trading Company Private Limited ("**STCPL**") for a total consideration of ₹24.25 million pursuant to a conveyance deed dated March 31, 2023. Further, our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Somaiya Chemical Industries Private Limited ("**SCIPL**") for a total consideration of ₹24.25 million and land admeasuring approximately 142,258.68 square meters near the Sakarwadi Manufacturing Facility from Somaiya Properties and Investments Private Limited ("**SPIPL**") for a total consideration of ₹133.58 million pursuant to conveyance deeds each dated March 31, 2023. For more details, see "*Our Business – Properties*" and "*History and Certain Corporate Matters*" beginning on pages 202 and 212, respectively. Samir Shantilal Somaiya, our Chairman and Managing Director is interested in SPIPL, SCIPL and STCPL as a shareholder and/or director. Further, Suhas Uttam Godage, Director (Sakarwadi -Works) is also interested in SPIPL as a director.

Further, other than as disclosed above and as disclosed in "*Restated Consolidated Financial Statements- Note 34 - Related Party Transactions*" at page 304, 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.

Changes to our Board in the last three years

Name	Date of appointment/cessation	Reason
Raman Ramachandran	November 30, 2023	Appointment as an Additional Director
Preeti Singh Rawat	November 23, 2023	Resignation due to preoccupation
Suhas Uttam Godage	September 8, 2021	Appointment as an Additional Executive Director (Works – Sakarwadi)
Uday Ramakant Garg	August 27, 2021	Resignation due to pre-occupation
Nitin Mehta	July 1, 2021	Appointment as an additional Independent Director
Dattatraya Vitthalrao Deshmukh	June 22, 2021	Cessation due to demise

Note: The table above excludes changes in designation.

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 will be compliance with the requirements of the applicable regulations in respect of corporate governance, including Regulations 17 to 27 of the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the composition of the Board and constitution of the committees, at the time of listing and post listing, to the extent applicable.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

Our Board may constitute committees to delegate certain powers as permitted under the Companies Act, 2013.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

1. Audit Committee

The Audit committee was last re-constituted by a resolution of our Board dated September 8, 2021. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Hemant Luthra	Chairperson	Independent Director
Kailash Pershad	Member	Independent Director
Sanjay Puri	Member	Independent Director
Lakshmi Kantam Mannepalli	Member	Independent Director
Samir Shantilal Somaiya	Member	Chairman and Managing Director

The scope and function of the Audit committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The roles and responsibilities of the Audit Committee include the following:

(i) The Audit Committee shall have powers, which should include the following:

(a) To investigate any activity within its terms of reference;

(b) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;

(c) To obtain outside legal or other professional advice;

(d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;

(e) To approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company; and

(f) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

(ii) The role of the Audit Committee shall include the following:

(a) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

(b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;

(c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act;
(ii) Changes, if any, in accounting policies and practices and reasons for the same;
(iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
(iv) Significant adjustments made in the financial statements arising out of audit findings;
(v) Compliance with listing and other legal requirements relating to financial statements;
(vi) Disclosure of any related party transactions; and
(vii) modified opinion(s) in the draft audit report.

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company in accordance with applicable law;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;

(i) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company.

Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

(j) 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;

(k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(l) Scrutiny of inter-corporate loans and investments;

(m) Valuation of undertakings or assets of the company, wherever it is necessary;

(n) Evaluation of internal financial controls and risk management systems;

(o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(p) 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;

(q) Discussion with internal auditors of any significant findings and follow up there on;

(r) 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;

(s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(t) 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;

(u) Reviewing the functioning of the whistle blower mechanism;

(v) Approval of the appointment of the Chief Financial Officer of the Company ("**CFO**") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

(w) To formulate, review and make recommendations to the Board to amend the Audit Committee's terms of reference from time to time;

(x) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;

(y) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;

(z) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(aa) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and

(bb) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

(iii) The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(e) Statement of deviations:

(i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

(ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

(iv) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and

(v) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

2. Nomination and Remuneration Committee ("NR Committee")

The NR Committee was last re-constituted by a resolution of our Board dated September 8, 2021, read with resolution passed by our Board dated June 13, 2024. The current constitution of the NR Committee is as follows:

Name of Director	Position in the Committee	Designation
Kailash Pershad	Chairperson	Independent Director
Hemant Luthra	Member	Independent Director
Lakshmi Kantam Mannepalli	Member	Independent Director
Sanjay Puri	Member	Independent Director

The scope and function of the NR Committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the workings of the Company and its goals.

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(i) use the services of an external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) 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;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) 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;

(j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;

(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) Date of grant;

(iv) Determining the exercise price of the option under the ESOP Scheme;

(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xii) Formulate the procedure for funding the exercise of options;

(xiii) The procedure for cashless exercise of options;

(xiv) Forfeiture/ cancellation of options granted;

(xv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- permissible sources of financing for buy-back;
- any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- limits upon quantum of specified securities that the Company may buy-back in a financial year.

(xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, mergers, sales of divisions and others. In this regard, the following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such an option.

(l) Construing and interpreting the ESOP Scheme 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 Scheme;

(m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
(iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

by the Company and its employees, as applicable.

(n) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;

(o) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

3. *Corporate Social Responsibility Committee ("CSR Committee")*

The CSR Committee was last re-constituted by a resolution of our Board dated September 8, 2021. The current constitution of the CSR Committee is as follows:

Name of Director	Position in the Committee	Designation
Lakshmi Kantam Mannepalli	Chairperson	Independent Director
Hemant Luthra	Member	Independent Director
Bhalachandra Raghavendra Bakshi	Member	Executive Director
Suhas Uttam Godage	Member	Director (Works – Sakarwadi)

The terms of reference of the CSR Committee framed in accordance with Section 135 of the Companies Act, 2013, are as follows:

(a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(c) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(d) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(e) To 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; and

(f) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.

4. *Stakeholders Relationship Committee ("SR Committee")*

The SR Committee was constituted by a resolution of our Board dated November 30, 2023. The current constitution of the SR Committee is as follows:

Name of Director	Position in the Committee	Designation
Hemant Luthra	Chairperson	Independent Director
Kailash Pershad	Member	Independent Director
Lakshmi Kantam Mannepalli	Member	Independent Director
Bhalachandra Raghavendra Bakshi	Member	Executive Director
Raman Ramachandran	Member	Non-Executive Director

The scope and function of the SR Committee is in accordance with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints;

(b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

(c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(d) Giving effect to all transfer/transmission of shares 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;

(e) Reviewing the 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 our Company;

(f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services; and

(g) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

5. Risk Management Committee ("RM Committee")

Our RM Committee was constituted pursuant to the meeting of the Board held on November 30, 2023. The current constitution of the RM Committee is as follows:

Name of Director	Position in the Committee	Designation
Sanjay Puri	Chairperson	Independent Director
Lakshmi Kantam Mannepalli	Member	Independent Director
Hemant Luthra	Member	Independent Director
Samir Shantilal Somaiya	Member	Chairman and Managing Director
Bhalachandra Raghavendra Bakshi	Member	Executive Director
Sangeeta Arunkumar Srivastava	Member	Executive Director
Suhas Uttam Godage	Member	Director (Works – Sakarwadi)
Nitin Mehta	Member	Independent Director
Raman Ramachandran	Member	Non-Executive Director

The scope and function of the RM Committee is in accordance with Regulation 21 of the SEBI Listing Regulations and its terms of reference are as follows:

(a) To formulate a detailed risk management policy which shall include:

- (i) framework for identification of internal and external risks specifically faced by our Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined;
- (ii) measures for risk mitigation including systems and processes for internal control of identified risks;
- (iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

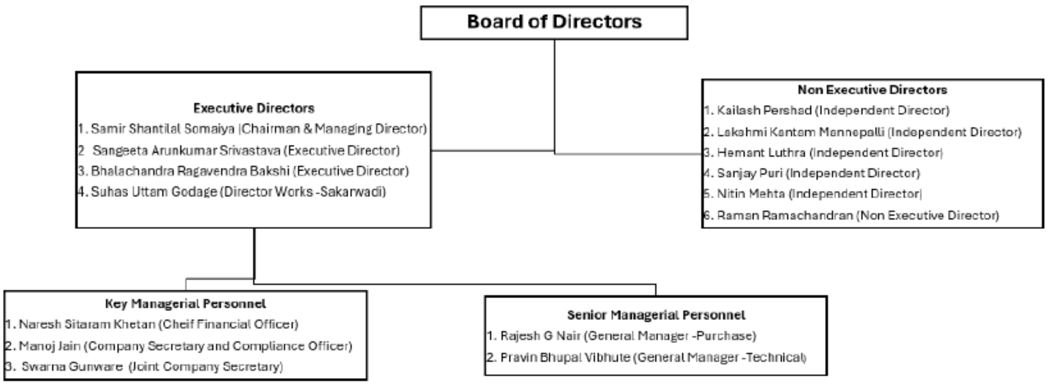
(f) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(g) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(h) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

(i) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the RM Committee.

Management organization chart



Key Managerial Personnel and Senior Management

Samir Shantilal Somaiya, our Chairman and Managing Director, Sangeeta Arunkumar Srivastava, our Executive Director, Bhalachandra Raghavendra Bakshi, our Executive Director, Suhas Uttam Godage, our Director (Works – Sakarwadi), Naresh Sitaram Khetan, our Chief Financial Officer, Manoj Jain, our Company Secretary and Compliance Officer and Swarna Gunware, our Joint Company Secretary are the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus.

In addition to Naresh Sitaram Khetan, Chief Financial Officer, Manoj Jain, Company Secretary and Compliance Officer and Swarna Gunware, Joint Company Secretary, who are also the Key Managerial Personnels, Pravin Bhupal Vibhute, the General Manager (Technical) of our Company and Rajesh G Nair, the General Manager – Purchase of our Company are the Senior Management as on date of this Draft Red Herring Prospectus.

Brief profiles of our Key Managerial Personnel

In addition to Samir Shantilal Somaiya, our Chairman and Managing Director and Sangeeta Arunkumar Srivastava, Bhalachandra Raghavendra Bakshi and Suhas Uttam Godage, our Executive Directors, whose details are provided in "- *Brief profiles of our Directors*" on page 226, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Naresh Sitaram Khetan, is the Chief Financial Officer of our Company. He joined our Company in 2009. He holds a bachelors degree of commerce from University of Bombay and is an associate member of the Institute of Chartered Accountants of India. He has more than 23 years of experience in finance. Prior to joining our Company, he was associated with The Godavari Sugar Mills Ltd. as deputy general manager (finance). In Fiscal 2024, he received remuneration of ₹ 11.33 million from our Company.

Manoj Jain, is the Company Secretary and Compliance Officer of our Company. He joined our Company on December 20, 2022. He holds a bachelors' degree in commerce from Maharshi Dayanand Saraswati University, Ajmer. He is an associate and fellow member of the Institute of Company Secretaries of India. He has over 17 years of experience in secretarial matters. Prior to joining the Company, he was associated with ASI Industries Limited and Technocraft Industries (India) Limited as company secretary and compliance officer. In Fiscal 2024, he received remuneration of ₹ 2.80 million from our Company.

Swarna Gunware, is the Joint Company Secretary of our Company. She joined our Company on October 18, 2017. She holds a bachelors' degree in commerce from University of Mumbai. She is an associate member of the Institute of Company Secretaries of India. She has over 10 years of experience in secretarial matters. Prior to joining the Company, she was associated with Pentokey Organy (India) Limited as a company secretary. In Fiscal 2024, she received remuneration of ₹ 2.20 million from our Company.

Brief profiles of our Senior Management

In addition to our Key Managerial Personnel, whose details are provided under "*–Brief profiles of our Key Managerial Personnel*" above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Pravin Bhupal Vibhute is the General Manager – Technical of our Company. He joined our Company on February 7, 2022. He holds a bachelor's degree in engineering (chemical) from Shivaji University, Kolhapur. He was previously associated with Sama Chemo Pharma Private Limited as general manager (operation). He has several years of experience in operations and production. In Fiscal 2024, he received a remuneration of ₹ 4.56 million from our Company.

Rajesh G Nair is the General Manager – Purchase of our Company. He joined our Company on April 21, 2009. He has passed the examination for bachelor's degree in engineering (mechanical) held by the University of Mumbai and has completed the Business Leadership Program conducted by the K J Somaiya Institute of Management Studies & Research. He was previously associated with The Godavari Sugar Mills Limited as senior officer (materials). He has over 18 years of experience in materials and purchase. In Fiscal 2024, he received a remuneration of ₹ 4.28 million from our Company.

Status of the Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Family relationships between the Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel or Senior Management are related to any of our Directors, or other Key Managerial Personnel and Senior Management.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others**.**

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed above in "*– Shareholding of Directors in our Company"* and as stated below, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on date of this Draft Red Herring Prospectus.

Name of the Key Managerial Personnel and Senior Management	Number of Equity Shares held
Naresh Sitaram Khetan	350

Service Contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management 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 our Key Managerial Personnel and Senior Management, that does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management- Bonus or profit-sharing plan for our Directors"*, our Company does not have a performance linked bonus or profit sharing plan for our Executive Directors and our Executive Directors have not received any compensation in Fiscal 2024 pursuant to any bonus or profit sharing plan.

With respect to our Key Managerial Personnel (other than Executive Directors) and Senior Management, except for performance based discretionary incentives paid in accordance with their respective terms of appointment and any payments required under applicable law, none of our Key Managerial Personnel and Senior Management are a party to any bonus or profit sharing plan or have received any compensation in Fiscal 2024 pursuant to any bonus or profit sharing plan.

Interest of Key Managerial Personnel and Senior Management

For details of the interest of our Executive Directors in our Company, see "*-Interest of Directors*" on page 230.

Our Key Managerial Personnel (other than our Directors) and 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, Naresh Sitaram Khetan, our Chief Financial Officer is interested to the extent of Equity Shares held by him, his relatives or by entities in which he is associated as a director, in our Company and to the extent of benefits arising out of such shareholding. For details, please see "*– Shareholding of the Key Managerial Personnel*" above. Naresh Sitaram Khetan and his relatives may also be interested to the extent of certain fixed deposits made by them in our Company and the repayment and interest payable to them pursuant to such fixed deposits. Further, he also holds directorships in some of the entities forming part of our Promoter and Promoter Group, i.e., Sakarwadi Trading Company Private Limited, from which our Company has purchased certain land in the last three years, and Filmedia Communication Systems Private Limited, from which our Company has leased premises for our Registered and Corporate Office. For details, refer to "*Risk Factors*" and "*Our Business*" on pages 31 and 184.

Changes in the Key Managerial Personnel and Senior Management in last three years:

For details of the changes in our Executive Directors, see "*Our Management - Changes to our Board in the last three years"* on page 232. Except as stated below, there have been no changes in our Key Managerial Personnel (other than our Directors) and Senior Management in the three years preceding the date of this Draft Red Herring Prospectus.

Name	Date of appointment/cessation	Reason
Manoj Jain	December 20, 2022	Appointment as Company Secretary and Compliance Officer
Pravin Bhupal Vibhute	February 7, 2022	Appointment as General Manager - Technical

Note: The table above excludes changes in designation.

Payment or benefit to officers of our Company (non-salary related)

Except as disclosed in this section and *Restated Consolidated Financial Statements- 34 - Related Party Transactions*" on page 304, no non-salary related amount or benefit has been paid or given within the two preceding years or intended to be paid or given to any officer of the Company, including our Directors, Key Managerial Personnel and Senior Management.

Employee Stock Option

As on the date of this Draft Red Herring Prospectus, our Company has not formulated any employees' stock option scheme.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Samir Shantilal Somaiya;
2. Lakshmiwadi Mines and Minerals Private Limited;
3. Sakarwadi Trading Company Private Limited; and
4. Somaiya Agencies Private Limited

As on the date of this Draft Red Herring Prospectus, our Promoters hold 27,112,386 Equity Shares in aggregate, representing 64.64% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details on shareholding of our Promoters in our Company, please see "*Capital Structure – Build-up of the Promoters' shareholding in our Company*" on page 95.

Details of our Promoters are as follows:

<u>*Individual Promoter:*</u>

Samir Shantilal Somaiya

	***Samir Shantilal Somaiya***, aged 56 years, is one of our Promoters, and is also the Chairman and Managing Director of our Company. ***Date of Birth:*** February 28, 1968 ***Address***: Padmanabh, 10, M. L. Dahanukar Marg, Mumbai - 400 026, Maharashtra, India ***Permanent Account Number:*** AMUPS9442C For the complete profile of Samir Shantilal Somaiya, along with details of his educational qualifications, experience in the business, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management – Board of Directors*" on page 223.

Our Company confirms that the permanent account number, bank account number, aadhaar card number, driving license number and passport number of Samir Shantilal Somaiya, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

<u>*Corporate Promoters:*</u>

I. Lakshmiwadi Mines and Minerals Private Limited

Corporate information

Lakshmiwadi Mines and Minerals Private Limited was incorporated as a private company on April 7, 1973 under the Companies Act, 1956 having corporate identification number U15420MH1973PTC016460. The registered office of Lakshmiwadi Mines and Minerals Private Limited is located at Somaiya Bhavan, 45/47 M G Road, Fort, Mumbai – 400 001, Maharashtra, India. Lakshmiwadi Mines and Minerals Private Limited is primarily engaged in the sale of salt and activated bleaching. There have been no changes to the primary business activities undertaken by Lakshmiwadi Mines and Minerals Private Limited.

Board of directors

The board of directors of Lakshmiwadi Mines and Minerals Private Limited comprises of the following members:

1. Samir Shantilal Somaiya;

2. Miten Kantilal Sachade;
3. Amrita Samir Somaiya;
4. Leela Madhavji Kotak; and
5. Karan Harshad Mengar.

The shareholding pattern of Lakshmiwadi Mines and Minerals Private Limited is as follows:

Name of the shareholder	Percentage of shareholding (%)
Equity share capital	
Samir Shantilal Somaiya	37.32%
Somaiya Agencies Private Limited	27.72%
Sindhur Construction Private Limited	15.98%
Filmedia Communication Systems Private Limited	9.28%
Jasmine Trading Company Private Limited	6.96%
K J Somaiya and Sons Private Limited	1.53%
Zenith Commercial Agencies Pvt. Ltd.	1.22%
Total	100.00%
Preference share capital	
Godavari Cellulosics Limited	100.00%

Details of the promoters of Lakshmiwadi Mines and Minerals Private Limited

The promoters of Lakshmiwadi Mines and Minerals Private Limited are Samir Shantilal Somaiya and Somaiya Agencies Private Limited.

Details of corporate promoter of Lakshmiwadi Mines and Minerals Private Limited

For details of Somaiya Agencies Private Limited, see "*III. Somaiya Agencies Private Limited",* below. Presently, Samir Shantilal Somaiya holds 15% percent or more of the voting rights of Somaiya Agencies Private Limited.

Details of change in control of Lakshmiwadi Mines and Minerals Private Limited

There has been no change in the control of Lakshmiwadi Mines and Minerals Private Limited in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where Lakshmiwadi Mines and Minerals Private Limited is registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

II. Sakarwadi Trading Company Private Limited

Corporate information

Sakarwadi Trading Company Private Limited was incorporated as a private company on April 7, 1973 under the Companies Act, 1956 having corporate identification number U01113MH1973PTC016459. The registered office of Sakarwadi Trading Company Private Limited is located at Somaiya Bhavan, 45/47 M G Road, Fort, Mumbai – 400 001, Maharashtra, India. Sakarwadi Trading Company Private Limited is primarily engaged in the business of sale of sugar, grains and other products. There have been no changes to the primary business activities undertaken by Sakarwadi Trading Company Private Limited.

Board of directors

The board of directors of Sakarwadi Trading Company Private Limited comprises of the following members:

1. Samir Shantilal Somaiya;
2. Naresh Sitaram Khetan; and
3. Karan Harshad Mengar.

The shareholding pattern of Sakarwadi Trading Company Private Limited is as follows:

Name of the shareholder	Percentage of shareholding (%)
Equity share capital	
Sindhur Construction Private Limited	44.99%
Samir Shantilal Somaiya	33.65%
Somaiya Agencies Private Limited	18.27%
K J Somaiya and Sons Private Limited	1.41%
Somaiya Chemical Industries Private Limited	0.95%
Zenith Commercial Agencies Pvt. Ltd.	0.73%
Total	100.00%
Preference share capital	
Godavari Cellulosics Limited	100.00%

Details of the promoters of Sakarwadi Trading Company Private Limited

The promoters of Sakarwadi Trading Company Private Limited are Samir Shantilal Somaiya and Sindhur Construction Private Limited.

Details of corporate promoter of Sakarwadi Trading Company Private Limited

For details of Sindhur Construction Private Limited, see "*III. Somaiya Agencies Private Limited - Details of corporate promoter of Somaiya Agencies Private Limited",* below. Presently, Samir Shantilal Somaiya holds 15% percent or more of the voting rights of Sindhur Construction Private Limited.

Details of change in control of Sakarwadi Trading Company Private Limited

There has been no change in the control of Sakarwadi Trading Company Private Limited in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where Sakarwadi Trading Company Private Limited is registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

III. Somaiya Agencies Private Limited

Corporate information

Somaiya Agencies Private Limited was incorporated as a private limited company on August 30, 1964 under the Companies Act, 1956 having corporate identification number U52100MH1964PTC012992. The registered office of Somaiya Agencies Private Limited is located at Somaiya Bhavan, 45/47 M G Road, Fort, Mumbai – 400 001, Maharashtra, India. Somaiya Agencies Private Limited was originally incorporated to *inter alia* act as managing agents, secretaries and treasurers of any manufacturing company and to purchase, manufacture, sell sugar, sweets, molasses and other by-products. However, pursuant to an amendment to it memorandum of association approved by the shareholders of Somaiya Agencies Private Limited on May 21, 2021, its nature of business was changed to trading of books, newspapers, periodicals, magazines and other print and electronic media.

Board of directors

The board of directors of Somaiya Agencies Private Limited comprises of the following members:

1. Samir Shantilal Somaiya;
2. Amrita Samir Somaiya;
3. Karan Harshad Mengar; and
4. Sonali Nainesh Parekh.

The shareholding pattern of Somaiya Agencies Private Limited is as follows:

Name of the shareholder	Percentage of shareholding (%)
Samir Shantilal Somaiya	52.22%
Sindhur Construction Private Limited	46.27%
Lakshmiwadi Mines and Minerals Private Limited	0.60%

Name of the shareholder	Percentage of shareholding (%)
Shantilal Karamshi Somaiya HUF	0.54%
K J Somaiya and Sons Private Limited	0.21%
Sakarwadi Trading Company Private Limited	0.15%
Total	100.00%

Details of the promoters of Somaiya Agencies Private Limited

The promoters of Somaiya Agencies Private Limited are Samir Shantilal Somaiya and Sindhur Constructions Private Limited.

Details of corporate promoter of Somaiya Agencies Private Limited

Sindhur Construction Private Limited was incorporated as a private limited company on June 25, 1981 under the Companies Act, 1956 having corporate identification number U45200MH1981PTC024693. Its registered office is situated at Somaiya Bhavan, 45/47 M G Road, Fort, Mumbai – 400 001, Maharashtra, India. Presently, Samir Shantilal Somaiya holds 15% percent or more of the voting rights of Sindhur Construction Private Limited.

Details of change in control of Somaiya Agencies Private Limited

There has been no change in the control of Somaiya Agencies Private Limited in the three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where Somaiya Agencies Private Limited is registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Details of change in control of our Company

There has been no change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in "- *Promoter Group – Entities forming part of the Promoter Group*" and in the section titled "*Our Management – Other Directorships*" on page 223, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company to the extent (i) that they are the promoters of our Company; (ii) of their respective shareholding in our Company and our Subsidiaries and shareholding of their relatives and shareholding of entities in which they are associated as promoters, directors, members or trustees, or Equity Shares 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, as applicable; (iii) the dividends payable thereon; and (iv) any other distributions in respect of their respective shareholding in our Company. For further details, see "*Capital Structure - Build-up of the Promoters' shareholding in our Company*" beginning on page 95. Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For further details of interest of our Promoters in our Company, see "*Restated Consolidated Financial Information – Note 34 - Related Party Transactions*" on page 304.

Further, Samir Shantilal Somaiya, our Individual Promoter is also interested in our Company as the Managing Director and Chairman and as a director in our Subsidiaries, Solar Magic Private Limited, Cayuga Investments B.V. and Godavari Biorefineries Inc., and may be deemed to be interested in the remuneration, benefits and reimbursement of expenses payable to him in such capacity. For further details in relation to the interest of Samir Shantilal Somaiya in our Company, see "*Our Management – Interest of Directors*" on page 230.

No sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by such Promoter(s) 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

None of our Promoters have any interest in any property acquired by our Company in the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building and supply of machinery, except as stated below:

Our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Sakarwadi Trading Company Private Limited ("**STCPL**") for a total consideration of ₹24.25 million pursuant to a conveyance deed dated March 31, 2023. Further, our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Somaiya Chemical Industries Private Limited ("**SCIPL**") for a total consideration of ₹24.25 million and land admeasuring approximately 142,258.68 square meters near the Sakarwadi Manufacturing Facility from Somaiya Properties and Investments Private Limited ("**SPIPL**") for a total consideration of ₹133.58 million pursuant to conveyance deeds each dated March 31, 2023. For more details, see "*Our Business – Properties*" on page 202. Samir Shantilal Somaiya, our Chairman and Managing Director and Individual Promoter is interested in SCIPL, STCPL and SPIPL as a shareholder and/or director. Further, Lakshmiwadi Mines and Minerals Private Limited, Somaiya Agencies Private Limited, and Sakarwadi Trading Company Private Limited, our Corporate Promoters are interested in SPIPL as a shareholder.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Restated Consolidated Financial Information - Note 34 - Related Party Transactions*" on page 304, 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.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Individual Promoter), are as follows:

S. No.	Name of member of the Promoter Group	Relationship
1.	Amrita Samir Somaiya	Spouse
2.	Harinakshi S Somaiya	Sister
3.	Madhav Samir Somaiya	Son
4.	Gayatri Samir Somaiya	Daughter
5.	Meera Samir Somaiya	Daughter
6.	Mamta J Mistry	Spouse's mother

Entities forming part of the Promoter Group

The companies, bodies corporate, HUFs, firms and trusts forming part of our Promoter Group (other than our Corporate Promoters) are as follows:

1. Amrakunj Plantations Pvt Ltd
2. Amrita Travel Pvt Ltd
3. Anang Plantations Pvt Ltd
4. Arpit Limited
5. Asopalav Leasing and Estate Pvt Ltd
6. Filmedia Communication Systems Private Limited
7. Genesis Labs Limited
8. Godavari Cellulosics Limited
9. Jan Joyt Investments Private Limited
10. Jasmine Trading Company Private Limited
11. Karnataka Organic Chemicals Private Limited
12. K J Somaiya and Sons Private Limited
13. Sindhur Construction Private Limited
14. Shantilal Karamshi Somaiya HUF
15. Somaiya Chemical Industries Private Limited
16. Somaiya Foundation
17. Somaiya Properties and Investments Private Limited
18. Somaiya Publications Private Limited
19. Studio 3 Architects Pvt Ltd
20. The Book Centre Limited
21. Zenith Commercial Agencies Pvt. Ltd

GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoter(s) and subsidiary(ies)) 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.

Accordingly, all such companies (other than our Corporate Promoters and Subsidiaries) with which our Company had related party transactions as per the Restated Consolidated Financial Statements, as covered under the relevant accounting standard (i.e. Ind AS 24) have been considered as Group Companies in terms of the SEBI ICDR Regulations.

Additionally, pursuant to the Materiality Policy, for the purposes of (ii) above, a company shall be considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus if such company is a member of the Promoter Group (other than our Corporate Promoters) and our Company has entered into one or more transactions with such company during the last completed Financial Year or relevant stub period, as applicable, for which Restated Consolidated Financial Statements is being included, which individually or cumulatively in value exceeds 10% of the consolidated revenue from operations of our Company for the last completed Financial Year or relevant stub period, as applicable, as per the Restated Consolidated Financial Statements.

Based on the above, our Group Companies are set forth below:

1. Mandala Capital AG Limited;
2. Arpit Limited;
3. Somaiya Chemical Industries Private Limited;
4. The Book Centre Limited;
5. Somaiya Properties and Investments Private Limited;
6. K J Somaiya and Sons Private Limited; and
7. Filmedia Communication Systems Private Limited.

Details of our Group Companies

A. ***Details of our top five Group Companies***

Based on the above, our top five Group Companies, determined basis the turnover of such Group Companies during their respective last audited financial year (on a standalone or consolidated basis, as applicable), are as follows:

1. Mandala Capital AG Limited;
2. Somaiya Properties and Investments Private Limited;
3. Somaiya Chemical Industries Private Limited;
4. Arpit Limited; and
5. K J Somaiya and Sons Private Limited.

Accordingly, pursuant to requirements under the SEBI ICDR Regulations, set forth below are certain details with respect to such top five Group Companies:

1. Mandala Capital AG Limited (“Mandala”)

Registered office

The registered office of Mandala is situated at Apex House, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, as applicable, derived from the audited financial statements of Mandala for the last three calendar years (2021, 2022 and 2023), as required by the SEBI ICDR Regulations, are available at https://godavaribiorefineries.com/group-companies.

2. Somaiya Properties and Investments Private Limited ("SPIPL")

Registered office

The registered office of SPIPL is situated at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of SPIPL for the last three financial years (Fiscals 2021, 2022 and 2023), as required by the SEBI ICDR Regulations, are available at https://godavaribiorefineries.com/group-companies.

3. Somaiya Chemical Industries Private Limited ("SCIPL")

Registered office

The registered office of SCIPL is situated at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited consolidated financial statements of SCIPL for the last three financial years (Fiscals 2021, 2022 and 2023), as required by the SEBI ICDR Regulations, are available at https://godavaribiorefineries.com/group-companies.

4. Arpit Limited

Registered office

The registered office of Arpit Limited is situated at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited consolidated financial statements of Arpit Limited for the last three financial years (Fiscals 2021, 2022 and 2023), as required by the SEBI ICDR Regulations, are available at https://godavaribiorefineries.com/group-companies.

5. K J Somaiya and Sons Private Limited ("K.J. Somaiya")

Registered office

The registered office of K J Somaiya is situated at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India.

Financial information

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and net asset value, derived from the audited financial statements of K.J. Somaiya for the last three financial years (Fiscals 2021, 2022 and 2023), as required by the SEBI ICDR Regulations, are available at https://godavaribiorefineries.com/group-companies.

Our Company is providing links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

None of our Company, the Selling Shareholders, the BRLMs or any of their respective directors, employees, affiliates, associates, advisors, agents, or representatives have verified the information available on the websites indicated above or accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

B. ***Details of our other Group Companies***

The details of the rest of our Group Companies are as follows:

1. The Book Centre Limited ("The Book Centre")

The registered office of The Book Centre is situated at LIC Building, 1st Floor Ranade road, Dadar, Mumbai – 400 028, Maharashtra, India.

2. Filmedia Communication Systems Private Limited ("FCSPL")

The registered office of FCSPL is situated Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai - 400 001, Maharashtra, India.

Nature and extent of interest of Group Companies

In the promotion of our Company

Except as disclosed below, none of our Group Companies have any interest in the promotion of our Company: Godavari Investment and Finance Corporation Limited was a subsidiary of The Godavari Sugar Mills Limited. In the year 2006, the name of our Company was changed from Godavari Investment and Finance Corporation Limited to Godavari Biorefineries Limited. The sugar, power, chemical and distillery business of The Godavari Sugar Mills Limited (the "**Business**"), was demerged into our Company on April 21, 2009, with effect from April 1, 2008. In the year 2010, the name of The Godavari Sugar Mills Limited was changed to The Godavari Sugar Mills Private Limited which was subsequently in 2013 changed to Somaiya Properties and Investments Private Limited (our Group 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

Except as disclosed below, none of our Group Companies are interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company:

- Our Company purchased land admeasuring approximately 23,986.94 square meters near the Sakarwadi Manufacturing Facility from Somaiya Chemical Industries Private Limited for a total consideration of ₹24.25 million pursuant to a conveyance deed dated March 31, 2023.

- Our Company purchased land admeasuring approximately 142,258.68 square meters near the Sakarwadi Manufacturing Facility from Somaiya Properties and Investments Private Limited for a total consideration of ₹133.58 million pursuant to a conveyance deed dated March 31, 2023.

Additionally, the following properties were leased by our Company from certain of our Group Companies:

- Our Registered and Corporate Office is located on premises leased from Filmedia Communication Systems Private Limited under leave and license agreements each for a term of 12 months until March 31, 2025.

- Our Company has leased a residential property and non-residential property (godown) from Somaiya Properties and Investments Private Limited under leave and license agreements each for a term of 12 months until March 31, 2025.

- Our Company has leased a non-residential property (godown) from Arpit Limited under a leave and license agreement for a term of 12 months until March 31, 2025.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Except as disclosed above in "- *In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company*", none of our Group Companies are interested in any transactions for acquisition of land, construction of building or supply of machinery, etc. entered into by our Company.

Common pursuits among the Group Companies and our Company

As on the date of this Draft Red Herring Prospectus, there are no common pursuits amongst our Group Companies and our Company.

Related business transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in "*Restated Consolidated Financial Statements - 34 - Related Party Transactions*" on page 304, there are no related business transactions between our Company and our Group Companies.

Litigation

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

Business interest of Group Companies

Except in the ordinary course of business and as stated in "*Restated Consolidated Financial Statements – Note 34 - Related Party Transactions*" on page 304, none of our Group Companies have any business interest in our Company.

Confirmations

As on the date of this Draft Red Herring Prospectus, none of our Group Companies have their securities listed on any stock exchange. Further, none of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Our Company has adopted a dividend distribution policy ("**Dividend Policy**") pursuant to a resolution of the Board dated May 31, 2024. The declaration and payment of dividends will be recommended by our Board and/or approved by our Shareholders, at their discretion, in terms of the Dividend Policy and subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividend. In accordance with the Dividend Policy, the Board shall consider *inter alia* the following financial and internal parameters before declaring dividend: (i) distributable surplus available as per the Companies Act and Listing Regulations (ii) liquidity position and future cash flow needs; (iii) capital expenditure requirements considering the expansion and acquisition opportunities; (iv) cost and availability of alternative sources of financing; (v) providing of unforeseen event and contingency with financial implications; and (vi) other factors considered relevant by our Board.

In addition, our ability to pay dividends may be impacted by a number of external factors, including the macro-economic environment and regulatory and technological changes, as well as restrictive covenants under our loan or financing arrangements. For details in relation to the risks in this regard, see "*Financial Indebtedness*" on page 354.

Our Company has not paid any dividend during the Fiscals 2024, 2023 and 2022. Further, our Company has not declared any dividend since April 1, 2024, until the date of filing of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future. For details, see "*Risk Factors – Our Company's ability to pay dividends in the future will depend on a number of factors, including but not limited to our Company's earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position.*" on page 61.

SECTION VII – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors
Godavari Biorefineries Limited
Somaiya Bhavan,
45/47, Mahatma Gandhi Road,
Fort, Mumbai – 400001
Maharashtra, India
(the "**Company**")

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Statements of Godavari Biorefineries Limited (the "Company" or the "**Issuer**") and its subsidiaries (together referred to as "**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 Cash Flows, the Restated Consolidated Statement of Changes in Equity for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Statements**"), as approved by the Board of Directors of the Company at their meeting held on May 31, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("**DRHP**"),Red Herring Prospectus ("**RHP**") and Prospectus (collectively, the "**Offer Documents**") prepared / to be prepared by the Company in connection with the proposed initial public offering of its equity shares (the "**Proposed IPO**") prepared in terms of the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
   (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and
   (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Statements for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited (collectively the "**Stock Exchanges**") and Registrar of Companies, Maharashtra at Mumbai, as required, in connection with the Proposed IPO. The Restated Consolidated Financial Statements has been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.1 of Annexure V to the Restated Consolidated Financial Statements. The responsibility of the Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The respective Board of Directors of the Group are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Statements taking into consideration:

   (a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated January 16, 2024 in connection with the Proposed IPO;
   (b) The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
   (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and
   (d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Proposed IPO.

4. The Restated Consolidated Financial Statements have been compiled by the management from audited consolidated Ind AS financial statements of the Group as at and for each of the years ended March 31, 2024, 2023 and 2022, prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as

amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on May 31, 2024, June 29, 2023 and May 18, 2022 respectively.

5. For the purpose of our examination, we have relied on auditors' reports issued by us, on the audited consolidated Ind AS financial statements of the Group as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively, as referred in paragraph 4 above.

6. As indicated in our audit reports referred above, we did not audit the financial statements of the four subsidiaries (as mentioned in Annexure A) included in the Group as at and for each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, whose share of total assets, total revenues, net cash inflows/(outflows)included in the Restated Consolidated Financial Statements, for the relevant years is tabulated below:

(₹ in million)

Particulars	**As at / for the year ended March 31, 2024**	**As at / for the year ended March 31, 2023**	**As at / for the year ended March 31, 2022**
Number of Subsidiaries	4	4	4
Total assets	396.43	428.34	315.97
Total revenue	538.64	715.69	616.96
Net cash inflow / (outflows)	(107.70)	121.58	23.00

These financial statements have been audited by other auditors (as mentioned in Annexure A), and, whose reports have been furnished to us by the Company's management and our opinion on the audited consolidated Ind AS financial statements of the Group and the Restated Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the audited consolidated financial statements is not modified in respect of this matter.

7. Based on our examination and according to the information and explanations given to us for the respective years, we report that:

   (a) the Restated Consolidated Financial Statements has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the financial year ended March 31, 2024;

   (b) There are no qualifications in the independent auditor's reports on the audited consolidated Ind AS financial statements of the Group as at and for each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 which require any adjustments in the Restated Consolidated Financial Statements; and

   (c) the Restated Consolidated Financial Statements has been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

8. 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.

9. The Restated Consolidated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated Ind AS financial statements of the Group mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, the Stock Exchanges and Registrar of Companies, Maharashtra at Mumbai, as required, in connection with the Proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For VERMA MEHTA & ASSOCIATES
Chartered Accountants
FRN. 112118W

Sandeep Ramesh Verma
Partner
Membership No.:045711
Place: Mumbai
Dated: May 31, 2024
UDIN: 24045711BKIAFM9500

ANNEXURE A

Details of subsidiaries of the Company audited by other auditors for the respective years:

Sr. No.	Name of Subsidiary - Along with Type (i.e. Foreign/Domestic)	Status of Audit of Financial Statements along with name of Auditor		
		As at/ for the financial year ended March 31, 2024	**As at/ for the financial year ended March 31, 2023**	**As at/ for the financial year ended March 31, 2022**
1	Solar Magic Private Limited (Domestic)	Audited by Desai Saksena & Associates	Audited by Desai Saksena & Associates	Audited by Desai Saksena & Associates
2	Godavari Biorefineries Inc. (Foreign)	Audited by R K S R & Associates	Audited by R K S R & Associates	V S C & Company
3	Godavari Biorefineries B. V. (Foreign)	Audited by IAC Audit & Assurance	Audited by Ramdas & Partners	Audited by Ramdas & Partners
4	Cayuga Investments B. V. (Foreign)	Audited by IAC Audit & Assurance	Audited by Ramdas & Partners	Audited by Ramdas & Partners

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

ANNEXURE - I

RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in INR Million)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	1	8,486.11	8,649.84	6,662.72
(b) Capital Work-in-Progress	1	163.60	83.62	437.16
(c) Right-of-use	2	4.51	4.78	5.66
(d) Intangible Assets	3	7.01	9.41	1.18
(e) Intangible Assets under Development	3A	124.21	86.77	66.34
(f) Investments accounted for using the equity method	4	0.02	0.02	0.02
(g) Financial Assets				
(i) Investments	4A	0.00	0.00	0.00
(ii) Trade Receivables	6	7.79	67.21	80.56
(iiI) Other Financial Assets	4B	181.77	136.80	129.31
(h) Other Non-Current Assets	9	176.77	153.91	158.10
		9,151.79	**9,192.36**	**7,541.08**
Current assets				
(a) Inventories	5	8,052.11	5,193.33	6,522.54
(b) Financial Assets				
(i) Trade Receivables	6	1,898.00	2,020.41	1,727.25
(ii) Cash and Cash Equivalents	7	111.12	212.73	100.25
(iii) Bank Balances Other than (ii) above	8	214.60	235.07	367.16
(iv) Other Financial Assets	4B	123.20	28.00	30.44
(c) Other Current Assets	9	365.78	553.32	1,046.70
		10,764.81	**8,242.86**	**9,794.33**
TOTAL ASSETS		**19,916.60**	**17,435.22**	**17,335.38**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	11	419.43	419.43	419.43
(b) Other Equity	12	4,587.37	4,475.05	4,310.61
		5,006.80	**4,894.48**	**4,730.04**
Liabilities				
Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	13	3,554.79	4,601.88	3,277.07
(ii) Lease Liabilities	14	2.48	5.01	4.74
(iii) Other Financial Liabilities	15	10.81	1.79	1.54
(b) Provisions	18	22.99	20.68	13.29
(c) Deferred Tax liabilities (Net)	10	216.52	220.59	111.12
(d) Other Non-Current Liabilities	17	5.28	7.02	8.85
		3,812.88	**4,856.97**	**3,416.60**
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	13	2,985.83	2,751.47	3,072.68
(ii) Lease Liabilities	14	2.79	0.55	1.58
(iii) Trade Payables	16			
Micro, Small and Medium Enterprises		121.25	148.05	107.99
Others		6,180.80	3,850.63	5,634.54
(iv) Other Financial Liabilities	15	388.82	423.37	287.41
(b) Other Current Liabilities	17	1,375.64	455.30	41.31
(c) Provisions	18	41.03	48.79	43.23
(d) Current Tax Liabilities (Net)	19	0.76	5.61	-
		11,096.92	**7,683.77**	**9,188.73**
TOTAL EQUITY AND LIABILITIES		**19,916.60**	**17,435.22**	**17,335.38**

The above Annexure should be read together with basis of preparation and material accounting policies forming part of the Restated Consolidated Financial statement in Annexure V, Statement of Adjustments in Annexure VI and notes to the Restated Consolidated Financial statement in Annexure VII.

As per our report attached

For VERMA MEHTA & ASSOCIATES
Chartered Accountants
Firm Registration Number 112118W

Sandeep Ramesh Verma
Partner
Membership No. 045711

For and on behalf of the Board of Directors
Godavari Biorefineries Limited
CIN: U67120MH1956PLC009707

Samir Shantilal Somaiya
Chairman and Managing Director
(DIN : 00295458)

Sangeeta Arunkumar Srivastava
Executive Director
(DIN : 00480462)

Swarna Gunware
Joint Company Secretary
(Membership No : 32787)

Manoj Jain
Company Secretary & Compliance officer
(Membership No : 7998)

Naresh Sitaram Khetan
Chief Financial Officer
(Membership No : F037264)

Place : Mumbai
Date : 31st May 2024

Place : Mumbai
Date : 31st May 2024

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

ANNEXURE - I

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in INR Million)

Particulars	Note No.	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
REVENUE				
Revenue from operations	21	16,866.65	20,146.94	17,023.29
Other income	22	143.99	83.85	76.48
Total Income (I)		**17,010.64**	**20,230.79**	**17,099.76**
EXPENSES				
Cost of materials consumed	23	15,331.48	13,129.55	12,159.82
Purchases of stock-in-trade	24	123.16	107.49	140.34
Decrease / (Increase) in inventories of finished goods, finished goods in transit , stock in trade and work-in-process	25	(3,684.32)	603.14	(415.26)
Employee benefits expense	26	1,181.84	1,165.52	993.19
Finance costs	27	755.63	727.90	604.40
Depreciation and amortization expense	28	599.25	500.76	480.25
Other expenses	29	2,579.14	3,678.93	2,816.33
Total Expenses (II)		**16,886.18**	**19,913.29**	**16,779.08**
Profit/ (Loss) before tax		**124.46**	**317.50**	**320.68**
Tax expense:				
Current tax		3.69	5.39	3.01
Adjustment of tax relating to earlier periods		(0.03)	(0.02)	23.11
Deferred tax (Income) / Expenses		(2.19)	115.77	103.60
Profit/(loss) for the period		**122.99**	**196.37**	**190.97**

OTHER COMPREHENSIVE INCOME				
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:				
Remeasurement of gains (losses) on defined benefit plans		(7.48)	(25.04)	(1.56)
Income tax effect		1.88	6.30	0.39
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:				
Exchange differences in translating the financial statements of a foreign operation		(4.85)	(13.21)	1.02
Other Comprehensive income for the year, net of tax		**(10.44)**	**(31.94)**	**(0.14)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		**112.55**	**164.42**	**190.83**

Earnings per share for profit attributable to equity shareholders				
Basic EPS and Diluted EPS	31	2.93	4.68	4.55

The above Annexure should be read together with basis of preparation and material accounting policies forming part of the Restated Consolidated Financial statement in Annexure V, Statement of Adjustments in Annexure VI and notes to the Restated Consolidated Financial statement in Annexure VII.

As per our report attached

For VERMA MEHTA & ASSOCIATES
Chartered Accountants
Firm Registration Number 112118W

Sandeep Ramesh Verma
Partner
Membership No. 045711

Place : Mumbai
Date : 31st May 2024

For and on behalf of the Board of Directors
Godavari Biorefineries Limited
CIN: U67120MH1956PLC009707

Samir Shantilal Somaiya
Chairman and Managing Director
(DIN : 00295458)

Sangeeta Arunkumar Srivastava
Executive Director
(DIN : 00480462)

Swarna Gunware
Joint Company Secretary
(Membership No : 32787)

Manoj Jain
Company Secretary & Compliance officer
(Membership No : 7998)

Naresh Sitaram Khetan
Chief Financial Officer
(Membership No : F037264)
Place : Mumbai
Date : 31st May 2024

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

Annexure III

Restated Consolidated Statement of Changes in Equity

A Equity Share Capital

ISSUED, SUBSCRIBED AND PAID UP CAPITAL

(Amount in INR Million)
(Except number of shares which are in absolute numbers)

Particulars	Balance at the Beginning of the year	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in Equity share capital during the year	Balance at the end of the year
As at March 31, 2022					
Numbers	41,943,023	-	-	-	**41,943,023**
Amount	419.43	-	-	-	**419.43**
As at March 31, 2023					
Numbers	41,943,023	-	-	-	**41,943,023**
Amount	419.43	-	-	-	**419.43**
As at March 31, 2024					
Numbers	41,943,023	-	-	-	**41,943,023**
Amount	419.43	-	-	-	**419.43**

B Other Equity (Amount in INR Million)

	Reserves and Surplus					
Particulars	**Securities Premium Reserve**	**General Reserve**	**Capital Redemption Reserve**	**Retained Earnings**	**Exchange differences on translating the financial statements of a foreign operation**	**Total**
As at March 31, 2021	**2,626.09**	**186.54**	**57.35**	**1,243.14**	**6.69**	**4,119.78**
Restated Profit for the period	-	-	-	190.97	-	**190.97**
Other comprehensive income	-	-	-	(1.16)	1.02	**(0.14)**
Total comprehensive income for the year	-	-	-	189.81	1.02	190.83
As at March 31, 2022	**2,626.09**	**186.54**	**57.35**	**1,432.94**	**7.70**	**4,310.61**
Restated Profit for the period	-	-	-	196.37	-	**196.37**
Other comprehensive income	-	-	-	(18.73)	(13.21)	**(31.94)**
Total comprehensive income for the year	-	-	-	177.63	(13.21)	164.42
As at March 31, 2023	**2,626.09**	**186.54**	**57.35**	**1,610.57**	**(5.50)**	**4,475.05**
Prior period error (ROU)	-	-	-	(0.23)	-	**(0.23)**
Restated balance at the beginning of the current reporting period *	**2,626.09**	**186.54**	**57.35**	**1,610.34**	**(5.50)**	**4,474.82**
Restated Profit for the period	-	-	-	122.99	-	**122.99**
Transfer to Foreign Currency Translation Reserve from Retained Earnings	-	-	-	(2.18)	2.18	**-**
Other comprehensive income	-	-	-	(5.59)	(4.85)	**(10.44)**
Total comprehensive income for the year	-	-	-	115.21	(2.67)	112.55
As at March 31, 2024	**2,626.09**	**186.54**	**57.35**	**1,725.56**	**(8.17)**	**4,587.37**

**** The figures of the previous years have been restated in accordance with the requirement of IndAS 8 "Accounting policies, Changes in Accounting Estimates and Errors."***

Refer Note No.11 for nature and purpose of reserves

The above Annexure should be read together with basis of preparation and material accounting policies forming part of the Restated Consolidated Financial statement in Annexure V, Statement of Adjustments in Annexure VI and notes to the Restated Consolidated Financial statement in Annexure VII.

As per our report attached

For VERMA MEHTA & ASSOCIATES
Chartered Accountants
Firm Registration Number 112118W

For and on behalf of the Board of Directors
Godavari Biorefineries Limited
CIN: U67120MH1956PLC009707

Sandeep Ramesh Verma
Partner
Membership No. 045711

Samir Shantilal Somaiya
Chairman and Managing Director
(DIN : 00295458)

Sangeeta Arunkumar Srivastava
Executive Director
(DIN : 00480462)

Swarna Gunware
Joint Company Secretary
(Membership No : 32787)

Manoj Jain
Company Secretary & Compliance officer
(Membership No : 7998)

Naresh Sitaram Khetan
Chief Financial Officer
(Membership No : F037264)

Place : Mumbai
Date : 31st May 2024

Place : Mumbai
Date : 31st May 2024

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707
Annexure IV
Restated Consolidated Statement of Cash Flows

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Profit / (Loss) before income tax:	124.46	317.50	320.68
Adjustments for:			
Depreciation and amortisation expense	599.25	500.76	480.25
(Profit) / Loss on Sale of Property, Plant and Equipment	(1.40)	(2.45)	(7.44)
Sundry Debit/Credit Balances Written Off/Back (Net)	(3.20)	(29.23)	(2.39)
Write off /Net loss on disposal of property, plant and equipment	2.28	12.11	12.74
Loss Allowance on receivables	6.37	(0.00)	44.73
Loss Allowance on advances		7.85	12.25
Interest income classified as investing cash flows	(108.71)	(23.58)	(25.97)
Finance Costs	755.63	727.90	604.40
Government grant income	(1.84)	(1.83)	(1.94)
Loss on sale of investment	-	-	0.25
Fair value gain on financial instruments at fair value through profit and loss	1.21	7.72	(3.98)
Dividend Income	-	(2.21)	-
Unrealised foreign currency (gain)/loss	(71.46)	(34.02)	(84.80)
Deferred Tax	(4.07)	(139.87)	(27.66)
Change in operating assets and liabilities:			
Trade payables	2,327.25	(1,778.04)	1,962.52
Other liabilities	834.78	677.33	32.46
Provisions	(5.45)	12.96	2.31
Trade receivables	212.12	(223.23)	(90.61)
Inventories	(2,858.78)	1,329.21	(2,285.98)
Other assets	44.27	495.18	(448.71)
Other bank balance/ deposits	20.47	132.09	(34.69)
Cash generated from operations	**1,873.18**	**1,986.15**	**458.44**
Less: Income taxes (paid) refund received	(16.50)	(16.55)	(9.84)
Net cash inflow from operating activities	**1,856.68**	**1,969.60**	**448.60**
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for purchase of property, plant and equipment (net)	(553.10)	(2,173.30)	(503.90)
Proceed from sale of property, plant and equipment	1.95	1.54	10.01
Proceed from sale of investment	-	-	0.20
Interest received	106.23	28.16	16.97
Dividend Income	-	2.21	-
Net cash outflow from investing activities	**(444.92)**	**(2,141.39)**	**(476.72)**
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from current / non current borrowings	-	2,207.00	704.71
Repayment of current / non current borrowings	(812.73)	(768.67)	-
Pre-repayment of current / non current borrowings	-	(450.00)	-
Repayment of Lease Liabilities	-	(0.76)	1.47
Interest and finance charges paid	(700.64)	(703.31)	(646.69)
Net cash inflow (outflow) from financing activities	**(1,513.37)**	**284.26**	**59.50**
Net increase (decrease) in cash and cash equivalents	(101.62)	112.48	31.37
Cash and Cash Equivalents at the beginning of the financial year	212.73	100.25	68.88
Cash and Cash Equivalents at end of the year	**111.12**	**212.73**	**100.25**

Reconciliation of cash and cash equivalents as per the cash flow statement:			
Cash and cash equivalents as per above comprise of the following:			
Balances with banks:			
- On current accounts	110.58	211.93	99.68
Cash on hand	0.54	0.80	0.57
Balances per statement of cash flows	**111.12**	**212.73**	**100.25**

Notes:

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.

2. Previous years figures have been regrouped/rearranged/recast wherever necessary to conform to this year's classification.

As per our report attached

For VERMA MEHTA & ASSOCIATES
Chartered Accountants
Firm Registration Number 112118W

For and on behalf of the Board of Directors
Godavari Biorefineries Limited
CIN: U67120MH1956PLC009707

Sandeep Ramesh Verma
Partner
Membership No. 045711

Samir Shantilal Somaiya
Chairman and Managing Director
(DIN : 00295458)

Sangeeta Arunkumar Srivastava
Executive Director
(DIN : 00480462)

Swarna Gunware
Joint Company Secretary
(Membership No : 32787)

Manoj Jain
Company Secretary & Compliance officer
(Membership No : 7998)

Naresh Sitaram Khetan
Chief Financial Officer
(Membership No : F037264)
Place : Mumbai
Date : 31st May 2024

Place : Mumbai
Date : 31st May 2024

1 Corporate Information

Godavari Biorefineries Limited (CIN: U67120MH1956PLC009707) (the Holding Company) and its subsidiaries (collectively, 'the Company' or 'the Group') are principally engaged in the manufacturing of sugar, distillery,bio-based chemicals,power generation and other bio products. The holding company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity share are unlisted.

The registered office of the company is located at Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai - 400 001.

Subsidiaries consolidated include Solar Magic Private Limited, Cayuga Investments B.V, Godavari Biorefineries B.V. and Godavari Biorefineries Inc.

The Company's Restated Consolidated Financial statements for the year ended March 31,2024, March 31,2023 and March 31, 2022 were approved for issue in accordance with a board resolution of the company dated 31st May 2024

2 Material Accounting Policies

2.1 Basis of preparation

The restated consolidated statement of assets and liabilities of Godavari Biorefineries Limited as at March 31,2024, March 31,2023 and March 31,2022 and the restated consolidated statement of profit and loss (including other income) , restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the year ended March 31,2024, March 31,2023 and March 31,2022 and the summary of Significant Accounting Policies and explanatory notes. The Restated Consolidated Financial statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

a. Sub-section (1) of Section 26 of Chapter III of the Companies Act 2013 (the "Act") and

b. Relevant provisions of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations")

c. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

The Restated Consolidated Financial statements has been compiled from the Audited Consolidated Financial Statements of the company and its subsidiaries as at and for the period ended March 31,2024, March 31,2023 and March 31,2022 which were prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended and approved by the Board of Directors of the Company on directors on 31st May 2024, 29th June 2023 and 18th May 2022 respectively.

The Restated financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain Restated financial assets and liabilities which are measured at fair value as explained in the accounting policies below:

-Derivative financial instruments,
-Certain financial assets and liabilities measured at fair value or at amortised cost depending on the classification(refer accounting policy regarding financial instruments),
- Employee defined benefit assets/(obligations) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligations.
-Certain items of Property, Plant and Equipment (viz. Land), which have been valued at fair value as on the date of transition to Ind AS.

The Restated Consolidated Financial statements is presented in Indian Rupees "INR" and all values are stated as INR million, except when otherwise indicated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Summary of significant accounting policies

(a) Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has 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. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries 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 subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March 2024, 31st March 2023 and 31st March 2022.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss(including other income) , consolidated statement of changes in equity and Consolidated statement of Assets and Liabilities respectively.

Profit or loss and each component of other comprehensive income (the 'OCI') are attributed to the equity holders of the parent of the Group and to the non controlling interests, even if this results in the non controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring there accounting policies into line with the Group's accounting policies.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(iii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.
Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(iv) Changes in ownership

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

(b) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it meets the recognition criteria. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the income statement when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on straight line method using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.If the management's estimate of the useful life of a item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The residual values are not more than 5% of the original cost of the asset.

Sr no	Particulars	useful years
1	Free Hold Land	10 to 99
2	Building	35 to 60
3	Plant and Equipments	25 to 40
4	Furniture and Fixtures	15 to 25
5	Vehicles	3 to 15
6	Office Equipments	2 to 12
7	Computer Hardwares	3 to 5

(c) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of patents are amortized on a straight line basis over the useful life of five years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

(d) Research and development

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:
- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

(e) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(f) Foreign currency translation

(i) Functional and presentation currency

Items included in the Restated Consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entities operates ('the functional currency'). The Restated Consolidated financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss. Non monetary assets and liabilities are carried at cost.

(iii) Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

(g) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

-the financial asset is held within a business model whose objective is to hold financial assets 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) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

-the financial asset 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) Fair Value through Profit or Loss (FVTPL)

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(h) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(i) Taxes

(i) Current income tax

The Company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 W.E.F Accounting period 2021-2022.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(j) Inventories:

Raw Materials are valued at lower of moving average cost or net realisable value.

Stores and Spares are valued at moving average cost.

Work-in-Progress stocks is converted into equivalent units of finished stocks. Work-in-Progress valued at lower of cost or net realisable value.

Finished stocks are valued at cost or net realisable value whichever is lower.

Bagasse, Molasses and waste/scrap generated in the production process are valued at net realisable value.

The valuation of inventories includes taxes, duties of non refundable nature and direct expenses and other direct cost attributable to the cost of inventory, net of excise duty/Goods and Service Tax/ countervailing duty / education cess and value added tax.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

(k) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The Company collects taxes such as GST, sales tax/value added tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/ income.

Effective April 1, 2018, the company adopted Ind AS 115 "Revenue from Contracts with customers".

The following specific recognition criteria must also be met before revenue is recognized:

(i) Sale of goods

Revenue from sale of manufactured and traded goods is recognised at the point in time when control of the asset is transferred to the customer, generally as it leaves the Company's warehouse. The normal credit term is 30 to 90 days upon delivery.

Power sales are accounted as per the rate mentioned in Contracts entered with state governments and other entities.

(ii) Interest income

Interest income, including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method.

(iii) Dividend income

Dividends are recognised when right to receive is established.

(iv) Other income

Export benefits are accounted on the basis of completion of Export Obligation, which are to be received with a reasonable certainty.

(l) Employee Benefit Obligations:

(i) Short-term obligations

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

(ii) Other long-term employee benefit obligations

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

(iii) Post-employment obligations

The company operates the following post-employment schemes:

(a) defined benefit plans viz gratuity,

(b) defined contribution plans provident fund scheme and employee pension scheme.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The plan assets are administered by the approved gratuity fund trust.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

(m) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

(n) Leases

(i) As a lessee

The company recognises a Right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The Right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. Right of- use assets are depreciated on a straight-line basis over the shorter of the lease term. In addition, the Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected to apply the recognition exemption for short-term leases that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the Restated Consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(p) Borrowing Costs:

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

(q) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(r) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company

-by the weighted average number of equity shares outstanding during the financial year, (adjusted for bonus elements in equity shares issued during the year)

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

-the after income tax effect of interest and other financing costs associated with dilutive potential equity

- the weighted average number of equity shares that would have been outstanding during the year assuming the conversion of all dilutive potential equity shares, (adjusted for bonus elements in equity shares issued during the year).

(s) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(t) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

-Expected to be realised or intended to be sold or consumed in normal operating cycle

-Held primarily for the purpose of trading

-Expected to be realised within twelve months after the reporting period, or

-Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the 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 company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(u) Rounding of amounts

All amounts disclosed in the Restated Consolidated financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

3 Significant accounting judgements, estimates and assumptions

The preparation of these Restated Consolidated Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the Restated consolidated financial statements and the reported amounts of income and expense for the periods presented.

Critical estimates and judgements

(i) Fair value measurement of Financial Instruments

When the fair values of financials assets and financial liabilities recorded in the Restated Consolidated financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

(ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

(iii) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience except for power receivables.

(iv) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(v) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note above.

(vi) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

4 Recent accounting developments and pronouncements :

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31,2023 to amend the following Ind AS which are effective for annual periods beginning on or after April 01,2023. The Company applied for the first-time these amendments.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's Restated Consolidated financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's Restated Consolidated financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at April 01,2022.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

Standards notified but not yet effective

There are no standards that are notified and not yet effective as on the date.

GODAVARI BIOREFINERIES LIMITED
ANNEXURE -VI
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

Part A : Statement of Restatement Adjustment

i Reconciliation of total equity : **(Amount in INR Million)**

	Particulars	Note	March 31, 2024	March 31, 2023	March 31, 2022
A	**Total equity as per Ind AS**		5,006.80	4,894.48	4,733.68
B	Audit qualifications		-	-	-
C	**Restatement adjustments**		-	-	(3.64)
D	**Total equity as per restated consolidated statement of assets and liabilities**		**5,006.80**	**4,894.48**	**4,730.04**

ii Reconciliation of total comprehensive income: **(Amount in INR Million)**

	Particulars	Note	Year ended March 31,2024	Year ended March 31,2023	Year ended March 31, 2022
A	**Total comprehensive Income as reported under Ind AS**		112.55	160.79	194.46
B	Audit qualifications		-	-	-
C	**Restatement adjustments**		-	3.64	(3.64)
D	**Total comprehensive Income as per restated consolidated statement of profit & loss**		**112.55**	**164.42**	**190.83**

Note :

Material regrouping : None

Appropriate regroupings have been made in the Restated consolidated Statement of Assets and Liabilities, Restated consolidated Statement of Profit and Loss and Restated consolidated Statement of Cashflows, wherever required, by reclassification of the corresponding items of consolidated income, consolidated expenses, consolidated assets, consolidated liabilities and consolidated cashflows, in order to bring them in line with the accounting policies and classification as per Ind AS Consolidated financial information of the Group for the years ended March 31,2024 , March 31 2023 and March 31 2022 respectively prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 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.

PART B : NON-ADJUSTING EVENTS

A. Qualifications in Auditors' Report and annexure to it , which do not require any corrective adjustments in the Restated Consolidated Financial Statements
There are no audit qualifications in the auditor's report and annexure to it for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively.

B. Emphasis of Matter (EOM) in Auditors' Report which do not require any corrective adjustments in the Restated Consolidated Financial Information:
There are no EOM in the auditor's report for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively.

Statements/comments included in the Companies (Auditor's Report) Order, 2020, which do not require any corrective adjustments in the Restated Consolidated Financial Statements

In addition to the audit opinion on the consolidated financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2020 (together "the CARO") issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the financial statements as at and for the financial years ended March 31,2024 , March 31,2023 and March 31,2022 respectively. Certain statements/comments included in the CARO in the consolidated financial statements, which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the consolidated financial statements presented.

For the year ended 31 March 2024

According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, Professional tax, cess and other material stautory dues have been generally regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues were in arrears as at March 31, 2024 for period of more than six months from the date they became payable.

Clause vii (b) of CARO 2020 Order

According to the information and explanations given to us, there are no material statutory dues which have not been deposited on account of any dispute, other than the following dues of duty of excise, service tax, custom duty, income tax and electricity duty:

Name of the statute	Nature of the dues	Period to which it pertains	Forum where Dispute is pending	Amount (Excluding Interest and Penalty (Rs in Millions)
The Central Excise Act, 1944	Excise Duty Excise	2009-2010	Commissioner of Central Excise	13.09
		2008-09, 2009-2010, 2010-11, 2014-15, 2015-16	CESTAT	28.06
		2005-06, 2006-07	Commissioner of State Excise	16.44
		2015-16	CESTAT, Bangalore	15.21
Customs Act, 1962	Customs Duty	2013-14	Commissioner Appeal Customs, Central excise and service tax , Nashik	2.54
Cross Subsidy Surcharges	Cross Subsidy Surcharges	01/05/2013 to 31/10/2016	Company is in the process of filing petition with H'ble High Court of Dharwad	59.10
Customs Act, 1962	Customs Duty	July 2017 to February 2021	CESTAT, Mumbai	48.00
Income Tax Act, 1961	Income Tax	2015-16 (AY 2016-17)	Commissioner of Income Tax (Appeal)	35.54
Income Tax Act, 1961	Income Tax	2009-08 (AY 2010-11)	Income Tax	0.42
Income Tax Act, 1961	Income Tax	2018-19 (AY 2019-20)	Income Tax	10.30
Income Tax Act, 1961	Income Tax	2020-21 (AY 2020-22)	Commissioner of Income Tax (Appeal)	533.37
Goods and Service Tax	Goods and Service Tax	07/2017 to 03/2021	Commissioner of Central Tax & CX. Belagavi	468.45
Goods and Service Tax	Goods and Service Tax	2019-20	Superintend Central Tax GST Hubbali	8.40
Goods and Service Tax	Goods and Service Tax	2022-23	Ahemdabad GST Office	0.18

For the year ended 31 March 2023

Clause vii (a) of CARO 2020 Order

According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, Professional tax, cess and other material stautory dues have been generally regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, , duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues were in arrears as at March 31, 2023 for period of more than six months from the date they became payable.

Clause vii (b) of CARO 2020 Order

According to the information and explanations given to us, there are no material statutory dues which have not been deposited on account of any dispute, other than the following dues of duty of excise, service tax, custom duty, income tax and electricity duty:

Name of the statute	Nature of the dues	Period to which it pertains	Forum where Dispute is pending	Amount (Excluding Interest and Penalty (Rs in Millions)
The Central Excise Act, 1944	Excise Duty Excise	2009-2010	Commissioner of Central Excise	13.09
		2010-11, 2014-15, 2015-16	CESTAT	28.06
		2005-06, 2006-07	Commissioner of State Excise	16.44
		2015-16	Commissioner of Central Excise (Appeals)	15.21
Customs Act, 1962	Customs Duty	2013-14	CESTAT	2.54
Cross Subsidy Surcharges	Cross Subsidy Surcharges	01/05/2013 to 31/10/2016	Company is in the process of filing petition with H'ble High Court of Dharwad	59.10
Customs Act, 1962	Customs Duty	July 2017 to February 2021	CBIC has forwarded this Matter to Jt Secretary TRU (Tariff Unit)	48.00
Income Tax Act, 1961	Income Tax	2015-16 (AY 2016-17)	Commissioner of Income Tax (Appeal)	35.54
Income Tax Act, 1961	Income Tax	2008-09 (AY 2009-10)	Income Tax	21.08
Income Tax Act, 1961	Income Tax	2009-08 (AY 2010-11)	Income Tax	0.42
Income Tax Act, 1961	Income Tax	2018-19 (AY 2019-20)	Income Tax	10.30
Income Tax Act, 1961	Income Tax	2020-21 (AY 2020-22)	Commissioner of Income Tax (Appeal)	573.02
Goods and Service Tax	Goods and Service Tax	07/2017 to 03/2021	Commissioner of Central Tax & CX. Belagavi	468.45
Goods and Service Tax	Goods and Service Tax	2019-20	Superintend Central Tax GST Hubbali	8.40
Goods and Service Tax	Goods and Service Tax	2022-23	Ahemdabad GST Office	0.18

For the year ended 31 March 2022

Clause vii (a) of CARO 2020 Order

According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, Professional tax, cess and other material stautory dues have been generally regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, , duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues were in arrears as at March 31, 2022 for period of more than six months from the date they became payable.

Clause vii (b) of CARO 2020 Order

According to the information and explanations given to us, there are no material statutory dues which have not been deposited on account of any dispute, other than the following dues of duty of excise, service tax, custom duty, income tax and electricity duty:

Name of the statute	Nature of the dues	Period to which it pertains	Forum where Dispute is pending	Amount (Excluding Interest and Penalty (Rs in Million)
The Central Excise Act, 1944	Excise Duty Excise	2009-2010	Commissioner of Central Excise	13.09
		2010-11, 2014-15, 2015-16	CESTAT	28.06
		2004-05	Supreme Court	3.77
		2005-06, 2006-07	Commissioner of State Excise	16.44
		2015-16	Commissioner of Central Excise (Appeals)	15.21
Customs Act, 1962	Customs Duty	2013-14	CESTAT	2.54
Customs Act, 1962	Customs Duty	2016-17 and 2017-18	CRA HO, Mumbai, Customs	36.20
Cross Subsidy Surcharges	Cross Subsidy Surcharges	01/05/2013 to 31/10/2016	Company is in the process of filing petition with H'ble High Court of Dharwad	34.10
Customs Act, 1962	Customs Duty	July 2017 to February 2021	CBIC has forwarded this Matter to Jt Secretary TRU (Tariff Unit)	48.00
Income Tax Act, 1961	Income Tax	2015-16 (AY 2016-17)	Commissioner of Income Tax (Appeal)	35.54
Income Tax Act, 1961	Income Tax	2008-09 (AY 2009-10)	Income Tax	21.08
Income Tax Act, 1961	Income Tax	2009-08 (AY 2010-11)	Income Tax	0.42
Income Tax Act, 1961	Income Tax	2018-19 (AY 2019-20)	Income Tax	10.30

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

Annexure VII

Notes to Restated Consolidated Financial Statements

1. PROPERTY, PLANT AND EQUIPMENT

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2023	Additions	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2023	During the period	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Free Hold Land	2,595.33	-	-	2,595.33	-	-	-	-	2,595.33	2,595.33
Building	875.40	29.79	-	905.19	167.24	34.50	-	201.74	703.45	708.15
Plant and Equipments	8,295.41	390.41	13.23	8,672.59	3,008.43	545.80	10.91	3,543.32	5,129.28	5,286.99
Furniture and Fixtures	33.54	0.13	-	33.67	17.64	2.98	-	20.62	13.05	15.90
Vehicles	57.07	6.54	5.21	58.40	28.32	4.48	4.80	28.00	30.39	28.75
Office Equipments	26.39	1.38	1.13	26.64	17.45	1.90	1.04	18.31	8.33	8.94
Computer Hardwares	25.56	4.59	0.04	30.11	19.78	4.10	0.03	23.85	6.26	5.78
Total(I)	**11,908.70**	**432.85**	**19.61**	**12,321.94**	**3,258.86**	**593.77**	**16.79**	**3,835.84**	**8,486.11**	**8,649.84**
Capital Work in Progress	83.62	477.62	397.64	163.60	-	-	-	-	163.60	83.62
Total(II)	**83.62**	**477.62**	**397.64**	**163.60**	**-**	**-**	**-**	**-**	**163.60**	**83.62**
(I+II)	**11,992.32**	**910.48**	**417.25**	**12,485.54**	**3,258.86**	**593.77**	**16.79**	**3,835.84**	**8,649.70**	**8,733.46**

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2022	During the period	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Free Hold Land	2,404.22	191.28	0.17	2,595.33	-	-	-	-	2,595.33	2,404.22
Building	643.27	232.16	0.04	875.40	138.53	28.73	0.02	167.24	708.15	504.74
Plant and Equipments	6,273.28	2,049.40	27.26	8,295.41	2,568.97	456.12	16.66	3,008.43	5,286.99	3,704.31
Furniture and Fixtures	29.85	3.69	-	33.54	14.44	3.20	-	17.64	15.90	15.41
Vehicles	44.98	14.27	2.18	57.07	25.85	4.23	1.76	28.32	28.75	19.13
Office Equipments	23.35	3.04	-	26.39	15.70	1.75	-	17.45	8.94	7.65
Computer Hardwares	24.79	2.33	1.56	25.56	17.53	3.80	1.55	19.78	5.78	7.26
Total(I)	**9,443.74**	**2,496.17**	**31.20**	**11,908.70**	**2,781.02**	**497.82**	**20.00**	**3,258.86**	**8,649.84**	**6,662.71**
Capital Work in Progress	437.16	1,976.99	2,330.53	83.62	-	-	-	-	83.62	437.16
Total(II)	**437.16**	**1,976.99**	**2,330.53**	**83.62**	**-**	**-**	**-**	**-**	**83.62**	**437.16**
(I+II)	**9,880.89**	**4,473.16**	**2,361.72**	**11,992.32**	**2,781.02**	**497.82**	**20.00**	**3,258.86**	**8,733.46**	**7,099.88**

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2021	During the period	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Free Hold Land	2,404.22	-	-	2,404.22	-	-	-	-	2,404.22	2,404.22
Building	640.39	2.88	-	643.27	114.76	23.77	-	138.53	504.74	525.63
Plant and Equipments	6,276.09	70.13	72.94	6,273.28	2,186.28	440.51	57.82	2,568.97	3,704.31	4,089.82
Furniture and Fixtures	29.10	0.75	-	29.85	11.44	3.00	-	14.44	15.41	17.66
Vehicles	42.56	6.75	4.33	44.98	26.11	3.92	4.18	25.85	19.13	16.45
Office Equipments	23.20	0.15	-	23.35	13.77	1.93	-	15.70	7.65	9.43
Computer Hardwares	23.03	2.91	1.15	24.79	14.45	4.19	1.11	17.53	7.26	8.57
Total(I)	**9,438.59**	**83.56**	**78.41**	**9,443.74**	**2,366.81**	**477.33**	**63.10**	**2,781.02**	**6,662.72**	**7,071.78**
Capital Work in Progress	46.13	546.32	155.29	437.16	-	-	-	-	437.16	46.13
Total(II)	**46.13**	**546.32**	**155.29**	**437.16**	**-**	**-**	**-**	**-**	**437.16**	**46.13**
(I+II)	**9,484.72**	**629.88**	**233.70**	**9,880.89**	**2,366.81**	**477.33**	**63.10**	**2,781.02**	**7,099.88**	**7,117.91**

Notes:

i. Borrowing Cost Capitalised

The amount of borrowing cost capitalised during the year ended March 31, 2024, March 31,2023 and March 31, 2022 INR Nil, INR 33.04 Millions and INR Nil respectively. The rate used to determine the amount of borrowing costs eligible for capitalisation was 10%, which is the effective interest rate of the specific borrowing.

ii. Contractual Obligations

Refer to note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

iii. Revaluation of Property, Plant and Equipment

The company has elected to measure certain items of property, plant and equipment viz. Land at fair value as on 1st April 2017. Hence at the date of transition to Ind AS, an increase of INR 2,372.72 million was recognised in property, plant and equipment and a Revaluation Reserve of INR 2,372.72 million had been created towards this and transferred to Retained Earnings. However, the Company has earmarked the Revaluation Reserve separately and it is not available for distribution of dividends and bonus. The Valuation was carried out by registered approved valuer.

iv. Details of Capital work in Progress (CWIP) are as below :-

(A)

CWIP ageing schedule as at March 31, 2024 (Amount in INR Million)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project in Progress	144.65	18.97	-	-	163.62
Project temporarily suspended					-
Total	**144.65**	**18.97**	**-**	**-**	**163.62**

CWIP ageing schedule as at March 31, 2023 (Amount in INR Million)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project in Progress	83.63	-	-	-	83.63
Project temporarily suspended					-
Total	**83.63**	**-**	**-**	**-**	**83.63**

CWIP ageing schedule as at March 31, 2022 (Amount in INR Million)

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	
Project in Progress	416.40	-	-	-	416.40
Project temporarily suspended	0.99	5.54	13.98	0.25	20.76
Total	**417.39**	**5.54**	**13.98**	**0.25**	**437.16**

(B)

CWIP completion schedule as at March 31, 2024, March 31,2023 and March 31,2022:

As on the date of the financial statement, there are no capital work-in-progress projects whose completion is overdue or has exceeded the cost, based on approved plan and thus completion schedule is not given.

2. RIGHT OF USE ASSET

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2023	Additions	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2023	During the period	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Right - of- Use	9.95	2.95	2.35	10.55	5.17	3.08	2.22	6.04	4.51	4.78

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2022	During the period	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Right - of- Use	10.63	0.98	1.66	9.95	4.96	1.87	1.66	5.17	4.78	5.66

(Amount in INR Million)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at March 31, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2021	During the period	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Right - of- Use	7.27	3.36	-	10.63	2.89	2.07	-	4.96	5.66	4.37

Notes :

(i) The Group has not revalued Rights to use assets for the reporting year.

(ii) The Group has entered into lease arrangements for its office purpose. These leasing arrangements are of 1 to 5 years on an average and are usually renewable by mutual consent on mutually agreeable terms.

(iii) The following amount are recognised in the statement of profit and loss:

(Amount in INR Million)

Particulars	Year ended March 31,2024	Year ended March 31,2023	Year ended March 31, 2022
Depreciation on ROU asset (Refer Note 28)	3.08	1.87	2.07
Interest on lease liabilities (Refer Note 27)	0.74	0.64	0.72
Expenses relating to short term leases	20.15	19.84	24.54
	23.98	**22.36**	**27.33**

(iv) Refer note 14 for disclosures pertaining to lease liabilities

(v) The lease agreements for immovable properties where the Holding Company is the lessee are duly executed in favour of the Holding Company

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Annexure VII

Notes to Restated Consolidated Financial Statements

3. INTANGIBLE ASSETS

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2023	Additions	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2023	During the period	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Patents	3.00	-	-	3.00	2.42	0.53	-	2.96	0.04	0.58
Software & Others	10.67	-	-	10.67	1.84	1.86	-	3.70	6.97	8.83
Total	**13.67**	**-**	**-**	**13.67**	**4.26**	**2.39**	**-**	**6.66**	**7.01**	**9.41**

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2022	During the period	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Patents	3.00	-	-	3.00	1.84	0.58	-	2.42	0.58	1.16
Software & Others	1.37	9.30	-	10.67	1.35	0.49	-	1.84	8.83	0.02
Total	**4.37**	**9.30**	**-**	**13.67**	**3.19**	**1.07**	**-**	**4.26**	**9.41**	**1.18**

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2021	During the period	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Patents	3.00	-	-	3.00	1.26	0.58	-	1.84	1.16	1.74
Software & Others	1.37	-	-	1.37	1.08	0.27	-	1.35	0.02	0.29
Total	**4.37**	**-**	**-**	**4.37**	**2.34**	**0.85**	**-**	**3.19**	**1.18**	**2.03**

3A. INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2023	Additions	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2023	During the period	Deductions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
Anti Cancer Molecules - License	82.02	33.54	-	115.56	-	-	-	-	115.56	82.02
Anti-Viral testing	4.74	3.90	-	8.65	-	-	-	-	8.65	4.74
Total	**86.77**	**37.44**	**-**	**124.21**	**-**	**-**	**-**	**-**	**124.21**	**86.77**

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2022	Additions	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2022	During the period	Deductions/ Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Anti Cancer Molecules - License	63.49	18.54	-	82.02	-	-	-	-	82.02	63.49
Anti-Viral testing	2.85	1.89	-	4.74	-	-	-	-	4.74	2.85
Total	**66.34**	**20.43**	**-**	**86.77**	**-**	**-**	**-**	**-**	**86.77**	**66.34**

(Amount in INR Million)

Particulars	Gross Block				Accumulated Amortisation				Net Block	
	As at March 31, 2021	Additions	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2021	During the period	Deductions/ Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Anti Cancer Molecules - License	40.40	32.84	(9.75)	63.49	-	-	-	-	63.49	40.40
Anti-Viral testing	-	2.85	-	2.85	-	-	-	-	2.85	-
Total	**40.40**	**35.69**	**(9.75)**	**66.34**	**-**	**-**	**-**	**-**	**66.34**	**40.40**

(i) Details of Intangible Assets under Development are as below :-

(A)

Intangible Assets under Development ageing schedule as at March 31, 2024 **(Amount in INR Million)**

Intangible Assets under Development	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	
Project in Progress (Intangible - Anti Cancer Molecules)	33.54	18.54	23.09	40.40	**115.56**
Anti-Viral TESTING	3.90	4.74	-	-	**8.65**
Project temporarily suspended	-	-	-	-	**-**
Total	**37.44**	**23.28**	**23.09**	**40.40**	**124.21**

Intangible Assets under Development ageing schedule as at March 31, 2023 **(Amount in INR Million)**

Intangible Assets under Development	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	
Project in Progress (Intangible - Anti Cancer Molecules)	44.47	0.89	31.15	5.50	**82.02**
Anti-Viral testing	1.89	2.85	-	-	**4.74**
Project temporarily suspended	-	-	-	-	**-**
Total	**46.37**	**3.75**	**31.15**	**5.50**	**86.77**

Intangible Assets under Development ageing schedule as at March 31, 2022 **(Amount in INR Million)**

Intangible Assets under Development	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	
Project in Progress (Intangible - Anti Cancer Molecules)	23.09	3.75	31.15	5.50	**63.49**
Anti-Viral testing	2.85	-	-	-	**2.85**
Project temporarily suspended					**-**
Total	**25.94**	**3.75**	**31.15**	**5.50**	**66.34**

(B)

Intangible assets under development completion schedule as at March 31, 2024, March 31,2023 and March 31, 2022

As on the date of the financial statements, there are no intangible asset under development projects whose completion is overdue or has exceeded the cost, based on approved plan.

(ii) Research and development cost - Refer Note 30

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Annexure VII

Notes to Restated Consolidated Financial Statements

4. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Investments in Associates			
Unquoted			
Equity shares of INR 10/- each of The Book Centre Limited (March 31,2024: 210 Shares, March 31,2023: 210 Shares, March 31, 2022: 210 Shares)	0.02	0.02	0.02
	0.02	**0.02**	**0.02**

4A. FINANCIAL ASSETS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
(A) INVESTMENTS			
Non Current			
Investments carried at fair value through Profit and Loss			
Unquoted			
(a) Investments in Equity Instruments			
SVC Co-Operative Bank Limited (100 shares of INR 25 each : March 31, 2024, 100 shares of INR 25 each : March 31, 2023, Nil shares : March 31, 2022)	0.00	0.00	0.00
(b) Investments in Preference Shares			
3,57,604 Nonassessable shares of $0.001 par value of e2e Material INC, USA in Series B preferred Stock (Refer Note 45) (March 31, 2024: 3,57,604, March 31, 2023: 3,57,604, March 31, 2022: 3,57,604)	13.47	13.47	13.47
Less : Loss allowance	(13.46)	(13.46)	(13.46)
	0.00	0.00	0.00
Total	**0.00**	**0.00**	**0.00**
Aggregate amount of quoted investments	-	-	-
Market value of quoted investments	-	-	-
Aggregate amount of unquoted investments	13.47	13.47	13.47
Aggregate amount of impairment in the value of investments	(13.46)	(13.46)	(13.46)
Investments carried at fair value through profit and loss	0.00	0.00	0.00
(B) OTHER FINANCIAL ASSETS			
Non Current			
Financial assets carried at amortised cost			
Bank Deposits with more than 12 months maturity *	132.53	85.06	86.73
Security and other deposits	48.90	51.67	40.98
Interest Accrued but not due	0.34	0.07	1.60
Total	**181.77**	**136.80**	**129.31**
*Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments			
Current			
Financial assets			
Security Deposits	2.00	1.50	1.39
Interest Accrued but not due	1.27	0.84	2.28
Claim receivables*	118.34	22.96	17.15
- Foreign Exchange forward and options contracts	1.59	2.69	9.63
Total	**123.20**	**28.00**	**30.44**

*It includes derivatives not designated as hedge - Foreign Exchange forward contracts

Details of lien against fixed deposits: : (non current)			
Security lien towards Indusind Bank - Term loan (non current)	-	-	48.06
Security lien towards - Term loan (non current)	72.85	0.18	-
Security lien towards - SLR (non current)	5.56	27.77	39.36
Security lien towards - Ethanol project loan (Non current)	51.81	51.81	-
Security lien towards - cash credit facility (Non current)		5.29	-
Security lien towards - Pollution board (Non current)	2.50	-	-
Security lien towards Government - sales tax (non current)	0.00		-
Total	**132.72**	**85.06**	**87.42**

5. INVENTORIES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
(Valued at lower of Cost and Net Realisable value)			
Raw materials			
In stock	1,176.38	1,984.04	2,716.72
Work-in-process	11.27	53.20	69.78
Finished goods			
In stock	6,309.57	2,821.82	3,480.35
In transit	294.62	60.19	-
Traded Goods	28.84	19.02	10.32
Stores, consumables and packing material	231.43	255.06	245.36
Total	**8,052.11**	**5,193.33**	**6,522.54**

(i) For mode of valuation of inventories, refer Note 2.2 (i) of significant accounting policies

(ii)During the year ended March 31, 2024, INR 0.90 Millions (March 31, 2023 : INR 1.10 Millions, March 31,2022: INR 1.93 Millions) was recognised as an expense for inventories carried at net realisable value.

6. TRADE RECEIVABLES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Trade Receivables from customers	7.79	67.21	80.56
	7.79	**67.21**	**80.56**
Breakup of Security details			
Unsecured, considered good	7.79	67.21	80.56
Significant increase in credit risk	43.76	46.94	76.17
Credit impaired	-	-	-
	51.55	**114.15**	**156.73**
Impairment Allowance (allowance for bad and doubtful debts)			
Significant increase in credit risk	43.76	46.94	76.17
Credit impaired	-	-	-
	43.76	46.94	76.17
Total	**7.79**	**67.21**	**80.56**
Current			
Trade Receivables from customers	1,898.00	2,020.41	1,727.25
	1,898.00	**2,020.41**	**1,727.25**
Breakup of Security details			
Unsecured, considered good	1,898.00	2,020.41	1,727.25
	1,898.00	**2,020.41**	**1,727.24**
Impairment Allowance (allowance for bad and doubtful debts)			
	-	-	-
	1,898.00	**2,020.41**	**1,727.25**

(i) Trade or other receivables due by directors or other officers of the company or any of them, either severally or jointly, with any other person or Trade or Other Receivable due by firms or private companies respectively in which any director is a partner, a director or a member amounted to INR Nil, INR Nil and INR Nil as at 31st March 2024, 31st March 2023 and 31st March 2022 respectively.

(ii) Refer Note No. 36 and 37 for Financial instruments, fair values and risk measurement

(ii) Trade receivables ageing schedule are as below :

(Amount in INR Million)

Particulars	Not Due *	Outstanding from due date of payment as on March 31, 2024					
		Upto 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed trade receivables – considered good	683.01	1,211.31	3.68	7.24	0.53	0.02	**1,905.79**
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	0.57	0.19	43.01	**43.76**
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub Total	**683.01**	**1,211.31**	**3.68**	**7.80**	**0.72**	**43.03**	**1,949.55**
Less: Allowance for credit impaired/Expected credit loss	-	-	-	0.57	0.19	43.01	**43.76**
Total	**683.01**	**1,211.31**	**3.68**	**7.24**	**0.53**	**0.02**	**1,905.79**

*** as per sales order**

(Amount in INR Million)

Particulars	Not Due *	Outstanding from due date of payment as on March 31, 2023					
		Upto 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed trade receivables – considered good	922.06	1,092.14	6.21	32.18	23.15	11.88	**2,087.62**
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	1.03	2.87	4.39	**8.29**
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	38.66	**38.66**
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub Total	**922.06**	**1,092.14**	**6.21**	**33.21**	**26.01**	**54.93**	**2,134.56**
Less: Allowance for credit impaired/Expected credit loss	-	-	-	1.03	2.87	43.05	**46.94**
Total	**922.06**	**1,092.14**	**6.21**	**32.18**	**23.15**	**11.88**	**2,087.62**

*** as per sales order**

(Amount in INR Million)

Particulars	Not Due *	Outstanding from due date of payment as on March 31, 2022					
		Upto 6 Months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Undisputed trade receivables – considered good	1,084.70	583.89	58.67	42.60	19.40	18.56	**1,807.81**
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Disputed trade receivables – considered good	-	-	-	-	-	76.17	**76.17**
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub Total	**1,084.70**	**583.89**	**58.67**	**42.60**	**19.40**	**94.73**	**1,883.98**
Less: Allowance for credit impaired/Expected credit loss	-	-	-	-	-	76.17	**76.17**
Total	**1,084.70**	**583.89**	**58.67**	**42.60**	**19.40**	**18.56**	**1,807.81**

*** as per sales order**

7. CASH AND CASH EQUIVALENTS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Balances with banks:			
- On current accounts	110.58	211.93	99.68
Cash on hand	0.54	0.80	0.57
Total	**111.12**	**212.73**	**100.25**

8. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Deposits with banks to the extent held as margin money	169.58	145.38	276.39
Interest accured on Fixed Deposit less than 12 months	10.70	8.48	11.54
Other balances with banks*	34.32	81.21	79.24
Total	**214.60**	**235.07**	**367.16**

Balances with banks to the extent held as security against the borrowings, guarantees, other commitments etc

Details of lien against fixed deposits: (current)			
Security lien towards - Term loan (current)	0.10	48.16	0.34
Security lien towards - SLR (current)	34.22	33.05	35.91
Security lien towards Karnataka Bank -Govt.of Karnataka Commission	-	-	38.96
Security lien towards - Ethanol project loan (current)	-	-	4.03
Total	34.32	81.21	79.23

9. OTHER ASSETS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Capital Advances	-	-	-
Stores and spares (Capital Goods)	50.29	50.29	25.17
(Reassigning to the upcoming new project)			
Advances other than Capital advances			
- Security Deposits	-	0.84	0.77
- Advances to Suppliers	257.89	250.25	253.34
Less : Provision against Advances	(221.18)	(215.16)	(207.31)
	36.71	35.09	46.02
Others			
- Prepaid expenses	42.34	57.26	67.46
- Payment of Taxes (Net of Provisions)	-	2.44	0.05
- Balances with Statutory, Government Authorities*	47.43	7.99	18.62
Total	**176.77**	**153.91**	**158.10**
Current			
Advances other than Capital advances			
- Security Deposits	0.00	0.00	0.00
- Advances to suppliers	125.89	115.14	713.33
Others			
- Prepaid expenses	53.50	42.66	36.91
Other Receivables	0.05	-	0.04
- Balances with Statutory, Government Authorities*	183.77	393.49	284.92
- Export Benefits - MEIS and Others	2.56	2.02	11.48
Total	**365.78**	**553.32**	**1,046.70**

Includes Cenvat and VAT Credit receivables

Note:

(i) There are no loans due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

(ii) There are no loans or advances granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:
(a) repayable on demand; or
(b) without specifying any terms or period of repayment.

10. INCOME TAX

Deferred Tax (Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Deferred tax relates to the following:			
Impairment on financial assets at amortised cost	(10.30)	(6.94)	9.73
Temporary difference in the carrying amount of financial instruments at amortised cost	0.31	0.40	(1.94)
Temporary difference in the carrying amount of property, plant and equipment	(556.60)	(588.84)	(610.97)
Unabsorbed Depreciation and Business Losses	350.07	374.79	492.06
Leases (Ind AS 116)			
Net Deferred Tax Assets / (Liabilities)	**(216.52)**	**(220.59)**	**(111.12)**

Movement in deferred tax liabilities/assets (Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance as of April 1	**(220.59)**	**(111.13)**	**(7.91)**
Tax income/(expense) during the period recognised in profit or loss	2.19	(115.77)	(103.60)
Tax income/(expense) during the period recognised in OCI	1.88	6.30	0.39
Tax income/(expense) during the period recognised in retained earning	-	-	-
Closing balance as at March 31	**(216.52)**	**(220.59)**	**(111.13)**

Major Components of income tax expense for the Period ended 31st March 2024, 31st March 2023 and 31st March 2022 respectively are as follows:

i. Income tax recognised in profit or loss (Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Current income tax charge	3.69	5.39	3.01
Adjustment in respect of current income tax of previous year	(0.03)	(0.02)	23.11
Deferred tax			
Relating to origination and reversal of temporary differences	(2.19)	115.77	103.60
Income tax expense recognised in profit or loss	**1.48**	**121.14**	**129.71**

ii. Income tax recognised in OCI (Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net loss/(gain) on remeasurements of defined benefit plans	1.88	6.30	0.39
Income tax expense recognised in OCI	**1.88**	**6.30**	**0.39**

Reconciliation of tax expense and accounting profit multiplied by income tax rate for 31st March 2024, 31st March 2023 and 31st March 2022

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Accounting profit before income tax	**124.46**	**317.50**	**320.68**
Enacted tax rate in India	25.17%	25.17%	25.17%
Income tax on accounting profits	**31.32**	**79.91**	**80.71**
Tax Effect of			
Depreciation	(28.94)	(6.92)	(162.73)
Expenses not allowable or considered separately under Income Tax	17.35	30.14	13.77
Expenses allowable and others	(14.63)	(0.12)	(5.91)
Losses carried forward to future years	(28.63)	28.46	185.23
Losses on which deferred tax asset has been created	24.71	-	-
Income not taxable under income tax	2.47	12.22	2.74
Income considered under separate head - capital gain	0.22	0.20	-
Tax expense relating to earlier years	(0.03)	(0.02)	23.11
Tax Rate Differences (Adjusted)	(2.36)	(22.74)	(7.21)
Tax at effective income tax rate	**1.48**	**121.14**	**129.71**

11. SHARE CAPITAL

i. Authorised Share Capital

(Amount in INR Million)

(Except number of shares which are in absolute numbers)

	Equity Share		Preference Share	
	Number	Amount	Number	Amount
At March 31, 2021	82,000,000	820.00	1,800,000	180.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2022	82,000,000	820.00	1,800,000	180.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2023	82,000,000	820.00	1,800,000	180.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2024	82,000,000	820.00	1,800,000	180.00

Terms/rights attached to equity shares

The Company has one class of Equity shares having a par value of INR 10/- each. Each holder of Equity shares is entitled to one vote per share The Equity shareholders are also subject to restrictions as prescribed under the Companies Act,2013. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend.

In the event of the Liquidation of the Company, the holders of the Equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts and preferential shareholders.

ii. Issued Capital

(Amount in INR Million)

(Except number of shares which are in absolute numbers)

Equity shares of INR 10 each issued, subscribed and fully paid	Number	Amount
At March 31, 2021	**41,943,023**	**419.43**
Issued during the period	-	-
At March 31, 2022	**41,943,023**	**419.43**
Issued during the period	-	-
At March 31, 2023	**41,943,023**	**419.43**
Issued during the period	-	-
At March 31, 2024	**41,943,023**	**419.43**

Annexure VII

Notes to Restated Consolidated Financial Statements

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number	% holding	Number	% holding	Number	% holding
Equity shares of INR 10 each fully paid						
Somaiya Agencies Private Limited	9,354,668	22.30	9,354,668	22.30	9,354,668	22.30
Sakarwadi Trading Company Private Limited	6,015,790	14.34	6,015,790	14.34	6,015,790	14.34
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64	5,720,717	13.64	5,720,717	13.64
Mandala Capital AG Limited	4,926,983	11.75	4,926,983	11.75	4,926,983	11.75
Samir Shantilal Somaiya	6,021,211	14.36	6,021,211	14.36	6,021,211	14.36
Sindhur Construction Private Limited	2,933,461	6.99	2,933,461	6.99	2,933,461	6.99

iv. Details of shares held by promoters and promoters group in the Company.

Name of the shareholder	As at March 31, 2024		As at March 31, 2023		
	Number	% holding	Number	% holding	% change during the year
Equity shares of INR 10 each fully paid					
Promoter					
Samir S. Somaiya	6,021,211	14.36	6,021,211	14.36	-
Somaiya Agencies Private Limited	9,354,668	22.30	9,354,668	22.30	-
Sakarwadi Trading Company Private Limited	6,015,790	14.34	6,015,790	14.34	-
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64	5,720,717	13.64	-
Promoter Group					
Sindhur Construction Pvt Ltd	2,933,461	6.99	2,933,461	6.99	-
Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22	932,189	2.22	-
Filmedia Communication Systems Private Limited	775,730	1.85	775,730	1.85	-
Jasmine Trading Company Private Limited	615,332	1.47	615,332	1.47	-
K . J. Somaiya and Sons Private Limited	596,131	1.42	596,131	1.42	-
Harinakshi Somaiya	300,000	0.72	300,000	0.72	-
Karnataka Organic Chemicals Private Limited	273,530	0.65	273,530	0.65	-
Shantilal Karamshi Somaiya (HUF)	149,950	0.36	149,950	0.36	-
Somaiya Properties and Investments Private Limited	131,295	0.31	131,295	0.31	-
Arpit Limited	86,000	0.21	86,000	0.21	-
The Book Centre Limited	73,306	0.17	73,306	0.17	-
Somaiya Chemical Industries Private Limited	20,800	0.05	20,800	0.05	-

	As at March 31, 2023		As at March 31, 2022		% change
	Number	% holding	Number	% holding	during the year
Equity shares of INR 10 each fully paid					
Promoter					
Samir S. Somaiya	6,021,211	14.36	6,021,211	14.36	-
Somaiya Agencies Private Limited	9,354,668	22.30	9,354,668	22.30	-
Sakarwadi Trading Company Private Limited	6,015,790	14.34	6,015,790	14.34	-
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64	5,720,717	13.64	-
Promoter Group					
Sindhur Construction Pvt Ltd	2,933,461	6.99	2,933,461	6.99	-
Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22	932,189	2.22	-
Filmedia Communication Systems Private Limited	775,730	1.85	775,730	1.85	-
Jasmine Trading Company Private Limited	615,332	1.47	615,332	1.47	-
K . J. Somaiya and Sons Private Limited	596,131	1.42	596,131	1.42	-
Harinakshi Somaiya	300,000	0.72	300,000	0.72	-
Karnataka Organic Chemicals Private Limited	273,530	0.65	273,530	0.65	-
Shantilal Karamshi Somaiya (HUF)	149,950	0.36	149,950	0.36	-
Somaiya Properties and Investments Private Limited	131,295	0.31	131,295	0.31	-
Arpit Limited	86,000	0.21	86,000	0.21	-
The Book Centre Limited	73,306	0.17	73,306	0.17	-
Somaiya Chemical Industries Private Limited	20,800	0.05	20,800	0.05	-

	As at March 31, 2022		As at March 31, 2021		% change
	Number	% holding	Number	% holding	during the year
Equity shares of INR 10 each fully paid					
Promoter					
Samir S. Somaiya	6,021,211	14.36	6,021,211	14.36	-
Somaiya Agencies Private Limited	9,354,668	22.30	9,354,668	22.30	-
Sakarwadi Trading Company Private Limited	6,015,790	14.34	6,015,790	14.34	-
Lakshmiwadi Mines and Minerals Private Limited	5,720,717	13.64	5,720,717	13.64	-
Promoter Group					
Sindhur Construction Pvt Ltd	2,933,461	6.99	2,933,461	6.99	-
Zenith Commercial Agencies Pvt. Ltd.	932,189	2.22	932,189	2.22	-
Filmedia Communication Systems Private Limited	775,730	1.85	775,730	1.85	-
Jasmine Trading Company Private Limited	615,332	1.47	615,332	1.47	-
K . J. Somaiya and Sons Private Limited	596,131	1.42	596,131	1.42	-
Harinakshi Somaiya	300,000	0.72	-	-	100.00
Karnataka Organic Chemicals Private Limited	273,530	0.65	273,530	0.65	-
Shantilal Karamshi Somaiya (HUF)	149,950	0.36	149,950	0.36	-
Somaiya Properties and Investments Private Limited	131,295	0.31	131,295	0.31	-
Arpit Limited	86,000	0.21	86,000	0.21	-
The Book Centre Limited	73,306	0.17	73,306	0.17	-
Somaiya Chemical Industries Private Limited	20,800	0.05	20,800	0.05	-

v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

vi. None of the above shares are reserved for issue under options/ contract/ commitments for sale of shares or disinvestment.

12. OTHER EQUITY

i. Reserves and Surplus **(Amount in INR Million)**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Securities Premium Reserve	2,626.09	2,626.09	2,626.09
General Reserve	186.54	186.54	186.54
Retained Earnings	1,725.55	1,610.57	1,432.92
Capital Redemption Reserve	57.35	57.35	57.35
	4,595.54	**4,480.55**	**4,302.91**

(a) Securities Premium Reserve **(Amount in INR Million)**

	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	2,626.09	2,626.09	2,626.09
Add/(Less):			
Premium on share issue (Net)			-
Closing balance	**2,626.09**	**2,626.09**	**2,626.09**

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(b) General Reserve **(Amount in INR Million)**

	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	186.54	186.54	186.54
Add/(Less): changes during the year	-	-	-
Closing balance	**186.54**	**186.54**	**186.54**

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

(c) Retained Earnings * **(Amount in INR Million)**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	1,610.57	1,432.92	1,243.12
Restated Net Profit/(Loss) for the period	122.99	196.37	190.97
Prior period error (ROU)	(0.23)		-
Transfer to Foreign Currency Translation Reservse from Retained Earnings	(2.18)	-	-
Items of Restated Other Comprehensive Income directly recognised in Retained Earnings			
Remeasurement of gains (losses) on defined benefit plans	(7.48)	(25.04)	(1.56)
Income tax effect	1.88	6.30	0.39
Closing balance	**1,725.55**	**1,610.57**	**1,432.92**

*** Retained earnings includes Revaluation Reserve of INR 2,347.00 Millions for the year ended 31st March, 2024 , INR 2,347.00 Millions for the year ended 31st March 2023 and INR 2,347.00 Millions for the year ended 31st March 2022 respectively and it is not available for distribution of dividends. The Revaluation Reserve was created net of tax at the date of transition to Ind AS, i.e. 1st April 2017 for revaluation of Land at fair value.**

(d) Capital Redemption Reserve (CRR) **(Amount in INR Million)**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	57.35	57.35	57.35
Add/(Less):	-	-	-
Closing balance	**57.35**	**57.35**	**57.35**

ii. Components of Other Comprehensive Income **(Amount in INR Million)**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Exchange differences on translating the financial statements of a foreign operation	(3.32)	7.71	6.69
Add/(Less): Changes during the year	(4.85)	(13.21)	1.02
	(8.17)	**(5.50)**	**7.71**

13. BORROWINGS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current Borrowings			
Secured			
(a) Term Loans			
From Banks	3,971.52	4,589.20	3,342.31
Unsecured			
(a) Term Loans from Others			
Council of Scientific and Industrial Research	48.50	48.50	48.50
Deferred Cane Purchase Tax	-	-	101.47
(b) Public deposits			
-From Related Parties	25.90	41.54	26.56
-From Others	418.01	501.47	442.69
(c) Interest accrued but not due on borrowings	31.14	41.43	26.16
(A)	**4,495.06**	**5,222.14**	**3,987.69**
Current Maturity of Non Current Secured Borrowings			
Term Loans			
From Banks	940.27	620.26	710.63
(B)	**940.27**	**620.26**	**710.63**
Total (A)-(B)	**3,554.79**	**4,601.88**	**3,277.07**
Current Borrowings			
Secured			
(a) Loans repayable on demand From Banks	1,515.54	1,703.10	2,017.90
(b) Current maturities of long term debts	940.27	620.26	710.63
Unsecured			
(a) Public deposits			
-From Related Parties	19.69	6.18	11.94
-From Others	283.84	195.44	105.71
(b) Others	226.50	226.50	226.50
Total	**2,985.83**	**2,751.47**	**3,072.68**

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

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Notes to Restated Consolidated Financial Statements

13. BORROWINGS

A. Details of Terms of repayment for Long Term Secured Borrowings

(Amount in INR Million)

Sr. No.	Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
		Current	Non - Current	Current	Non - Current	Current	Non - Current
1	**Bank of India - Soft Loan** (Repayable IN 60 Equal Monthly instalments , last instalment falling due on Aug 2025)	130.32	54.20	130.32	184.52	130.32	314.84
2	**Union Bank of India** (Repayable IN 20 Quarterly instalments , last instalment falling due on Sept 2025)	94.76	47.29	94.76	142.05	94.76	236.81
3	**Union Bank of India** (Repayable IN 20 Quarterly instalments , last instalment falling due on Aug 2025)	-	-	-	-	180.00	450.00
4	**SVC Co-operative Bank Ltd I** (Repayable IN 32 Quarterly instalments , last instalment falling due on Mar 2029)	75.00	325.00	50.00	400.00	37.50	450.00
5	**Indusind Bank Ltd- WCTL** (Repayable IN 28 Quarterly instalments , last instalment falling due on Apr 2027)	204.05	484.88	153.67	688.93	117.04	842.60
6	**SVC Cooperative Bank Ltd** (Repayable in 7 Quarterly instalments , last instalment falling due on Mar 2023	-	-	-	-	114.09	-
7	**Indusind Bank Ltd- Boiler** (Repayable in 26 Quarterly instalments , last instalment falling due on Sept 2028)	38.02	133.07	36.92	172.19	36.92	89.42
8	**SVC Cooperative Bank Ltd GECL** (Repayable in 48 Monthly instalments , last instalment falling due on Jan 2028)	32.70	114.72	6.25	143.75	-	150.00
9	**Union Bank of India (UBI)- Ethanol 2** (Repayable in 24 Quarterly instalments , last instalment falling due on Sep 2028)	128.33	449.17	128.33	577.50	-	98.01
10	**Indusind Bank Ltd- GECL** (Repayable in 48 Monthly instalments,last instalment falling due on Apr 2028)	80.21	269.79	-	350.00	-	-
11	**Bank of India - GECL** (Repayable in 16 Quarterly instalments , last instalment falling due on Apr 2028)	43.13	186.88	-	230.00	-	-
12	**Union Bank of India - GECL** (Repayable in 48 Monthly instalments , last instalment falling due on May 2028)	93.75	356.25	-	450.00	-	-
13	**SVC Cooperative Bank Ltd- III** (Repayable in 40 Quarterly instalments , last instalment falling due on Mar 2033)	20.00	610.00	20.00	630.00	-	-
	Total	**940.27**	**3,031.25**	**620.26**	**3,968.94**	**710.63**	**2,631.69**

B. Nature of Securities:

Loan covered under Sr.No. 1, First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and First Pari Passu Charge on one Asset of Somaiya Properties and Investments Pvt Ltd.(SPIPL) (Formerly known as The Godavari Sugar Mills Pvt Ltd) as corporate guarantee. Second paripassu on Current asset of Sugar divn, Sameerwadi, Karnataka.

Loan under Sr 2: First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and First Pari Passu Charge on one asset of Somaiya Properties and Investments Pvt Ltd.(SPIPL) (Formerly known as The Godavari Sugar Mills Pvt Ltd) as corporate guarantee. Second paripassu on Current asset of Distillery divn, Sameerwadi, Karnataka

Loan under Sr 3: First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka, and First Pari Passu Charge on one asset of Filmedia Communication Systems Pvt Ltd as Corporate Guarantee .Second paripassu on Current asset of Sugar divn, Sameerwadi, Karnataka

Loan under Sr 4 & Sr 13: First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and Second Pari Passu charge on Current Asset of Sugar Division at Sameerwadi,Karnataka.

Loan under Sr 5: Exclusive charge on boiler P&M assets, and First paripassu charge on Land and bldg at Sakarwadi unit.

Loan under Sr 6: First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka

Loan covered under Sr.No. 7, Exclusive charge on boiler P&M assets, and First paripassu charge on Land and bldg at Sakarwadi unit.

Loan covered under Sr. No. 8 Second subservient Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and Second subservient Pari Passu charge on Current Asset of Sugar Division at Sameerwadi, Karnataka.

Loan covered under Sr. No. 9, First Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and Second Pari Passu Charge on one asset of Somaiya Properties and Investments Pvt Ltd.(SPIPL)

(Formerly known as The Godavari Sugar Mills Pvt Ltd) as corporate guarantee. Second paripassu on Current asset of Sugar and Distillery divn, Sameerwadi, Karnataka

Loan covered under Sr.No. 10, Second subservient Pari Passu Charge on Property-Land& Building only at Sakarwadi & Boiler equipment at Sakarwadi, Maharashtra and Second subservient charge on asset of

research center at Mahape, Maharashtra and one asset of SPIPL. Second subservient charge on current assets of Sakarwadi, Maharashtra and on Power receivables, Sameerwadi

Loan covered under Sr.No. 11, Second subservient Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka and Second subservient Pari Passu Charge on one Asset of Somaiya Properties and

Investments Pvt Ltd.(SPIPL) as corporate guarantee and Second subservient Pari Passu charge on Current Assets of Sameerwadi unit, Karnataka.

Loan covered under Sr.No. 12 , Second subservient Pari Passu Charge on Property, Plant & Equipment of Sameerwadi, Karnataka, and Second subservient Pari Passu Charge on one Asset of Filmedia Communication Systems Pvt Ltd & one asset of Somaiya Properties and Investments Pvt Ltd (SPIPL) as Corporate Guarantee, and Second subservient pari passu charge on Current assets of Sameerwadi unit, Karnataka

The Company has not made any default in repayment of principal and interest as stipulated.
The Company has avail interest free purchase tax loan from Government of Karnataka, however the repayment schedule still to be informed. In view of this same has been classified under Non Current Liability.

Interest for above loans varies from 9.25% to 11.25% for the year ended 31st March 2024 (31st March 2023: 7.95% to 11% and 31st March 2022: 7.50% to 10.70%)

C. Current Borrowings

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Secured			
(a) From Banks			
Cash Credit / Packing Credit *	1,515.54	1,703.10	2,017.90
(b) Current maturities of long term debts	940.27	620.26	710.63
Unsecured			
(b) Loans repayable on demand from Banks			-
(c) Public deposits	-	-	-
from related parties	19.69	6.18	11.94
from others	283.84	195.44	105.71
(d) Others	226.50	226.50	226.50
	2,985.83	**2,751.47**	**3,072.68**

Nature of Securities:

* Secured by First Pari Passu charge over current assets of the respective division/unit, both present and future and second Pari Passu charge on Plant & Equipment of respective division; and Second charge on

one Asset of Somaiya Properties and Investments Pvt Ltd. (SPIPL) (Formerly known as The Godavari Sugar Mills Pvt Ltd) as a Corporate Guranatee of SPIPL.

Interest for above Cash credit Rupee loans varies from 9.25% to 11.25 % ((31st March 2023 : 8.95% to 10.8% and 31st March 2022 : 9.60 % to 10.70 %)

Interest for above Public deposit varies from 8.50% to 9.50% (31st March 2023 : 9.00% to 10.00% and 31st March 2022 : 10.00% to 11.00%)

D. Movement of Borrowings

This section sets out an analysis of net debt and the movements in net debt for each of the periods specified :

(Amount in INR Million)

Particulars	Liabilities from financing activities		
	Non Current Borrowings	Current Borrowings	Total Borrowings
Net Debt as at March 31, 2021	**3,340.28**	**2,293.49**	**5,719.68**
Cash Inflows	574.38	1,350.37	**1,924.75**
Cash Outflows	(753.52)	(481.42)	**(1,234.94)**
	3,161.13	**3,162.44**	**6,409.49**
Interest Expense	-	-	**604.39**
Interest Paid	-	-	**(646.67)**
Other non cash adjustments		-	**-**
Net Debt as at March 31, 2022	**3,161.13**	**3,162.44**	**6,367.20**
Cash Inflows	2,465.55	1,148.87	**3,614.42**
Cash Outflows	(1,218.67)	(1,407.76)	**(2,626.43)**
	4,408.02	**2,903.56**	**7,355.20**
Interest Expense	-	-	727.58
Interest Paid	-	-	(702.66)
Other non cash adjustments		-	
Net Debt as at March 31, 2023	**4,408.02**	**2,903.56**	**7,380.12**
Cash Inflows	-	917.82	917.82
Cash Outflows	(617.68)	(1,102.58)	(1,720.25)
	3,790.34	**2,718.81**	**6,577.69**
Interest Expense			755.63
Interest Paid			(700.64)
Net Debt as at March 31, 2024	**3,790.34**	**2,718.81**	**6,632.69**

Net Debt includes Interest accured and due on borrowings of Rs. 92.08 Millions (March 31, 2023 :INR 26.78 Millions and March 31, 2022: INR 17.46 Millions) for the year ended on March 31, 2024. Refer Others under note no. 15(i).

14. LEASE LIABILITIES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Lease Liabilities payable beyond 12 months	2.48	5.01	4.74
	2.48	**5.01**	**4.74**
Current			
Lease Liabilities payable within 12 months	2.79	0.55	1.58
	2.79	**0.55**	**1.58**

Set out below are the carrying amounts of lease liabilities and the movements during the period: (Amount in INR Million)

Particulars	March 31, 2024	March 31,2023	March 31, 2022
Opening Balance	5.57	6.33	4.86
Additions during the year	2.73	0.98	3.36
Finance cost accrued during the year	0.74	0.64	0.72
Payment of lease liabilities	(3.77)	(2.39)	(2.62)
Closing Balance	**5.27**	**5.57**	**6.33**
Current Lease Liabilities	2.79	0.55	1.58
Non-current Lease Liabilities	2.48	5.01	4.74

(i) The maturity analysis of lease liabilities are disclosed in Note 37(B)

(ii) The effective interest rate for lease liabilities is 11.25 %.

(iii) Rental expense recorded for short-term leases was INR 19.38 Millions (March 31,2023: INR 19.08 Millions and March 31,2022: INR 23.42 Millions) for the year year ended March 31, 2024.

(iv) The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

15. OTHER FINANCIAL LIABILITIES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Financial Liabilities at amortised cost			
Deposits Payables	10.10	1.07	0.82
Other Payables	0.72	0.72	0.72
Total	**10.81**	**1.79**	**1.54**
Current			
(i) Financial Liabilities at amortised cost			
Security Deposits	24.24	20.67	4.99
Others			
Interest accrued	92.08	26.78	17.46
Other Payables	269.69	371.63	263.05
	386.01	**419.08**	**285.50**
(ii) Financial Liabilities at fair value through OCI			
Cash flow hedges			
- Foreign exchange forward contracts	2.81	4.29	1.91
	2.81	**4.29**	**1.91**
Total	**388.82**	**423.37**	**287.41**

16. TRADE PAYABLES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Current			
Trade Payables to Micro, Small and Medium Enterprises	121.25	148.05	107.99
Trade Payables to Related Parties	1.71	5.67	1.51
Trade Payables to Others	6,179.09	3,844.96	5,633.02
Total	**6,302.05**	**3,998.68**	**5,742.52**

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

Annexure VII

Notes to Restated Consolidated Financial Statements

(i) Trade Payables Ageing Schedule are as below :

(Amount in INR Million)

Particulars	Unbilled Due	Outstanding from due date of payment as on March 31, 2024					
		Not Due	Upto 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Total outstanding dues of micro,small & medium Enterprises	-	121.25	-	-	-	-	**121.25**
Total outstanding dues of Creditors other than micro,small & medium Enterprises	-	5,219.04	916.25	10.78	7.31	27.41	**6,180.80**
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-	**-**
Total	**-**	**5,340.29**	**916.25**	**10.78**	**7.31**	**27.41**	**6,302.05**

(Amount in INR Million)

Particulars	Unbilled Due	Outstanding from due date of payment as on March 31, 2023					
		Not Due	Upto 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Total outstanding dues of micro,small & medium Enterprises	-	148.05	-	-	-	-	**148.05**
Total outstanding dues of Creditors other than micro,small & medium Enterprises	-	3,514.24	312.11	22.87	0.01	0.33	**3,849.56**
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-	**-**
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	1.07	**1.07**
Total	**-**	**3,662.29**	**312.11**	**22.87**	**0.01**	**1.40**	**3,998.68**

(Amount in INR Million)

Particulars	Unbilled Due	Outstanding from due date of payment as on March 31, 2022					
		Not Due	Upto 1 Year	1 - 2 Years	2 - 3 Years	More than 3 years	Total
Total outstanding dues of micro,small & medium Enterprises	-	107.99	-	-	-	-	**107.99**
Total outstanding dues of Creditors other than micro,small & medium Enterprises	-	5,305.12	322.40	5.29	0.53	0.13	**5,633.47**
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	1.07	**1.07**
Total	**-**	**5,413.10**	**322.40**	**5.29**	**0.53**	**1.20**	**5,742.52**

DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Principal amount due to suppliers under MSMED Act, 2006	121.25	148.05	107.99
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-	-

17. OTHER LIABILITIES

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Government Grants			
- Depreciable assets	5.28	7.02	8.85
Total	**5.28**	**7.02**	**8.85**
Current			
Advance received from Customers	1,349.03	426.60	15.15
Government Grants			
- Depreciable assets	1.84	1.95	1.95
Statutory Liabilities	24.77	26.75	24.21
Total	**1,375.64**	**455.30**	**41.31**

18. PROVISIONS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Non Current			
Provision for employee benefits			
Leave encashment	22.99	20.68	13.29
Total	**22.99**	**20.68**	**13.29**
Current			
Provision for employee benefits			
Gratuity	0.85	14.60	11.12
Leave encashment	40.19	34.19	32.11
Total	**41.03**	**48.79**	**43.23**

19. CURRENT TAX LIABILITY(NET)

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	5.61	-	-
Provision for tax (net of advance tax and tax deducted at source)	0.76	5.61	-
Less: Taxes paid	(3.24)	-	-
Less: Taxes paid in earlier years	(2.37)	-	-
Closing Balance	**0.76**	**5.61**	**-**

20. GOVERNMENT GRANTS

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Opening balance	8.97	10.80	45.11
Grants received during the year	-	-	(32.37)
Released to statement of profit and loss	(1.84)	(1.83)	(1.94)
Closing Balance	**7.12**	**8.97**	**10.80**

21. REVENUE FROM OPERATIONS

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Sale of products	16,866.65	20,146.94	17,023.29
	16,866.65	**20,146.94**	**17,023.29**

Critical judgements in calculating amounts

The company has recognised revenue amounting of INR 16,866.65 Millions for March 31, 2024 (31st March 2023: INR 20,146.94 Millions and 31st March 2022: INR 17,023.29 Millions).

(i) Disaggregated revenue information :

Geographical wise (Amount in INR Million)

Particulars	2023-24	2022-23	2021-22
Sale of products			
India	14,057.55	16,122.38	13,140.19
Outside India	2,809.10	4,024.56	3,883.10
Total	**16,866.65**	**20,146.94**	**17,023.29**

Top Product wise (Amount in INR Million)

Particulars	2023-24	2022-23	2021-22
Sugar	5,482.05	6,733.03	4,964.81
Power	427.95	428.06	363.17
Bio based Chemicals			
Ethyl Acetate	2,448.98	3,166.32	3,993.58
3-Methyl-3-Pentene-2-One	596.90	1,254.14	925.60
1,3 Butylene Glycol	588.30	261.86	184.50
Crotonaldehyde	711.64	823.62	568.54
Distlliery			
Ethanol	4,821.30	5,663.03	4,283.48

(ii) Contract Balances (Amount in INR Million)

Particulars	2023-24	2022-23	2021-22
Contract liabilities (Advance from customers)	1,349.03	426.60	15.15

For Trade Receivable Refer note 17

(Amount in INR Million)

Particulars	2023-24	2022-23	2021-22
Contract Liabilities (Advance from customers):			
Opening Balance	426.60	15.15	35.29
Revenue recognised that was included in the contract liability balance at the beginning of the year	(426.60)	(15.15)	(35.29)
Advance received during the year	1,349.03	426.60	15.15
Closing balance	**1,349.03**	**426.60**	**15.15**

(iii) Reconciling the amount of revenue recognised in the restated statement of profit and loss with the contracted price (Amount in INR Million)

Particulars	2023-24	2022-23	2021-22
Contracted price	16,866.65	20,146.94	17,023.29
Total Revenue as per restated statement of profit and loss	**16,866.65**	**20,146.94**	**17,023.29**

(ii) Performance obligations

The performance obligation is satisfied for sale of product when control of the asset is transferred to the customer, generally as it leaves the Company's warehouse. The normal credit term is upto 90 days upon delivery.

22. OTHER INCOME

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Interest income on			
Bank fixed deposit	19.69	19.20	20.38
Others	89.03	4.38	5.58
Fair value gain on financial instruments at fair value through profit and loss	-	-	3.98
Fair value gain on financial instruments at amortised cost	0.09	-	-
Net gain on disposal of property, plant and equipment	1.40	2.45	7.44
Government Grants	1.84	1.83	1.94
Commission received	0.03	-	-
Sundry balances written back	3.20	29.23	2.39
Dividend Income	-	2.21	1.35
Miscellaneous Income	28.70	24.54	33.41
	143.99	**83.85**	**76.48**

23. COST OF MATERIALS CONSUMED

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Cost of Material Consumed *	15,331.48	13,129.55	12,159.82
	15,331.48	**13,129.55**	**12,159.82**

* The Cost of Raw Materials Consumed includes additional provision in FY 2023-2024 -INR 139.40 Millions for cane supplied in FY 2021-2022, FY 2022-2023 INR NIL and FY 2021-2022- INR 264.38 Millions for cane supplied in FY 2020-2021. The cost so incurred has not been considered for the valuation of the sugar inventory.

24. PURCHASES OF STOCK-IN-TRADE

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Purchase of Stock-In-Trade	123.16	107.49	140.34
	123.16	**107.49**	**140.34**

25. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Inventories as at the beginning of the year			
Work - in - process	53.20	69.78	18.67
Finished goods	2,821.82	3,480.35	3,115.69
Stock-in-transit	60.19		
Stock-in-trade	19.02	7.24	7.74
Total	**2,954.23**	**3,557.37**	**3,142.10**
Less : Inventories as at the end of the year			
Work - in - process	11.27	53.20	69.78
Finished goods	6,309.57	2,821.82	3,480.35
Stock-in-trade	23.09	19.02	7.24
Stock-in-transit	294.62	60.19	-
Less: Provision on Inventory			
Total	**6,638.55**	**2,954.23**	**3,557.37**
Net decrease / (increase) in inventories	**(3,684.32)**	**603.14**	**(415.26)**

26. EMPLOYEE BENEFITS EXPENSE

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	978.50	983.87	793.54
Contribution to provident and other funds	66.97	57.82	70.78
Director's Remuneration	72.40	65.97	60.38
Staff welfare expenses	63.96	57.86	68.49
	1,181.84	**1,165.52**	**993.19**

27. FINANCE COST

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expense on:			
Term Loan	397.40	344.08	308.96
Cash Credit	164.81	193.41	121.20
Others*	141.61	128.35	110.12
Exchange difference regarded as an adjustment to borrowing costs	-	-	(1.94)
Interest on Lease Liabilities	0.74	0.64	0.72
Bank Charges	51.06	61.42	65.34
	755.63	**727.90**	**604.40**

**** It also includes interest paid to Income Tax Department amounting to INR 0.72 Millions for the period ended March 31, 2024 (March 31, 2023: INR 0.09 Millions and March 31, 2022: INR 1.23 Millions)***

28. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on tangible assets and Right of Use assets	593.77	497.82	477.33
Depreciation on right of use assets	3.08	1.87	2.07
Amortisation on intangible assets	2.39	1.07	0.85
	599.25	**500.76**	**480.25**

29. OTHER EXPENSES

(Amount in INR Million)

Particulars		Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Manufacturing Expenses				
Labour charges		0.88	0.37	1.33
Power and Fuel		801.28	1,461.61	997.43
Repairs and maintenance				
Building		15.08	20.54	11.52
Plant and Machinery		292.20	328.67	274.66
Others		30.96	45.57	36.20
Stores, consumables and packing material		644.51	661.36	588.50
Godown Rent		0.77	0.76	1.12
Conveyance expenses		0.08	-	0.02
Other Charges		0.30	0.02	0.09
Total Manufacturing Expenses	**(A)**	**1,786.07**	**2,518.89**	**1,910.87**
Selling and Distribution Expenses				
Selling Expense *	**(B)**	347.40	640.38	467.58
* This includes expenses on account of exhibition, brokerage and cash discounts on sales for the period ended on March 31, 2024 INR 24.67 Millions, March 31, 2023. INR 29.44 Millions and March 31, 2022 INR18.05 Millions				
Administration and Other Expenses				
Payments to auditors (Refer note below)		4.87	8.94	4.11
Postage and Telephone		0.01	-	0.06
Insurance		62.07	60.52	45.29
Legal and Professional fees		63.80	99.41	69.06
Contribution to Scientific Research Institution		17.50	15.80	11.90
Rates and taxes		29.12	28.77	23.71
Sales promotion expenses		0.31	-	-
Travelling & conveyance expenses		2.88	5.21	0.76
Net loss on disposal of property, plant and equipment		2.28	12.11	12.74
Directors' Sitting Fees		2.72	2.67	2.87
Membership and subscriptions		0.16	0.54	0.82
Bad Debts written off on Advance to suppliers		-	7.85	12.25
Fair value loss on financial instrument at Fair value through profit and loss		1.21	7.72	-
Allowance for provision on inventory		-	-	1.93
Allowance for provision on Interest on advances		-	-	1.40
General Expenses (Including travelling,telephone, etc.)		252.38	270.11	206.23
Allowance for provision for Doubtful debt		6.37	(0.00)	44.73
Total Administration and Other Expenses	**(C)**	**445.68**	**519.65**	**437.88**
Total	**(A+B+C)**	**2,579.14**	**3,678.93**	**2,816.33**

Details of Payments to auditors

(Amount in INR Million)

	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
As auditor			
Statutory Audit Fee	3.87	3.40	3.21
Statutory Audit- IPO related & Others	-	4.54	-
In other capacity			
Tax Audit Fee	1.00	1.00	0.90
Total	**4.87**	**8.94**	**4.11**

30. RESEARCH AND DEVELOPMENT COSTS

The Group during the period has incurred cost on research and development activities which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in other expenses under the statement of profit and loss. Amount charged to profit or loss during the period ended March 31, 2024 , March 31, 2023 and March 31, 2022 is INR 103.17 million, INR 113.34 million and INR 104.10 million respectively, details of which are as follows:

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
i. On Revenue Account :			
Manufacturing Expenses			
Stores, Spares & Tools consumed	13.90	14.51	9.52
Payments to and provision for employees			
- Salaries, Wages, Bonus, Allowances, contribution to provident and other funds etc.	51.16	50.60	44.88
Other Expenses			
- Legal & Professional charges	6.49	12.83	14.00
- Other Expenses	31.63	35.39	35.70
Total	**103.17**	**113.34**	**104.10**
ii. On Capital Account	2.89	36.30	3.58
iii. On Capital Work in Progress (Anti Cancer Molecules)	33.54	18.54	23.09
(upto March 2024 Rs. 115.56 Million - Previous Year upto March 2023 Rs. 82.02 Million)			
iv. On Capital work in progress(Anti Viral testing)	3.90	1.89	2.85
(upto March 2024 Rs. 8.65 Million, upto March 2023 Rs. 4.74 Million and upto March 2022 Rs. 2.85 Million)			
Total Research and Development Expenditure (i + ii + iii+iv)	**143.50**	**170.06**	**133.62**

31. EARNINGS PER SHARE

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
(a) Basic and Diluted earnings per share (INR)	2.93	4.68	4.55
(b) Reconciliations of earnings used in calculating earnings per share			
Profit attributable to the equity holders of the company used in calculating basic and diluted earnings per share Face value Rs 10/-	122.99	196.37	190.97
(c) Weighted average number of shares used as the denominator			
Weighted average number of equity shares used as the denominator in calculating Basic and Diluted earnings per share Rs 10 each Face Value	41,943,023	41,943,023	41,943,023

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

32. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Million)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023			Year ended March 31, 2022		
	Current	Non Current	Total	Current	Non Current	Total	Current	Non Current	Total
Leave Encashment	40.19	22.99	**63.18**	34.19	20.68	**54.87**	32.11	13.29	**45.40**
Gratuity	0.85	-	**0.85**	14.60	-	**14.60**	11.12	-	**11.12**
Total Employee	**41.03**	**22.99**	**64.03**	**48.79**	**20.68**	**69.48**	**43.23**	**13.29**	**56.52**

(i) Leave Encashment

The leave obligations cover the group's liability for sick and earned leave.

The amount of the provision of INR 40.19 Million, INR 34.19 Million, INR 32.11 million as on 31st March 2024, 31st March 2023, 31st March 2022 respectively is presented as current, since the group does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

a) Defined benefit plans - Gratuity

The group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a funded plan and the group makes contributions to recognised funds in India. The group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows:

(Amount in INR Million)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at March 31, 2021	**197.41**	**189.44**	**7.97**
Current service cost	14.88	-	14.88
Past Service Cost -(vested benefits)	-	-	-
Interest expense/(income)	11.66	11.91	(0.25)
Adjustment to Opening Fair Value of Plan Asset	-	-	-
Total amount recognised in profit or loss	**26.53**	**11.91**	**14.62**
Remeasurements			
Return of plan assets, excluding amount	-	1.35	(1.35)
(Gain)/Loss from change in demographic assump			-
(Gain)/Loss from change in financial assumptions	7.32		7.32
Experience (gains)/losses	6.57		6.57
Total amount recognised in other comprehensive income	**13.89**	**1.35**	**12.53**
Employer contributions	-	24.00	(24.00)
Benefit payments	(26.00)	(26.00)	-
As at March 31, 2022	**211.83**	**200.71**	**11.12**
Current service cost	15.61	-	15.61
Past Service Cost -(vested benefits)	-	-	-
Interest expense/(income)	14.30	14.86	(0.56)
Adjustment to Opening Fair Value of Plan Asset	-	1.28	(1.28)
	-	-	
Total amount recognised in profit or loss	**29.91**	**16.14**	**13.77**
Remeasurements			
Return of plan assets, excluding amount	-	0	(0.33)
(Gain)/Loss from change in demographic assump	-	-	-
(Gain)/Loss from change in financial assumptions	14	-	14.02
Experience (gains)/losses	11	-	11.35
Total amount recognised in other comprehensive	**25.37**	**0.33**	**25.04**
Employer contributions	-	35	(35.32)
Benefit payments	(21)	(21)	-
As at March 31, 2023	**246.27**	**231.67**	**14.60**
Current service cost	17.96	-	17.96
Past Service Cost -(vested benefits)	-	-	-
Interest expense/(income)	17.04	17.39	(0.35)
Adjustment to Opening Fair Value of Plan Asset	-	-	-
Total amount recognised in profit or loss	**35.00**	**17.39**	**17.61**
Remeasurements			
Return of plan assets, excluding amount	-	(0.69)	0.69
(Gain)/Loss from change in financial assumptions	3.88	-	3.88
Experience (gains)/losses	2.90	-	2.90
Total amount recognised in other comprehensive	**6.78**	**(0.69)**	**7.48**

Employer contributions	-	38.84	(38.84)
Benefit payments	(25.11)	(25.11)	-
As at March 31, 2024	**262.94**	**262.10**	**0.85**

The net liability disclosed above relates to funded and unfunded plans are as follows:

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Present value of funded obligations	262.94	246.27	211.83
Fair value of plan assets	262.10	231.67	200.71
Deficit of funded plan	**0.85**	**14.60**	**11.12**
Unfunded plans	-	-	-
Deficit of gratuity plan	**0.85**	**14.60**	**11.12**

The major categories of plan assets of the fair value of the total plan assets are as follows:

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Other Insurance contracts (LIC of India)	262.10	231.67	200.71

The significant actuarial assumptions were as follows:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Interest/ Discount Rate	7.09%	7.29%	7.10%
Rate of Increase in Compensation	4.00%	4.00%	3.00%
Significant Accounting Policies and Notes on Account	14.12	14.22	14.07
Retirement age	60 Years	60 Years	60 Years
Employee Attrition Rate	Age: 0 to 45 : 2% Age: 46 to 60 : 1%	Age: 0 to 45 : 2% Age: 46 to 60 : 1%	Upto Age 45: 2% 46 and above: 1%

A quantitative sensitivity analysis for significant assumption as at March 31, 2024, March 31, 2023, and March 31, 2022 is shown below:

(Amount in INR Million)

Assumptions	Discount rate		Salary escalation rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease
March 31, 2024				
Impact on defined benefit obligation	(18.36)	21.16	20.90	(18.43)
% Impact	-6.98%	8.05%	7.95%	-7.01%
March 31, 2023				
Impact on defined benefit obligation	(16.82)	19.35	19.06	(17.06)
% Impact	-6.83%	7.86%	7.74%	-6.93%
March 31, 2022				
Impact on defined benefit obligation	(14.81)	17.07	17.60	(17.19)
% Impact	-6.99%	8.06%	8.31%	-8.12%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The payments of expected contributions to the defined benefit plan is INR 27.90 Millions for March 31, 2024 (March 31, 2023: INR 26.28 Millions,March 31,2022: INR 25.89 Millions)

The average duration of the defined benefit plan obligation at the end of the year ending 31st March 2024, 31st March 2023, 31st March 2022 is 8.34 years, 8.19 years, 8.31 years respectively

(iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year ended 31st March 2024, 31st March 2023, 31st March 2022 towards defined contribution plan is INR 45.41 Millions , INR 43.85 Millions, INR 41.08 million respectively.

33. COMMITMENTS AND CONTINGENCIES

A. Commitments

Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows: **(Amount in INR Million)**

	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Property, plant and equipment	61.25	55.54	1,078.17

B. Contingent Liabilities

(Amount in INR Million)

	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Custom Duty , Excise duty,Service Tax, Electricity Duty and Income tax(Excluding Interest and Penalty)	1,239.08	1,299.81	264.73
Bank Guarantee	17.95	17.71	77.08
Letter of Credits	209.96	-	-
Corporate Guarantee to Karnataka Bank	445.00	-	65.00

I. Council of Scientific & Industrial Research (CSIR)

The Company had taken financial assistance from the Council of Scientific & Industrial Research (CSIR) of INR 48.5 Millions to develop technology for manufacture of Polymer grade Lactic Acid. Before start of the project, assurance was given about the successful bench scale development and scalability of the process/technology by CSIR.

The project was not successful, and National Chemical Laboratory (NCL) / CSIR could not demonstrate the technology to make polymer grade Lactic Acid and the same was accepted by NCL and also a third party engineering firm appointed by CSIR.

CSIR had demanded the financial assistance back. Subsequently , CSIR had filed an Application for appointing Arbitrator before the Delhi High Court for initiating Arbitration process and the Company's response was that the same is time barred however the court had passed the judgement appointing Arbitrators . Thereafter the company had filed Special Leave Petition (SLP) in the Supreme Court. Supreme Court admitting SLP stayed Order of the Delhi High Court on condition of deposit of INR 10 Millions and the company have deposited INR 10 Millions during the Financial year 2019-2020. On 26th November 2021 Special Leave Petition was dismissed and by subsequent Order dated 17th December 2021 Company may apply to Arbitrator for refund of deposit. Till then it will be invested in Fixed Deposit of nationalised banks.

The company had received communication from CSIR, inviting comments for referring to the Arbitration. The Company had replied that it will prefer to have the arbitration by a sole arbitrator to be appointed mutually or by the Delhi International Arbitration Centre. The Company is now, waiting for further communication from CSIR regarding the proposed arbitrator for its consent.

II. National Green Tribunal

The Company was directed by Hon'ble NGT to complete bioremediation of affected land and water before 31.12.2019.

The Company filed an application for the extension of time.

The NGT by its Order dated 27.09.2021 had granted extension till 31.12.2023 for completing bioremediation and further directed to CPCB to impose conditions for bioremediation within one month from the date of the order. Thereupon, CPCB vide its letter dated 15.11.2021 had imposed the certain conditions along with Rs. 5 Millions Bank Guarantee, which the company had complied with. Now, the granted period has expired and the Company is waiting for the authorities to conduct the survey of the work done and issue it’s report for further course of action.

III.Sale of Extra Neutral Alcohol (ENA) to Bottling Plant

During F.Y 21-22 the company received notice from the office of "Asst Commissioner of Central Tax (GST) BIJAPUR", towards GST not paid for ENA supply for the period 07/2007 to 03/2021 and "Show Cause" notice from "Joint Commissioner of Central Tax & CX., Belagavi", towards GST not paid for ENA supply for the period 07/2007 to 03/2021. The Company had submitted it’s responses against both notices and was awaiting for further communication from offices. During the current year the company has received show cause notice from the office "Commissioner of Central Tax & CX., Belagavi", with a demand towards GST of INR 468.4 Millions for ENA supply for the period July 2017 to March 2021. Against the show cause notice the Company submitted it’s response on 26th March 2023 and was awaiting further communication from the department.

The Company has sold ENA to various customers of IFL (Potable industry) without GST through Karnataka State Beverages Corporation Ltd (KSBCL) since implementation of GST. The Customers have interpreted that GST is not applicable to IFL (potable industry) and customers have volunteered and have given undertaking for reimbursement of any dues that maybe be levied by Government on account of GST if applied on account on sale of ENA.

Further Government of Karnataka clarified on 19/07/2017 that canalisation of ENA to bottling units for manufacture of liquor would be outside the purview of the GST.

The matter was referred to GST Council by Indian Sugar Mills Association in July 2017 and thereafter same was followed up by reminders from time to time, however, in view of difference of opinion, GST Council has referred the matter to Advocate General of India for his opinion.

On 7th October 2023, the GST Council recommended that ENA used for manufacture of alcoholic liquor for human consumption be kept outside applicability of GST. Now, the Company is waiting for clarity from the Government of Karnataka for the VAT applicable on the sales made of ENA in the aforementioned periods.

IV. Exit from Export Oriented Unit (EOU), Customs Revenue Audit (CRA) and Negative NFE:

The company got in principal approval for the submissions from the office of Asst. Development Commissioner SEEPZ Mumbai against the CRA audit observations vide order dated December 14, 2022. Furthermore,the Company received it’s Final Exit Order from EOU scheme dated January 12, 2023, from the Office of Development Commissioner SEEPZ Mumbai wherein no dues or demands were from the competent authority. However, the Company had to execute a Legal Undertaking for exit from EOU scheme for payment of penalties as may be imposed upon the Company under FT (D & R) Act, 1992. The competent authority has not intimated any dues or demands till date and the company cannot quantify, if any

V. Electricity Duty on captive consumption

On 13 April 2015, by notification, the Government of Maharashtra had increased the electricity duty levied on Captive Power consumed from 30 paise to 120 paise per unit which was challenged by Captive Power Producers Association before the Bombay High Court. The Bombay High Court vide its Order dated 5.7.2016 restrained the Govt. from taking any coercive action for recovery against the Petitioner or charging further interest until further order. Company has made provision of Rs. 30.80 Million over the years on account of incremental duty of 90 paise which is unpaid. Interest on this unpaid amount is not ascertainable.

The Government of Karnataka, had increased the electricity duty levied on Captive consumption to @ 20 paise on the power generated and on auxiliary consumption to @5 paise with effect from 31.05.2016. Company has made provision of Rs. 37.60 Millions over the years on account of incremental duty which is unpaid. Interest on this unpaid amount is not ascertainable

VI.Cross Subsidy Surcharges to HESCOM

For captive use of power, there was a demand notice from Assistant Executive Engineer [Electrical] Hubli Electric supply company (HESCOM) Subdivision Mahalingapur, for INR 59.10 Millions towards Cross Subsidy Surcharges for Imported power from IEX (Indian Energy Exchange) for the period of 2013-2016.

On December 3, 2021, Karnataka Electricity Regulatory Commission (KERC) through common Order announced that cross subsidy charges are payable as per HT2A tariff, whereby the demand of the company INR 59.10 Millions for the company will reduce.

The Company filed a writ petition on February 28, 2022 in the Dharwad high court; to issue an appropriate writ order or direction declaring that HESCOM is not authorised to collect cross subsidy surcharge as the HESCOM does not have license to charge the same under the Electricity Act 2003 or any of the order or regulation passed.

The court had granted interim relief in favour of the Company. However, impugned Electricity (amendment) rules 2023 granted the license to HESCOM and render the said writ petition infructuous

The Company has challenged the Electricity amendment rules 2023 in the high court of Karnataka wide writ petition No 100449 date 24.01.2024. The hearing held on 11.03.2024 was adjourned due to a change in the bench next date of hearing yet to be pronounced.

VII. Custom Duty for import of Denatured Ethyl Alcohol

The company had received a show cause cum demand notice dated 24th June 2021 for payment of INR 48 Millions towards differential custom duty on import (Difference between 5% and 2.5%) of Denatured ethyl alcohol.

In July 2017, GST was introduced with a concessional of 2.5% duty. Accordingly, the company had been paying 2.5% duty instead of 5 %.

In February 2021 budget it is declared that alcohol to be imported @ 5% from date of budget with no clarification for the period GST i.e July 2017 till 2020 for concessional rate of duty. Company had started paying 5% duty from Feb 2021.

The Customs had challenged that 2.5% duty was applicable for excisable goods and the applicable duty is 5 %. Hence the differential of 2.5% is applicable for the period July 2017 to February 2021.

Industry had already appealed to the Central Board of Indirect Taxes and Customs (CBIC), Ministry of Finance, Department of Revenue in November 2020. CBIC had forwarded this matter to Jt Secretary TRU (Tariff Unit). The Company had received a letter dated 21st December 2021 from The Office of the Deputy/Assistant Commissioner of Customs Nashik demanding Bond,as security for 100 % of the Dispute amount (Rs. 48 Millions) and 10% of the dispute amount as Bank Guarantee for taking up the proceeding further. Accordingly, the company had submitted the Bond for 100 % for Dispute amount and Bank Guarantee of Rs.4.80 Millions.

Dy. Commissioner of Customs, Nashik conducted a personal hearing 27.01.2022 and vide Order No 04/DC/Customs-Adj/2021-22 dated 28.02.2022 confirmed the demand of Rs. 4.80 Millions.

The Company filed an appeal before the Commissioner of Customs (Appeal), Nagpur against demand of Rs 48 Millions on 22.04.2022 and paid Rs. 3.6 Millions as amount under dispute as required at the time of filing the Appeal.

Commissioner of Customs (Appeal) conducted a personal hearing on 14.03.2023 and vide his order dated 03.05.2023 rejected the appeal.

Aggrieved by Commissioner's order the Company had filed Appeal before CESTAT on 01.08.2023 and is awaiting further communication.

VIII. Income Tax Order for Assessment Year 2021-22"

Addition of INR 1321.88 Millions on account of alleged suppressed sale sugar recovery

During the financial year 2022-2023 Income Tax scrutiny assessment for assessment year 2021-22 was completed wherein unusually exorbitant addition of INR 1321.88 Millions was made to the income reported by the company in it’s income tax return and a demand Order of INR 573.02 Millions including interest was raised on the Company. The addition had been made on the technical grounds that the company’s sugar recovery is less than 10%. The assessing officer had not considered many aspects and information applicable and relevant to the company during the assessment. Furthermore, the assessing officer did not consider the tax credit available to the company and set-off of the depreciation losses carried forward from previous years. The company submitted a rectification application to the Assistant Commissioner of Income Tax pointing out the apparent mistakes in the assessment proceedings and got the demand reduced to INR 275.40 Millions and got a stay on the demand.

The company had filed an Appeal before the Commissioner of Income Tax on 24.01.2023 against the Assessment Order.

The hearing through video conferencing was held on 21/02/2024 before CIT(A). Thereafter additional submission were called for which have been made and now order is awaited.

It is not practicable to estimate the timing of cash flows except Letter of Credits, in respect of matters stated above. Letter of Credits are due within three to six months.

C. Financial Guarantees

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Guarantee/security given by the Company for loan taken by:			
Solar Magic Private Limited (Union Bank of India (earlier Corporation Bank))	-	-	28.45

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

Annexure VII

Notes to Restated Consolidated Financial Statements

34. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Nature of Relationship	Name of Related Party	Country of Incorporation
List of Related parties :		
Enterprises over which Key management personnel are able to exercise significant influence	Somaiya Properties and Investments Private Limited	India
	Somaiya Agencies Private Limited	India
	K J Somaiya and Sons Private Limited	India
	Lakshmiwadi Mines and Minerals Private Limited	India
	Somaiya Chemical Industries Private Limited	India
	Sakarwadi Trading Company Private Limited	India
	Arpit Limited	India
	Filmedia Communication Systems Private Limited	India
	Zenith Commercial Agencies Private Limited	India
	Somaiya Vidyavihar	India
	K J Somaiya Medical Trust	India
	K J Somaiya Institute of Applied Agricultural Research	India
	Girivanvasi Educational Trust	India
	The Book Centre Limited	India

Nature of Relationship	Name of Related Party	Name of Entity in which party holds position of interest
Key Management Personnel	Samir Shantilal Somaiya (Chairman and Managing Director)	Godavari Biorefineries Limited
	Sangeeta Arunkumar Srivastava (Executive Director)	Godavari Biorefineries Limited
	Bhalachandra Raghavendra Bakshi (Executive Director)	Godavari Biorefineries Limited
	S Mohan (Director - Works upto 31st May 2021)	Godavari Biorefineries Limited
	Dattatraya Vitthalrao Deshmukh (Director - Works upto 22nd June 2021)	Godavari Biorefineries Limited
	Preeti Singh Rawat (Non Executive Women Director upto November 23, 2023)	Godavari Biorefineries Limited
	Kailash Pershad (Independent Director)	Godavari Biorefineries Limited
	Uday Garg (Nominee Director upto 27th August 2021)	Godavari Biorefineries Limited
	Hemant Luthra (Independent Director)	Godavari Biorefineries Limited
	Lakshmi kantam Mannepalli (Independent Director)	Godavari Biorefineries Limited
	Sanjay Puri (Independent Director)	Godavari Biorefineries Limited
	Suhas Uttam Godage (Director Works Sakarwadi From 8th Sept 2021)	Godavari Biorefineries Limited
	Nitin Mehta (Independent Director From 1 st July 2021)	Godavari Biorefineries Limited
	Naresh Sitaram Khetan (Chief Financial Officer)	Godavari Biorefineries Limited
	Manoj Jain (Company Secretary & Compliance Officer (from 20th December 2022)	Godavari Biorefineries Limited
	Swarna Gunware (Joint Company Secretary)	Godavari Biorefineries Limited
	Prajesh Mistry (Director)	Cayuga Investment BV /Godavari Biorefineries B.V
	Coen Faber (Director)	Godavari Biorefineries B.V
	Arthur Sturm (Director)	Cayuga Investment BV /Godavari Biorefineries B.V
	Paul Zorner (Director)	Godavari Biorefineries INC
	Larry Randorn Walker (Director)	Godavari Biorefineries INC
	Raman Ramachandran (Non-Executive Director From 30th November, 2023)	Godavari Biorefineries Limited
	Atul Kumar Agrawal (Director upto 13th November, 2023)	Solar magic Private Limited
	Dharmil Nirupam Sheth (Director from 20th June 2020)	Solar magic Private Limited
	Virupakshagouda C Patil (Director upto 8th Nov 2021)	Solar magic Private Limited
	Hukkeri Shrishail Mallappa (Director upto 31st May 2023)	Solar magic Private Limited
	Karan Harshad Mengar (Director from 20th June 2020)	Solar magic Private Limited
	Padmaja Ganpathy (Director upto 28th Feb 2022)	Godavari Biorefineries INC
	Veerappa Shankrappa Kanabur (Director From 30th November 2023)	Solar magic Private Limited
	Arup Mitra	Godavari Biorefineries INC
	Shrinivas Gopal Mokashi (Director upto 9th May 2023)	Godavari Biorefineries B.V
Relatives of Key Management Personnel	Harinakshi S Somaiya	

(ii) Transactions with related parties

The following is the summary of transactions with related parties for the period ended 31 March 2024, 31 March 2023 and 31 March 2022:

(Amount in INR million)

Name	Nature of Transaction	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
The Book Centre Limited	Purchases	-	0.11	0.03
K J Somaiya Institute of Applied Agricultural Research	Purchases	1.76	2.13	1.77
	Contribution paid	17.50	15.80	11.90
Arpit Limited	Purchases	0.02	0.01	0.00
	Rent paid	0.14	0.14	0.14
	Sales	-	-	0.06
Somaiya Agencies Private Limited	Purchases	0.12	0.14	0.09
Somaiya Properties and Investments Private Limited	Rent paid	1.78	1.78	1.87
	Purchases	-	0.01	0.14
	Partial payment for Purchase of Land	-	80.15	53.43
Somaiya Chemicals Industries Private Limited	Rent paid	-	-	-
K J Somaiya and Sons Private Limited	Royalty paid	17.74	20.59	17.78
Filmedia Communication Systems Private Limited	Rent paid	18.69	16.99	14.73
	Service Charges paid	1.39	1.23	1.15
Somaiya Vidyavihar	Mobile application Development / Training Expenses paid/ AMC Contract	0.13	0.13	0.11
	Donation paid	1.50	15.84	11.20
	Sponsorship	0.31	-	-
K J Somaiya Medical Trust	Professional fees	-	0.03	0.03
Somaiya Chemicals Industries Private Limited	Partial payment for Purchase of Land	-	14.55	9.70
Sakarwadi Trading Company Private Limited	Partial payment for Purchase of Land	-	14.55	9.70
Samir Shantilal Somaiya	Remuneration paid	34.54	30.18	30.59
	Purchases	-	0.14	0.52
Sangeeta Arunkumar Srivastava	Remuneration paid	9.52	8.31	7.42
	Fixed Deposit Interest Credited	0.63	0.57	0.23
	Fixed Deposit Received / Renewed	-	1.00	4.00
Bhalachandra Raghavendra Bakshi	Remuneration paid	6.44	5.54	5.11
	Purchases	1.01	0.44	0.88

Bhalachandra Raghavendra Bakshi and Relatives	Fixed Deposit Interest Credited	0.47	0.39	0.14
	Fixed Deposit Received / Renewed	0.30	2.09	2.59
	Fixed Deposit repayment	-	0.59	0.35
S Mohan	Remuneration paid	-	-	2.78
Suhas Uttam Godage	Remuneration paid	4.57	4.39	2.05
		-		
Suhas Uttam Godage's Relatives	Fixed Deposit Interest Credited	0.51	0.57	0.38
	Fixed Deposit Received / Renewed	0.70	3.09	2.10
	Fixed Deposit repayment	1.50	1.90	0.30
		-		
Dattatraya Vitthalrao Deshmukh	Remuneration paid	-	-	3.31
Naresh Sitaram Khetan	Remuneration paid	11.33	9.82	9.42
Naresh Sitaram Khetan's Relatives	Fixed Deposit Interest Credited	3.57	3.41	2.89
	Fixed Deposit Received / Renewed	4.05	15.88	12.09
	Fixed Deposit repayment	5.68	10.35	7.34
Manoj Jain	Remuneration paid	2.80	1.40	-
Swarna Gunware	Remuneration paid	2.20	1.91	1.56
Prajesh Mistry	Remuneration paid	19.98	16.62	15.06
Padmaja Ganpathy	Remuneration paid	-	2.93	4.06
Arup Mitra	Remuneration paid	5.48	-	-
Coen Faber	Management fees	0.90	0.87	0.85
Harinakshi S Somaiya	Purchases	-	-	0.42
	Salary paid	-	0.18	-
Hemant Luthra	Director's fees paid	0.56	0.56	0.74
		-		
Kailash Pershad	Director's fees paid	0.49	0.46	0.49
Lakshmi Kantam Mannepalli	Director's fees paid	0.60	0.63	0.70
Preeti Singh Rawat	Director's fees paid	0.11	0.28	0.25
Mandala Capital Ag Limited	Director's fees paid	-	-	0.11
		-	-	
		-		
Sanjay Puri	Director's fees paid	0.53	0.53	0.42
Dharmil Sheth	Director's fees paid	0.02	0.01	0.01
Nitin Mehta	Director's fees paid	0.25	0.21	0.18
Raman Ramachandran	Director's fees paid	0.18	-	-
		179.97	**309.41**	**253.12**

(iii) Outstanding balances arising from sales/purchases of goods and services

(Amount in INR million)

Significant Accounting Policies and Notes on Accounts form	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Trade Payables			
Filmedia Communication Systems Private Limited	-	0.18	-
Arpit Limited	-	-	0.00
K J Somaiya and Sons Private Limited	1.86	5.64	1.51
Somaiya Properties and Investments Pvt. Ltd. (Advance against purchases)	(0.15)	(0.15)	(0.16)

(iv) Other balances with related parties **(Amount in INR million)**

Name	**Year ended March 31, 2024**	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Samir Shantilal Somaiya (Advance received)	(0.14)	(0.14)	(0.14)
Somaiya Chemicals Industries Private Limited	-	-	9.70
Sakarwadi Trading Company Private Limited	-	-	9.70
Somaiya Properties and Investments Private Limited	-		53.43
Sangeeta Arunkumar Srivastava	(5.00)	(5.00)	(4.00)
Bhalachandra Raghavendra Bakshi and Relatives	(4.39)	(4.09)	(2.59)
Suhas Uttam Godage's Relatives	(4.19)	(4.99)	(3.80)
Naresh Sitaram Khetan's Relatives	(32.01)	(33.64)	(28.11)

(v) Key management personnel compensation * **(Amount in INR million)**

	Year ended 31st March 2024	**Year ended 31st March 2023**	**Year ended 31st March 2022**
Director's sitting fees	2.72	2.67	2.88
Short term employee benefits	96.23	81.09	81.35
	98.95	**83.76**	**84.23**

*** The figured reported in aboe table is summary of Remuneration and benefits as appearing under (ii) against individual name of the key personnel above**

(vi) Transactions eliminated in Consolidation:

The following are the details of the transactions eliminated for the year ended 31 March 2024, 31 March 2023 and 31 March 2022:

Godavari Biorefineries Limited

(Amount in INR million)

Name	**Nature of Transaction**	**Year ended 31st March 2024**	**Year ended 31st March 2023**	**Year ended 31st March 2022**
Solar Magic Private Limited	Loans and Advances Given/(Recd)	5.00	(2.07)	(6.01)
	Interest income Received	2.33	2.30	2.16
	Purchases	10.82	10.99	2.56
	Sales	0.31	0.10	-
	Guarantee Comission income	-	-	0.74
Godavari Biorefineries INC.	Commission/ Reimbursement of Expenses	10.55	26.27	14.88
Godavari Biorefineries B.V.	Commission/ Reimbursement of Expenses	14.36	21.70	19.52
	Sales	340.84	497.79	450.46
	Purchase of Machinery	39.70	-	-

Solar Magic Private Limited

(Amount in INR million)

Name	Nature of Transaction	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Godavari Biorefineries Limited	Loans and Advances Given/(Recd)	(5.00)	2.07	6.01
	Interest paid	2.33	2.30	2.16
	Sales	10.82	10.99	2.56
	Purchases	0.31	0.10	-
	Guarantee commission expense	-	-	0.74

Godavari Biorefineries INC.

(Amount in INR million)

Name	Nature of Transaction	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Godavari Biorefineries Limited	Commission Income	10.55	26.27	14.88
Godavari Biorefineries B.V.	Commission Income	2.32	4.02	3.56

Godavari Biorefineries B.V.

(Amount in INR million)

Name	Nature of Transaction	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Godavari Biorefineries Limited	Commission Income	14.36	21.70	19.52
	Purchases	340.84	497.79	450.46
	Sale of Machinery	39.70	-	-
Godavari Biorefineries INC.	Commission/ Reimbursement of Expenses	2.32	4.26	3.54
Cayuga Investments BV	Interest paid	0.47	0.25	-
	Dividend paid	0.90	-	-

Cayuga Investments BV

(Amount in INR million)

Name	Nature of Transaction	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Godavari Biorefineries B.V.	Interest income Received	0.47	0.25	-
	Dividend received	0.90	-	-

(vii) Outstanding Balances eliminated in Consolidation:

The following are the details of the balances eliminated during the year ended 31 March 2024, 31 March 2023 and 31 March 2022:

Godavari Biorefineries Limited

(Amount in INR million)

Name	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Investments			
Solar Magic Private Limited	54.50	54.50	34.50
Cayuga Investments BV	100.19	100.19	100.19
Trade Receivables			
Godavari Biorefineries BV	8.67	34.59	(15.83)
Trade Payables			
Solar Magic Private Limited	0.30	-	0.23
Godavari Biorefineries INC.	0.39	5.23	5.19
Godavari Biorefineries BV	41.40	8.68	7.44
Loans and Advances Given/(Recd)			
Solar Magic Private Limited	22.50	17.50	19.57

Godavari Biorefineries B.V.

(Amount in INR million)

Name	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Trade Receivables			
Godavari Biorefineries Limited	41.40	8.68	7.44
Trade Receivables (Cash in transit)			
Godavari Biorefineries INC	0.39	-	-
Trade Payables			
Godavari Biorefineries Limited	8.67	34.59	(15.83)
Loans Given/(Recd)			
Cayuga Investments BV	(8.28)	(8.93)	(11.12)
Advances Given/(Recd)			
Cayuga Investments BV	-	-	2.03
Interest Receivable/(Payable)			
Cayuga Investments BV	(0.83)	(0.36)	(0.10)

Godavari Biorefineries INC

(Amount in INR million)

Name	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Trade Receivables			
Godavari Biorefineries Limited	0.39	5.23	5.19
Trade Receivables (Cash in transit)			
Godavari Biorefineries B.V.	0.39	-	-

Solar Magic Private Limited

(Amount in INR million)

Name	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Trade Receivables			
Godavari Biorefineries Limited	0.30	-	0.23
Loans and Advances Given/(Recd)			
Godavari Biorefineries Limited	(22.50)	(17.50)	(19.57)

Cayuga Investments BV

(Amount in INR million)

Name	Year ended 31st March 2024	Year ended 31st March 2023	Year ended 31st March 2022
Investments			
Godavari Biorefineries B.V.	90.96	90.96	90.96
Godavari Biorefineries INC	8.40	8.40	8.40
Loans Given/(Recd)			
Godavari Biorefineries B.V.	8.28	8.93	11.12
Advances Given/(Recd)			
Godavari Biorefineries B.V.	-	-	(2.03)
Interest Receivable/(Payable)			
Godavari Biorefineries B.V.	0.83	0.36	0.10

(viii) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. The Company has given guarantee/security to the lenders of subsidiary company amounting to INR Nil million, INR Nil million and INR 28.45 million, for the year ended 31st March 2024, 31st March 2023 and 31st March 2022 respectively. The Company has not recorded any impairment of receivables relating to amount owed by related parties for the period ended 31st March, 2024, 31st March 2023 and 31st March 2022 . This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

35. SEGMENT REPORTING

A. For management purposes, the Group is organized into following four business units based on the risks and rates of returns of the products offered by these unit as per Ind AS 108 on 'Operating Segment' :

- Sugar
- Cogeneration (Green Power)
- Bio-based Chemicals
- Distillery

No operating segments have been aggregated to form the above reportable operating segment.

The Managing Director (MD) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements. Also, the Company's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Period ended March 31, 2024 (Amount in INR Million)

Particulars	Sugar	Cogeneration	Bio-based Chemicals	Distillery	Interunit Transfer	Unallocated	Total
Revenue							
External Revenue / Operating Revenue	5,637.46	428.23	5,055.23	5,616.95	-	128.79	16,866.65
Inter-segment	4,806.57	1,307.79	-	23.02	(6,137.38)	-	0.00
Total revenue	**10,444.03**	**1,736.02**	**5,055.23**	**5,639.96**	**(6,137.38)**	**128.79**	**16,866.65**
Other Non Operating Income							
Other Income	19.95	0.02	8.92	1.59	-	113.51	143.99
Total Income	**10,463.99**	**1,736.03**	**5,064.15**	**5,641.55**	**(6,137.38)**	**242.30**	**17,010.64**
Segment Result							
Operating Profit Before Interest	180.36	71.31	61.60	531.86	-	34.97	880.10
Interest	-	-	-	-	-	755.63	755.63
Tax Expenses	-	-	-	-	-	1.48	1.48
Net Profit / (Loss)							**122.99**
Segment Asset	6,481.81	276.43	2,095.00	2,200.84	-	77.09	11,131.17
Capital assets including CWIP	3,031.12	695.89	2,501.08	2,552.81	-	4.53	8,785.43
Total Segment assets	**9,512.93**	**972.32**	**4,596.08**	**4,753.65**	**-**	**81.62**	**19,916.60**
Total Segment liabilities	11,618.07	58.17	2,675.77	341.27	-	216.52	14,909.80
Other disclosures							
Capital expenditure	145.20	31.91	192.79	62.43	-	3.47	435.80
Segment Depreciation	210.70	91.57	107.00	181.32	-	8.66	599.25
Non cash expenses other than Depreciation							-

Period ended March 31, 2023 (Amount in INR Million)

Particulars	Sugar	Cogeneration	Bio-based Chemicals	Distillery	Interunit Transfer	Unallocated	Total
Revenue							
External Revenue / Operating Revenue	6,778.44	428.53	6,517.93	6,318.62	-	103.42	20,146.94
Inter-segment	4,885.58	1,043.83	-	505.48	(6,434.89)	-	-
Total revenue	**11,664.02**	**1,472.36**	**6,517.93**	**6,824.10**	**(6,434.89)**	**103.42**	**20,146.94**
Other Non Operating Income							
Other Income	18.13	27.55	7.13	0.76	-	30.28	83.85
Total Income	**11,682.15**	**1,499.92**	**6,525.05**	**6,824.86**	**(6,434.89)**	**133.70**	**20,230.79**
Segment Result							
Operating Profit Before Interest	435.36	72.89	(10.40)	614.92	-	(67.38)	1,045.40
	-	-	-	-	-	-	
Interest	-	-	-	-	-	727.90	727.90
	-	-	-	-	-	-	
Tax Expenses	-	-	-	-	-	121.13	121.13
	-	-	-	-	-	-	
Net Profit / (Loss)	-	-	-	-	-	-	196.37
	-	-	-	-	-	-	
Segment Asset	3,148.52	215.35	2,510.26	2,679.22	-	47.46	8,600.81
	-	-	-	-	-	-	
Capital assets including CWIP	3,078.21	743.40	2,427.86	2,577.42	-	7.53	8,834.42
Total Segment assets	**6,226.73**	**958.76**	**4,938.12**	**5,256.64**	**-**	**54.98**	**17,435.22**
Total Segment liabilities	8,521.20	158.36	2,669.16	971.44	-	220.59	12,540.75
	-	-	-	-	-	-	
Other disclosures	-	-	-	-	-	-	
Capital expenditure	651.83	56.91	738.79	1,049.70	-	9.22	2,506.45
	-	-	-	-	-	-	
Segment Depreciation	175.53	87.27	84.14	144.07	-	9.75	500.76
Non cash expenses other than Depreciation							-

Period ended March 31, 2022 **(Amount in INR Million)**

Particulars	Sugar	Cogeneration	Bio-based Chemicals	Distillery	Interunit Transfer	Unallocated	Total
Revenue							
External Revenue / Operating Revenue	5,176.75	363.17	6,470.74	4,906.15		106.48	17,023.29
Inter-segment	4,679.98	853.13	-	1.78	(5,534.88)		-
Total revenue	**9,856.72**	**1,216.30**	**6,470.74**	**4,907.92**	**(5,534.88)**	**106.48**	**17,023.29**
Other Non Operating Income							
Other Income	37.21	4.99	3.49	1.06		29.73	76.47
Total Income	**9,893.94**	**1,221.30**	**6,474.22**	**4,908.98**	**(5,534.88)**	**136.21**	**17,099.76**
Segment Result							
Operating Profit Before Interest	159.38	45.54	233.24	540.45		(53.52)	925.09
Interest						604.40	604.40
Tax Expenses						129.72	129.72
Net Profit / (Loss)							**190.97**
Segment Asset	3,866.40	276.25	3,376.77	2,580.60	-	62.29	10,162.31
Capital assets including CWIP	2,669.49	775.36	1,917.78	1,798.15	-	12.30	7,173.07
Total Segment assets	**6,535.89**	**1,051.62**	**5,294.55**	**4,378.75**	**-**	**74.59**	**17,335.38**
Total Segment liabilities	8,606.11	99.88	3,145.08	643.15	-	111.12	12,605.33
Other disclosures							
Capital expenditure	11.30	15.80	50.94	2.48	-	6.40	86.93
Segment Depreciation	168.79	88.69	68.56	143.36	-	10.85	480.25
Non cash expenses other than Depreciation							-

B. Information about geographical areas

The Company is domiciled in India. The Company's revenue from operations from external customers primarily relate to operations in India and all the non current assets of the Company are located in India.

Revenue from external customers

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

(Amount in INR Million)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
India	14,057.55	16,122.38	13,140.19
Outside India	2,809.10	4,024.56	3,883.10
	16,866.65	**20,146.94**	**17,023.29**

(Amount in INR Million)

Capital Expenditure	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
within India	435.80	2,506.45	86.93
Outside India		-	-
	435.80	**2,506.45**	**86.93**

Revenue from Major Customers

Revenue from customers exceeding 10% of total revenue for the period ended 31 March 2024, 31 March 2023, 31 March 2022 is as follows:

(Amount in INR Million)

Segment	Year ended March 31, 2024		Year ended March 31, 2023		Year ended March 31, 2022	
	Number of Customers	Revenue	Number of Customers	Revenue	Number of Customers	Revenue
Sugar	2	2,961.93	1	1,496.56	-	-
Cogen	3	326.81	1	424.39	5	15.66
Chemicals	-	-	1	846.09	-	-
Distillery	3	4,720.66	3	5,663.03	3	4,249.58
		8,009.40		**8,430.07**		**4,265.24**

GODAVARI BIOREFINERIES LIMITED CIN : U67120MH1956PLC009707

Annexure VII

Notes to Restated Consolidated Financial Statements

36. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category **(Amount in INR Million)**

Particulars	Carrying Amount			Fair Value		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
FINANCIAL ASSETS						
Amortised cost						
Trade Receivables	1,905.79	2,087.62	1,807.81	1,905.79	2,087.62	1,807.81
Cash and Cash Equivalents	111.12	212.73	100.25	111.12	212.73	100.25
Other Bank Balances	214.60	235.07	367.16	214.60	235.07	367.16
Security Deposits	50.90	53.17	42.36	50.90	53.17	42.36
Other Financial Assets	252.49	108.94	107.76	252.49	108.94	107.76
				-	-	-
FVTPL				-	-	-
Investments in Preference Shares	0.00	0.00	0.00	0.00	0.00	0.00
Investments in Equity Shares	0.00	0.00	0.00			
Derivative financial assets - Foreign Exchange forward contract	1.59	2.69	9.63	1.59	2.69	9.63
Total	**2,536.49**	**2,700.22**	**2,434.98**	**2,536.48**	**2,700.21**	**2,434.97**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
FINANCIAL LIABILITIES						
Amortised cost						
Borrowings (Excludes Interest accured and due on borrowings)	6,540.62	7,353.35	6,349.75	6,540.62	7,353.35	6,349.75
Lease Liabilities	5.27	5.57	6.33	5.27	5.57	6.33
Trade Payables	6,302.05	3,998.68	5,742.52	6,302.05	3,998.68	5,742.52
Other financial liabilities (Includes Interest accured and due on borrowings)	396.82	420.86	287.04	396.82	420.86	287.04
FVTPL						
Derivative financial liabilities	2.81	4.29	1.91	2.81	4.29	1.91
Total	**13,247.57**	**11,782.74**	**12,387.54**	**13,247.57**	**11,782.75**	**12,387.55**

The management assessed that the fair value of cash and cash equivalent, trade receivables, security deposits, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values for loans and non current security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the Fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at fair value - recurring fair value measurement:

(Amount in INR Million)

Particulars	March 31, 2024 Fair value measurement using				March 31, 2023 Fair value measurement using				March 31, 2022 Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Financial Assets												
Financial Investments at FVTPL												
Investments in Equity Shares	-	-	0.00	**0.00**	-	-	0.00	**0.00**			0.00	**0.00**
Investments in Preference Shares	-	-	0.00	**0.00**	-	-	0.00	**0.00**			0.00	**0.00**
Derivative financial assets - Foreign Exchange forward contract	-	1.59	-	**1.59**	-	2.69		**2.69**		9.63		**9.63**
Total Financial Assets	**-**	**1.59**	**0.00**	**1.59**	**-**	**2.69**	**0.00**	**2.69**	**-**	**9.63**	**0.00**	**9.63**
Financial Liabilities	-	-	-	**-**	-	-	-	**-**	-	-	-	**-**
Derivative financial liabilities - Foreign Exchange forward contract	-	2.81	-	**2.81**		4.29		**4.29**		1.91		1.91
Total Financial Liabilities	**-**	**2.81**	**-**	**2.81**	**-**	**4.29**	**-**	**4.29**	**-**	**1.91**	**-**	**1.91**

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

37. FINANCIAL RISK MANAGEMENT

The group's activity expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the group, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

To manage the credit risk, Group periodically assesses the financial reliability of customers; taking into account factors such as credit track record in the market and past dealings with the group for extension of credit to Customer. Group monitors the payment track record of the customers, restrict credit limited in SAP, credit rating etc. Concentrations of credit risk are limited as a result of the group's large and diverse customer base. Group has also taken advances and security deposits from its customers / agents, which mitigate the credit risk to an extent. Generally, term deposits are maintained with banks with which group has also availed borrowings.

ii. Provision for expected credit losses - Trade Receivables

The group follows 'simplified approach' for recognition of loss allowance on Trade receivables.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

Exposure - Trade Receivables **(Amount in INR Million)**

Particulars	Past Due		Total
	Up to 6 Months	More than 6 Months	
As at March 31, 2024	1,894.32	11.47	1,905.79
As at March 31, 2023	2,014.20	73.42	2,087.62
As at March 31, 2022	1,668.59	139.22	1,807.81

iii. Reconciliation of loss allowance provision - Trade receivables

(Amount in INR Million)

Particulars	
Loss allowance on March 31, 2021	**31.44**
Changes in loss allowance	44.73
Loss allowance on March 31, 2022	**76.17**
Changes in loss allowance	(29.23)
Loss allowance on March 31, 2023	**46.94**
Changes in loss allowance	(3.20)
Loss allowance on March 31, 2024	**43.76**

iv. Provision for expected credit losses - Other financial assets

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk as on 31st March,2024, 31st March, 2023 and 31st March 2022 is INR 629.11 Millions, INR 609.90 Millions and INR 617.53 million respectively. The group does not expect credit loss on other financial assets.

(B) Liquidity risk

Liquidity risk is the risk that a group may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

Contractual maturities of financial liabilities (Amount in INR Million)

Particulars	Carrying Amount	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2024				
Non-derivatives				
Borrowings (Excludes Interest accured and due on borrowings)	6,540.62	2,985.83	3,554.79	-
Lease liabilities	5.27	2.79	2.48	-
Trade payables	6,302.05	6,302.05	-	-
Other financial liabilities (Includes Interest accured and due on borrowings)	399.63	388.82	10.81	-
Total non derivative liabilities	**13,247.57**	**9,679.48**	**3,568.09**	**-**
March 31, 2023				
Non-derivatives				
Borrowings (Excludes Interest accured and due on borrowings)	7,353.35	2,751.47	4,601.88	
Lease liabilities	5.57	0.55	5.01	-
Trade payables	3,998.68	3,998.68	-	-
Other financial liabilities (Includes Interest accured and due on borrowings)	425.15	423.37	1.79	-
Total non derivative liabilities	**11,782.75**	**7,174.07**	**4,608.68**	**-**
March 31, 2022				
Borrowings (Excludes Interest accured and due on borrowings)	6,349.75	3,072.68	1,610.11	1,666.95
Lease liabilities	6.33	1.58	4.74	-
Trade payables	5,742.52	5,742.52	-	-
Other financial liabilities (Includes Interest accured and due on borrowings)	288.95	287.41	1.54	-
Total non derivative liabilities	**12,387.55**	**9,104.20**	**1,616.40**	**1,666.95**

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

(i) Foreign currency risk

Foreign currency risk arises commercial transactions that recognised assets and liabilities denominated in a currency that is not Group's functional currency (INR). The Group has natural hedge of exports against import and any excess in import if any, is cover by forward contract.

(a) Foreign currency risk exposure (Amount in INR Million)

	USD	EURO	GBP	Total
March 31, 2024				
Trade Receivables	881.55	119.35	-	**1,000.90**
Trade Payables	(1,863.02)	(47.65)	0.06	**(1,910.67)**
Forward contracts for receivables	(124.96)	(29.77)	-	**(154.74)**
Forward contracts for payables	1,056.31	-	-	**1,056.31**
Net exposure to foreign currency risk	**(50.13)**	**41.93**	**0.06**	**(8.19)**
March 31, 2023				
Trade Receivables	561.41	108.57	-	**669.98**
Trade Payables	(538.08)	(8.81)	(0.46)	**(547.35)**
Forward contracts for receivables	(351.33)	(79.63)	-	**(430.95)**
Forward contracts for payables	348.67	-	-	**348.67**
Net exposure to foreign currency risk	**20.68**	**20.13**	**(0.46)**	**40.35**
Significant Accounting Policies and Notes on Accounts form an integral part of the Restated Consolidated Financial Statements.				
Trade Receivables	851.40	32.73	-	**884.12**
Trade Payables	(1,597.34)	(7.60)	0.05	**(1,604.94)**
Forward contracts for receivables	(448.65)	(14.25)	-	**(462.90)**
Forward contracts for payables	615.15	-	-	**615.15**
Net exposure to foreign currency risk	**(579.44)**	**10.87**	**0.05**	**(568.57)**

(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

(Amount in INR Million)

Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
	1% Increase	1% Decrease	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(0.50)	0.50	0.21	(0.21)	(5.79)	5.79
EURO	0.42	(0.42)	0.20	(0.20)	0.11	(0.11)
GBP	0.00	(0.00)	(0.00)	0.00	0.00	(0.00)
Net Increase/(decrease) in profit or loss	**(0.08)**	**0.08**	**0.41**	**(0.41)**	**(5.68)**	**5.68**

(ii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The holding company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk.

During year ended March 31, 2024 and year ended March 31, 2023, and March 31,2022 the holding company's borrowings at variable rate were denominated in INR.

The holding company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased profit or loss by amounts shown below. This analyses assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Variable rate borrowings	481.64	427.11	369.69
Impact - Profit or (Loss)			
Interest rates - increase by 100 basis points	(4.82)	(4.27)	(3.70)
Interest rates - decrease by 100 basis points	4.82	4.27	3.70

(iii) Inventory price risk

The group is exposed to the movement in price of principal finished product i.e sugar. Prices of the sugar cane is fixed by government. Generally, sugar production is carried out during sugar cane harvesting period from November to April. Sugar is sold throughout the year which exposes the sugar inventory to the movement in the price. Group monitors the sugar prices on daily basis and formulates the sales strategy to achieve maximum realisation. The sensitivity analysis of the change in sugar price on the inventory as at year end, other factors remaining constant is given in table below:

(Amount in INR Million)

Rate sensitivity	Increase / Decrease In sale price (per Qtls)	Effect on Profit before tax	
For year ended March 31, 2024	1	+ / (-)	1.32
For year ended March 31, 2023	1	+ / (-)	0.53
For year ended March 31, 2022	1	+ / (-)	0.78

38. SHARE OF ENTITIES IN GROUP

Name of Entity	As at March 31, 2024							
	Net Assets (Total Assets - Total Liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive	Amount
Parent								
Godavari Biorefineries Limited	99%	4,943.78	86%	105.63	54%	(5.59)	89%	100.04
Subsidiary								
Solar Magic Private Limited	0%	22.81	2%	2.84	0%	-	3%	2.84
Cayuga Investments B.V.	2%	111.58	0%	0.59	(1%)	0.08	1%	0.67
Godavari Biorefineries INC	1%	47.31	2%	1.92	(6%)	0.64	2%	2.56
Godavari Biorefineries B.V.	3%	149.42	12%	14.92	(9%)	0.97	14%	15.88
Inter-company eliminations	(5%)	(268.11)	(2%)	(2.92)	63%	(6.54)	(8%)	(9.45)
	100%	**5,006.79**	**100%**	**122.98**	**100%**	**(10.44)**	**100%**	**112.54**

Name of Entity	As at March 31, 2023							
	Net Assets (Total Assets - Total Liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive	Amount
Parent								
Godavari Biorefineries Limited	99%	4,843.97	62%	119.99	59%	(18.73)	63%	101.25
Subsidiary								
Solar Magic Private Limited	0%	19.98	(1%)	(1.26)	0%	-	(1%)	(1.26)
Cayuga Investments B.V.	2%	110.91	1%	1.67	-2%	0.59	1%	2.26
Godavari Biorefineries INC	1%	44.74	7%	12.76	-3%	0.96	9%	13.72
Godavari Biorefineries B.V.	3%	134.43	14%	26.92	(21%)	6.66	21%	33.58
Inter-company eliminations	(5%)	(259.56)	17%	32.65	67%	(21.42)	7%	11.23
	100%	**4,894.48**	**100%**	**192.74**	**100%**	**(31.94)**	**100%**	**160.79**

Name of Entity	As at March 31, 2022							
	Net Assets (Total Assets - Total Liabilities)		Share in Profit and Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive	Amount
Parent								
Godavari Biorefineries Limited	100%	4,742.72	84%	163.27	805%	(1.16)	83%	162.11
								-
Subsidiary								-
Solar Magic Private Limited	0%	1.23	(6%)	(12.50)	0%	-	(6%)	(12.50)
Cayuga Investments B.V.	2%	108.64	0%	0.58	101%	(0.15)	0%	0.43
Godavari Biorefineries INC	1%	31.02	4%	7.69	447%	(0.65)	4%	7.04
Godavari Biorefineries B.V.	2%	100.85	26%	49.81	896%	(1.29)	25%	48.52
								-
Inter-company eliminations	(5%)	(250.78)	(7%)	(14.22)	(2149%)	3.11	(6%)	(11.12)
	100%	**4,733.69**	**100%**	**194.62**	**100%**	**(0.14)**	**100%**	**194.48**

39. CAPITAL MANAGEMENT

For the purpose of the group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The group includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

(Amount in INR Million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Borrowings (Includes Interest accured and due on borrowings)	6,632.70	7,380.13	6,367.21
Less: Cash and cash equivalents	(111.12)	(212.73)	(100.25)
Less: Other bank balance	(214.60)	(235.07)	(367.16)
Net Debt	**6,306.98**	**6,932.32**	**5,899.79**
Equity share capital	419.43	419.43	419.43
Other Equity	4,587.37	4,475.05	4,310.61
Less: Revaluation Reserve	(2,347.00)	(2,347.00)	(2,347.00)
Less: Capital Redepmtion Reserve	(57.35)	(57.35)	(57.35)
Total Equity	**2,602.45**	**2,490.13**	**2,325.69**
Total Equity and Net Debt	**8,909.43**	**9,422.45**	**8,225.49**
Gearing ratio	**0.71**	**0.74**	**0.72**

In order to achieve the objective of maximize shareholders value, the Group’s capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest- bearing borrowings that define capital structure requirements.

40.Land at Sameerwadi

The part of the land at sameerwadi which is 7 acres 24 guntas is inamdar land presently it is in the name of Godavari Sugar mills limited (GSML),Godavari Biorefineries ltd demerged from GSML , The company has made application to regularise the land.
On 4th March 2022 Tahasildar, Rabkavi- Banahatti Dist Bagalkot has passed Order to enter the name of the GSML in the column no 9 of RTC bearing No 251/1 and 25/2 total measuring 7 acres 24 guntas of Saidapur village, taluka Rabkavi Banahatti Dist Bagalkot as per the diary No 2358 dated 15th Oct 1994. Now The Title of the Land has been updated in the name Of Godavari Biorefineries ltd from October 12, 2022

41.Power Purchase Agreement (PPA)

The Company had filed a writ petition (WP: 4158/2019) to which Karnataka Electricity Regulatory Commission (“KERC”) and the Electricity Supply Companies (ESCOMS) were party to the petition. The petition was against a clarification issued by KERC regarding the tariff payable to the Company which was not as per the PPA agreement. Based on the clarification the ESCOMS denied the payment of tariff was computed and billed by the Company. On April 23, 2021, the Hon'ble Bangalore High Court passed an order wherein it quashed the clarification issued by KERC for lower tariff.

KERC vide Order No. OP NO. 54/2016 & 85/2016 dated 28th March 2023 issued directions to the ESCOMs to pay the differential tariffs.

Accordingly, the company communicated to all ESCOMs along with the order copy for the payments. Following up continuously with all the ESCOMs. The company has received Rs 71.89 Millions on 4th March 2024.

42.Provision for tax

For the Financial Year 2021-22 and for subsequent period, the Company has after evaluation, decided to adopt the option permitted under section 115BAA of Income Tax Act, 1961 (as introduced by the Taxation Laws (Amendment) Ordinance 2019) of the lower effective corporate tax rate of 25.17% (including surcharge and cess) instead of the earlier rate of 31.20% (including surcharge and cess). Accordingly, the Company has recognized the Provision for Income Tax for the financial year ended 31st March 2022 and subsequent period based on the rates prescribed in the aforesaid section."As a compliance to provisions of section 115BAA of the Income Tax Act, 1961, the company has foregone Rs. 75.40 Millions as additional depreciation".

43 .Cenvat credit Tuljabhavani SSSK Ltd, Naldurg.

The company had taken the distillery of Tuljabhavani SSSK Ltd at Naldug, Maharashtra on a lease basis for three years upto June-2009. On the expiry of the lease, the company stopped production and surrendered the Central Excise registration certificate for the same. The company had carried forward and applied on March 28, 2012 for a transfer of CENVAT credit of Rs. 11.75 Millions lying in balance as on April 30, 2009 from the register of Tuljabhavani SSSK Ltd. to the register of Sakaradi unit of the company.A show cause notice (SCN) was issued to reject the request for a grant of permission to transfer credit lying as an unutilized balance in the CENVAT account.
The Assistant Commissioner of Central Excise & Customs, Nanded and rejected the company’s submission and confirmed the said SCN.
Thereafter, The Commissioner of Central Excise and Service Tax, Aurangabad and Hon’ble Customs Excise Service Tax Appellate Tribunal (CESTAT), West Regional Branch, Mumbai have rejected company submissions and appeals.
The company has now filed an appeal before Hon'ble Bombay High Court, Aurangabad Bench on 18.04.2023 and are awaiting the hearing date for the matter.

44. Write off of Initial Public Offer (IPO) Expenses

The Company had initiated the procedure of raising funds from primary markets in F.Y 2021-2022 by floating IPO. The Company incurred total expenditure of INR 40.30 Millions for the procedure which were accounted as deferred revenue expenditure under current assets due to the pendency in completion of IPO procedure. However, the IPO was not launched and the expenditure incurred has been expensed off during financial year ended March 31, 2023 under heads Professional Charges, Fees and Stamp Duty, Insurance Premium, Printing & Stationary, Audit Fees and Bank Charges.

45. E2e materials

The Company had made an investment of INR 13.47 Millions in a United States of America based company named as e2e Materials, INC. during the period April 2010 to July 2014. However, E2E Materials, INC. was dissolved on March 20, 2018 by the order of competent authority of United States of America. The Company had made a provision against the investment amount during period March 2015 to March 2016, as there was no expected returns or recovery against the investment made. The Company has submitted an application to UBI for reporting of disinvestment in E2E Materials, INC. due to dissolution on May 16, 2023 and awaiting response or confirmation from UBI along with applicable fees or demand under the LSF scheme of RBI.

46.Other statutory information

(i).The Group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii).The Group have not traded or invested in Crypto currency or Virtual Currency during reporting periods.

(iii).The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(iv).The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a)directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b)provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(v).The Group does not have any 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)

(vi).The Group does not have any borrowings from banks and financial institutions that are used for any other purpose other than the specific purpose for which it was taken at the reporting balance sheet date.

(vii).The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(viii).The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during the any reporting period.

(ix).The Group shall disclose as to whether the fair value of investment property (as measured for disclosure purposes in the financial statements) is based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. Since, the Group does not have any investment property during any reporting period, the said disclosure is not applicable.

(x).Section 8 of the Companies Act, 2013 companies are required to disclose grants or donations received during the year. Since, the Group is not covered under Section 8 of the Companies Act, 2013, the said disclosure is not applicable.

(xi). There are no scheme of arrangements which have been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the reporting periods.

(xii).During the reporting periods, the Group does not have any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment granted to promoters, directors, KMPs and related parties as per the definition of Companies Act, 2013.

(xiii).The Group has not identified any transactions or balances in any reporting periods with companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

47. Corporate Social Responsibility (CSR)

Sr No.	Details for CSR expenditure	Mar-24	Mar-23	Mar-22
a)	Amount required to be spent by the company during the year,	7.15	5.52	3.21
b)	Amount of expenditure incurred,	1.89	16.16	11.20
c)	(Shortfall)/Excess at the end of the year,	(5.26)	10.65	7.99
d)	Total of previous years Excess /(Shortfall), *	13.37	18.63	7.99
e)	Reason for shortfall,	NA	NA	NA
f)	Nature of CSR activities,	Healthcare, Self Employment training	Self Employment training Programme	Education and Healthcare
g)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	1.50	15.84	11.20
h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Nil	Nil	Nil

*Excess CSR expenditure done in F.Y 2021-22 set off against shortfall of expenditure done in F.Y 2023-24 in accrodance with rule 7(3) of the Companies (CSR Policy) Rules, 2014.

48.Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification

49. Following disclosures are not applicable for consolidated financial statements as per Schedule III:
   (a) Title deeds of Immovable Property
   (b) Registration of charges or satisfaction with Registrar of Companies
   (c) Analytical Ratios

Significant Accounting Policies and Notes on Accounts form an integral part of the Restated Consolidated Financial Statements. 1 to 49

As per our report of even date attached
For VERMA MEHTA & ASSOCIATES
Chartered Accountants
Firm Registration Number 112118W

Sandeep Ramesh Verma
Partner
Membership No. 045711

Place : Mumbai
Date : 31st May 2024

For and on behalf of the Board of Directors

Samir Shantilal Somaiya
Chairman and Managing Director
(DIN : 00295458)

Sangeeta Arunkumar Srivastava
Executive Director
(DIN : 00480462)

Swarna Gunware
Joint Company Secretary
(Membership No : 32787)

Manoj Jain
Company Secretary & Compliance officer
(Membership No : 7998)

Naresh Sitaram Khetan
Chief Financial Officer
(Membership No : F037264)
Place : Mumbai
Date : 31st May 2024

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Financial Statements, as required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	As at/for the Fiscals ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Basic Earnings / (loss) per Equity Share (in ₹)	2.93	4.68	4.55
Diluted Earnings / (loss) per Equity Share (in ₹)	2.93	4.68	4.55
Return on net worth (in %)	4.73%	7.89%	8.21%
Net asset value per Equity Share (in ₹)	62.05	59.37	55.45
EBITDA (₹ in million)	1,479.35	1,546.16	1,405.34

Notes:

(1) The ratios on the basis of Restated Consolidated Financial Statements have been computed as below:

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

$$\textit{Return on Net Worth (\%)} = \frac{\text{Restated consolidated net profit after tax for the year attributable to equity shareholders of the Company}}{\text{Restated consolidated Net worth as at the end of the year}}$$

$$\textit{Net Asset Value per share} = \frac{\text{Restated equity attributable to owners of the Company excluding reserves created out of revaluation of assets \& capital redemption reserve.}}{\text{Number of equity shares outstanding at the end of the year}}$$

EBITDA = Restated consolidated net profit after tax for the year attributable to the equity Shareholders of the Company + Total tax expenses + finance costs + Depreciation and amortisation expense

(2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

(3) "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets including revaluation reserves, capital redemption reserves, write-back of depreciation and amalgamation.

(4) The above ratios have been computed on the basis of the Restated Consolidated Financial Statements.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for Fiscals 2024, 2023 and 2022 and Indian rupee converted audited financial statements of Cayuga Investments B.V. and Godavari Biorefineries B.V. for Fiscals 2024, 2023 and 2022 (collectively, the **"Audited Financial Statements**") are available on our website at https://godavaribiorefineries.com/our-company-investors.

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, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLMs 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 Financial Statements, or the opinions expressed therein.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation on the basis of our Restated Consolidated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 321, 255 and 31 of this Draft Red Herring Prospectus, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2024	As adjusted for the proposed Offer*
Total Borrowings		
Current borrowings (I)	3,077.91#	**[●]**
Non-current borrowings (excluding current maturities of non-current borrowings) (II)	3,554.79	**[●]**
Total Borrowings (III=I+II)	**6,632.70**	**[●]**
Total Equity		
Equity share capital (IV)	419.43	**[●]**
Other Equity (V)	4,587.37	**[●]**
Less: Revaluation Reserve (VI)	2,347.00	**[●]**
Less: Capital Redemption Reserve (VII)	57.35	**[●]**
Total Equity (VIII=IV+V-VI-VII)	**2,602.45**	**[●]**
Ratio: Total Borrowings/ Total Equity (III/VIII)	**2.55**	**[●]**

**The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence such details have not been provided in the table above.*
\# *Current borrowings include interest accrued.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022. We have included in this section a discussion of our financial statements on a restated consolidated basis.

The Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus are prepared and presented in accordance with Ind AS, in each case restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs in certain respects from Indian GAAP, IFRS and US GAAP and other accounting principles with which prospective investors may be familiar. Unless otherwise indicated or the context otherwise requires, the financial information for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 included herein is derived from the Restated Consolidated Financial Statements, included in this Draft Red Herring Prospectus, which have been derived from our audited consolidated financial statements.

This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters entitled "Risk Factors" and "Forward-Looking Statements" on pages 31 and 19, respectively.

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Independent Market Report on Biorefinery Chemicals" dated May 28, 2024 (the "**Frost & Sullivan Report**") prepared and released by Frost & Sullivan, exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated January 25, 2024. Frost & Sullivan is an independent agency and is not a related party of our Company, its Subsidiaries, Directors, Promoters, Key Managerial Personnel, Senior Management, Selling Shareholders or the Book Running Lead Managers. A copy of the Frost & Sullivan Report is available on the website of our Company at https://godavaribiorefineries.com/our-company-investors. The industry data included herein may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Frost & Sullivan Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information derived from a third party industry report, exclusively commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 43.*

Overview

We are one of the prominent manufacturers of ethanol based chemicals in India and as at March 31, 2024, we have the largest integrated bio-refinery in India in terms of installed capacity. We are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*). As on March 31, 2024, we were also the largest manufacturer of MPO worldwide in terms of installed capacity, one of only two manufacturers of natural 1,3 butylene glycol and the only company in India to manufacture bio ethyl acetate. We have also set up India's first bio-based EVE manufacturing facility in India as on March 31, 2024. (*source: Frost & Sullivan Report*). Our diversified product portfolio comprises of bio-based chemicals, sugar, different grades of ethanol and power. These products find application in a range of industries such as food, beverages, pharmaceuticals, flavours & fragrances, power, fuel, personal care and cosmetics. According to the Frost & Sullivan Report, our Company has the widest portfolio of bio-based products in India.

We utilise sugarcane as a feedstock to manufacture a wide range of products, including sugar, ethanol, bio-based chemicals and power and were among the first few companies in India to utilise sugarcane juice and syrup for the production of ethanol (*source: Frost & Sullivan Report*). We continuously strive to improve the valorisation of sugarcane through development of down-stream products and increase the diversion of sugarcane towards value added products. For instance, we have been successful in manufacturing a wide range of bio-based chemicals such as ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde. We are also in the process of exploring the utilisation of grains to manufacture grain-based ethanol.

Our Sameerwadi Manufacturing Facility with a crushing capacity of 18,000 TCD as on March 31, 2024, according to the Frost & Sullivan Report, our Company's sugar mill, is among the top fifteen sugar complexes in India in terms of crushing capacity. We also have an environmental clearance to expand crushing capacity up to 25,000 TCD. Through our long history of purchasing sugarcane and continued support provided to the farmers, we have established strong relationships and goodwill among the farmers. Further, we are one of India's largest producers of ethanol in terms of volume as of March 31, 2024 (*source: Frost & Sullivan Report*) with an installed capacity of 570 KLPD as at March 31, 2024.

The rectified spirits manufactured by us are converted into different grades of ethanol including fuel ethanol, pharma grade ethanol and extra neutral alcohol ("**Ethanol**"). In order to improve the valorisation of sugarcane and in light of the government initiatives for increasing fuel ethanol blending, we intend to expand our distillery capacity from 600 KLPD (as at March 31, 2024) to 1,000 KLPD and have obtained environmental clearance for such expansion. Further, our Company proposes to commence the manufacturing of 2nd generation Ethanol from bagasse, a by-product of sugar, to further improve the utilisation of available feedstock for our distillery. We have entered into a memorandum of agreement with the Centre for High Technology, an administrative control of the Ministry of Petroleum & Natural Gas, Government of India in relation to grant of financial assistance to our Company for a maximum amount of ₹150.00 million for the proposed installation of a 2G ethanol plant at our Sameerwadi Manufacturing Facility.

The chemicals manufactured by us comprise of Ethanol-based chemicals such as ethyl acetate, bio-ethyl acetate, MPO, 1,3 butylene glycol, crotonaldehyde, acetaldehyde, bio-acetic acid, butanol, EVE, and paraldehyde (collectively, the "**Bio-based Chemicals**"). The Bio-based Chemicals manufactured by us find application in various industries, including the personal care and cosmetics, flavour and fragrance, food, fuel, paints and coatings and pharmaceutical industries, while the Ethanol manufactured by us is sold to oil marketing companies and also find application in the beverages, pharmaceutical and chemical industries. We have also received environmental clearance to expand our existing capacities and to manufacture a wider range of speciality chemicals including cellulose and its derivatives.

We have consistently invested in R&D and technology and have pursuant to our assessment of demand in the market and our customers, sought to implement them at our Manufacturing Facilities. During Fiscals 2024, 2023 and 2022, we have incurred research and development expenditure aggregating to ₹143.50 million, ₹170.06 million, and ₹133.62 million respectively. We have three research and development facilities (the "**R&D Facilities**") which are registered with the Department of Scientific and Industrial Research, Government of India ("**DSIR**"), with one R&D Facility located at each Manufacturing Facility and one located in Navi Mumbai, Maharashtra. As of March 31, 2024, we had engaged 54 permanent research employees including 9 scientists holding doctorates at our R&D Facilities, who seek to identify and develop new potential marketable products after carrying out a thorough study including product specifications, potential products costs and production timeline, based on the leads brought in by our business development and marketing teams. We also actively support the agricultural research conducted by the K.J. Somaiya Institute for Applied Agriculture Research ("**KIAAR**") and have entered into a memorandum of understanding dated September 9, 2021 with KIAAR to carry out joint research activities in various fields including soil testing, production of tissue culture settlings, production and supply of bio-fertilizers, transfer of technology to farmers, organic farming and energy cane. As on the date of this Draft Red Herring Prospectus, we have patented 19 products/processes and received 54 registrations in relation thereto across different countries.

Our customers include marquee players such as Hershey India Pvt Ltd, Hindustan Coca-Cola Beverages Private Limited, M/s Karnataka Chemical Industries, M/s Techno Waxchem Pvt Ltd, LANXESS India Private Limited, IFF Inc., Ankit Raj Organo Chemicals Limited, Escorts Chemical Industries, Khushbu Dye Chem Pvt Ltd, Privi Speciality Chemicals Limited, Shivam Industries, as well as major oil marketing companies. Over the years, we have significantly expanded our scale of operations and global footprint, and during Fiscals 2024, 2023 and 2022, we have catered to customers from over 20 countries including Australia, China, Germany, France, Italy Japan, Kenya, Netherlands, Singapore, United Kingdom, United Arab Emirates, Indonesia and United States of America. We have also established offices in Hoofddorp (Netherlands) and Philadelphia (United States of America), which enables us to assess international demand and increase our customer outreach thereby bolstering our product development initiatives. For Fiscals 2024, 2023 and 2022, our revenue from operations from outside India was ₹2,809.10 million, ₹4,024.56 million, and ₹3,883.10 million, contributing to 16.65%, 19.98% and 22.81%, respectively, of our revenue from operations for such Fiscal. We also market multiple products including sugar, jaggery, salt and turmeric under our brand name 'Jivana' which is distributed through retail stores as well as online retail channels. Our revenues from products sold under the 'Jivana' brand has increased from ₹282.87 million in Fiscal 2022 to ₹841.67 million in Fiscal 2024 indicating a CAGR of 72.49%.

We currently have two manufacturing facilities (the "**Manufacturing Facilities**"), with one manufacturing facility located in the Bagalkot district in Karnataka (the "**Sameerwadi Manufacturing Facility**") and another manufacturing facility located in the Ahmednagar district in Maharashtra (the "**Sakarwadi Manufacturing Facility")**. The Sameerwadi Manufacturing Facility is an integrated facility dedicated to the manufacturing of Ethanol, sugar and power, while the Sakarwadi Manufacturing Facility is currently dedicated to the manufacturing of Bio-based Chemicals. As at March 31, 2024, the Sameerwadi Manufacturing Facility had *inter alia* a sugarcane crushing capacity of 18,000 TCD, an installed capacity of 600 KLPD for rectified spirits and power plants with an aggregate installed capacity of 45.56 MW, while at the Sakarwadi Manufacturing Facility, the aggregate installed capacity for our Bio-based chemicals including Ethyl Acetate, Acetaldehyde, Acetic Acid, 3-Methyl 3 Pentene One (MPO), 1,3 BG, Crotonaldehyde and Paraldehyde and others was 117,106.20 MTPA. For additional details in relation to our Manufacturing Facilities, see "- *Our Manufacturing Facilities*" on page 196. We are Responsible Care® certified, our Registered and Corporate Office and the Sakarwadi Manufacturing Facility are ISO 9001:2015, RC 14001:2015 and ISO 14001:2015 certified and the Sameerwadi Manufacturing Facility is ISO 9001:2015 certified. We have obtained certification confirming compliance with the requirements of BONSUCRO in the "production of white refined sugar and molasses from sugarcane" and "farming activities and production of sugarcane" for the Sameerwadi Manufacturing Facility and for "production of ethanol, ethyl acetate, acetic acid, butyl acetate, butylene glycol and butanol" for the Sameerwadi Manufacturing Facility and Sakarwadi Manufacturing Facility. We have also been permitted by the United States Department of Agriculture to use the "USDA Certified Biobased Product" label for some of our products such as 1,3 butylene glycol and bio-based ethyl acetate.

We seek to implement sustainable practices in our manufacturing process and seek to purchase sugarcane from farmers who implement sustainable practices and implement and produce products which have a lower environmental impact. We seek to utilise all of our by-products and minimise waste as part of our operations. We have installed an incineration boiler at the Sameerwadi Manufacturing Facility, which uses spent wash (which is waste produced while producing rectified spirits) to generate steam for our distillery operations. We have in the past received awards including the "Water Resource Management in Chemical Industry" Award from the Indian Chemical Council in 2015, the "Efficiency in Water Usage-Chemicals" award from FICCI in 2016, the "Outstanding Renewable Energy Generation-Biofuel" award from the Indian Federation of Green Energy in 2019, the "Outstanding Renewable Energy Generation Projects- Biofuel" award from the Indian Federation of Green Energy in 2021, the "Platinum Award for Best Sugarcane Development for the season 2021-2022" from the South Indian Sugarcane & Sugar Technologists' Association in 2022, FICCI Chemicals and Petrochemicals Awards 2023 for "Excellence in Corporate Environment Responsibility in Chemicals" in 2023, the "Best Technical Efficiency Award (Private Sugar Factory)" for season 2022-23 from S. Nijalingappa Sugar Institute, Belagavi in 2023 and 4th India Green Energy Award in the category of "Bioenergy – Outstanding Chemical Process based Project – Ethanol" from the Indian Federation of Green Energy in 2024.

A summary of our financial performance based on the Restated Consolidated Financial Statements during the last three Fiscals is as follows:

(*in ₹ million, unless otherwise specified*)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	16,866.65	20,146.94	17,023.29
EBITDA	1,479.35	1,546.16	1,405.34
Profit after tax	122.99	196.37	190.97
Net worth	2,602.45	2,490.13	2,325.69
Revenue from ethanol (as a % of our revenue from operations)	28.58%	28.11%	25.16%
Revenue from Bio-based Chemicals (as a % of our revenue from operations)	29.97%	32.35%	38.01%

We are a part of the Somaiya group of companies, which has experience of over eight decades in the sugar industry and over six decades in the bio-based chemicals industry. As the flagship company of the diversified Somaiya group, which has interests in *inter alia* the education, agricultural research, renewable energy and healthcare industries, we are able to leverage the experience, capabilities and reputation of the Somaiya group in our business operations. Our Individual Promoter, Samir Shantilal Somaiya, who is also our Chairman and Managing Director, has played a significant role in our development and growth. Further, we have a strong and well experienced Board, Key Managerial Personnel and Senior Management who actively contribute to our operations and participate in our strategy. For further details in relation to Samir Shantilal Somaiya and our other Directors, Key Managerial Personnel and Senior Management, see "*Our Management*" on page 223.

Principal Factors Affecting Our Financial Condition and Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 31. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations.

Availability of sugarcane, molasses, and feedstock for the manufacturing of our products in the sugar, distillery and cogeneration segments

Sugarcane is the principal raw material used for our products in sugar, distillery and cogeneration segments. The residue generated from the crushing process such as bagasse and molasses are used for power generation and distillery functions. Most of our sugarcane requirement is met through direct purchase from independent farmers cultivating sugarcane around our Sameerwadi Manufacturing Facility. Whilst, we have entered into agreements with farmers for procurement of sugarcane, these agreements are not exclusive in nature and our existing relationships with the farmers plays a critical role in obtaining raw materials for our operations. Our business and results of operations are dependent on our ability to maintain such relationships with the farmers for our ongoing sugarcane requirements. In addition, sugarcane production is dependent on several fluctuating factors such as amount of rainfall in a particular year, quality of sugarcane, harvesting schedules, irrigation techniques and overall weather conditions. The presence of any crop disease, adverse weather conditions such as inadequate rainfall and temperature, floods and drought may affect the volume and quality of sugarcane obtained from farmers, thereby adversely affecting our production and pricing of the sugarcane procured by us which in turn may impact our cash flows. Further, the quality of our products is highly dependent on our ability to source quality raw materials. In addition to our sugar production, our co-generation and distillery units may be affected by the shortage of bagasse and molasses due to various factors including seasonal variations which may in turn have a significant impact on our total revenue, cash flows, operating expenses and net revenues.

Any change in government policies

A significant portion of our total production of ethanol is sold to oil marketing companies under the ethanol blended petrol programme ("**EPB Program**") of the Government of India under a tender driven process. In Fiscal 2024, Fiscal 2023 and Fiscal 2022, revenue from sale of ethanol to oil marketing companies pursuant to the EBP Program was ₹4,821.30 million, ₹5,663.03 million and ₹4,283.48 million representing 28.58%, 28.11% and 25.16% respectively of our consolidated revenue from operations. The EBP Program is regulated by the Government of India and the demand for ethanol is dependent on the requirements of the EBP Program. While the Government of India aims to achieve 20% ethanol blending with petrol by 2025 and has been encouraging ethanol capacity expansion (source: *Frost & Sullivan*), any change or delays in implementation of such policy may adversely affect the demand for ethanol under the EBP Program. Our production and pricing of ethanol for the EBP Program are subject to the policies, notifications and incentives provided by the Government of India, from time to time including in relation to the incentives provided to us by the Government of India through various schemes under the EPB Program. For instance, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India ("**DFPD**") vide notification dated December 7, 2023, directed all sugar mills and distilleries to stop using sugarcane juice/ sugar syrup for production of ethanol with immediate effect in ethanol supply year (ESY) 2023-24 ("**EPB Notification**"). However, subsequently, pursuant to a notification dated December 15, 2023 (the "**Revised EPB Notification**"), DFPD required oil marketing companies, to issue a revised allocation of sugarcane juice ("**SCJ**") and B-heavy molasses ("**BHM**") based ethanol for ESY 2023-24 to each distillery and inform DFPD after placement of revised contracts. On receipt of such communication from OMCs, all sugar mills and distilleries were required to supply ethanol strictly as per the specified quantity of SCJ and BHM ethanol. However, no diversion of SCJ and BHM was allowed towards production of rectified spirits and ENA. Our Company filed a writ petition dated January 6, 2024, before the High Court of Karnataka at Dharwad ("**Karnataka High Court**") challenging the EPB Notification and the Revised EPB Notification praying for inter alia quashing the EPB Notification and the Revised EPB Notification. Pursuant to an order dated January 8, 2024, the Karnataka High Court issued a stay on the EPB Notification and the Revised EPB Notification. Further, pursuant to an order dated April 25, 2024, the Karnataka High Court disposed off the Writ Petition and while it restrained us from generating and/ or purchasing any additional 'B' heavy molasses, it permitted our Company to utilise the current stock of 'B' heavy molasses to manufacture ethanol from such stock within a period of eight weeks from the date of the order. Pursuant to the EPB Notification and the Revised EPB Notification, we faced disruption in our production of ethanol for a period of two months.

The DFPD has also introduced schemes in the past for providing assistance to project proponents who have acquired land for ethanol projects for enhancement of existing ethanol distillation capacity or to set up a new distillery in relation to ethanol. We have entered into a memorandum of agreement with the Centre for High Technology, an administrative control of the Ministry of Petroleum & Natural Gas, Government of India in relation to grant of financial assistance to our Company for a maximum amount of ₹150.00 million for the proposed installation of a 2G ethanol plant at our Sameerwadi Manufacturing Facility.

Further, in May 2022, the Government of India had placed the export of sugar (raw, white and refined) in the restricted category from the free category, requiring exporters to seek prior permission from the DFPD to export sugar. As on the date of this Draft Red Herring Prospectus, such restriction is ongoing until further orders.

Any change in governmental policies could adversely affect the business and results of operations of our Company.

Procurement of raw materials (other than sugarcane)

We source certain of our raw materials namely, special denatured spirit ("**SDS**"), acetic acid, methyl ethyl ketone ("**MEK**") and molasses from a limited number of third-party suppliers from geographies which include India, USA and UAE. Our dependence on foreign suppliers subjects us to certain risks which include political and economic instability in the countries in which such suppliers are located, disruptions in transportation, currency exchange rates, transport costs amongst others. We may not be able to find alternate sources for the procurement of raw materials in a timely manner if we fail to receive the quality of raw materials that we require; negotiate appropriate financial terms or obtain adequate supply of raw materials. Further, in the event that either our demand increases, or our suppliers experience a scarcity of resources, our suppliers may be unable to meet our demand for raw materials. Any such reductions or interruptions in the supply of raw materials, and any inability on our part to find alternate sources in a timely manner for the procurement of such raw materials will impact our business, financial condition and results of operations.

Significant portion of our revenue is derived from a few customers and products

In Fiscal 2024, 2023 and 2022, revenues generated from sales to our top five customers was ₹7,670.05 million, ₹7,694.54 million and ₹6,181.01 million respectively representing 45.47%, 38.19% and 36.31% respectively of our revenue from operations. While we have developed long-term relationships with certain of our customers, there is no commitment on the part of our key customers to continue to place new purchase orders with us. Further, we may not find any other customers for the surplus or excess capacity. The loss of one or more of these significant customers or a significant decrease in business from any such key may impact our business, financial condition and results of operations. Further, a significant portion of our revenues is derived from the sale of a few products, namely, sugar, ethyl acetate, ethanol and MPO. The table set forth below provides details of our product-wise revenue from sale of sugar, ethyl acetate, ethanol and MPO for the fiscals indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations	₹ in million	% of revenue from operations
Sugar	5,482.05	32.50%	6,733.03	33.42%	4,964.81	29.16%
Ethyl acetate	2,448.98	14.52%	3,166.32	15.72%	3,993.58	23.46%
Ethanol	4,821.30	28.58%	5,663.03	28.11%	4,283.48	25.16%
MPO	596.90	3.54%	1,254.14	6.22%	925.60	5.44%

In case revenues from these products decline as a result of increased competition, pricing pressures, fluctuations in demand for or supply it will impact our business, financial condition and results of operations.

Research and Development

The growth of our business depends upon our ability to anticipate and identify changes in the preferences of our customers and offer them products that they require, on a timely basis. In order to remain competitive, we develop, test and manufacture new products, which must meet our customers' standards including any applicable regulatory standards. We have established a dedicated research and development facility in Navi Mumbai, Maharashtra and a research and development facility at each of our Manufacturing Facilities. Our ability to successfully introduce new and innovative products also depends on our ability to adapt and invest in new technologies. Any failure on our part to successfully identify and commercialise new products or to predict and respond effectively to competition will have an impact on our business, financial condition and results of operations.

Sugarcane and ethanol pricing

Our profitability depends significantly on the cost of sugarcane, our principal raw material, and the selling price of sugar. The price to be paid to the farmers for sugarcane is determined by the fair and remunerative price, premium and recovery levels fixed by the Government of India. Further, the market price of our sugar products and by-products are variable and dependent on prevailing market prices, competition, demand and supply patterns and cyclical nature of the industry. The market in India has experienced periods of limited supply, causing sugar prices and industry profit margins to increase, followed by periods of excess production that result in oversupply, causing declines in sugar prices and industry profit margins. Rising procurement prices for sugarcane, particularly in the event of a decrease in the price of sugar may cause our margins to fluctuate and adversely affect our results of operations and financial condition. Further, although the price of sugar is market driven, a minimum selling price is fixed and regulated by the Government of India for sale of white or refined sugar for domestic consumption. Similarly, the pricing of ethanol to be supplied to oil marketing companies under the EPB Program are dependent on government mandated price and blending targets set by the Government. Any change in governmental policies for procurement or pricing for sugarcane, ethanol or sugar will impact our business, financial condition and results of operations.

Presentation of financial information

The Restated Consolidated Financial Statements comprises the restated consolidated statement of assets and liabilities of our Company as at March 31, 2024, March 31, 2023 and March 31, 2022 and the restated consolidated statement of profit and loss, other comprehensive income, restated consolidated statement of changes in equity and restated consolidated statement of cash flows for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary statement of significant accounting policies and other explanatory information.

Summary of significant accounting policies

a) **Principles of consolidation**

(i) **Subsidiaries**

Subsidiaries are all entities over which the Group has 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. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries 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 subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March 2024, 31st March 2023 and 31st March 2022.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss (including other income), consolidated statement of changes in equity and Consolidated statement of Assets and Liabilities respectively.

Profit or loss and each component of other comprehensive income (the 'OCI') are attributed to the equity holders of the parent of the Group and to the non controlling interests, even if this results in the non controlling interest having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring there accounting policies into line with the Group's accounting policies.

(ii) **Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(iii) **Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

(iv) **Changes in ownership interests**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

b) **Property, plant and equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it meets the recognition criteria. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the income statement when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on straight line method using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.If the management's estimate of the useful life of a item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The residual values are not more than 5% of the original cost of the asset.

Sr no	Particulars	Useful years
1	Free Hold Land	10 to 99
2	Building	35 to 60
3	Plant and Equipments	25 to 40
4	Furniture and Fixtures	15 to 25
5	Vehicles	3 to 15
6	Office Equipments	2 to 12
7	Computer Hardwares	3 to 5

c) **Intangible assets**

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of patents are amortized on a straight line basis over the useful life of five years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

d) **Research and development**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

e) **Impairment of non financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

f) **Foreign currency translation**

(i) Functional and presentation currency
Items included in the Restated Consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the entities operates ('the functional currency'). The Restated Consolidated financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss. Non monetary assets and liabilities are carried at cost.

(iii) Group companies
The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet

- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

- All resulting exchange differences are recognised in other comprehensive income.

g) **Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets 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) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset 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) Fair Value through Profit or Loss (FVTPL)

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h) **Financial liabilities and equity instruments**

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

i) **Taxes**

(i) Current income tax

The Company has elected to exercise the option permitted under section 115BAA of the Income

Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 W.E.F Accounting period 2021-2022.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) **Inventories:**

Raw Materials are valued at lower of moving average cost or net realisable value.

Stores and Spares are valued at moving average cost.

Work-in-Progress stocks is converted into equivalent units of finished stocks. Work-in-Progress valued at lower of cost or net realisable value.

Finished stocks are valued at cost or net realisable value whichever is lower.

Bagasse, Molasses and waste/scrap generated in the production process are valued at net realisable value.

The valuation of inventories includes taxes, duties of non refundable nature and direct expenses and other direct cost attributable to the cost of inventory, net of excise duty/Goods and Service Tax/ countervailing duty / education cess and value added tax.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

k) **Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The Company collects taxes such as GST, sales tax/value added tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/ income.

Effective April 1, 2018, the company adopted Ind AS 115 "Revenue from Contracts with customers".

The following specific recognition criteria must also be met before revenue is recognized:

(i) Sale of goods

Revenue from sale of manufactured and traded goods is recognised at the point in time when control of the asset is transferred to the customer, generally as it leaves the Company's warehouse. The normal credit term is 30 to 90 days upon delivery.

Power sales are accounted as per the rate mentioned in Contracts entered with state governments and other entities.

(ii) Interest income

Interest income, including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method.

(iii) Dividend income

Dividends are recognised when right to receive is established.

(iv) Other income

Export benefits are accounted on the basis of completion of Export Obligation, which are to be received with a reasonable certainty.

l) **Employee Benefit Obligations:**

(i) Short-term obligations

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

(ii) Other long-term employee benefit obligations

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

(iii) Post-employment obligations

The company operates the following post-employment schemes:

a) defined benefit plans viz gratuity,
b) defined contribution plans provident fund scheme and employee pension scheme.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The plan assets are administered by the approved gratuity fund trust.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The group has no obligation, other than the contribution payable to the provident fund. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

m) **Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

n) **Leases**

(i) As a lessee

The company recognises a Right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The Right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. Right of- use assets are depreciated on a straight-line basis over the shorter of the lease term. In addition, the Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected to apply the recognition exemption for short-term leases that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

o) **Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the Restated Consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

p) **Borrowing Costs:**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

q) **Segment Reporting - Identification of Segments**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

r) **Earnings per share**

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, (adjusted for bonus elements in equity shares issued during the year).

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity

- the weighted average number of equity shares that would have been outstanding during the year assuming the conversion of all dilutive potential equity shares, (adjusted for bonus elements in equity shares issued during the year).

s) **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

t) **Current/non current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle

- Held primarily for the purpose of trading

- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the 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 company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

u) **Rounding of amounts**

All amounts disclosed in the Restated Consolidated financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

Significant accounting judgements, estimates and assumptions

The preparation of these Restated Consolidated Financial Statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the Restated consolidated financial statements and the reported amounts of income and expense for the periods presented.

Critical estimates and judgements

(i) Fair value measurement of Financial Instruments

When the fair values of financials assets and financial liabilities recorded in the Restated Consolidated financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

(ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

(iii) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience except for power receivables.

(iv) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(v) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note above.

(vi) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Principal Components of Statement of Profit and Loss

Total Revenue

Our total revenue comprises revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises of revenue from sale of products. Such products include sugar, co-generation, Bio-based Chemicals such as ethyl acetate, MPO, 1,3 butylene glycol and crotonaldehyde, distillery-based products such as bio-fuel, ethanol, extra-neutral alcohol and alcohol, and other products.

Other income

Other income comprises of interest income on bank fixed deposits and others, fair value gain on financial instruments at fair value through profit and loss, fair value gain on financial instruments at amortised cost, net gain on disposal of property, plant and equipment, government grants, commission received, sundry balances written back, dividend income and other miscellaneous income.

Expenses

Our expenses comprise of cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods and work-in-process and stock-in-trade, employee benefit expense, finance costs, depreciation and amortization expenses and other expenses.

Cost of materials consumed, purchase of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade

Cost of materials consumed primarily includes the cost of raw materials such as sugar cane, feedstock for chemicals and others including feedstock for distillery business and agricultural inputs. Details of cost of materials consumed for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 is set forth below:

(in ₹ million)

Particulars	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Sugarcane	9,088.71	7,541.72	7,715.02
Feedstock for chemicals business & others including feedstock for distillery business and agricultural inputs	6,242.77	5,587.83	4,444.80
Total	15,331.48	13,129.55	121,59.82

Purchase of stock-in-trade primarily includes the cost of chemicals, fertilizer and other agricultural inputs which we purchase from third parties

Changes in inventories of finished goods, work-in-progress and stock-in-trade denotes increase/decrease in inventories of finished goods, work-in-progress and stock-in-trade between opening and closing dates of a reporting period.

Employee benefit expenses

Employee benefit expenses comprises of salaries, wages and bonuses paid, contribution to provident and other funds, directors' remuneration and staff welfare expenses.

Finance cost

Finance cost comprises of interest on term loans, cash credit, lease liabilities and others, and bank charges. Details of the finance costs are set out below:

(in ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Interest expense on:			
Term loan	397.40	344.08	308.96
Cash Credit	164.81	193.41	121.20
*Others**	141.61	128.35	110.12
Exchange difference regarded as an adjustment to borrowing costs	-	-	(1.94)
Interest on lease liabilities	0.74	0.64	0.72
Bank charges	51.06	61.42	65.34
Total	**755.63**	**727.90**	**604.40**

** Includes interest paid to Income Tax Department amounting to ₹ 0.72 million for Fiscal 2024 (Fiscal 2023: ₹ 0.09 million and March 31, 2022: ₹ 1.23 million.*

Depreciation and Amortisation Expense

Depreciation and amortisation expenses comprises of depreciation on tangible assets and right of use assets and amortization of intangible assets.

Other expenses

Other expenses predominantly comprise of manufacturing expenses, selling and distribution expenses and administration and other expenses.

Manufacturing expenses primarily comprise of expenses in relation to power and fuel, repairs and maintenance, stores, consumables and packing materials, labour charges, go-down rent and other charges.

Selling and distribution expenses primarily comprise of freight, clearing and forwarding charges and consumption of packing material.

Administration and other expenses primarily comprise of legal and professional fees, insurance, payments to auditors, contribution to scientific research institutions, rates and taxes, allowance for provision for doubtful debt, net loss on disposal of property, plant and equipment, travelling & conveyance expenses, directors' sitting fees and general expenses (including traveling expenses and telephone charges).

Tax expenses

Our tax expense for the period represents 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 and taxes related to earlier periods.

Profit/(loss) for the period

Profit for the period represents profit after tax before other comprehensive income.

Results of Operations

The following table sets forth select financial data from our statement of restated consolidated 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 periods:

Particulars	Fiscal					
	2024		2023		2022	
	(in ₹ million)	Percentage of total income (in %)	(in ₹ million)	Percentage of total income (in %)	(in ₹ million)	Percentage of total income (in %)
Income:						

Particulars	Fiscal					
	2024		2023		2022	
	(in ₹ million)	Percentage of total income (in %)	(in ₹ million)	Percentage of total income (in %)	(in ₹ million)	Percentage of total income (in %)
Revenue from operations (net)	16,866.65	99.15%	20,146.94	99.59%	17,023.29	99.55%
Other Income	143.99	0.85%	83.85	0.41%	76.48	0.45%
Total income	**17,010.64**	**100.00%**	**20,230.79**	**100.00%**	**17,099.76**	**100.00%**
Expenses:						
Cost of materials consumed	15,331.48	90.13%	13,129.55	64.90%	12,159.82	71.11%
Purchase of stock-in-trade	123.16	0.72%	107.49	0.53%	140.34	0.82%
Decrease / (Increase) in inventories of finished goods, finished goods in transit , stock in trade and work-in-process	(3,684.32)	(21.66) %	603.14	2.98%	(415.26)	(2.43) %
Employee benefit expense	1,181.84	6.95%	1,165.52	5.76%	993.19	5.81%
Finance costs	755.63	4.44%	727.90	3.60%	604.40	3.53%
Depreciation and amortization expense	599.25	3.52%	500.76	2.48%	480.25	2.81%
Other Expenses	2,579.14	15.16%	3,678.93	18.18%	2,816.33	16.47%
Total expenses	**16,886.18**	**99.27%**	**19,913.29**	**98.43%**	**16,779.08**	**98.12%**
Restated profit before tax for the year	**124.46**	**0.73%**	**317.50**	**1.57%**	**320.68**	**1.88%**
Tax expense:						
Current tax	3.69	0.02%	5.39	0.03%	3.01	0.02%
Adjustments of tax relating to earlier periods	(0.03)	0.00%	(0.02)	0.00%	23.11	0.14%
Deferred tax	(2.19)	(0.01) %	115.77	0.57%	103.60	0.61%
Total tax expenses	**1.48**	**0.01%**	**121.14**	**0.60%**	**129.71**	**0.76%**
Restated profit for the year	**122.99**	**0.72%**	**196.37**	**0.97%**	**190.97**	**1.12%**
Other comprehensive income						
A. Other comprehensive income not to be reclassified to profit or loss in subsequent periods:						
Remeasurement of gains (losses) on defined benefit plans	(7.48)	(0.04) %	(25.04)	(0.12) %	(1.56)	(0.01) %
Income tax effect	1.88	0.01%	6.30	0.03%	0.39	0.00%
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:						
Exchange differences in translating the financial statements of a foreign operation	(4.85)	(0.03) %	(13.21)	(0.07) %	1.02	0.01%
Restated total other comprehensive income for year, net of tax	**(10.44)**	**(0.06)** %	**(31.94)**	**(0.16)** %	**(0.14)**	**0.00%**
Restated total comprehensive income for the period/year, net of tax	**112.55**	**0.66%**	**164.42**	**0.81%**	**190.83**	**1.12%**

Fiscal 2024 compared to Fiscal 2023

Total income

Our total income decreased by 15.92% to ₹ 17,010.64 million in Fiscal 2024 from ₹ 20,230.79 million in Fiscal 2023 for the reasons set out below.

Revenue from operations

Our revenue from operations decreased by 16.28% to ₹ 16,866.65 million in Fiscal 2024 from ₹ 20,146.94 million in Fiscal 2023. This was due to a decrease in revenues from our Bio-based Chemicals, sugar and distillery segments for the reasons set out below.

Our revenue from our sugar segment decreased by 16.83% to ₹ 5,637.46 million in Fiscal 2024 from ₹ 6,778.44 million in Fiscal 2023. This was primarily due to reduction in sale of sugar to overseas customers due to the restriction in the export of sugar by the Government of India. As per Frost & Sullivan Report, during the marketing year or sugar season (October 2022- September 2023), irregular rainfall pattern led to drought-like conditions in major production areas such as Maharashtra and Karnataka and considering the existing high prices and shortage of sugar, the government may curtail the export of sugar to meet domestic needs which have been increasing rapidly due to the ethanol blending program of India.

Our revenue from Bio-based Chemicals decreased by 22.44% to ₹ 5,055.23 million in Fiscal 2024 from ₹ 6,517.93 million in Fiscal 2023. This was primary due to a decrease in revenue from: (i) Ethyl Acetate by 22.66% to ₹ 2,448.98 million in Fiscal 2024 from ₹ 3,166.32 million in Fiscal 2023; (ii) MPO by 52.41% to ₹ 596.90 million in Fiscal 2024 from ₹ 1,254.14 million in Fiscal 2023; and (iii) Crotonaldehyde by 13.60% to ₹ 711.64 million in Fiscal 2024 from ₹ 823.62 million in Fiscal 2023, which was partially offset by an increase in revenue from 1,3 butylene glycol by 124.66% to ₹ 588.30 million in Fiscal 2024 from ₹ 261.86 million in Fiscal 2023.

Our revenue from our distillery segment decreased by 11.10% to ₹ 5,616.95 million in Fiscal 2024 from ₹ 6,318.62 million in Fiscal 2023. This was primarily due to reduction in the overall production of ethanol driven by lower diversion of sugar, either as syrup/juice or as molasses, towards the manufacturing of Ethanol, with our company diverting 27.64% of sugar to ethanol in Fiscal 2024 compared to 42.18% diverted in Fiscal 2023.

The following table sets forth the external revenue contributed by each of our business segments and as a percentage of our revenue from operations for Fiscal 2024 and Fiscal 2023:

Particulars	Fiscal 2024		Fiscal 2023	
	External revenues (₹ million)	As % of revenue from operations	External revenues (₹ million)	As % of revenue from operations
Sugar	5,637.46	33.42%	6,778.44	33.65%
Distillery	5,616.95	33.30%	6,318.62	31.36%
Bio-based Chemicals	5,055.23	29.97%	6,517.93	32.35%
Co-generation	428.23	2.54%	428.53	2.13%
Unallocated	128.79	0.76%	103.42	0.51%
Total	**16,866.65**	100.00%	**20,146.94**	**100.00%**

Other income

Other income increased by 71.73% to ₹ 143.99 million in Fiscal 2024 from ₹ 83.85 million in Fiscal 2023. The increase was primarily due to an increase in interest income earned from bank deposits and others to ₹ 108.71 million in Fiscal 2024 from ₹ 23.58 million in Fiscal 2023 and increase in miscellaneous income to ₹ 28.70 million in Fiscal 2024 from ₹ 24.54 million in Fiscal 2023 which was partially offset by a decrease in sundry balances written back to ₹ 3.20 million in Fiscal 2024 from ₹ 29.23 million in Fiscal 2023, decrease in dividend income to Nil in Fiscal 2024 from ₹ 2.21 million in Fiscal 2023.

Total expenses

Our total expenses decreased by 15.20% to ₹ 16,886.18 million in Fiscal 2024 from ₹ 19,913.29 million in Fiscal 2023 due to the reasons set out below.

Cost of materials consumed, purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade

Our cost of materials consumed increased by 16.77% to ₹ 15,331.48 million in Fiscal 2024 from ₹ 13,129.55 million in Fiscal 2023. Our cost of materials consumed in Fiscal 2024 included arrears provided of ₹ 139.40 million for sugarcane supplied in Fiscal 2022. The increase in the cost of materials consumed was primarily due to increase in costs of sugarcane procured as part of materials consumed.

Our purchases of stock-in-trade increased by 14.58% to ₹ 123.16 million in Fiscal 2024 from ₹ 107.49 million in Fiscal 2023. This was primarily due to purchase of stock-in-trade associated with our branded 'Jivana' business.

There was an increase in inventories to ₹ 8,052.11 million as at March 31, 2024 from ₹ 5,193.33 million as at March 31, 2023 due to a net increase in inventories of ₹ 2,858.78 million in Fiscal 2024 as compared to net decrease in inventories of ₹ 1,329.21 million in Fiscal 2023. Such increase in inventories was primarily due to a higher closing stock of sugar and ethanol for the year ending March 31, 2024 driven by lower revenue from operations from our sugar and distillery segments.

Employee benefit expenses

Employee benefit expenses marginally increased by 1.40% to ₹ 1,181.84 million in Fiscal 2024 from ₹ 1,165.52 million in Fiscal 2023. Such increase was due to marginal increases in contribution to provident and other funds, directors' remuneration and staff welfare expenses, which was partially offset by a marginal decrease in salaries, wages and bonuses.

Finance costs

Finance costs increased by 3.81% to ₹ 755.63 million in Fiscal 2024 from ₹ 727.90 million in Fiscal 2023, predominantly due to increase in interest expense on term loans by 15.50% to ₹ 397.40 million in Fiscal 2024 from ₹ 344.08 million in Fiscal 2023 and interest expenses on others by 10.33% to ₹ 141.61 million in Fiscal 2024 from ₹ 128.35 million in Fiscal 2023 which was partially offset by reduction in interest expense on cash credit facilities by 14.79% to ₹ 164.81 million in Fiscal 2024 from ₹ 193.41 million in Fiscal 2023 and reduction in bank charges by 16.86% to ₹ 51.06 million in Fiscal 2024 from ₹ 61.42 million in Fiscal 2023.

Depreciation and amortization expense

Depreciation and amortization expense increased by 19.67% to ₹ 599.25 million in Fiscal 2024 from ₹ 500.76 million in Fiscal 2023, primarily due to an increase in depreciation on our tangible assets by 19.28% to ₹ 593.77 million for Fiscal 2024 from ₹ 497.82 million for Fiscal 2023.

Other Expenses

Other expenses decreased by 29.89% to ₹ 2,579.14 million in Fiscal 2024 from ₹ 3,678.93 million in Fiscal 2023, due to a decrease in (i) manufacturing expenses by 29.09% to ₹ 1,786.07 million in Fiscal 2024 from ₹ 2,518.89 million in Fiscal 2023 predominantly due to a decrease in expenses towards power and fuel, repairs and maintenance and stores, consumables and packing material; (ii) selling and distribution expenses by 45.75% to ₹ 347.40 million in Fiscal 2024 from ₹ 640.38 million in Fiscal 2023 due to decrease in revenue from our sugar, distillery and bio-based chemicals segments and decrease in revenue from outside India by 30.20% from ₹ 4,024.56 million in Fiscal 2023 to ₹ 2,809.10 in Fiscal 2024; and (iii) administration and other expenses by 14.23% to ₹ 445.68 million in Fiscal 2024 from ₹ 519.65 million in Fiscal 2023 primarily due to decrease in expenses towards legal and professional fees and general expenses.

Tax expenses

Our tax expenses decreased to ₹ 1.48 million in Fiscal 2024 from ₹ 121.14 million in Fiscal 2023 primarily due to the deferred tax expense of ₹ 115.77 million for Fiscal 2023 as compared to deferred tax income of ₹ 2.19 million for Fiscal 2024 and the decrease in our current tax expense to ₹ 3.69 million for Fiscal 2024 from ₹ 5.39 million for Fiscal 2023 primarily due to a lower profit before tax during Fiscal 2024 as compared to Fiscal 2023.

Profit for the year

Due to the reasons stated above and particularly in line with the decline in our consolidated revenue from operations for Fiscal 2024, our profit for the year decreased by 37.37% to ₹ 122.99 million in Fiscal 2024 from ₹ 196.37 million in Fiscal 2023.

Fiscal 2023 compared to Fiscal 2022

Total income

Our total income increased by 18.31% to ₹ 20,230.79 million in Fiscal 2023 from ₹ 17,099.76 million in Fiscal 2022 for the reasons set out below.

Revenue from operations

Our revenue from operations increased by 18.35% to ₹ 20,146.94 million in Fiscal 2023 from ₹ 17,023.29 million in Fiscal 2022, due to an increase in our revenue from our sugar and distillery segments which was partially offset by a decrease in our revenue from our Bio-based Chemicals segment.

Our revenue from our sugar segment increased by 30.94% to ₹ 6,778.44 million in Fiscal 2023 from ₹ 5,176.75 million in Fiscal 2022. This was primarily due to an increase in volume of sugar sold to our customers.

Our revenue from our distillery segment increased by 28.79% to ₹ 6,318.62 million in Fiscal 2023 from ₹ 4,906.15 million in Fiscal 2022. This was primarily due to an increase in our revenue from bio-fuel by 32.21% to ₹ 5,663.03 million in Fiscal 2023 from ₹ 4,283.48 million in Fiscal 2022 due to an increase in demand for bio-fuel from Government of India's Ethanol Blending Program.

Our revenue from our Bio-based Chemicals segment marginally increased by 0.73% to ₹ 6,517.93 million in Fiscal 2023 from ₹ 6,470.74 million in Fiscal 2022 primarily due to an increase in revenue from: (i) MPO by 35.49% to ₹ 1,254.14 million in Fiscal 2023 from ₹ 925.60 million in Fiscal 2022; (ii) crotonaldehyde by 44.86% to ₹ 823.62 million in Fiscal 2023 from ₹ 568.54 million in Fiscal 2022; and (iii) 1,3 butylene glycol by 41.94% to ₹ 261.86 million in Fiscal 2023 from ₹ 184.50 million in Fiscal 2022, which was partially offset by a decrease in our revenue from ethyl acetate by 20.71% to ₹ 3,166.32 million in Fiscal 2023 from ₹ 3,993.58 million in Fiscal 2022 due to decrease in volume of ethyl acetate sold to our customers. which was partially offset by

The following table sets forth the external revenue contributed by each of our business segments and as a percentage of our revenue from operations for Fiscal 2023 and Fiscal 2022:

Particulars	**Fiscal 2023**		**Fiscal 2022**	
	External revenue (₹ million)	**As % of Revenue from Operations (in %)**	**External Revenues (₹ million)**	**As % of Revenue from Operations (in %)**
Sugar	6,778.44	33.65%	5,176.75	30.41%
Bio-based Chemicals	6,517.93	32.35%	6,470.74	38.01%
Distillery	6,318.62	31.36%	4,906.15	28.82%
Co-generation	428.53	2.13%	363.17	2.13%
Unallocated	103.42	0.51%	106.48	0.63%
Total	**20,146.94**	**100.00%**	**17,023.29**	**100.00%**

Other income

Other income increased by 9.64% to ₹ 83.85 million in Fiscal 2023 from ₹ 76.48 million in Fiscal 2022. The increase was primarily due to increase in sundry balances of ₹ 29.23 million written back in Fiscal 2023 as compared to ₹ 2.39 million written back in Fiscal 2022, which was partially offset by decrease in miscellaneous income to ₹ 24.54 million in Fiscal 2023 from ₹ 33.41 million in Fiscal 2022 and decrease in net gain on disposal of property, plant and equipment from ₹ 2.45 million in Fiscal 2023 as compared to ₹ 7.44 million in Fiscal 2022.

Total expenses

Our total expenses increased by 18.68% to ₹ 19,913.29 million in Fiscal 2023 from ₹ 16,779.08 million in Fiscal 2022 due to the reasons set out below.

Cost of materials consumed, purchases of stock-in-trade and changes in inventories of finished goods, work-in-progress and stock-in-trade

Our cost of materials consumed increased by 7.97% to ₹ 13,129.55 million in Fiscal 2023 from ₹ 12,159.82 million in Fiscal 2022. Our cost of materials consumed in Fiscal 2022 included arrears provided of ₹ 264.38 million for sugarcane supplied for a prior period. Considering the impact of such provision, the increase in the cost of materials consumed was in line with our increase in revenue from operations.

Our purchases of stock-in-trade decreased by 23.41% to ₹ 107.49 million in Fiscal 2023 from ₹ 140.34 million in Fiscal 2022. This was primarily due to decrease in raw materials procured for our branded 'Jivana' business.

There was a decrease in inventories to ₹ 5,193.33 million as at March 31, 2023 from ₹ 6,522.54 million as at March 31, 2022 due to a net decrease in inventories of ₹ 1,329.21 million in Fiscal 2023. The decrease in inventories in Fiscal 2023 was primarily due to decrease in inventories of finished goods from ₹ 3,480.35 million in Fiscal 2022 to ₹ 2,821.82 million in Fiscal 2023.

Employee benefit expenses

Employee benefit expenses increased by 17.35% to ₹ 1,165.52 million in Fiscal 2023 from ₹ 993.19 million in Fiscal 2022. Such increase was due to an increase in the salaries, wages and bonuses and director's remuneration, which was partially offset by a decrease in contribution to provident fund and other funds and staff welfare expenses.

Finance costs

Finance costs increased by 20.43% to ₹ 727.90 million in Fiscal 2023 from ₹ 604.40 million in Fiscal 2022, predominantly due to increase in interest expense by 23.24% to ₹ 665.83 million in Fiscal 2023 from ₹ 540.28 million in Fiscal 2022 which was partially offset by decrease in bank charges to ₹ 61.42 million in Fiscal 2023 from ₹ 65.34 million in Fiscal 2022.

Depreciation and amortization expense

Depreciation and amortization expense increased by 4.27% to ₹ 500.76 million in Fiscal 2023 from ₹ 480.25 million in Fiscal 2022, primarily due to an increase in depreciation on our tangible assets by 4.29% to ₹ 497.82 million for Fiscal 2023 from ₹ 477.33 million for Fiscal 2022.

Other Expenses

Other expenses increased by 30.63% to ₹ 3,678.93 million in Fiscal 2023 from ₹ 2,816.33 million in Fiscal 2022, due to a increase in (i) manufacturing expenses by 31.82% to ₹ 2,518.89 million in Fiscal 2023 from ₹ 1,910.87 million in Fiscal 2022 predominantly due to an increase in expenses towards power and fuel, repairs and maintenance and stores, consumables and packing material; (ii) selling and distribution expenses by 36.96% to ₹ 640.38 million in Fiscal 2023 from ₹ 467.58 million in Fiscal 2022 due to increase in sugar exports as well as increase in revenues from our distillery division; and (iii) administration and other expenses by 18.67% to ₹ 519.65 million in Fiscal 2023 from ₹ 437.88 million in Fiscal 2022 primarily due to increase in expenses towards legal and professional fees, insurance and general expenses which was partially offset by reduction in allowance for provision for doubtful debt.

Tax expenses

Our tax expenses decreased to ₹ 121.14 million in Fiscal 2023 from ₹ 129.71 million in Fiscal 2022 due to decrease in adjustment related to earlier periods to (₹ 0.02) million in Fiscal 2023 from ₹ 23.11 million in Fiscal 2022, which was partially offset by an increase in current tax to ₹ 5.39 million in Fiscal 2023 from ₹ 3.01 million in Fiscal 2022 and an increase in deferred tax to ₹ 115.77 million for Fiscal 2023 from ₹ 103.60 million for Fiscal 2022.

Profit/(loss) for the period

Due to the reasons stated above, our profit for the year increased marginally by 2.82% for Fiscal 2023 to ₹ 196.37 million, as compared to a profit of ₹ 190.97 million in Fiscal 2022.

Cash Flows Based on Our Restated Consolidated Financial Statements

The table below summarizes the statement of cash flows, as per our restated consolidated cash flow statements, for the periods indicated:

(in ₹ million)

Particulars	Fiscals		
	2024	2023	2022
Net cash inflow from operating activities	1,856.68	1,969.60	448.60
Net cash (outflow) from investing activities	(444.92)	(2,141.39)	(476.72)
Net cash inflow/(outflow) from financing activities	(1,513.37)	284.26	59.50
Net increase/ (decrease) in cash and cash equivalents	(101.62)	112.48	31.37

Operating activities

Fiscal 2024

Our net cash inflow from operating activities during Fiscal 2024 was ₹ 1,856.68 million. Our restated profit before income tax for Fiscal 2024 was ₹ 124.46 million, which was primarily adjusted for depreciation and amortisation expense of ₹ 599.25 million and finance costs of ₹ 755.63 million which was partially offset by interest income classified as investing cash flows of ₹ 108.71 million. The operating cash flows before change in operating assets and liabilities was ₹ 1,298.52 million and adjustments for changes in operating assets and liabilities primarily comprised of an increase in trade payables by ₹ 2,327.25 million and other liabilities by ₹ 834.78 million and a decrease in trade receivables by ₹ 212.12 million, which were partially offset by a increase in inventories by ₹ 2,858.78 million. Cash generated from operations in Fiscal 2024 was ₹ 1,873.18 million and income tax paid was ₹ 16.50 million.

Fiscal 2023

Our net cash inflow from operating activities during Fiscal 2023 was ₹ 1,969.60 million. Our restated profit before income tax for Fiscal 2023 was ₹ 317.50 million, which was primarily adjusted for depreciation and amortisation expense of ₹ 500.76 million and interest and finance charges of ₹ 727.90 million. The operating cash flows before change in operating assets and liabilities was ₹ 1,340.64 million and adjustments for changes in operating assets and liabilities primarily comprised of decrease in inventories by ₹ 1,329.21 million and other assets by ₹ 495.18 million and an increase in other liabilities by ₹ 677.33 million, which were partially offset by a decrease in trade payables by ₹ 1,778.04 million and a increase in trade receivables by ₹ 223.23 million. Cash generated from operations in Fiscal 2023 was ₹ 1,986.15 million and income tax paid was ₹ 16.55 million.

Fiscal 2022

Our net cash inflow from operating activities during Fiscal 2022 was ₹ 448.60 million. Our restated profit before income tax for Fiscal 2022 was ₹ 320.68 million, which was primarily adjusted for depreciation and amortisation expense of ₹ 480.25 million and interest and finance charges of ₹ 604.40 million. The operating cash flows before change in operating assets and liabilities was ₹ 1,321.13 million and adjustments for changes in operating assets and liabilities primarily comprised of increase in inventories by ₹ 2,285.98 million, other assets by ₹ 448.71 million and trade receivables by ₹ 90.61 million, which were partially offset by a increase in trade payables by ₹ 1,962.52 million. Cash generated from operations in Fiscal 2022 was ₹ 458.44 million and income tax paid was ₹ 9.84 million.

Investing activities

Fiscal 2024

Net cash outflow from investing activities for Fiscal 2024 was ₹ 444.92 million, which primarily included payments made for purchase of property, plant and equipment (net) of ₹ 553.10 million which was partially offset by interest receipts of ₹ 106.23 million.

Fiscal 2023

Net cash outflow from investing activities for Fiscal 2023 was ₹ 2,141.39 million, which primarily included payments made for purchase of property, plant and equipment (net) of ₹ 2,173.30 million which was partially offset by interest receipts of ₹ 28.16 million.

Fiscal 2022

Net cash outflow from investing activities for Fiscal 2022 was ₹ 476.72 million, which primarily included payments made for purchase of property, plant and equipment (net) of ₹ 503.90 million which was partially offset by interest receipts of ₹ 16.97 million.

Financing activities

Fiscal 2024

Net cash outflow from financing activities for Fiscal 2024 was ₹ 1,513.37 million, which comprised of payment of finance costs of ₹ 700.64 million and repayment of current/non-current borrowings of ₹ 812.73 million.

Fiscal 2023

Net cash inflow from financing activities for Fiscal 2023 was ₹ 284.26 million, which primarily comprised of proceeds from current/non-current borrowings of ₹ 2,207.00 million, which was partially offset by repayment of current/non-current borrowings of ₹ 768.67 million, pre-payment of current/non-current borrowings of ₹ 450.00 million and payment of finance costs of ₹ 703.31 million.

Fiscal 2022

Net cash inflow in financing activities for Fiscal 2022 was ₹ 59.50 million, which primarily comprised of proceeds from current/non-current borrowings of ₹ 704.71 million, which was partially offset by payment of finance costs of ₹ 646.69 million.

NON-GAAP MEASURES

Certain measures included in this Draft Red Herring Prospectus, for instance, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, debt to equity ratio and Net Fixed Assets Turnover Ratio **(Non-GAAP Measures)** presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year / 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, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. *See 'Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA 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* on page 63.

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus are set out below for the periods indicated:

Reconciliation for Profit/(loss) for the Period to EBITDA and EBITDA Margin

(in ₹ million, unless stated otherwise)

Particulars	Year ended March 31,		
	2024	2023	2022
Restated profit/ (loss) for the period (I)	**122.99**	**196.37**	**190.97**
Adjustments:			
Add: Total tax expense (II)	1.48	121.14	129.71
Add: Finance costs (III)	755.63	727.90	604.40
Add: Depreciation and amortization expense (IV)	599.25	500.76	480.25
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (V = I + II + III + IV)	**1,479.35**	**1,546.16**	**1,405.34**
Revenue from Operations (VI)	**16,866.65**	**20,146.94**	**17,023.29**
EBITDA Margin (VII=V/VI)	**8.77%**	**7.67%**	**8.26%**

Reconciliation for Profit/(loss) for the Period to Profit after tax margin (PAT Margin)

(in ₹ million, unless stated otherwise)

Particulars	Year ended March 31,		
	2024	2023	2022
Restated profit/ (loss) for the period (I)	122.99	196.37	190.97

Total Income (II)	17,010.64	20,230.79	17,099.76
PAT Margin (III=I/II)	**0.72%**	**0.97%**	**1.12%**

Reconciliation of total equity to return on equity

(in ₹ million, unless stated otherwise)

Particulars	**Year ended March 31,**		
	2024	**2023**	**2022**
Total Equity (I)	**5,006.80**	**4,894.48**	**4,730.04**
Adjustments:			
Less: Revaluation Reserves (II)	2,347.00	2,347.00	2,347.00
Less: Capital Redemption Reserve (III)	57.35	57.35	57.35
Net worth (IV) = (I - II - III)	**2,602.45**	**2,490.13**	**2,325.69**
Restated profit/ (loss) for the period (V)	122.99	196.37	190.97
Return on Equity (VI)	**4.73%**	**7.89%**	**8.21%**

Reconciliation of total equity to debt to equity ratio

(in ₹ million, unless stated otherwise)

Particulars	**Year ended March 31,**		
	2024	**2023**	**2022**
Total Equity (I)	**5,006.80**	**4,894.48**	**4,730.04**
Adjustments:			
Less: Revaluation Reserves (II)	2,347.00	2,347.00	2,347.00
Less: Capital Redemption Reserve (III)	57.35	57.35	57.35
Net worth (IV) = (I - II - III)	**2,602.45**	**2,490.13**	**2,325.69**
Non-current borrowings excluding current maturity of long-term debts (V)	3,554.79	4,601.88	3,277.07
Current borrowings** (VI)	3,077.91	2,778.25	3,090.15
Total borrowings* (VII) = (V +VI)	**6,632.70**	**7,380.13**	**6,367.21**
Debt-to-Equity ratio (VIII) = (VII / IV)	**2.55**	**2.96**	**2.74**

** Indicates fund-based borrowings of the Company*
***Current borrowings include interest accrued*

Reconciliation of total equity to capital employed, profit/(loss) for the year to EBIT and return on capital employed

(in ₹ million, unless stated otherwise)

Particulars	**Year ended March 31,**		
	2024	**2023**	**2022**
Net worth (I)	2,602.45	2,490.13	2,325.69
Add: Total borrowings* (II)	6,632.70	7,380.13	6,367.21
Total capital employed (III) = (I + II)	**9,235.15**	**9,870.26**	**8,692.90**
Restated profit/ (loss) for the period (IV)	**122.99**	**196.37**	**190.97**
Adjustments:			
Add: Total tax expense (V)	1.48	121.14	129.71
Add: Finance costs (VI)	755.63	727.90	604.40
Earnings before Interest and Tax (VII) = (IV + V + VI)	**880.10**	**1,045.40**	**925.09**

Particulars	Year ended March 31,		
	2024	2023	2022
Return on Capital Employed (VIII) = (VII / III)	**9.53%**	**10.59%**	**10.64%**

** Indicates fund-based borrowings of the Company*

Reconciliation of revenue from operations for the period to Net Fixed Assets Turnover Ratio

(in ₹ million, unless stated otherwise)

	Year ended March 31,		
Particulars	**2024**	**2023**	**2022**
Property, Plant and Equipment (I)	8,486.11	8,649.84	6,662.72
Add: Right-of-use (II)	4.51	4.78	5.66
Add: Intangible Assets (III)	7.01	9.41	1.18
Total Net Fixed Assets (IV) = (I + II + III	**8,497.63**	**8,664.03**	**6,669.57**
Revenue from Operations (V)	**16,866.65**	**20,146.94**	**17,023.29**
Net Fixed Assets Turnover Ratio (VI) = (V / IV)	**1.98**	**2.33**	**2.55**

Business Segments

Our Company has four operating business units based on the risks and rates of returns of products produced or manufactured by these respective units:

(i) Sugar;

(ii) Bio-based chemicals;

(iii) Distillery; and

(iv) Cogeneration

The operating external revenue from each of our business segments for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 as per our restated consolidated financial statements is set forth below:

Sr. No	Business Segment	External revenue from each business segment for the financial year ended March 31					
		2024		2023		2012	
		₹ (in million)	% of revenue from operations	₹ (in million)	% of revenue from operations	₹ (in million)	%
1.	Sugar	5,637.46	33.42%	6,778.44	33.65%	5,176.75	30.41%
2.	Bio-based Chemicals	5,055.23	29.97%	6,517.93	32.35%	6,470.74	38.01%
3.	Distillery	5,616.95	33.30%	6,318.62	31.36%	4,906.15	28.82%
4.	Cogeneration	428.23	2.54%	428.53	2.13%	363.17	2.13%
5.	Unallocated	128.79	0.76%	103.42	0.51%	106.48	0.63%
	Total	**16,866.65**	**100.00**	**20,146.94**	**100.00**	**17,023.29**	**100.00**

Indebtedness

As at March 31, 2024, our total borrowings was ₹ 6,860.60 million. For further details, see "*Financial Indebtedness*" on page 354.

There are a number of covenants in our financing agreements that we have entered into with our lenders. Further, some of our financing agreements include conditions and covenants that require us to obtain their consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business. For further details, see "*Risk Factors - Restrictions imposed in the secured credit facilities and our other outstanding indebtedness may limit our ability to operate our business and to finance our future operations or capital needs*" on page 50.

Contingent Liabilities and off-balance sheet arrangements

The following table sets forth certain information relating to our contingent liabilities and commitments as at March 31, 2024, March 31, 2023 and March 31, 2022:

Contingent liabilities

(in ₹ million)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Customs duty, excise duty, service tax, electricity duty and income tax (excluding interest and penalty)	1,239.08	1,299.81	264.73
Bank guarantee	17.95	17.71	77.08
Letters of credit	209.96	-	-
Corporate guarantee to Karnataka Bank	445.00	-	65.00

Notes:

(1) *The Company had taken financial assistance from the Council of Scientific & Industrial Research (CSIR) of ₹ 48.5 million to develop technology for manufacture of Polymer grade Lactic Acid. Before start of the project, assurance was given about the successful bench scale development and scalability of the process/technology by CSIR. The project was not successful, and National Chemical Laboratory (NCL) / CSIR could not demonstrate the technology to make polymer grade lactic acid and the same was accepted by NCL and also a third-party engineering firm appointed by CSIR. CSIR had demanded the financial assistance back. Subsequently, CSIR had filed an application for appointing Arbitrator before the Delhi High Court for initiating Arbitration process and the Company's response was that the same is time barred however the court had passed the judgement appointing Arbitrators. Thereafter the company had filed Special Leave Petition (SLP) in the Supreme Court. Supreme Court admitting SLP stayed Order of the Delhi High Court on condition of deposit of ₹ 10 million and the company have deposited ₹ 10 million during the financial year 2019-2020. On 26 November 2021 Special Leave Petition was dismissed and by subsequent Order dated 17 December 2021 Company may apply to Arbitrator for refund of deposit. Till then it will be invested in fixed deposit of nationalised banks. The Company had received communication from CSIR, inviting comments for referring to the Arbitration. The Company had replied that it will prefer to have the arbitration by a sole arbitrator to be appointed mutually or by the Delhi International Arbitration Centre. The Company is now, waiting for further communication from CSIR regarding the proposed arbitrator for its consent.*

(2) *The Company was directed by Hon'ble NGT to complete bioremediation of affected land and water before 31 December 2019. The Company filed an application for the extension of time. The NGT by its Order dated 27 September 2021 had granted extension till 31 December 2023 for completing bioremediation and further directed to CPCB to impose conditions for bioremediation within one month from the date of the order. Thereupon, CPCB vide its letter dated 15 November 2021 had imposed the certain conditions along with ₹ 5 million bank guarantee, which the Company had complied with. Now, the granted period has expired and the Company is waiting for the authorities to conduct the survey of the work done and issue its report for further course of action.*

(3) *During FY 21-22, the Company received notice from the office of Asst Commissioner of Central Tax (GST) Bijapur, towards GST not paid for ENA supply for the period July 2007 to March 2021 and show cause notice from Joint Commissioner of Central Tax & CX., Belagavi, towards GST not paid for ENA supply for the period July 2007 to March 2021. The Company had submitted its responses against both notices and was awaiting for further communication from offices. During the current year the Company has received show cause notice from the office Commissioner of Central Tax & CX., Belagavi, with a demand towards GST of ₹ 468.4 million for ENA supply for the period July 2017 to March 2021. Against the show cause notice the Company submitted its response on 26 March 2023 and was awaiting further communication from the department. The Company has sold ENA to various customers of IFL (Potable industry) without GST through Karnataka State Beverages Corporation Ltd (KSBCL) since implementation of GST. The customers have interpreted that GST is not applicable to IFL (potable industry) and customers have volunteered and have given undertaking for reimbursement of any dues that maybe be levied by Government on account of GST if applied on account on sale of ENA. Further, Government of Karnataka clarified on 19 July 2017 that canalisation of ENA to bottling units for manufacture of liquor would be outside the purview of the GST. The matter was referred to GST Council by Indian Sugar Mills Association in July 2017 and thereafter same was followed up by reminders from time*

to time, however, in view of difference of opinion, GST Council has referred the matter to Advocate General of India for his opinion. On 7 October 2023, the GST Council recommended that ENA used for manufacture of alcoholic liquor for human consumption be kept outside applicability of GST. Now, the Company is waiting for clarity from the Government of Karnataka for the VAT applicable on the sales made of ENA in the aforementioned periods.

(4) The Company got in principal approval for the submissions from the office of Asst. Development Commissioner SEEPZ Mumbai against the CRA audit observations vide order dated December 14, 2022. Furthermore, the Company received its final exit order from EOU scheme dated January 12, 2023, from the Office of Development Commissioner SEEPZ Mumbai wherein no dues or demands were from the competent authority. However, the Company had to execute a legal undertaking for exit from EOU scheme for payment of penalties as may be imposed upon the Company under FT (D & R) Act, 1992. The competent authority has not intimated any dues or demands till date and the company cannot quantify, if any.

(5) On 13 April 2015, by notification, the Government of Maharashtra had increased the electricity duty levied on captive power consumed from 30 paise to 120 paise per unit which was challenged by Captive Power Producers Association before the Bombay High Court. The Bombay High Court vide its Order dated 5 July 2016 restrained the Govt. from taking any coercive action for recovery against the petitioner or charging further interest until further order. Company has made provision of ₹ 30.80 million over the years on account of incremental duty of 90 paise which is unpaid. Interest on this unpaid amount is not ascertainable. The Government of Karnataka had increased the electricity duty levied on captive consumption to @ 20 paise on the power generated and on auxiliary consumption to @5 paise with effect from 31 May 2016. Company has made provision of ₹ 37.60 million over the years on account of incremental duty which is unpaid. Interest on this unpaid amount is not ascertainable.

(6) For captive use of power, there was a demand notice from Assistant Executive Engineer [Electrical] Hubli Electric supply company (HESCOM) Subdivision Mahalingapur, for ₹59.10 million towards cross subsidy surcharges for imported power from IEX (Indian Energy Exchange) for the period of 2013-2016. On December 3, 2021, Karnataka Electricity Regulatory Commission (KERC) through common order announced that cross subsidy charges are payable as per HT2A tariff, whereby the demand of the company ₹ 59.10 million for the Company will reduce. The Company filed a writ petition on February 28, 2022 in the Dharwad high court; to issue an appropriate writ order or direction declaring that HESCOM is not authorised to collect cross subsidy surcharge as the HESCOM does not have license to charge the same under the Electricity Act 2003 or any of the order or regulation passed. The court had granted interim relief in favour of the Company. However, impugned Electricity (Amendment) Rules 2023 granted the license to HESCOM and render the said writ petition infructuous. The Company has challenged the Electricity (Amendment) Rules 2023 in the High court of Karnataka wide writ petition No 100449 dated 24 January 2024. The hearing held on 11 March 2024 was adjourned due to a change in the bench. Next date of hearing yet to be pronounced.

(7) The Company had received a show cause cum demand notice dated 24 June 2021 for payment of ₹ 48 million towards differential custom duty on import (Difference between 5% and 2.5%) of Denatured ethyl alcohol. In July 2017, GST was introduced with a concessional of 2.5% duty. Accordingly, the Company had been paying 2.5% duty instead of 5 %. In February 2021 budget it is declared that alcohol to be imported @ 5% from date of budget with no clarification for the period GST i.e., July 2017 till 2020 for concessional rate of duty. Company had started paying 5% duty from February 2021. The Customs had challenged that 2.5% duty was applicable for excisable goods and the applicable duty is 5 %. Hence the differential of 2.5% is applicable for the period July 2017 to February 2021. Industry had already appealed to the Central Board of Indirect Taxes and Customs (CBIC), Ministry of Finance, Department of Revenue in November 2020. CBIC had forwarded this matter to Jt Secretary TRU (Tariff Unit). The Company had received a letter dated 21 December 2021 from the Office of the Deputy/Assistant Commissioner of Customs Nashik demanding Bond, as security for 100 % of the dispute amount (₹ 48 million) and 10% of the dispute amount as bank guarantee for taking up the proceeding further. Accordingly, the Company had submitted the bond for 100% of dispute amount and bank guarantee of ₹4.80 million. Dy. Commissioner of Customs, Nashik conducted a personal hearing 27 January 2022 and vide order No 04/DC/Customs-Adj/2021-22 dated 28 February 2022 confirmed the demand of ₹ 4.80 million. The Company filed an appeal before the Commissioner of Customs (Appeal), Nagpur against demand of ₹ 48 million on 22 April 2022 and paid ₹ 3.6 million as amount under dispute as required at the time of filing the appeal. Commissioner of Customs (Appeal) conducted a personal hearing on 14 March 2023 and vide his order dated 03 May 2023 rejected the appeal. Aggrieved by Commissioner's order the Company had filed appeal before CESTAT on 01 August 2023 and is awaiting further communication.

(8) Addition of ₹1,321.88 million on account of alleged suppressed sale sugar recovery. During the financial year 2022-2023 income tax scrutiny assessment for assessment year 2021-22 was completed wherein unusually exorbitant addition of ₹ 1,321.88 million was made to the income reported by the Company in its income tax return and a demand order of ₹ 573.02 million including interest was raised on the Company. The addition had been made on the technical grounds that the Company's sugar recovery is less than 10%. The assessing officer had not considered many aspects and information applicable and relevant to the company during the assessment. Furthermore, the assessing officer did not consider the tax credit available to the company and set-off of the depreciation losses carried forward from previous

years. The Company submitted a rectification application to the Assistant Commissioner of Income Tax pointing out the apparent mistakes in the assessment proceedings and got the demand reduced to ₹ 275.40 million and got a stay on the demand. The Company had filed an Appeal before the Commissioner of Income Tax on 24 January 2023 against the assessment order. The hearing through video conferencing was held on 21 February 2024 before CIT(A). Thereafter additional submission were called for which have been made and now order is awaited. It is not practicable to estimate the timing of cash flows except letter of credits, in respect of matters stated above. Letter of credits are due within three to six months.

For further details, see "*Financial Information- Restated Consolidated Financial Statements-Annexure VII-Note 33. Commitments and Contingencies-B. Contingent Liabilities*" on page 302.
Capital commitments

Capital expenditure contracted for at the end of the relevant reporting period but not recognised as liabilities is set forth below

(in ₹ million)

Particulars	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Property, plant and equipment	61.25	55.54	1,078.17

Off-balance sheet arrangements

We have no off-balance sheet arrangements.

Related party transactions

For details of our relation party transactions, see "*Financial Information- Restated Consolidated Financial Statements-Annexure VII-Note 34. Related Party Transactions*" on page 304.

Quantitative and qualitative disclosures about market risk

Our business activities expose us to a variety of financial risks, namely, market risk, credit risk and liquidity risk.

Market risk: Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

Foreign currency risk: Foreign currency risk arises from commercial transactions that recognised assets and liabilities denominated in a currency that is not Group's functional currency (INR). Our Company has a natural hedge of exports against import and any excess in import if any, is cover by forward contract.

Interest rate risk: Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates. Our Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk.

Inventory price risk: Our Company is exposed to the movement in price of principal finished product i.e., sugar. Prices of the sugar cane is fixed by government. Generally, sugar production is carried out during sugar cane harvesting period from November to April. Sugar is sold throughout the year which exposes the sugar inventory to the movement in the price. Our Company monitors the sugar prices on daily basis and formulates the sales strategy to achieve maximum realisation.

Credit risk: Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

Liquidity risk: Liquidity risk is the risk that a group may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets.

For further information, see "*Financial Information- Restated Consolidated Financial Statements-Annexure VII-*

Note 37. Financial Risk Management" on page 312.

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.

Changes in accounting policies

There have been no changes in our accounting policies in the last three Fiscals.

Seasonality of business

Our business is influenced by the availability of our basic raw material, i.e., sugarcane. Our production schedules are operational only according to such availability. As a result, our business is sensitive to weather conditions such as duration of crushing season, cropping patterns, drought, floods, cyclones and natural disasters, as well as events such as pest infestations. For further details, please see the section on "*Risk Factors - Our business in the sugar, distillery and cogeneration segments are subject to seasonal variations that could result in fluctuations in our results of operations.*" on page 41.

Dependence on customers and suppliers

We are dependent on a limited number of customers for a significant portion of our revenues. Revenues generated from sales to our top five customers in Fiscals 2024, 2023 and 2022 was ₹7,670.05 million, ₹7,694.54 million and ₹6,181.01 million representing 45.47%, 38.19% and 36.31% of our consolidated revenue from operations, respectively. For further details, please see "*Risk Factors – We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products may adversely affect our business, results of operations, financial condition and cash flows.*" on page 33.

We source our raw materials namely, special denatured spirit ("**SDS**"), acetic acid, methyl ethyl ketone ("**MEK**") and molasses from a limited number of third-party suppliers from geographies including India, USA, China and UAE. Our raw material purchases (excluding sugarcane) from our five largest suppliers of raw materials was ₹4,103.16 million, ₹2,533.12 million and ₹4,586.48 million, respectively, accounting for 84.10%, 66.86% and 79.58% of our consolidated total raw material purchases (excluding sugarcane), for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. Meanwhile, our raw material purchases (excluding sugarcane) from our five largest suppliers of imported raw materials was ₹2,788.57 million, ₹1,832.28 million and ₹4,007.78 million, respectively, accounting for 57.15%, 48.37% and 69.54% of our consolidated total raw material purchases (excluding sugarcane), for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. For further details, please see "*Risk Factors – We depend on a few suppliers for supply of a significant portion of raw materials (excluding sugarcane). Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations."* on page 31.

Known trends or uncertainties

Our business has been subject, and we expect it to continue to be subject, to trends and uncertainties identified above in "*-Significant Factors Affecting our Results of Operations*" and as described in "*Risk Factors*" beginning on page 31. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known factors which we expect to have a material adverse effect on our income.

Future relationship between cost and revenue

Other than as described in "*Risk Factors*", "*Our Business"* and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" beginning on pages 31, 184 and 321, 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, we have not announced and do not expect to announce in the near future any new business segment.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices

Changes in revenue in the last three Fiscals are as described in "*Management's Discussion and Analysis of Financial Position and Results of Operations – Fiscal 2024 compared to Fiscal 2023*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations – Fiscal 2023 compared to Fiscal 2022*" above on pages 340 and 342, respectively.

Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the "*Risk Factors*" and "*Industry Overview*" on pages 31 and 126, respectively, there are no significant economic change that materially affected or are likely to affect our income from continuing operations.

Significant Developments after March 31, 2024

Except as disclosed in this Draft Red Herring Prospectus, there are no significant developments or circumstances that have occurred post March 31, 2024, which has materially and adversely affected, or are likely to affect (a) our trading or profitability, (b) the value of our assets, or (c) our ability to pay our liabilities within the next twelve months.

FINANCIAL INDEBTEDNESS

Our Company avail loans and financing facilities in the ordinary course of our business for meeting our working capital, capital expenditure and other business requirements. For details of the borrowing powers of our Board, see "*Our Management – Borrowing Powers*" on page 230. Our Company has obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer.

The details of the indebtedness of our Company (on a consolidated basis) as on March 31, 2024 is provided below:

(₹ in million)

Category of borrowing	Sanctioned amount	Outstanding amount as on March 31, 2024
Secured		
Working capital facilities		
- Fund based	2,760.00	1,515.54
- Non-fund based	970.00*	227.91**
Term loans	5,565.30	3,971.52
Sub-total (A)	**9,295.30**	**5,714.96**
Unsecured		
Working capital facilities		
- Fund based***	1,021.70	919.13
- Non-fund based	Nil	Nil
Sub-total (B)	**1,021.70**	**919.13**
Inter corporate deposits (C)	250.00	226.50
Total borrowings (D=A+B+C)	**10,567.00**	**6,860.60**

**Excludes facilities aggregating to ₹ 16.25 million which are fully backed against fixed deposits.*
***Includes outstanding amount aggregating to ₹ 16.25 million which are fully backed against fixed deposits.*
**** Includes interest accrued on borrowings*
Note: As certified by Verma Mehta & Associates, Chartered Accountants, pursuant to their certificate dated June 13, 2024.

Principal terms of the borrowings availed by us:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by us in relation to our indebtedness.

1. ***Interest:*** Our financing arrangements typically have floating rates of interest linked to a base rate, as specified by respective lenders.

2. ***Penal Interest***: The terms of certain of our borrowings prescribe penalties for non-compliance of certain obligations by us, *inter alia*, delay in the repayment of principal instalment, interest, charges or other monies due on the facility, non-submission of annual financial statements and other irregularities as specified in the terms of sanction. The default interest payable on our borrowings typically ranges from 1% to 16% per annum. Additional interest as specified by the lenders may be charged in case of continuation of the non-compliance beyond a certain period.

3. ***Pre-payment penalty:*** The terms of the borrowings availed by us typically have pre-payment provisions, which allow for pre-payment of the outstanding amount on giving notice to the concerned lender, subject to the payment of prepayment penalty in accordance with the relevant financing documentation. Certain of our borrowing arrangements provide for the imposition of pre-payment penalty at the discretion of the lender. The pre-payment premium, where specified in the relevant financing documentation, is typically between 1% and 3% per annum on the sanctioned amount or outstanding amount.

4. ***Validity/Tenor:*** The working capital facilities availed by us are typically available for a period of 30 days to 12 months, subject to periodic review by the relevant lender. The tenor of the term loans availed by us are typically range from two years to 10 years. Further, some of the non-fund based facilities availed by us have a validity typically between 12 months to three years.

5. ***Security:*** In terms of our secured borrowings, we are required to *inter alia*:

   (a) create charge on movable fixed assets, book debts and current assets, both present and future;

   (b) create charge on immovable fixed assets;

(c) furnish corporate guarantees by certain members of the Promoter Group; and

(d) furnish bank guarantees in the name of the Company.

Please note that the abovementioned list is indicative and there may be additional securities created under various borrowing arrangements by us.

6. ***Repayment***: The working capital facilities are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans are typically repayable in structured instalments.

7. ***Key Covenants:*** Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the relevant lender before undertaking such corporate actions, such as following:

   (a) effecting any change in the constitution/composition of the Company or permitting any transfer of controlling interest or effecting any change in the management set-up;

   (b) effecting any change in our ownership or capital structure where the shareholding of the existing promoter and promoter group gets diluted below certain specified levels or leads to dilution in controlling stake;

   (c) making any amendments in the Memorandum of Association or Articles of Association;

   (d) sell, assign, mortgage or otherwise dispose of any assets charged by the lender;

   (e) formulate any scheme of amalgamation or reconstruction or effecting any mergers and acquisitions;

   (f) failure to pay any amount due and payable to lender, including instalments, servicing of interest on the facilities availed by the Company;

   (g) declare dividends for any year except out of profits relating to that year;

   (h) invest by way of share capital in or lend or advance fund to or place deposits with other concern, including group concerns, with the exception of normal trade credit or security deposit in the ordinary course of business or advances to employees;

   (i) undertake any guarantee or letter of comfort in the nature of guarantee on behalf of any other company, including group companies.

8. ***Events of default:*** The borrowing arrangements entered into by us, contain standard events of default, including:

   (a) default in payment of interest, other charges or instalment amount due or repayment of principal amounts;

   (b) non-compliance with ownership, financial, performance and/or security covenants;

   (c) any change of ownership, control and/or management of the Company;

   (d) material adverse change affecting the business or financial position of the Company;

   (e) utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;

   (f) any security furnished to secure obligations or liabilities of the Company to the lender is or becomes invalid or unenforceable;

   (g) cessation of business or threat of cessation of business of the Company;

   (h) expropriation, nationalisation or compulsory acquisition by authority of government;

   (i) initiation of winding-up or liquidation proceedings of the Company; and

   (j) cross defaults across other facilities of the Company or its affiliates or associated companies.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

9. ***Consequences of occurrence of events of default:*** Upon the occurrence of events of default, our lenders may:

   (a) Accelerate the maturity of facility and declare all amounts outstanding in respect of facility due and payable immediately;

   (b) Recall advance and take any recovery action;

   (c) Convert whole or part of the outstanding loan obligations into fully paid-up Equity Shares;

   (d) Enforce security or change any of the terms of sanction;

   (e) Impose penal interest on the principal amount; and

   (f) Appoint a nominee director on board of the Company.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by us.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see "*Risk Factors – Restrictions imposed in the secured credit facilities and our other outstanding indebtedness may limit our ability to operate our business and to finance our future operations or capital needs*." on page 50.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated below, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved); and (iv) other outstanding proceedings (other than proceedings covered under (i) to (iii) above) which has been determined to be material pursuant to the Materiality Policy, in each case involving our Company, Subsidiaries, Directors or Promoters ("**Relevant Parties**").*

In accordance with the Materiality Policy, for the purposes of (iv) above, any pending litigation or arbitration proceedings (other than outstanding criminal proceedings, actions by statutory or regulatory authorities and claims relating to direct and indirect taxes mentioned in point (i) to (iii) above):

A. involving our Company and Subsidiaries:

i. where the aggregate monetary claim made by or against our Company and/or our Subsidiaries (individually or in aggregate), in any such pending litigation or arbitration proceeding is equal to or in excess of two percent of turnover as per the Restated Consolidated Financial Statements for Fiscal 2024, or two percent of net worth based on the Restated Consolidated Financial Statements as at March 31, 2024, or five percent of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Statements for the last three Fiscals, whichever is lower; or

ii. where the outcome of such litigation, including any proceedings under the Insolvency and Bankruptcy Code, 2016, as amended, irrespective of any amount involved in such litigation or wherein a monetary liability is not quantifiable, which could nonetheless have a material adverse effect on the position, business, operations, performance, prospects or reputation of our Company or our Subsidiaries, have been considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus.

Two percent of turnover, as per the Restated Consolidated Financial Statements for Fiscal 2024 is ₹ 337.33 million, two percent of net worth, as per the Restated Consolidated Financial Statements as at March 31, 2024 is ₹ 52.05 million and five percent of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Statements for the last three Fiscals is ₹ 8.51 million. Accordingly, ₹ 8.51 million has been considered as the materiality threshold for the purpose of (i) above.

B. involving our Promoters and Directors, the outcome of which could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company, irrespective of the amount involved in such litigation, have been considered "material" and accordingly have been disclosed in this Draft Red Herring Prospectus.

Further, there are no: (i) disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against our Promoters in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action; and (ii) outstanding litigation involving the Group Companies, which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by the Relevant Parties or Group Companies from third parties (excluding those notices issued by statutory or regulatory or taxation authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time that the Relevant Parties or Group Company, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum.

Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of five percent of the consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Statements. The consolidated trade payables of our Company as on March 31, 2024 was ₹ 6,302.05 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 315.10 million as on March 31, 2024.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

(a) *Outstanding litigation proceedings against our Company*

(i) Criminal proceedings

1. Bhimashi Yamanappa Waddar (the "**Complainant**") filed a first information report before the Mahalingpur police station, Bagalkot, against an employee of the Company ("**Accused**") alleging negligence resulting in injuries and death of a worker due to a fire accident in one of the factories of the Company. Consequently, the Police Sub-Inspector, Mahalingpur police station filed a charge sheet against the Accused alleging commission of offences under sections 304 A of the IPC before the Civil Judge (Junior Division) and Judicial Magistrate First Class, Mudhol. The matter is currently pending.

(ii) Actions by statutory or regulatory authorities

1. Ashok Kajale and others ("**Applicants**") filed an application before the National Green Tribunal, Western Zone Bench, Pune ("**Tribunal**") against us, the Maharashtra Pollution Control Board ("**MPCB**"), the Central Pollution Control Board ("**CPCB**") and the District Collector, Ahmednagar. The Applicants alleged pollution and contamination of the Godavari river and surrounding water sources, including various wells near the Sakarwadi Manufacturing Facility due to discharge of hazardous chemicals by our Company. The Tribunal by its order dated May 19, 2015 ("**Order 1**") passed the following directions i) CPCB to prepare a ground water remediation action plan; ii) such plan to be executed through the District Collector by constituting a local level committee to assess the damages; iii) chemical plants of the Company to be closed till separate ETP and adequate facilities are in place; iv) Company to be liable to pay and bear cost of remediation of ground water and land; v) Company to pay the Applicants a compensation of ₹ 0.20 million towards each of their polluted wells, amongst others, in accordance with the provisions of section 14, 15, 19 and 20 of the National Green Tribunal Act, 2010, as amended. The Applicants filed an application before the Tribunal for the execution of the Order 1. The Tribunal by its order dated August 1, 2017 ("**Order 2**") directed that the entire project shall be completed on or before December 31, 2019. The Tribunal by its order dated September 13, 2017 noted compliance of a part of the directions issued under Order 1 in relation to payment of compensation to Applicants. Our Company filed an application before the Tribunal on December 30, 2019 seeking an extension until December 31, 2021 for complying with Order 2, which has been opposed by the Applicants. Our Company filed another application seeking extension of for completing the remediation project due to the pandemic. The Tribunal by its order dated September 27, 2021 has granted an extension up to December 31, 2023. The Tribunal by its order dated April 15, 2024 directed that a committee be constituted, comprising of one member each from the MPCB, CPCB and the Ministry of Environment, Forest & Climate Change ("**Committee**") to undertake actions, *inter alia* to visit the relevant site for collection of samples in presence of the Applicants' counsel and to submit an action taken report within one month from such date, after providing an opportunity of hearing to both the parties. The matter is currently pending.

(iii) Other pending proceedings

1. The Council of Scientific & Industrial Research ("**CSIR**") and our Company entered into an agreement dated March 14, 2007 ("**Agreement**") pursuant to which CSIR extended a soft loan to our Company amounting to ₹ 48.20 million. Owing to certain disagreements between CSIR and the Company in relation to repayment of amounts aggregating to ₹ 102.89 million, CSIR, pursuant to its notice dated October 27, 2014 invoked the arbitration clause of the Agreement. The parties have provided consent to refer the matter to Delhi International Arbitration Centre. The matter is currently pending.

(iv) ***Tax proceedings***

Except as mentioned below, there are no pending claims related to direct and indirect taxes against our Company as on the date of this Draft Red Herring Prospectus:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹million)
Direct tax	13	580.66
Indirect tax	12	659.67
Total	**25**	**1,240.33**

** To the extent quantified.*

(b) Outstanding litigation proceedings by our Company

(i) Criminal proceedings

As of the date of this Draft Red Herring Prospectus, there are 225 cases filed by our Company under the Negotiable Instruments Act, 1881 in relation to dishonour of cheques. The total amount involved in all these matters is of ₹ 147.52 million. These matters are currently pending.

(ii) Other pending proceedings

1. Our Company has filed a suit ("**Suit**") before the High Court of Bombay against M/s Spray Engineering Devices Limited ("**Defendants**") alleging *inter alia* breach of performance obligations in relation to delays in setting up an energy efficient boiling house by the Defendants for our Company, quality issues and failure of the system provided to perform as per agreed capacity, in terms of a letter of intent entered into between our Company and the Defendants. Our Company has sought for damages aggregating to ₹ 3,091.68 million along with interest at the rate of 21% p.a. from the date of the Suit till payment and/or realization, on account of losses arising from such breaches. The matter is currently pending.

2. Our Company filed a suit ("**Suit**") before the Court of Civil Judge Senior Division at Kopargaon against Jailaxmi Sugar Products (Nitali) Private Limited ("**Jailaxmi**"), its directors, certain lenders of Jailaxmi in relation to an agreement entered into between our Company and Jailaxmi ("**Agreement**"), pursuant to which Jailaxmi agreed to supply a total quantity of 20,000 metric tones of molasses to our Company for a consideration of ₹ 80.00 million ("**Consideration**"). Our Company has alleged *inter alia* that the cheques issued by Jailaxmi for refund of the Consideration on account of failure of Jailaxmi to supply the molasses to our Company as per the Agreement were returned as uncleared due to insufficient funds. Our Company has sought *inter alia* an order directing Jailaxmi and its directors to pay to our Company a sum of ₹ 101.94 million as on July 21, 2014 along with interest on the Consideration from August 1, 2014 along with interest at the rate of 14% per annum compounded quarterly and restraining Jailaxmi and its directors from disposing of properties or creating third party interest therein pending final disposal of the Suit. The matter is currently pending.

   Separately, our Company has submitted a claim with respect to the above as an operational creditor before the National Company Law Tribunal, Mumbai Bench ("**NCLT**"), in respect of a corporate insolvency resolution process initiated against Jailaxmi . The matter is currently pending.

   Our Company has also filed a criminal case under the Negotiable Instruments Act, 1881 in relation to dishonour of the cheques in this matter. For details of cases filed by our Company under the Negotiable Instruments Act, 1881, see "*-Litigation involving our Company – Outstanding litigation proceedings by our Company – Criminal proceedings*" on page 359.

3. Our Company filed a writ petition before the High Court of Karnataka at Dharwad against Hubli Electricity Supply Company Limited ("**HESCOM**") and Karnataka Electricity Regulatory Commission ("**KERC**", together with HESCOM, the "**Respondents**") challenging the demand notice issued by HESCOM for a sum of ₹ 59.09 million ("**Notice**") from our Company, towards levy of 'cross subsidy charges' ("**CSS**"), and subsequent order passed by KERC ("**Impugned Order**") upholding such Notice and directing our Company to pay the CSS under the Electricity

Act, 2003 ("**Electricity Act**"). Our Company has prayed *inter alia* to quash the Notice and the Impugned Order and sought to declare that the Respondents are not authorized to lawfully collect CSS under the Electricity Act and Regulation 3(1) of the Karnataka Electricity Regulatory Commission (Licensing) Regulations, 2004, is *ultra vires* the Electricity Act. The matter is currently pending.

4. Our Company filed a writ petition before the High Court of Judicature at Bombay, Aurangabad bench ("**High Court**") against the State of Maharashtra ("**State**") and others (together, the "**Respondents**") claiming *inter alia* that the requirement of obtaining of license for sale, purchase, transport, possession, storage, import and export of industrial alcohol after denaturation under the Bombay Prohibition Act, 1949, and Bombay Denatured Spirit Rules, 1959 ("**State Law**") is *ultra vires* the Industries (Development and Regulation) Act, 1951 The High Court by way of its order dated February 22, 2017 has restrained the Respondents from making demands and recovery of *inter alia* any transport pass fee, import or export pass fee on inter and intra state movement of denatured spirit/industrial alcohol under the State Law. The matter is currently pending.

5. Our Company filed a writ petition before the High Court of Karnataka at Dharwad against the Union of India, State of Karnataka, Karnataka Electricity Regulatory Commission ("**KERC**"), Hubli Electricity Supply Company Limited ("**HESCOM**"), Bangalore Electricity Supply Company Limited ("**BESCOM**"), Mangalore Electricity Supply Company Limited ("**MESCOM**"), Gulbarga Electricity Supply Company Limited ("**GESCOM**"), Chamundeshwari Electricity Supply Company Limited ("**CESCOM**") and Karnataka Power Transmission Corporation Limited ("**KPTCL**", and collectively with KERC, HESCOM, BESCOM, MESCOM, GESCOM and CESCOM, the "**Electricity Companies**") claiming *inter alia* that the Electricity (Amendment) Rules, 2023, which extended the period of the licenses of the electricity companies under the Electricity Act, 2003 ("**Electricity Act**"), is *ultra vires* the Electricity Act as it has effectively amended the provisions of the Electricity Act and legalised the operation of the electricity companies retrospectively, which had been functioning without a valid license. Our Company has prayed for *inter alia* an order staying the operation of the Electricity (Amendment) Rules, 2023 pending the final disposal of this petition and for quashing of the Electricity (Amendment) Rules, 2023. The matter is currently pending.

6. Our Company filed a suit before Civil Judge Senior Division at Kopargaon against Sharad Sahakari Sakhar Karkhana Limited ("**SSSKL**") and others in relation to an agreement entered into with SSSKL for supply of molasses. Pursuant to the agreement, our Company had paid an advance of ₹ 20.00 million to SSSKL. Upon failure of SSSKL to comply with the terms of the agreement, a part of the amount advanced by our Company aggregating to ₹ 10.00 million was refunded. Our Company has sought for an order directing SSSKL to refund the balance ₹ 10.00 million along with penalty. The matter is currently pending.

7. Our Company filed a suit before the Court of Civil Judge Senior Division at Kopargaon against Baburao Bapuji Tanpure and others ("**Defendants**") seeking recover of an amount aggregating to ₹ 65.78 million from the Defendants alleging breach of an agreement by the Defendants on account of failure to supply specially denatured spirits in required quantities. The matter is currently pending.

LITIGATION INVOLVING OUR SUBSIDIARIES

(a) Outstanding litigation proceedings against our Subsidiaries

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated against our Subsidiaries.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Subsidiaries.

(iii) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending proceedings against our Subsidiaries, which have been considered material by our Company in accordance with the Materiality Policy.

(iv) Claims related to direct and indirect taxes

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against any of our Subsidiaries.

(b) Outstanding litigation proceedings initiated by our Subsidiaries

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by our Subsidiaries.

(ii) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending proceedings initiated by our Subsidiaries, which have been considered material by our Company in accordance with the Materiality Policy.

LITIGATION INVOLVING OUR DIRECTORS

(i) Outstanding litigation proceedings against Directors

(i) Criminal proceedings against our Directors

Suman Vitthal Lad and others ("**Petitioners**") filed a criminal writ petition against the State of Maharashtra and others ("**Respondents**") before the High Court of Bombay ("**High Court**") seeking registration of an FIR against Samir Shantilal Somaiya, as a trustee of the K.J Somaiya Trust ("**Trust**") and certain others, alleging inter alia failure to provide possession of properties in accordance with a slum rehabilitation development scheme proposed by Samir Shantilal Somaiya. The High Court by its order dated June 27, 2012 directed the Respondents to register an first information report ("**FIR**"), pursuant to which an FIR was registered in the Tilak Nagar police station against the trustees of the Trust, including Samir Shantilal Somaiya under sections 406, 420, 465, 467, 468, 471 and 120(b) of the Indian Penal Code, 1860. In accordance with the High Court's directions, the ACP, Economic Offences Wing, Crime Branch, Housing Fraud Unit initiated investigation in the matter and a B summary report under Section 173 of The Code of Criminal Procedure, 1973 was filed before the Additional Chief Metropolitan Magistrate, Mumbai. The matter is currently pending.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Directors.

(iii) Other pending proceedings

An employee ("**Complainant**") of K.J Somaiya College of Science and Commerce, Mumbai ("**KJS College**") filed several complaints against an erstwhile principal of KJS College, alleging inter alia harassment, non-payment of arrears and wrongful termination of employment, before the management committee of KJS College and women cell of Mumbai University. Subsequently, a first information report ("**FIR**") was registered by the Tilaknagar police station under sections 354, 354(A), 507 and 509 of the Indian Penal Code, 1860 against the erstwhile principal of KJS College. Thereafter, a complaint was also filed against Samir Shantilal Somaiya (in his current capacity as a president of Somaiya Vidyavihar) before the National Commission for Women ("**NCW**") for alleged irreparable harm and injury caused to the Complainant due to such wrongful termination. The Complainant, pursuant to an e-mail dated November 3, 2020 to the NCW requested for the closure of the case before the NCW. The matter is currently pending.

(iv) Claims related to direct and indirect taxes

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes against any of our Directors.

(ii) Outstanding litigation proceedings by our Directors

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Directors.

(ii) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending proceedings initiated by any of our Directors, which have been considered material by our Company in accordance with the Materiality Policy.

LITIGATION INVOLVING OUR PROMOTERS

(a) Outstanding litigation proceedings against our Promoters

(i) Criminal proceedings

Except as disclosed in "-*Litigation involving our Directors – Outstanding litigation proceedings against our Directors – Criminal proceedings*" on page 361, there are no pending criminal proceedings initiated against our Promoters as on date of this Draft Red Herring Prospectus.

(ii) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by any statutory or regulatory authority against our Promoters.

(iii) Other pending proceedings

Except as disclosed in "-*Litigation involving our Directors – Outstanding litigation proceedings against our Directors – Other pending proceedings*" on page 361, there are no pending criminal proceedings initiated against our Promoters as on date of this Draft Red Herring Prospectus.

(iv) Claims related to direct and indirect taxes

Except as stated below, there are no pending claims related to direct and indirect taxes against our Promoters as on the date of this Draft Red Herring Prospectus:

Nature of proceeding	Number of proceedings outstanding	Amount involved* (in ₹million)
Direct tax	8	22.49
Indirect tax	NIL	NIL
Total	**8**	**22.49**

** To the extent quantified.*

(b) Outstanding litigation proceedings by our Promoters

(i) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings initiated by any of our Promoters.

(ii) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending proceedings initiated by any of our Promoters, which have been considered material by our Company in accordance with the Materiality Policy.

OUTSTANDING DUES TO CREDITORS

Further, in accordance with the Materiality Policy, our Company has considered such creditors 'material' to whom the amount due is equal to or in excess of five percent of the consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Statements, *i.e.*, ₹ 315.10 million, as of March 31, 2024 ("**Material Creditors**"). Details of outstanding dues towards our Material Creditors as of March 31, 2024 are available on the website of our Company at https://godavaribiorefineries.com/our-company-investors.

The details of the total outstanding dues to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), Material Creditors and other creditors as on March 31, 2024 is as set forth below:

Particulars	Number of creditors	Amount involved (₹ in million)
Dues to micro, small and medium enterprises	192	121.25
Dues to Material Creditor(s)	2	1,621.81
Dues to other creditors	29,294	4,558.99
Total	**29,488**	**6,302.05**

As of March 31, 2024, there are no outstanding over dues to Material Creditors owed by our Company.

MATERIAL DEVELOPMENTS

Except as disclosed in this Draft Red Herring Prospectus, there are no significant developments or circumstances that have occurred post March 31, 2024, which has materially and adversely affected, or are likely to affect (a) our trading or profitability, (b) the value of our assets, or (c) our ability to pay our liabilities within the next twelve months.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, we have obtained all material consents, licenses, permissions, registrations, and approvals from relevant governmental, statutory and regulatory authorities in India, which are necessary for undertaking our Company's business. We have set out below a list of material approvals, consents, licences and permissions from various governmental and regulatory authorities obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities and operations. Unless otherwise stated, these material approvals are valid as on the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which our Company operates in India, see "Key Regulations and Policies in India" on page 203. For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page 367 and for incorporation details of our Company, see "History and Certain Corporate Matters" on page 212.

Material approvals in relation to our business and operations

1. Factory licenses issued by the Directorate of Industrial Safety and Health, Government of Maharashtra and by the Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka, respectively under the Factories Act, 1948, for our Manufacturing Facilities.

2. License to import and/or store petroleum at our Manufacturing Facilities issued under the Petroleum Act, 1934 and the relevant rules thereunder.

3. License to manufacture and export acetic acid at our Sakarwadi Manufacturing Facility issued under the Food Safety and Standards Act, 2006.

4. Licence for ISI mark for acetic acid at our Sakarwadi Manufacturing Facility issued under the Bureau of Indian Standards, 2016.

5. No-objection certificate from the Chief Fire Officer of the Fire and Emergency Services Department, Hubballi Zone, Government of Karnataka and no-objection certificate from the Director, Maharashtra Fire Service.

6. Consent issued by the Maharashtra Pollution Control Board to operate, as applicable under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and authorisation under the Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016 for the Sakarwadi Manufacturing Facility.

7. Consent issued by the Karnataka State Pollution Control Board to establish or operate, as applicable under the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and authorisation under the Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016 for the Sameerwadi Manufacturing Facility.

8. Authorisation under the Bio Medical Waste Management Rules, 2016 by the Karnataka State Pollution Control Board.

9. Certificate of Importer-Exporter Code issued by the office of Additional Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, to enable our Company to carry out our export and import operations.

10. Certificate of verification for weights or measures under the Legal Metrology Act, 2009, Maharashtra Legal Metrology (Enforcement) Rules, 2011 and the Karnataka Legal Metrology (Enforcement) Rules, 2011, and Inspector of Legal Metrology, and the Assistant Controller of Legal Metrology, Department of Legal Metrology, Bagalkot, Government of Karnataka, for our Manufacturing Facilities, respectively.

11. Certificate for use of a boiler issued by the Office of the Joint Director, Government of Maharashtra under the Maharashtra Boilers Rules, 1962 to enable our Company to operate boilers at our Sakarwadi Manufacturing Facility and certificate for use of a boiler issued by the Deputy Director of Boilers, Belagavi Division, Belagavi, Karnataka under the Indian Boiler Act, 1923 to enable our Company to operate boilers at our Sameerwadi Manufacturing Facility.

12. Narcotic drug and psychotropic substances licence issued by the Narcotic Control Bureau under the Narcotic Drugs and Psychotropic Substances Act, 1985 at our Sakarwadi Manufacturing Facility.

13. Licence to manufacture sugar from sugarcane issued by the Under Secretary to Government (Sugar), Department of Commerce and Industries, Vikasa Soudha, Bengaluru, Government of Karnataka under the Karnataka Sugar (Regulation of Production) Order, 2022 at our Sameerwadi Manufacturing Facility.

14. Permission was granted to our Company at our Sameerwadi Manufacturing Facility for lifting of 97.70 MCFT water per annum from Ghatprabha River for the period of five years.

15. Licence for storage and wholesale of food products issued by the Designated Officer of the Food Safety and Standards Department, Bagalkot at our Sameerwadi Manufacturing Facility under the Food Safety and Standards Act, 2006.

16. No objection certification for enhancement of sulphur from 100 M.T. to 300 M.T. for storage issued by the Deputy Commissioner Bagalkot at our Sameerwadi Manufacturing Facility.

17. License to manufacture certain approved drugs issued by the Drugs Controller and Licensing Authority, Drugs Control Department, Government of Karnataka at our Sameerwadi Manufacturing Facility under the Drugs and Cosmetics Act, 1940 and rules thereunder.

18. License to manufacture of ethyl lactate and wax issued by the Food Safety and Standards Authority of India, Government of Karnataka at our Sameerwadi Manufacturing Facility under FSS Act, 2006.

19. Wireless operating license issued by the Wireless Planning and Coordination Wing, Department of Telecommunications, Ministry of Communications, Government of India in relation to our Manufacturing Facilities.

20. Environmental clearance from the Ministry of Environment, Forest and Climate Change in relation to the expansion of our Sameerwadi Manufacturing Facility.

Material labour/employment related approvals

1. Certificates of registration under the shops and establishment legislations applicable in the state of Maharashtra where our Registered and Corporate Office and other offices are located.

2. Registration for employees' insurance issued by the Sub-Regional Office, Employees State Insurance Corporation under the Employees' State Insurance Act, 1948.

3. Registration for employees' provident fund issued by the Employees' Provident Fund Organization under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

4. Registration as a principal employer under the Contract Labour (Regulation & Abolition) Act, 1970 issued by the Assistant Labour Commissioner office, Ahmednagar and Assistant Labour Commissioner, Belgaum Division, respectively, with respect to the Manufacturing Facilities.

Tax related approvals

1. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.

2. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.

3. Goods and services tax registrations in the states of Maharashtra, New Delhi and Karnataka, issued by the Government of India under the Goods and Service Tax Act, 2017.

4. Professions and trades registration number issued by the Profession Tax Officer under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 and Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976, respectively.

Material Approvals for which applications have been filed but not received.

Nil

Material approvals which have expired for which renewal applications have been made

Nature of approval	Issuing authority	Date of acknowledgement of renewal application / date of renewal application
Certificate for use of a boiler (multi-tubular water tube)	Joint Director, Government of Maharashtra	June 12, 2024

Intellectual property rights

As on the date of this Draft Red Herring Prospectus our Company has obtained 67 trademarks under the Trade Marks Act, 1999 (including registrations under classes 1, 3, 4, 5, 7, 9, 16, 19, 20, 22, 24, 29, 30, 31, 32, 35, 36, 37, 38, 40, 42 and 44). We have obtained trademark registration in relation to our logo and certain of our products. Further, our Company has also obtained 8 copyright registrations under the Copyright Act, 1957, which includes a registration with respect to our logo. Further, applications for registration of some of the trademarks, including our retail brand 'Jivana', have been opposed or objected. For details, see "*Risk Factors - If we are unable to protect our intellectual property and technical know-how against third party infringement or breaches of confidentiality or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, results of operations and financial condition.*" on page 56.

Further, as on the date of this Draft Red Herring Prospectus, we have patented 19 products/processes and received 54 registrations in relation thereto across different countries including Australia, Canada, Chile, France, Germany, India, Israel, Japan, Netherlands, New Zealand, Russia, South Africa, Spain, United Kingdom and United States of America.

Additionally, we have entered into the agreement for license to use trademark dated May 28, 2021 with K J Somaiya and Sons Private Limited for usage of the "Somaiya" trademark. For further details, see "*History and Certain Corporate Matters – Key terms of other subsisting material agreements other than in the ordinary course of business*" and "*Our Business – Intellectual property*" on pages 217 and 201, respectively.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated February 8, 2024, and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated March 21, 2024.

Each of the Selling Shareholders has, severally and not jointly, authorized and confirmed inclusion of its portion of the Offered Shares as part of the Offer for Sale, as set out below:

S. No.	Name of the Selling Shareholder	Offered Shares	Offered Shares by Selling Shareholder as a percentage of aggregate Offered Shares (in %)*	Date of Selling Shareholders' consent letter	Date of board resolution
1.	Mandala Capital AG Limited	Up to 4,926,983 Equity Shares aggregating up to ₹ [●] million	Up to 75.49	March 15, 2024	March 15, 2024
2.	Somaiya Agencies Private Limited	Up to 500,000 Equity Shares aggregating up to ₹ [●] million	Up to 7.66	May 7, 2024	May 7, 2024
3.	Samir Shantilal Somaiya	Up to 500,000 Equity Shares aggregating up to ₹ [●] million	Up to 7.66	April 10, 2024	Not Applicable
4.	Lakshmiwadi Mines and Minerals Private Limited	Up to 200,000 Equity Shares aggregating up to ₹ [●] million	Up to 3.06	March 26, 2024	March 26, 2024
5.	Filmedia Communication Systems Private Limited	Up to 300,000 Equity Shares aggregating up to ₹ [●] million	Up to 4.60	April 10, 2024	April 10, 2024
6.	Somaiya Properties and Investments Private Limited	Up to 100,000 Equity Shares aggregating up to ₹ [●] million	Up to 1.53	May 7, 2024	May 7, 2024

**Calculated by considering the maximum number of Offered Shares by each Selling Shareholder.*

Further, our Board has taken on record the consents of the Selling Shareholders by a resolution of our Board dated May 31, 2024.

Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated June 13, 2024.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Subsidiaries, our Promoters (the persons in control of our Company), our Directors, the members of the Promoter Group, persons in control of our Corporate Promoters and the Selling Shareholders are not prohibited from accessing the capital markets and are not debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of the Directors of our Company are, in any manner, associated with the securities market. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
- Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth, derived from the Restated Consolidated Financial Statements as at and for the Fiscals ended March 31, 2024, 2023 and 2022 are set forth below:

(*₹ in million, unless otherwise stated*)

Particulars	As at and for the Fiscal ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Restated net tangible assets [1]	2,683.24	2,609.77	2,363.63
Restated monetary assets[2]	459.86	533.78	558.02
Monetary assets, as a percentage of net tangible assets, as restated	17.14%	20.45%	23.61%
Operating profit/ (loss), as restated[3]	736.11	961.55	848.61
Net worth, as restated [4]	2,602.45	2,490.13	2,325.69

1. *'Net tangible assets' means the sum of all net assets (arrived at by deducting non-current liabilities, current liabilities, land revaluation reserve and capital redemption reserve from total assets) of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*
2. *'Monetary assets' is the aggregate of cash on hand and balance with banks (including other bank balances, fixed deposits with more than 12 months maturity and interest accrued thereon).*
3. *'Operating Profit' has been calculated as Profit before tax, finance costs added back and deducting other incomes.*
4. *'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets including revaluation reserve, capital redemption reserve, write back of depreciation and amalgamation.*

Our Company has operating profits in each of Fiscal 2024, 2023 and 2022 in terms of our Restated Consolidated Financial Statements. Our average operating profit for Fiscals 2024, 2023 and 2022 was ₹ 848.76 million.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group, our Directors or the Selling Shareholders are debarred from accessing the capital markets by SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Promoters or Directors has been declared a Fugitive Economic Offender.

(e) There are no outstanding convertible securities, warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

(f) Our Company along with Registrar to the Offer has entered into tripartite agreements dated August 23, 2016 and July 15, 2019 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares.

(g) The Equity Shares of our Company held by the Promoters are in the dematerialised form; and

(h) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Each Selling Shareholder, severally and not jointly, confirms that it is in compliance with Regulation 8 of the SEBI ICDR Regulations.

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 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 BRLMs, BEING EQUIRUS CAPITAL PRIVATE LIMITED AND SBI CAPITAL MARKETS 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, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 13, 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, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

THE SELLING SHAREHOLDERS WILL BE SEVERALLY RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, the Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.godavaribiorefineries.com, would be doing so at his or her own risk. Each of the Selling Shareholders, their respective directors, affiliates, associates and officers accept/undertake no responsibility for any statements other than those specifically undertaken or confirmed by such Selling Shareholder in relation to themselves and their Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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, Underwriters and their respective directors, officers, agents, affiliates, employees 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 associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

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, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date or such period as may be prescribed by SEBI.

The Company and the Selling Shareholders shall refund the money raised in the Offer, together with any interest on such money as required under applicable laws, to the Bidders if required to do so for any reason under applicable laws, including due to failure to obtain listing or trading approval or pursuant to any direction or order of SEBI or any other governmental authority. Each Selling Shareholder shall be, severally and not jointly, liable to refund money raised in the Offer, only to the extent of its respective Offered Shares, together with any interest on such amount as per applicable laws. Provided that the Selling Shareholders shall not be liable or responsible to pay such interest unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder.

Each of the Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholders 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.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Joint Company Secretary, Statutory Auditors, legal counsel to the Offer, the BRLMs, the Registrar to the Offer, lenders to our Company (wherever applicable), the Chartered Engineer and Frost & Sullivan have been obtained; and consents in writing of (b) the Syndicate Members, Monitoring Agency, Sponsor Banks, Escrow Collection Bank(s), Public Offer Account Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents obtained under (a) have not be withdrawn as on the date of this Draft Red Herring Prospectus.

Expert to the Offer

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

Our Company has received written consent dated June 13, 2024 from the Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the: (i) their examination report dated May 31, 2024 on the Restated Consolidated Financial Statements; and (ii) the statement of possible special tax benefits dated June 13, 2024 included in this Draft Red Herring Prospectus. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 12, 2024 from Anupam Kumar Shukla, Chartered Engineer to include his name in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act in his capacity as the independent chartered engineer and in respect of the certificates each dated June 12, 2024, issued by him in relation to our Manufacturing Facilities and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance *vis-à-vis* objects

Our Company has not made any public issue during the five years preceding the date of this Draft Red Herring Prospectus. Further, during the five years immediately preceding the date of this Draft Red Herring Prospectus, our Company has allotted 2,402,303 Equity Shares on July 29, 2019, 1,152,769 Equity Shares on August 30, 2019 and 12,043 Equity Shares on September 27, 2019, respectively, through rights issues. For further details in relation to these allotments, see "*Capital Structure*" on page 87.

Underwriting Commission, Brokerage and Selling Commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is 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.

Capital issue during the previous three years by our Company, the listed Group Companies, Subsidiaries and associates of our Company

The securities of our Subsidiaries are not currently listed on any stock exchange. Our Company has not made any capital issuances during the three years preceding the date of this Draft Red Herring Prospectus.

None of our Group Companies are listed on any stock exchange.

As on the date of this Draft Red Herring Prospectus, we do not have any associates.

Price information of past issues handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

1. *Price information of past issues (during current financial year and two financial years 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.	Inox Green Energy Services Limited#	7,400.00	65.00	November 23, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [+0.36%]
2.	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%]
3.	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%]
4.	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%]
5.	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%].
6.	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%]
7.	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%]
8.	Happy Forgings Limited$	10,085.93	850.00	December 27, 2023	1,000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	N.A.
9.	Jyoti CNC Automation Limited$	10,000.00	331.00[4]	January 16, 2024	370.00	+78.07% [-0.87%]	+135.94% [+2.21%]	N.A.
10.	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.

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. *Price on designated stock exchange of the respective issuer is considered for all of the above calculations.*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *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

Summary statement of price information of past public issues handled by Equirus Capital Private Limited:

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*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-2024	8	61,882.55	-	1	1	2	2	2	-	-	2	2	1	-
2022-2023	5	28,975.05	-	1	1	-	1	2	-	1	1	1	2	-

** The information is as on the date of this Draft Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

2. *Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI Capital Markets 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.	Aadhar Housing Finance Ltd(1)	30,000.00	315.00	May 15, 2024	315.00	+25.56% [+5.40%]	-	-
2.	Bharti Hexacom Ltd@	42,750.00	570.00	April 12, 2024	755.20	+58.25% [-2.13%]	-	-
3.	R K Swamy Limited(2) @	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-
4.	Entero Healthcare Solutions Ltd(3) @	16,000.00	1,258.00	February 16, 2024	1,245.00	-19.65% [+0.30%]	-19.00% [+0.77%]	-
5.	Jana Small Finance Bank@	5,699.98	414.00	February 14, 2024	396.00	-5.23% [+1.77%]	+57.55% [+1.33%]	-
6.	Medi Assist Healthcare Services Ltd@	11,715.77	418.00	January 23, 2024	465.00	+22.32% [+3.40%]	+15.66% [+4.06%]	-
7.	Jyoti CNC Automation Limited#	10,000.00	331.00	January 16, 2024	370.00	+78.07% [-0.87%]	+135.94% [+2.21%]	-
8.	Azad Engineering Limited@	7,400.00	524.00	December 28, 2023	710.00	+29.06% [-2.36%]	153.72% [+0.08%]	-
9.	Muthoot Microfin Limited(4) @	9,600.00	291.00	December 26, 2023	278.00	-20.77% [-0.39%]	-31.15% [+2.10%]	-
10.	Indian Renewable Energy Development Agency Limited#	21,502.12	32.00	November 29, 2023	50.00	+204.06% [+8.37%]	+373.44% [+10.08%]	+479.84% [+14.23%]

Source: www.nseindia.com and www.bseindia.com

Notes:

* *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the percentage change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the percentage change in closing price of the benchmark as on 30th, 90th and 180th day.*

** *The information is as on the date of this document.*

* *The information for each of the financial years is based on issues listed during such financial year.*

@ *The S&P BSE SENSEX index is considered as the benchmark index, BSE being the designated stock exchange*

\# *The Nifty 50 index is considered as the benchmark index, NSE being the designated stock exchange*

1 Price for eligible employee was Rs 292.00 per equity share

2 Price for eligible employee was Rs 261.00 per equity share

3 Price for eligible employee was Rs 1,139.00 per equity share

4 Price for eligible employee was Rs 277.00 per equity share

Summary statement of price information of past public issues handled by SBI Capital Markets Limited:

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%
2024-25*	2	72,750.00	-	-	-	1	1	-	-	-	-	-	-	-
2023-24	12	1,32,353.46	-	2	5	2	2	1	-	-	-	3	-	2
2022-23	3	2,28,668.02	-	1	2	-	-	-	-	1	1	-	1	-

** The information is as on the date of this Draft Red Herring Prospectus.*

Date of listing for the issue is used to determine which financial year that particular issue falls into.

Website for track record of the Book Running Lead Managers

Name	Website
Equirus Capital Private Limited	www.equirus.com
SBI Capital Markets Limited	www.sbicaps.com

Stock Market Data of Equity Shares

This being an initial public issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Redressal of Investor Grievances

SEBI, by way of its master circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("**June 2023 Circular**"), circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("**March 2021 Circular**"), 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. Subsequently, by way of its circular dated June 2, 2021 ("**June 2021 Circular**") and its circular dated April 20, 2022 ("**April 2022 Circular**"), SEBI modified the process timelines and extended the implementation timelines for certain measures introduced by the March 2021 Circular. Per the March 2021 Circular read with the June 2021 Circular and the April 2022 Circular, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts and invoice in the inbox by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks/unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank to the intermediaries forming part of the closed user group vide email; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members only to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment. 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, in accordance with the March, 2021 Circular, as amended by the SEBI circular dated June 2, 2021 and SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 21, 2023, 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 shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Separately, pursuant to the 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 application 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

Scenario	Compensation amount	Compensation period
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.

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 March 2021 Circular read with June 2021 Circular and April 2022 Circular.

Further, in terms of April 2022 Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

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.

All grievances in relation to the Bidding process 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 DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

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. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, 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 applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SEBI SCORES in terms of the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For further details on the Stakeholders' Relationship Committee, see "*Our Management – Committees of our Board – Stakeholders*' *Relationship Committee*" on page 238.

Our Company has also appointed Manoj Jain, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, "*General Information- Company Secretary and Compliance Officer*" on page 79.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

None of our Subsidiaries are listed on any stock exchange.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has not applied for any exemption from complying with any provisions of securities laws before SEBI.

SECTION XI – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority 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. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in "*Objects of the Offer – Offer expenses*", on page 106.

Ranking of the Equity Shares

The Equity Shares being Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend, voting and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 412.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to Shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable law. For further details in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 254 and 412, respectively.

Face Value, Price Band and Offer Price

The face value of the Equity Shares is ₹10. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. Employee Discount (if any), Price Band and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] editions of [●] the Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their 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, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, our Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting rights, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting' in accordance with the provisions of the Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation / splitting, see "*Main Provisions of the Articles of Association*" on page 412.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements:

i. Tripartite agreement dated August 23, 2016, amongst our Company, NSDL and Registrar to the Offer.

ii. Tripartite agreement dated July 15, 2019, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 389.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "*– Bid/Offer Programme*" on page 380.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the 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 death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer 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. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the applicant will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid/ Offer Programme

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

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

(2) Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

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

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat 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/Issue 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/Issue 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 Bidder shall be compensated in the manner specified in the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable..*

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/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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The above timetable 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 the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid / Offer Closing Date, or such other period as 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, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each Selling Shareholder, severally and not jointly, confirm that they shall extend complete co-operation required 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, or within such other period as prescribed.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Offer Closing Date or such other time as 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.

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 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, in the manner specified in the UPI Circulars, to the extent applicable, which for the avoidance of doubt, shall be deemed to be incorporated herein. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

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. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs and Eligible Employees Bidding in the Employee Reservation Portion other than QIBs and NIIs	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 ₹0.5 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST

Bid/Offer Period (except the Bid/Offer Closing Date)	
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 of QIBs and NIIs)	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 NII categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.*
[#] QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. 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. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors, and until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

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.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and are advised to submit their Bids no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. 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, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

Employee Discount

Employee Discount, if any, will be offered to Eligible Employees bidding in the Employee Reservation Portion, and, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, if any, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond two Working Days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, Allotment shall first be made towards 90% of the Fresh Issue. However, after receipt of minimum subscription of 90% of the Fresh Issue, Allotment shall be made in the following order: (i) First towards the entire portion of the Equity Shares offered by the Investor Selling Shareholder ; (ii) Secondly towards the entire portion of the Equity Shares offered by the Promoter Selling Shareholders; (iii) Thirdly towards the entire portion of the Equity Shares offered by the Promoter Group Selling Shareholders; and (iv) Fourthly towards the remaining Equity Shares in the Fresh Issue.

The Selling Shareholders shall reimburse any expenses and interest incurred by our Company on behalf of them for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders and any expenses and interest shall be paid to the extent of their respective portion of the Offered Shares.

Further, 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 will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Offer Equity Shares, the Promoters' Contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 87, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Main Provisions of the Articles of Association*" at page 412.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid / Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same 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. Further, the Stock Exchanges shall be informed promptly in this regard by our Company and 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. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment the filing of the Prospectus with the RoC.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,250 million by our Company and an Offer of Sale of up to 6,526,983 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 Offer and Net Offer shall constitute [●]% and [●]%, respectively, 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. 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. The utilisation of the proceeds raised pursuant to the Pre-IPO Placement will be done towards the Objects in compliance with applicable law. Prior to the completion of the Offer and the allotment pursuant to the Pre-IPO Placement, our Company shall appropriately intimate the subscribers 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.

**A discount on the Offer Price (equivalent of ₹[●] per Equity Share) may be offered to Eligible Employees bidding in the Employee Reservation Portion in accordance with the SEBI ICDR Regulations and details of which will be announced at least two Working Days prior to the Bid / Offer Opening Date.*

Particulars	QIBs (1)	Non-Institutional Investors	Retail Individual Investors	Eligible Employees
Number of Equity Shares available for Allotment / allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Investors	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Investors	Up to [●] Equity Shares aggregating up to ₹[●] million
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Net Offer size shall be allocated to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Retail Individual Investors was available for allocation, out of which: a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹1 million; and b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors.	Not less than 35% of the Net Offer, or the Net Offer less allocation to QIB Bidders and Non-Institutional Investors	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up equity share capital of our Company

Particulars	QIBs [(1)]	Non-Institutional Investors	Retail Individual Investors	Eligible Employees
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above c) Up to 60% of the QIB portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion shall not be less than the minimum application size and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹0.2 million and up to ₹ 1 million, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors.	The allotment to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see *"Offer Procedure*" on page 389.	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.2 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.2 million (net of Employee Discount, if any) up to ₹0.5 million (net of Employee Discount, if any) each
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹0.20 million and in multiples of [●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹0.2 million	[●] Equity Shares and in multiples of [●] Equity Shares	[●] Equity Shares and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the bid does not exceed the size of the Net Offer (excluding the Anchor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.2 million	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 ₹0.5 million, less Employee Discount, if any[#]
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Mode of allotment	Compulsorily in dematerialised form			
Allotment Lot	[●] Equity Shares and in multiples of [●] Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply[(3)]	Public financial institutions (as	Resident Indian individuals, Eligible NRIs, HUFs (in the	Resident Indian individuals, Eligible NRIs	Eligible Employees such that the Bid

Particulars	QIBs (1)	Non-Institutional Investors	Retail Individual Investors	Eligible Employees
	specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies, in accordance with applicable laws including FEMA Rules.	name of the karta), companies, corporate bodies, scientific institutions societies, trusts, FPIs who are individuals, corporate bodies and family offices.	and HUFs (in the name of the karta) applying for Equity Shares such that the Bid amount does not exceed ₹0.2 million in value.	Amount does not exceed ₹0.5 million, net of Employee Discount, if any
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 by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bidding^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹0.5 million)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)

* *Assuming full subscription in the Offer*

#Our Company, in consultation with the BRLMs, may offer a discount on the Offer Price (equivalent of ₹[•] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion.

^ 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 investor's bank accounts. Accordingly, Stock Exchanges shall, for all

categories of investors 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.

(1) *Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 389.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. 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. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.2 million (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.2 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.5 million (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 unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer, provided that under-subscription, if any, in the QIB Portion will not be met with spill over from other categories or a combination of categories. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. For further details, please see "Terms of the Offer" on page 378.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*

(4) *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 378.

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 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.*

*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 ("**CAN**") 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 and electronic registration of bids; (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 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and the consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till 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 RIIs 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 the 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 till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application size are up to ₹0.5 million shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.2 million and up to ₹0.5 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

*The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, had introduced certain additional measures for streamlining the process of initial public issues and redressing investor grievances. Subsequently, the SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. 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 shall be processed only after application monies are blocked in the bank accounts of investors (all categories). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in T+3 Circular shall continue to form part *of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 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.

Further, our Company, the Selling Shareholders and the BRLMs 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 the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB 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 them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 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, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹0.2 million and up to ₹1 million and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. Furthermore, up to [●] Equity Shares, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, net of Employee Discount, if any.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

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 ₹0.2 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.5 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.5 million), shall be added to the Net Offer, provided that under-subscription, if any, in the QIB Portion will not be met with spill over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

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 releases dated June 25, 2021 and September 17, 2021, CBDT circular no. 7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of *inter alia* equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the relevant 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 UPI Bidder 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 and implemented 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, an RII 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 was applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI pursuant to its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIIs 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: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, inter alia, has enhanced the per transaction limit from ₹ 0.2 million to ₹ 0.5 million for applications using UPI in initial public offerings.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. 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 one of the SCSBs as a sponsor bank 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.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till 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.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the online 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 online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges 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 till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' 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.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form 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. The Bid Cum Application Forms for Eligible Employees Bidding in the Employee Reservation Portion will be available at the Registered and Corporate Office of our Company.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

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

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by UPI Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders, may submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts) provided by certain brokers.

(iii) QIBs and NIIs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular is applicable for all categories of investors viz. Retail Individual Investors, QIB and NII and also for all modes through which the applications are processed.

UPI Bidders must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of our Company.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an

exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders, 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 a UPI Mandate Request to such 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 in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

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 Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till 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.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and Depository Participants shall continue till further notice;

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Investors categories and up to 5.00 p.m. for Retail Individual categories on the initial public offer closure day;

d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids;

e) The Stock Exchanges shall display Offer demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

Participation by Promoter, Promoter Group, the Book Running Lead Managers, associates and affiliates of the Book Running Lead Managers and the Syndicate Members and the persons related to Promoter, Promoter Group, Book Running Lead Managers and the Syndicate Members and Bids by Anchor Investors

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 Book Running Lead Managers nor any associate of the Book Running Lead Managers can apply in the Offer under the Anchor Investor Portion:

i. mutual funds sponsored by entities which are associates of the Book Running Lead Managers;

ii. insurance companies promoted by entities which are associates of the Book Running Lead Managers;

iii. AIFs sponsored by the entities which are associates of the Book Running Lead Managers;

iv. FPIs other than individuals, corporate bodies and family offices which are associates of the Book Running Lead Managers; or

v. Pension funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the Book Running Lead Managers.

Further, an Anchor Investor shall be deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made, subject to applicable law.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Non-debt Instrument 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 of an Indian company listed on a recognised stock exchange 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 listed on a recognised stock exchange 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 by an Indian company listed on a recognised stock exchange or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant of an Indian company listed on a recognised stock exchange. 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.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities"* on page 411.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form / Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 in consultation with BRLMs, reserve 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).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;

(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- 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.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected. Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations, as amended prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations as amended prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with 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 is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services cannot exceed 20% of the bank's paid-up share capital and reserves. 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 if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars 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 insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, 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 reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, 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 BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Eligible Employees

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form.

(b) 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 ₹0.5 million (net of Employee Discount, if any). 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 ₹0.2 million (which will be less Employee Discount). 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 ₹0.2 million (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.5 million (net of Employee Discount, if any).Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion and the Bidder should be an Eligible Employee as defined above.

(c) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids subject to applicable limits. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(e) Only those Bids, which are received at or above the Offer Price net of Employee Discount, if any, would be considered for Allotment under this category.

(f) Eligible Employees can apply at Cut-off Price.

(g) Eligible Employees bidding in the Employee Reservation Portion may Bid either through the UPI mechanism or ASBA (including syndicate ASBA).

(h) In case of joint bids, the First Bidder shall be an Eligible Employee.

(i) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

Under-subscription, if any, in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.2 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹0.2 million up to ₹0.5 million (net of Employee Discount, if any).

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bids are required to 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.

(c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date, and will be completed on the same day.

(e) Our Company in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
- 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
- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors is required to 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 will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(i) Neither the 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 which are associate of the BRLMs or pension funds with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associates of the BRLM) can apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.

(k) 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.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the 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 the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, 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 [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;

9. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;

10. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

11. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

13. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. 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;

20. 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;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

23. UPI Bidders, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

25. 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;

26. 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.

27. In case of QIBs and NIIs (other than for Anchor Investor and UPI Bidder), 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);

28. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB 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 at the time of submission of the Bid;

29. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the UPI Bidder shall 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 authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

30. UPI 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;

31. UPI Bidders, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

32. 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 ASBA Account;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

34. Ensure that ASBA bidders shall ensure that bids above ₹0.5 million, are uploaded only by the SCSBs;

35. 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.

36. 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 releases dated June 25, 2021, and September 17, 2021.

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 or in the list displayed on SEBI's website is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹0.2 million (for Bids by RIIs) and ₹0.5 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount, if any);

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "- *Bids by HUFs*" on page 396;

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit multiple Bid application forms with same application form number;

10. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

12. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

13. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

17. If you are a UPI Bidders, do not submit more than one Bid cum Application Form for each UPI ID;

18. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

19. Do not submit the General Index Register (GIR) number instead of the PAN;

20. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

21. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI-linked bank account where funds for making the Bid are available;

22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investors. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid / Offer Closing Date;

23. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

24. 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;

25. 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;

26. 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);

27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

28. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

29. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

30. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

31. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders); and

32. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 80.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 78.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid / Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejection of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Investor category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1 million and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

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 Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"

(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of a widely circulated English national daily newspaper, [●], all editions of a widely circulated Hindi national daily newspaper, [●] and [●] editions of a widely circulated Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located).

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated August 23, 2016, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated July 15, 2019, amongst our Company, CDSL and Registrar to the Offer.

Undertaking by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days from the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within 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;

(vi) 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;

(vii) that if our Company in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this Draft Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly, undertake the following in respect of themself as the Selling Shareholders, and the Offered Shares:

(i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

(ii) that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

(iii) that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

(iv) that the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

(v) that they shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

(vi) that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

(vii) that they shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

(viii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;

- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- details of all unutilized 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 unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"***Any person who –***

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent 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.

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, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**Consolidated FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see "*Offer Procedure*" on page 389.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. 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 in writing about such approval along with a copy thereof within the Offer Period.

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 396.

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, 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 which do not exceed the applicable limits under laws and regulations.

SECTION X - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

(PUBLIC LIMITED COMPANY BY SHARES)

ARTICLES OF ASSOCIATION

OF

GODAVARI BIOREFINERIES LIMITED

*The Articles of Association of the Godavari Biorefineries Limited comprise of two parts, Part I and Part II, which parts shall, unless the context otherwise requires, co-exist with each other until the filing of the updated draft red herring prospectus ("**UDRHP**") by the Company with the Securities and Exchange Board of India in relation to the initial public offering of equity shares of the Company. In case of inconsistency between PartI and Part II, the provisions of Part II shall prevail. However, Part II shall automatically, and without any further corporate or other action by the Company or by the Shareholders, terminate and cease to have any force and effect on and from the date of filing of the UDRHP.*

Notwithstanding what is stated elsewhere in these Articles of Association, in case of a conflict or inconsistency or contradiction or overlap between Part I of these Articles of Association and Part II of these Articles of Association, Part II of these Articles of Association shall, subject to applicable law, over-ride and prevail over Part I of these Articles of Association until the filing of the UDRHP.

Note: By a Special Resolution passed at the meeting of the shareholders of the Company held on 21st March 2024, these Articles were adopted as the Articles of Association of the Company in addition to the existing Articles of the Company.

PART I

I. PRELIMINARY

1. APPLICABILITY OF TABLE F

Subject as hereinafter provided and in so far as these presents do not modify or exclude them the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013, as amended from time to time, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution as prescribed by the Companies Act, 2013.

II. DEFINITIONS AND INTERPRETATIONS

2. In these Articles:

2.1 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date at which the Articles become binding on the Company. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.

"**Act**" means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory replacement or re-enactment thereof;

"**Alternate Director**" shall have the meaning ascribed to such term in Article 128;

"**Articles**" shall mean the articles of association of the Company as amended from time to time;

"Auditors" shall mean and include those persons appointed as such for the time being by the Company;

"**Board of Directors**" or "**Board**" shall mean the board of directors of the Company, as constituted from time to time;

"**Chairman**" means the Chairman of the Board of Directors for the time being of the Company;

"**Company**" shall mean Godavari Biorefineries Limited, a public limited company incorporated under the Indian Companies Act, 1913 and having its registered office at Somaiya Bhavan, 45/47, M.G. Road, Fort, Mumbai 400 001;

"**Director**" means a director for the time being of the Company and includes any person appointed as a director of the Company in accordance with these Articles and the provisions of the Act, from time to time;

"**Equity Share Capital**" means in relation to the Company, its equity share capital within the meaning ofSection 43 of the Act, as amended from time to time;

"**Equity Shares**" shall mean the equity shares of the Company having a face value of INR 10 (Indian Rupees Ten) each;

"**General Meetings**" shall mean any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary general meeting;

"**Governmental Authority**" means any governmental, regulatory or statutory authority, government department, agency, commission, board, tribunal or court or other entity authorized to make Laws, rules or regulations or pass directions, orders or awards, having or purporting to have jurisdiction or any state or other subdivision thereof or any municipality, district or other subdivision thereof having jurisdiction pursuant to applicable Laws;

"**Key Managerial Personnel**" in relation to the Company, means collectively, the chief executive officer/managing director/manager, the company secretary, the whole-time directors, the chief financial officer, such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board and such other officer as maybe prescribed and declared by the Company to be a key managerial personnel;

"**Law**" shall mean:

(i) in relation to the Persons domiciled or incorporated in India, all applicable statutes, enactments, acts of legislature or Parliament, Laws, ordinances, rules, by-Laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, various governmental agencies, statutory and/or regulatory authorities or any stock exchange(s) in India or in any jurisdiction but applicable to such Persons domiciled or incorporated in India; and

(ii) in relation to Persons domiciled or incorporated overseas, all applicable statutes, enactments, acts of legislature, Laws, ordinances, rules, by-Laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority, various governmental agencies, statutory and/or regulatory authorities or any stock exchange(s) of the relevant jurisdiction of such Persons;

"**Lien**" means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;

"**Member**" means a member of the Company within the meaning of clause (55) of Section 2 of the Act, asamended from time to time;

"**Memorandum of Association**" shall mean the memorandum of association of the Company, (as from time to time amended, modified or supplemented);

"**Original Director**" shall have the meaning ascribed to such term in Article 128;

"**Person**" shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, body of individuals (whether incorporated or not), unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable Law;

"**Preference Share Capital**" means in relation to the Company, its preference share capital within the meaning of Section 43 of the Act, as amended from time to time;

"**Shares**" means a share in the Share Capital of the Company and includes stock.

"**Shareholder(s)**" shall mean such Person(s) who are holding Share(s) in the Company at any given time;"**Share Capital**" means Equity Share Capital and Preference Share Capital; and

2.2 The terms "writing" or "written" include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.

2.3 The headings hereto shall not affect the construction hereof.

2.4 Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.

2.5 Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.

III. PUBLIC COMPANY

3. The Company is a public company as defined in clause (71) of Section 2 of the Act.

IV. SHARE CAPITAL AND VARIATION OF RIGHTS

4. The authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association with the power to increase or reduce or re-classify such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the capital for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.

5. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company shall beunder the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par or subject to the compliance with Section 53 of the Act, at a discount as they may, from time to time think fit and proper and with the sanction of the Company in the General Meeting. The Company may give to any Person or Persons the option or right to call for any Shares either at par or at a premium during such time and for such consideration as the Directors think fit, and may also issue and allot Shares in the capital of the Company on payment in full or part payment of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully paid up Shares and if so issued shall be deemed to be

fully paid up Shares, provided that the option or right to call of Shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting.

6. 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, rights issue, subject to and in accordance with the Act. Save as otherwise provided herein, the Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.

7. The Company may issue the following kinds of Shares in accordance with these Articles, the Act and other applicable Laws:

   (i) Equity Share Capital:

      (a) with voting rights; and / or
      (b) with differential rights as to dividend, voting or otherwise; and

   (ii) Preference Share Capital

8. Further, the Board shall be entitled to issue, from time to time, subject to applicable Law, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.

9. Except as otherwise provided by the conditions of issue of the Shares or by these Articles, any capital raised by creation of new Shares shall be considered as part of the existing Share Capital and shall be subject to the provisions of these Articles and the Act with reference to payment of calls and instalments, transfer, transmission, forfeiture, lien, surrender, voting rights and otherwise.

10. Subject to the provisions of the Section 55 of Act, any Preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by special resolution determine.

11. Subject to the provisions of the Act and these Articles, the Company shall have the power to issue Preference Share Capital carrying a right of redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of such redemption or liable to be redeemed at the option of the Company, and the Board may, subject to the provisions of the Act, exercise such power in such manner as it may think fit. The period of redemption of such Preference Shares shall not exceed the maximum period for redemption provided under Section 55 of the Act.

12. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.

13. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

14. Subject to the provisions of the Act, the Company may issue bonus Shares to its Members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

15. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into

Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a special resolution and subject to the provisions of the Act.

16. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.

V. BUY-BACK OF SHARES

17. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 of the Act and other applicable provisions of the Law, the Company shall have the power to buy-back its own Shares or other securities, as it may consider necessary.

VI. FURTHER ISSUE OF SHARES

18. (1) Where at any time, it is proposed to increase the subscribed capital of the Company by allotment of further Shares then such Shares shall be offered –

(a) to the persons who, on the date specified under applicable law, are holders of the Equity Shares of the Company, in proportion, as near as circumstances admit, to the paid-up Share capital on those Shares by sending a letter of offer subject to the following conditions, namely:

(i) the offer shall be made by a notice specifying the number of Sharesoffered and limiting a time not less than fifteen (15) days or such lesser number of days as maybe prescribed and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

(ii) 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 (i) hereof shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board ofDirectors may dispose of them in such manner which is not disadvantageous to Shareholders and the Company.

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as prescribed in the Act and the rules thereunder; or

(c) to any persons, if its authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b) either for cash or for a consideration other than cash, if the price of such shares is determined in accordance with applicable law:

(2) The notice referred to in sub-clause (i) of clause (a) of sub-article (1) 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 3 (three) days before the opening of the issue. Nothing in such notice shall be deemed:

(a) To extend the time within which the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, onthe ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company (whether such option is conferred in these Articles or otherwise);

Provided that the terms of issue of such debentures or the terms of such loans containing such option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

(4) Notwithstanding anything contained in sub-clause (3) above, where any debentures have been issued or loan has been obtained from any Government by the Company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the company and the Government pass such order as it deems fit.

(5) In determining the terms and conditions of conversion under sub-clause (4), 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.

(6) Where the Government has, by an order made under sub-clause (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under sub-clause (4) or where such appeal has been dismissed, the Memorandum of Association of the Company shall, where such order has the effect of increasing the authorized Share Capital of the Company, be altered and the authorized share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which suchdebentures or loans or part thereof has been converted into.

VII. COMMISSION

19. The Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 or the Act (as amended from time to time), provided that the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and rules made thereunder.

20. The rate or amount of the commission shall not exceed the rate or amount prescribed under the rules made under sub-section (6) of Section 40 of the Act.

21. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.

VIII. SHARES AND SHARE CERTIFICATES

22. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a “foreign register” of Members or debenture holders resident in that country.

23. Subject to applicable Law, every Person whose name is entered as a Member in the register ofmembers shall be entitled to receive:

(i) one (1) or more certificates in marketable lots for all the Shares of each class or denomination registered in his name, without payment of any charge; or

(ii) several certificates, if the Board so approves (upon paying such fee as the Board so determines, subject to a maximum of INR 20 (Rupees Twenty), each for one (1) or more ofsuch Shares, and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 1 (one) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be.

24. Every certificate shall be under the seal, if any, and shall specify the number and distinctive numbers of the Shares to which it relates and the amount paid-up thereon, shall be signed by two Directors or one Director and the company secretary and shall be in such form as prescribed under sub-section (3) of Section 46 of the Act.

25. In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than 1 (one) certificate, and delivery of a certificate for a Share to 1 (one) or several joint holders shall be sufficient delivery to all such holders. Subject to the provisions of the Act, any Member of the Company shall have the right to sub-divide, split or consolidate the total number of Shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation.

26. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, 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 Board deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the Board so decides, or on payment of such fees (not exceeding INR 50 (Rupees Fifty) as the Board shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where thereis no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares. Notwithstanding the foregoing provisions of this Article, the Board shall comply with applicable Law including the rules or regulations or requirements of any stock exchange,or the rules made under the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force.

27. Subject to the provisions of the Act, the provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures of the Company.

28. If any Share stands in the names of 2 (two) or more persons, the person first named in the register of Members of the Company shall as regards voting at meetings of the Company, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect ofsuch Shares and for all incidents thereof according to the Company's Articles.

29. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Subject to the provisions of the Act, the Company shall issue Shares in dematerialized form.

IX. CALLS ON SHARES

30. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members inrespect of any money unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than 1 (one) month from the date fixed for the payment of the last preceding call.

31. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

32. A call may be revoked or postponed at the discretion of the Board.

33. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

34. The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

35. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereof from the day appointed for payment thereof to the time of actual payment at 10 % (ten per cent) per annum or at such lower rate, if any, as the Board may determine.

36. The Board shall be at liberty to waive payment of any such interest wholly or in part.

37. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

38. The Board may, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate as determined by the Board and the Member paying such sum in advance agree upon not exceeding 12 (twelve) percent per annum, unless the company in general meeting shall directs otherwise, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced. The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall *mutatis mutandis* apply to any calls on debentures of the Company.

39. Where any calls for further Share Capital are made on the Shares of a class, such calls shall be made on a uniform basis on all Shares falling under that class. For the purposes of this Article, Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

X. DEMATERIALIZATION OF SHARES

40. Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialize its Shares, debentures and other securities and offer such Shares, debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the regulations made thereunder.

41. Notwithstanding anything contained in the Articles, and subject to the provisions of the Law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialize the Shares, which are in dematerialized form.

42. Every Person subscribing to the Shares offered by the Company shall have the option to receive Share certificates or to hold the Shares with a depository. Where Person opts to hold any Share with the depository, the Company shall intimate such depository of details of allotment of the Shares to enable the depository to enter in its records the name of such Person as the beneficial owner of such Shares. Such a Person who is the beneficial owner of the Shares can at any time opt out of a depository, if permitted by the Law, in respect of any Shares in the manner provided by the Depositories Act, 1996 and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares. In the case of transfer of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

43. If a Person opts to hold his Shares with a depository, the Company shall intimate such depository the details of allotment of the Shares, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

44. All Shares held by a depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

45. Every person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a depository. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.

46. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.

47. Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

XI. LIEN

48. The Company shall have a first and paramount Lien on: (a) every Share or debenture (not being a fully paid-up Share or debenture) registered in the name of each Member or holder, respectively (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of such Share or debenture; and (b) on all Shares or debentures (not being fully paid Shares or debentures) standing registered in the name of a single Person, for all monies presently payable by him or his estate to the Company; and no equitable interest in any Share or debenture shall be created except upon the footing and condition that this Article will have full effect. Fully paid-up Shares shall be free from all Liens and in case of partly paid-up Shares, the Company's Lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Provided that the Board may at any time declare any Shares or debentures wholly or in part to be exempt from the provisions of this Article.

49. The Company's Lien, if any, on a Share shall extend to all dividends and bonuses declared and payable by the Company from time to time in respect of such Shares.

50. The Company's Lien, if any, on a debenture shall extend to the interest payable from time to time in respect of such debentures.

51. The Company may sell, in such manner as the Board thinks fit, any Shares or debenture on which the Company has a Lien, provided that no sale shall be made:

(a) unless a sum in respect of which the Lien exists is presently payable;
(b) until the expiration of 14 (fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the Lien exists as is presently payable, has been given to the registered Member or holder for the time being of the Share or debenture, or the Person entitled thereto by reason of his death or insolvency.

52. Unless otherwise agreed, the registration of a transfer of Shares or debentures shall operate as a waiver of the Company's Lien, if any, on such Shares or debentures.

53. The following shall apply to any sale of Shares referred to in Article 52 above:

(a) The Board may authorise some person to transfer the Shares or debentures sold to the purchaser thereof;

(b) The purchaser shall be registered as the holder of the Shares or debentures that are the subject of any such transfer;

(c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference tothe sale;

(d) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the Lien exists as is presently payable;

(e) The residue, if any, shall, subject to a like Lien for sums not presently payable as existed upon the Shares or debentures before the sale, be paid to the person entitled to the Shares or debentures at the date of the sale.

54. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of Lien.

XII. TRANSFER OF SHARES

55. The securities or other interest of any Member shall be freely transferable, provided that any contract or arrangement between 2 (two) or more persons in respect of transfer of securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the register of Members in respect thereof. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and allthe provisions of Section 56 of the Act and of any statutory modification thereof for the time being shallbe duly complied with in respect of all transfers of Shares and the registration thereof.

56. Subject to the provisions of Sections 58 and 59 of the Act, these Articles and any other applicable Law forthe time being in force, the Directors may, at their own absolute and uncontrolled discretion and by givingreasons, decline to register or acknowledge any transfer of Shares, not being a fully paid share, to a Person of whom they do not approve, and the right of refusal, shall not be affected by the circumstancesthat the proposed transferee is already a member of the Company but in such cases, the Directors shallwithin 30 (thirty) days from the date on which the instrument of transfer was lodged with the Company,send to the transferee and transferor notice of the refusal to register such transfer provided that registration or transfer shall not be refused on the ground of the transferor being either alone or jointlywith any other person or persons indebted to the Company on any account whatsoever except when theCompany has a lien on the shares. In case of transfer of Shares, where the Company has not issued any certificates and where the Shares are held in dematerialized form, the provisions of the Depositories Act,1996 shall apply.

57. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of Shares.

Provided that the registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever.

58. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine, provided that such registration shall not be suspended for more than 30 (thirty) days at any one time or for more than 45 (forty five) days in the aggregate in any year.

59. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

XIII. TRANSMISSION OF SHARES

60. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in these Articles shall release the estate of the deceased joint holder from any liability in respect of any Share, which had been jointly held by him with other persons.

61. Any person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:

(a) to be registered as holder of the Share; or

(b) to make such transfer of the Share as the deceased or insolvent Member could have made.

62. 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.

63. If the person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

64. If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.

65. All the limitations, restrictions and provisions contained in these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

66. A person becoming entitled to a Share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to the General Meetings of the Company, provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or

other moneys payable in respect of the Share, until the requirements of the notice have been complied with.

XIV. FORFEITURE OF SHARES

67. If a Member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

68. The notice issued under Article 68 shall:

(a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made will be liable to be forfeited.

69. If the requirement of any such notice as aforesaid is not complied with, any Share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

70. A forfeited Share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.

71. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as itthinks fit.

72. A Person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by the person to the Company in respect of the Shares.

73. The liability of such person shall cease if and when the Company shall have received payment in full of allsuch monies in respect of the Shares.

74. A duly verified declaration in writing that the declarant is a Director, the manager or the secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Share.

75. The Company may receive the consideration, if any, given for the Share on any sale or disposal thereof and may execute a transfer of the Share in favour of the Person to whom the Share is sold or otherwise disposed off.

76. The transferee shall there upon be registered as the holder of the Share.

77. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

78. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XV. ALTERATION OF SHARE CAPITAL

79. Subject to these Articles and the provisions of Section 61 of the Act, the Company may, from time to time, by ordinary resolution, increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution.

80. Subject to the provisions of the Act, the Company may from time to time by ordinary resolution, undertake any of the following:

(a) consolidate or divide, all or any of the Share Capital into Shares of larger or smaller amount than its existing Shares;

(b) convert all or any of its fully paid-up Shares into stock, and re-convert that stock into fully paid-up Shares of any denomination;

(c) sub-divide its existing Shares or any number of them into Shares of smaller amount than is fixed by the Memorandum of Association of the Company, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; or

(d) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

81. Subject to the provisions of the Act, the Company may, from time to time, by special resolution reduce inany manner and with, and subject to, any incident authorised and consent required under applicable Law:

(a) the Share Capital;

(b) any capital redemption reserve account; or

(c) any Share premium account.

XVI. CONVERSION OF SHARES INTO STOCK

82. Where Shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same Article under which, the Shares from which the stock arose might before the conversion have been transferred, or as near there to 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; the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of the stock which would not, if existing in Shares, have conferred that privilege or advantage; and

(b) such of the Articles, as are applicable to paid-up Shares shall apply to stock and the words "*Share*", "*Shareholder*" and "*Member*" in those Articles shall include "*stock*" and "*stock holder*" respectively.

XVII. GENERAL MEETINGS

83. An annual General Meeting shall be held each calendar year within the timeline prescribed under Applicable Law. Not more than 15 (fifteen) months shall elapse between the date of one annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual General Meeting may be held. Every annual General Meeting shall be called during business hours on a day that is not a national holiday, and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine.

84. All General Meetings, other than the annual General Meeting, shall be extra-ordinary General Meetings.

85. The Board may, whenever it thinks fit, call an extraordinary General Meeting.

86. The Board shall on the requisition of such number of member or members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

87. A General Meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, providedthat a General Meeting may be called after giving a shorter notice if consent, in writing or by electronic mode, is accorded thereto—

(i) in the case of an annual General Meeting, by not less than ninety-five per cent. Of the Members entitled to vote thereat; and

(ii) in the case of any other General Meeting, by Members of the Company holding, majority in number of Members entitled to vote and who represent not less than ninety-five per cent. Of such part of the paid-up share capital of the Company as gives a right to vote at the meeting;

Provided further that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a General Meeting and not on the others, those Members shall be taken into account for the abovementioned purposes, in respect of the former resolution or resolutions and not in respect of the latter.

Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Sections 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

XVIII. PROCEEDINGS AT GENERAL MEETINGS

88. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.

89. Notwithstanding anything contained elsewhere in these Articles, the Company:

(a) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and

(b) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Shareholders by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.

Provided that any item of business required to be transacted by means of postal ballot under clause (*a*) above, may be transacted at a General Meeting by the Company which is required to provide the facility to Members to vote by electronic means under Section 108 of the Act, inthe manner provided in that Section.

90. Directors may attend and speak at General Meetings, whether or not they are Shareholders.

91. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.

92. The chairperson, if any, of the Board shall preside as chairperson at every General Meeting of the Company. If there is no such chairperson or if he is not present within 15 (fifteen) minutes after the time

appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall choose one of the Directors present to be chairperson of the meeting.

93. If at any General Meeting no Director is willing to act as chairperson or if no Director is present within 15(fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of the Members to be chairperson of such General Meeting.

94. The chairperson may, with the consent of Members at any General Meeting at which a quorum is present, and shall, if so directed by the General Meeting, adjourn the General Meeting from time to time and from place to place.

95. In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the General Meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Article 87 herein readwith Section 100 of the Act shall stand cancelled.

96. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

97. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

98. 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.

99. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice ofan adjournment or of the business to be transacted at an adjourned General Meeting.

100. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.

101. If at the adjourned meeting too a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.

102. Any act or resolution which, under the provision of these Articles or of the Act, is permitted shall be sufficiently so done or passed if effected by an ordinary resolution unless either the Act or these Articles specifically require such act to be done or such resolution passed by a special resolution or by a unanimous approval of all the Members.

XIX. VOTING RIGHTS

103. Subject to any rights or restrictions for the time being attached to any class or classes of Shares:

(a) on a show of hands, every Member present in person shall have 1 (one) vote; and

(b) on a poll, the voting rights of Members shall be in proportion to their share in the paid-upEquity Share Capital.

104. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

105. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than INR

500,000 (Rupees Five Lakh) or such higher amount as may be prescribed under applicable Law has beenpaid up.

106. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

107. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of theAct and shall vote only once. The Company shall also provide E-voting facility to the Shareholders of theCompany in terms of the provisions of Act and the Companies (Management and Administration) Rules,2014 or any other Law, if applicable to the Company.

108. In case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names are stated in the register of Members of the Company.

109. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

110. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.

111. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for allpurpose.

112. Any such objection made in due time shall be referred to the chairperson of the General Meeting whose decision shall be final and conclusive.

XX. PROXY

113. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint a proxy to attend and vote instead of himself and the Proxy so appointed shall have no right to speak at the meeting.

114. The proxy shall not be entitled to vote except on a poll.

115. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

116. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

117. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given; provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XXI. BOARD OF DIRECTORS

118. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) directors after passing a

special resolution. The Company shall have such minimum number of independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable Law. Further, the appointment of such independent Directors shall be in terms of, and subject to, the aforesaid provisions of applicable Law.

119. The subscribers to the Memorandum of Association are the first Directors of the Company.

120. Subject to the provisions of the Act, the Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of directors by rotation.

(a) At every annual General Meeting of the Company, one-third of such of the Directors (that does not include independent Directors, whether appointed under the Act or any other Law for the time being in force, on the Board of the Company) for the time being as are liable to retire by rotation pursuant to applicable Law or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.

(b) Subject to Section 152(6)(d) of the Act, the Directors to retire by rotation at every annual General Meeting shall be those who have been longest in office since their last appointment, but as between Persons who become Directors on the same day, those who are to retire, shall, in default of and subject to any agreement amount themselves, be determined by lot.

(c) A retiring Director shall be eligible for re-election.

(d) Subject to Sections 152(6)(e) and 152(7)(a) of the Act and these Articles, the Company at the General Meeting at which a Director retires in a manner aforesaid may fill up the vacated office by electing a Person thereto.

(e) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the nextweek, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

(f) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, then the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) the retiring Director has, by a notice in writing addressed to the Company or itsBoard, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment; or

(iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.

121. Nominee director:

(a) Any Shareholder of the Company who owns at least 15% of the Equity Share Capital of the Company on a fully diluted basis (the "**Nominating Shareholder**"), shall have the right but not an obligation to nominate one (1) Director on the Board (the "**Nominee Director**").

122. Subject to Section 197 and other applicable provisions of the Act, the remuneration of Directors may be afixed sum by way of monthly payment or a percentage of the net profits or partly by one way and partly by the other.

123. Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.

124. In addition to the remuneration payable to them in pursuance of the Act, the Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meeting of the Board or any committee thereof or General Meetings of the Company and any other expenses properly incurred by them in connection with the business of the Company. If authorized by the Board, the Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the applicable provisions of the Act.

125. A Director shall not be required to hold any qualification shares in the Company.

126. Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint any other person as an additional director provided that the number of the Directors and additional Directors together shall not at any time exceed the maximum number fixed as above and any person so appointed as an additional Director shall retain his office only up to the date of the next annual General Meeting or last date on which the annual General Meeting should have been held, whichever is earlier, but shall then be eligible for re-appointment as Director of the Company.

127. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an "**Original Director**"), subject to these Articles and the provisions of the Act, the Board may appoint another person (an "**Alternate Director**") for and in place of the Original Director. The Alternate Directorshall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of theOriginal Director and generally to perform all functions of the Original Director in the Original Director'sabsence. No Person shall be appointed as an Alternate Director to an independent Director unless such Person is qualified to be appointed as an independent Director of the Company. Any person so appointedas Alternate Director shall not hold office for a period longer than that permissible to the Original Directorand shall vacate the office if and when the Original Director returns to India

128. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisionsof the Act or the rules framed thereunder. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing addressed to the Board and the Company shall intimate the registrar and also place the fact of such resignation in the report of Directors laid in theimmediately following General Meeting. Subject to the Act, such Director may also forward a copy of hisresignation along with detailed reasons for the resignation to the registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received bythe Company or the date, if any, specified by the Director in the notice, whichever is later. The Companymay, subject to the provisions of Section 169 and other applicable provisions of the Act and these Articlesremove any Director before the expiry of his period of office.

129. At any annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.

130. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.

131. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as aDirector and such consent has been filed with the Registrar within 30 (thirty) days of his appointment inthe manner prescribed in the Act.

132. The Company, may by ordinary resolution, of which special notice has been given in accordance with theSection 169 of the Act, remove any Director including the managing director, if any, before the expirationof the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

133. If the office of any Director appointed by the Company in General Meeting is vacated before his term ofoffice expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors ata meeting of the Board which shall be subsequently approved by Members in the immediate next General Meeting. Provided any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.

134. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them, the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of such Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification shares.

XXII. PROCEEDINGS OF THE BOARD

135. The Board may meet for the conduct of business and may adjourn and otherwise regulate its meetings, as it thinks fit.

136. A Director may and the manager or secretary on the requisition of a Director shall, at any time, summon ameeting of the Board.

137. A minimum number of 4 (four) Board meetings shall be held every year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board, in accordance with the provisions of the Act or such other gap for two meetings as may be provided under applicable laws.

138. Subject to the provisions of the Act and the rules framed thereunder, all or any of the Directors or members of any committee of the Board may participate in a meeting of the Directors or such committee through video conferencing or other audio visual means.

139. No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum under this Article, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

140. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

141. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.

142. Subject to the provisions of the Act and the rules framed thereunder allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to everyDirector. Each notice of a Board meeting shall:

(a) specify a reasonably detailed agenda. Unless waived in writing by all Directors, any item not included in the agenda of a meeting shall not be considered or voted upon at that meeting of the Board;

(b) be accompanied by any relevant supporting papers; and

(c) be sent by: (i) courier if sent to an address in India; (ii) by e-mail or facsimile transmission if sent to an address outside India; or by hand delivery.

143. Save as otherwise expressly provided in the Act or these Articles, questions arising at any meeting of theBoard shall be decided by a majority of votes.

144. The Directors may from time to time elect a chairman who shall preside at the meetings of the Directors and determine the period for which he is to hold office. The same individual may be appointed as the chairperson of the Company as well as the managing Director and/or the chief executive officer of the Company. If no such chairperson is elected, or if at any meeting the chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the chairperson of the meeting.

145. In case of an equality of votes, the Chairperson of the Board, if any, shall have any second or casting vote.

146. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of a committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, as if it had been passed at a meeting of the Board or committee, duly convened and held, provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

147. The Board shall constitute the statutory committees in accordance with applicable Law. Subject to provisions of the Act, the Board may delegate any of its powers to committees consisting of such Director or Directors as it thinks fit.

148. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

149. Subject to applicable Law and these Articles, a committee may elect a chairperson of its meetings.

150. If no such chairperson is elected, or if at any meeting the chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of themselves to be the chairperson of the meeting.

151. A committee may meet and adjourn as it thinks fit.

152. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The Chairperson of the committee, if any, shall have any second or casting vote in case of an equality of votes.

153. Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

154. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established provided that every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required

under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

155. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

156. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of theBoard or of a committee thereof, for the time being entitled to receive notice of a meeting of the Boardor committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee,duly convened and held.

157. Every Director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

158. Minutes of each meeting of the Board shall be circulated to all Directors.

XXIII. POWERS OF DIRECTORS

159. The business of the Company shall be vested in the Board of Directors and the Board shall be responsible for the overall direction and management of the Company. Subject to the provisions of the Act, the Board shall have the right to delegate any of their powers to such committee of Directors, managing director, managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.

160. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association of the Company or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions inthat behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

161. The Board of Directors shall, or shall authorize persons in their behalf, to make necessary filings with Governmental Authorities in accordance with the Act and other applicable Law, as may be required from time to time.

162. The Directors shall have the power to open and close bank accounts and operate the same generally, to sign cheques on behalf of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorize any other person or persons to exercise such powers.

XXIV. MANAGING/WHOLE-TIME DIRECTORS AND KEY MANAGERIAL PERSONNEL

163. Subject to the provisions of the Act, the Board may from time to time appoint one or more Directors to be the managing Director/ whole-time Director of the Company on such remuneration and terms and conditions as the Board may think fit, and for a fixed term or without any limitation as to the period for which he is to hold such office and from time to time and subject to the provisions of any contract between him and the Company, remove or dismiss him from office and appoint another in his place. Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may, from time to time, entrust to and confer upon the managing Director / whole-time Director, for the time being, such of the powers exercisable hereunder by the Board, as it may think fit, and may confer such powers, for such time and be exercised for such objects and purposes, and

upon such terms and conditions and with such restrictions as it thinks fit, and the Board may confer such power, either collaterally with or to the exclusion of, and in substitution for any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

164. Subject to the provisions of any contract between him and the Company, the managing Director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and shall ipso facto and immediately cease to be the managing Director if he ceases to hold the office ofDirector for any cause.

165. Subject to the provisions of the Act, the managing Director/whole-time Director shall, in addition to theremuneration payable to him as a Director of the Company, receive such remuneration as may be sanctioned by the Board from time to time and such remuneration may be fixed by way of salary or bonus or commission or participation in profit, or perquisites and benefits or by some or all of these modes.

166. Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer or any other key managerial personnel not more than one level below the Board and in the whole time employment of the Company and designated as a key managerial personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary, chief financial officer or any other Key Managerial Personnel so appointed may be removed by means of a resolution of the Board.

167. A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

168. Any provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and managing director, chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same Person acting both as Director and as, or in place of, managing director, chief executive officer, manager, company secretary or chief financial officer.

XXV. BORROWING POWERS

169. Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.

170. The Board of Directors shall not except with the consent of the Shareholders of the Company by way of a special resolution,borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company, its free reserves and securities premium.

171. Subject to the Act and the provisions of these Articles, any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company.

XXVI. THE SEAL

172. The Board of Directors may select a seal for the Company and shall provide by resolution for the safe custody and affixing thereof.

173. The seal, if any, shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of such persons as the Board may authorise for the purpose and as may be required under applicable Law.

XXVII. DIVIDENDS AND RESERVES

174. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. No dividend shall be payable except out of the profits of the Company or any other undistributed profits.

175. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the Members such dividends including interim dividends as appear to it to be justified by the profits of the Company.

176. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable forany purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

177. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

178. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share.

179. All dividends shall be apportioned and paid proportionately to the amounts, paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

180. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares.

181. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or,in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of Members of the Company, or to such person and to such address as the holder or joint holders may in writing direct.

182. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent.

183. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses orother payments in respect of such Share.

184. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to share therein in the manner mentioned in the Act.

185. No dividend shall bear interest against the Company.

186. Nothing herein shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus Shares or paying up any amount for the time being unpaid onany Shares held by the Members of the Company.

187. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid orunclaimed with the Company. Where the Company has declared a dividend but which has not been

paidor claimed within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the 30 (thirty) day period, transfer the total amount of dividend which remains so unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under the Act. No unclaimed or unpaid dividend shall be forfeited by the Board before claim on such dividend becomes barred by applicable Law.

XXVIII. CAPITALISATION OF PROFITS

188. The Company in a General Meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified under applicable law amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

189. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in these Articles below, either in or towards:

(a) paying up any amounts for the time being unpaid on any Shares held by such Members respectively;

(b) paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(c) Partly in the way specified in sub-Article (a) and partly in that specified in sub-Article (b) above.

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

(e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

190. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares, if any; and

(b) generally do all acts and things required to give effect thereto.

191. The Board shall have power to:

(a) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or debentures becoming distributable in fractions; and

(b) authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fullypaid up, of any further Shares to which they may be entitled upon such capitalisation, or (as thecase may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or anypart of the amounts remaining unpaid on their existing Shares.

192. Any agreement made under such authority shall be effective and binding on such Members.

XXIX. INDEMNITY

193. Subject to the provisions of the Act, every Director, secretary and the other officers for the time being ofthe Company acting in relation to any of the affairs of the Company shall be indemnified out of the assetsof the Company from and against all suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about theexecution of their duty in their respective office except such suits, proceedings, cost, charges, losses, damage and expenses, if any that they shall incur or sustain, by or through their own willful neglect or default respectively.

194. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XXX. ACCOUNTS

195. Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

196. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts or books or documents of the Company, or any of them, shall be open to inspection by the Members not being Directors subject to provisions of the Act and these Articles. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

197. No member (not being a Director) shall have any right of inspecting any account or book or document ofthe Company except as conferred by Law or authorised by the Board or by the Company in General Meeting.

198. The books of accounts of the Company relating to a period of not less than 8 (eight) years immediately preceding the current year together with the vouchers relevant to any entry in such books of account shall be preserved in good order.

XXXI. AUDIT

199. The statutory auditors of the company shall be appointed, their remuneration shall be fixed, rights, duties and liabilities shall be regulated and their qualifications and disqualifications shall be in accordance with the provisions of Sections 139 to 148 of the Act.

200. The Directors may fill up any casual vacancy in the office of the auditors within 30 (thirty) days subject tothe provisions of Sections 139 and 140 of the Act and the rules framed thereunder.

201. The remuneration of the auditors shall be fixed by the Company in the annual General Meeting or in such a manner as the Company in the annual General Meeting may determine except that, subject to the applicable provisions of the Act, remuneration of the first or any auditor appointed by the Directors may be fixed by the Directors.

202. The Company shall also appoint a reputed accounting firm as the internal auditor to conduct internal audit of the functions and activities of the Company in accordance with the provisions of the Act.

XXXII. SECRECY

203. Subject to the provisions of the Act, no Member shall be entitled to visit or inspect any work of the Company without the permission of the Directors, managing directors or secretary or to require inspection of any books of accounts or documents of the Company or any discovery of any information or any detail of the Company's business or any other matter, which is or may be in the nature of a trade secret, mystery of secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors or the managing Director will be inexpedient in the collective interests of the Members of the Company to communicate to the public or any Member.

204. Every Director, manager, secretary, auditor, trustee, member of committee, officer, servant, agent, accountant or other person employed in the business of the Company will be upon entering his duties pledging himself to observe strict secrecy in respect of all matters of the Company including all transaction with customers, state of accounts with individual and other matters relating thereto and to not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

205. Post listing of the Equity Shares, at the request of any Shareholder, the Company shall provide to such Shareholder: (i) annual reports; (ii) annual, semi-annual, quarterly and other periodic financial statements and reports; (iii) any other interim or extraordinary reports; and (iv) prospectuses, registration statements, offering circulars, offering memoranda and other document relating to any offering of securities by the Company, provided, in each case, that (a) the Company has, prior to providing any Shareholder with such information, made such information available to the public; and (b) the Company is not prohibited under any applicable Law from providing such information to suchShareholder.

XXXIII. WINDING UP

206. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

XXXIV. GENERAL AUTHORITY

207. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act.

PART II

PART - A

1. CONSTITUTION OF THE COMPANY

(a) The Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.

(b) The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by Special Resolution as prescribed by the Companies Act.

2. INTERPRETATION

A. DEFINITIONS

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

"Act" and any reference to any section or provision thereof respectively means and includes the Companies Act, 2013 to the extent notified and any reference to a section or provision of the said Act or such statutory modification or re-enactment thereof for the time being in force.

"ADRs" means American Depository Receipts representing ADSs.

"ADR Facility" means an ADR Facility established by the Company with a Depository Bank to hold any Shares as established pursuant to a Deposit Agreement and subsequently as amended or replaced from time to time.

"ADSs" means American Depository Shares, each of which represents a certain number of Shares.

"Affiliate" of Mr. Samir Somaiya means:

(i) His spouse, his Hindu Undivided Family, his lineal and blood descendants, spouses of such lineal and blood descendants and children and grand children including step or adoptive; or

(ii) Any company, trust or entity Controlled by MR. SOMIR S SOMAIYA.

"Articles" means these Articles of Association as adopted or as from time to time altered in accordance with the provisions of these Articles and the Act.

"Annual General Meeting" means a General Meeting of the Members held in accordance withthe provisions of Section 96 of the Act or any adjournment thereof.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"**Mr. Samir S Somaiya**" means Mr. Samir Shantilal Somaiya, S/o late Dr. Shantilal Karamshi Somaiya, an Indian citizen and which expression shall include his legal heirs, Executors, Administrators or such other individual as may be nominated in writing by the aforesaid Mr. Samir S. Somaiya.

"**Beneficial Owner**" shall mean beneficial owner as defined in Clause (a) of Sub- Section (1) of Section 2 of the Depositories Act, 1996.

"**The Board of Directors**" or "**the Board**" means a meeting of the Directors duly called and constituted or any committee of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board meeting or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles, or the Directors of the Company collectively.

"**Board Meeting**" means a meeting of the Board and any adjournment thereof.

"**Capital**" or "**Share Capital**" means the share capital for the time being, raised or authorised to be raised, for the purposes of the Company.

"**Chairman**" shall mean Mr. Samir S Somaiya or such other person as is nominated or appointed in accordance with Article 41 and 46 herein below.

“**Company**” or “this **Company**” means GODAVARI BIOREFINERIES LIMITED or such other name changed in accordance with the Requirements of Law.

“**Control**” shall include the right to appoint a majority of the Directors or to control the management or policy decisions of a company or an entity, exercisable by a person or persons acting individually or jointly or in concert, directly or indirectly, including by virtue of their shareholding or management rights or members agreements or voting agreements or in any other manner and the terms “Controlled” and “Controlling” shall be construed accordingly;

“**Debenture**” shall include debenture stock, bonds and any other securities of the Company, whether constituting a charge on the assets of the Company or not.

“**Depositories Act**” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

“**Depository**” shall mean a Depository as defined in Clause (e) of Sub-Section (1) of Section 2of the Depositories Act, 1996.

“**Depository Bank**” means the relevant depository bank and its domestic custodian bank for the purposes of the ADR Facility or GDR Facility or such other depository bank and its domestic custodian bank as is reasonably acceptable to the Board of the Company (and which will include the consent of the Somaiya Group Nominees).

“**Director**” means a member of the Board of Directors for the time being of the Company.

“**Directors**” means Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board Meeting (or acting by circular under the Articles) and shall include Alternate Directors and Directors nominated by MR. SAMIR S SOMAIYA and his Affiliates.

“**Dividend**” shall include interim dividends.

“**Employee Stock Option Scheme"** or "**ESOP**" shall mean a scheme under which the Company grants an option to any permissible class of persons giving to such persons, subject to applicable laws and regulations, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company at a predetermined price.

“**Equity Share Capital**” shall mean all Share Capital, which is not Preference Share Capital.

“**Executor**” or “**Administrator**” means a person who has obtained Probate or Letters of Administration, as the case may be, from a Court of competent jurisdiction and shall include the holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

“**Extraordinary General Meeting**” means an Extraordinary General Meeting of the Members duly called and constituted in accordance with Section 100 of the Act and any adjournment thereof.

"**Financial Year**" shall have the meaning assigned thereto by Section 2(41) of the Act. “**GDRs**” mean the registered Global Depositary Receipts, representing GDSs.

“**GDR Facility**” means a GDR Facility with the Depository Bank established by the Company to hold the subscribed Shares and/or any Equity Shares and/or any other Securities, as the case may be, of any other shareholders, as established pursuant to a deposit agreement and subsequently as amended or replaced from time to time.

“**GDSs**” mean the Global Depository Shares, each of which represents a certain number of Shares.

“**General Meeting**” shall mean either an annual general meeting or an extraordinary general meeting of the Members convened and held and in accordance with the Act, and any adjournment thereof.

“**Government Authority**” means:

(a) the Government of India or of any relevant national government;
(b) any political subdivision thereof, or local jurisdiction therein;
(c) any instrumentality, board, commission, court, or agency of any thereof, however constituted; and
(d) any association, organization, or institution of which any of the above is a member or to whose jurisdiction any thereof is subject or in whose activities any of the above is a participant.

“**India**” means the Republic of India.

“**Legal Representative**” means a person who in law represents the estate of a deceased Member.

“**Member**” means the duly registered holder from time to time of the Shares of the Company and the Beneficial Owner(s) and who is eligible under the applicable Requirements of Law to hold Shares of the Company or a beneficial interest therein.

“**Modify**” and “**Modification**” shall include the making of additions and/or omissions.“**Month**” means a calendar month.

“**Non-retiring Director/s**” means Director(s) of the Board who are appointed pursuant to Articles 45.

“**Office**” means the Registered Office for the time being of the Company.

“**Ordinary Resolution**” or “**Special Resolution**” shall have the meaning assigned thereto respectively by Section 114 of the Act.

“**Other Members**” shall mean any other Members of the Company from time to time, notbeing Members of the Somaiya Group.

“**Paid Up**” in relation to the Share Capital of the Company includes any sum credited as paid-up.

“**Persons**” shall mean and include a private or public limited company, any corporation, partnerships, limited liability partnerships, an individual, sole proprietorship, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, or a natural person in his capacity as trustee, executor, administrator or other legal representative, government or political subdivision or an agent or an instrumentality of any thereof.

“**Preference Share Capital**” shall have the meaning assigned thereto respectively by Section 43of the Act.

“**Registered Owner**” means and includes a Depository whose name is entered as such in the records of the Company.

“**Register of Members**” means the Register of Members to be kept pursuant to Section 88 of the Act.

“**The Registrar**” means the Registrar of Companies, from time to time having jurisdiction overthe Company.

“**Related Party**” means any person falling within the ambit of Section 188 of the Act.

“**Requirements of Law**” means, as to any Person, any law, statute, treaty, rule, regulation, circulars, notifications or a final determination of a competent Court or other Governmental Authority or of any regulatory authority in India or of any other relevant jurisdiction, in each case applicable or binding upon such Person or any of its property or to which such Person or any of its property is subject or which is required to be complied with by any Person.

“**SOMAIYA Group**” means MR. SAMIR S SOMAIYA, and his Affiliates who are Members of the Company and the term “SOMAIYA Group Member” shall mean any one of them.

“**SOMAIYA Group Nominee**” or “**Somaiya Group Nominee Director**” means a Director/s nominated by /Mr. Samir S. Somaiya in accordance with Article 45 hereof;

“**Seal**” means the Common Seal for the time being of the Company.

“**SEBI**” means the Securities and Exchange Board of India and any successor thereof from time to time.

“**Secretary**” means a Company Secretary within the meaning of clause (c) of sub- section (1) ofsection 2 of the Company Secretaries Act, 1980 and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed bya secretary under the Act and any other administrative duties.

“**Securities**” shall have the meaning as defined in Section 2(h) of the Securities Contracts (Regulation) Act, 1956.

“**Shares**” shall mean the Equity Shares and any other shares issued by the Company, in accordance with Requirements of Law.

“**Share Capital**” or “**Capital**” shall mean the issued, subscribed and Paid-Up share capital of theCompany.

“**Share Equivalents**” means any Debentures, Preference Shares, foreign currency convertible bonds, floating rate notes, options (including options to be approved by the Board (which approval shall include that of the Somaiya Group Nominees) (whether or not issued) pursuant to an ESOP) or warrants or other Securities or rights which are by their terms convertible or exchangeable into Shares of the Company's issued Share Capital;

“**Subsidiary**” shall have the meaning as the term “subsidiary” is defined under Section 2(87) ofthe Act.

“**Sweat Equity Shares**” will have the meaning as defined in Section 2(88) of the Act.

“**Ordinary Resolution**" and/or "**Special Resolution**" shall have the meaning assigned thereto respectively by Section 114 of the Act.

“**Written**” and “**In Writing**” includes printing, lithography and other modes of representing or reproducing words in a visible form.

"**Year**" means the calendar year.

B. CONSTRUCTION

(i) Words importing the singular number include, where the context admits or requires, a plural number and vice versa. Words importing the masculine gender also include the feminine gender and vice versa.

(ii) Article headings and the marginal notes are for convenience only and shall not affect the construction of these Articles.

(iii) References to articles and sub-articles are references to Articles and Sub- articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and Sub-articles herein.

(iv) A reference to a statute or statutory provisions includes, to the extent applicable at any relevant time:

(a) that statute or statutory provision as from time to time is modified, re-enacted or replaced by any other statute or statutory provision; and
(b) any publicly notified subordinate legislation or regulation made under the relevant statute or statutory provision,

(v) Where these Articles specifically require that a decision is to be made or a right exercised by a Member of the SOMAIYA Group, it shall be sufficient if that decision is taken by:

(a) MR. SAMIR S SOMAIYA (so long as he is a Member of the Company) and has the capacity to act; or
(b) any Person who is authorised to take such decisions on behalf of MR. SAMIR S SOMAIYA (so long as he is a Member of the Company) and which Person has been notified in writing to the Company. or
(c) failing (a) and (b) above, such Member of the SOMAIYA Group, who holds the majority of Shares of the Company.

(vi) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

3. NAME PROTECTION

(a) The use of the name, "Somaiya" or "Godavari" and/or any variation thereof, if any, and/or their respective logos and/ or marks, if any, as part of the corporate name of the Company or the trade name of the Company or as a part of their logos or letterhead styling or stationery styling or packing styling or any hybrid variation thereof, and /or any other use thereof shall cease to be so used if at any time (or thereafter) the Somaiya Group's holding falls below 51% of the shareholding of the Company and in which event, the Somaiya Group will be entitled by a written notice to the Company and the Other Members to call upon each of the Company and the Other Members to discontinue use of the word "Somaiya" or "Godavari" and/or any variation thereof and/or their respective logos and/or marks in any form or manner as a part of the Company's corporate name or trade name or otherwise and to change the Company's name in such a manner so as to delete the word "Somaiya" or "Godavari" and/or any variation thereof and/or their respective logos and/or its marks as appearing in the name of the Company or as a trade name or as a logo or as a mark and each of the Company and the Other Members shall within 90 days from the date of receipt of such notice:

(1) discontinue the use of the word "Somaiya" or "Godavari" and/or any variation thereof and/or their respective logos and/or marks as part of its corporate name and/or trade name.

(2) take all steps as may be necessary for the purpose of changing its corporate name and/or trade name of the Company as aforesaid.

(3) undertake at all times that the Company's corporate name shall not comprise of any word or expression or mark or logo similar to the word "Somaiya" or "Godavari" and/or any variation thereof and/or their respective logos and/or its marks.

(4) assign any and all trademarks, service marks, copyrights and designs bearing the name "Somaiya" or "Godavari" and/or any variation thereof and/or to such entity as is nominated by the Somaiya Group/, at no cost to the Somaiya Group.

(b) The Members (including the Other Members) will at all times exercise their voting rights to carry out and implement the provisions of this Article.

(c) Without prejudice to any provisions contained in the Act, (including Section 87 and 92(2) of the Act), the Members (including the Other Members) further agree of their own free will and volition that they will at all times exercise their voting rights to vote in favour of all resolutions, if required to be passed, to effectuate what is provided for by this Article.

4. SHARE CAPITAL

(a) *The Authorized Share Capital of the Company shall be of such amount and of such description as is stated in clause V in the Memorandum of Association of the Company and that the company shall have power to increase or reduce the share capital from time to time in accordance with the regulations of the Company and legislative provisions for the time being in force in this behalf and subject to the provisions of the Act, the shares in the capital of the Company for the time being, whether original or increased or reduced, may be dividedinto classes, with any preferential, deferred, qualified and other rights, privileges, conditions or restrictions, attached thereto whether in regard to dividend, voting, return of capital or otherwise.
*[Amended pursuant to the Special Resolution passed by Members at Annual General Meeting held on 30th October, 2020]

(b) The Paid-up Share Capital shall be at all times a minimum of Rs. 5,00,000/- (Rupees Five Lacs Only) as required under the Act.

(cc) The Somaiya Group shall hold in the aggregate at least 51% of the issued Share Capital of the Company.

(c) The Company has power from time to time to increase its authorised or issued and Paid up Share Capital only if the Somaiya Group vote in favour of any or all such resolutions required to be passed.

(d) In the event it is permitted by law, the Share Capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with such rules and subject to such conditions as may be prescribed.

(e) Subject to Article 4(d), all Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, anddistribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

(f) The Company in General Meeting may from time to time by a Resolution, (subject to the approval of the Somaiya Group) in accordance with the Requirements of Law, increase the Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as by the General Meeting creating the same shall be directed and if no direction be given by the General Meeting, as the Board (which consent shall include that of the Somaiya Group Nominees) shall determine; and, in particular, such Shares may be issued with a preferential or qualified right to Dividends and in the distribution of the assets of the Company and with a right of voting at General Meetings of the Company in conformity with Sections 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.

(g) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Shares, shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission,voting and otherwise.

(h) All of the provisions of these Articles shall apply to all of the Members of the Company.

5. PREFERENCE SHARES

(a) Redeemable Preference Shares

The Company shall, subject to the provisions of the Act and the consent of the Board (which consent shall include that of the Somaiya Group Nominees)**,** have power to issue on acumulative or non-cumulative basis Preference Shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the provisions of the Act (and subject to the approval of the Somaiya Group Nominees), exercise such power in any manneras they deem fit and provide for redemption of such Shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) Convertible Redeemable Preference Shares

The Company, shall subject to the provisions of the Act and the consent of the Board (which consent shall include that of the Somaiya Group Nominees), have power to issue on acumulative or non-cumulative basis Convertible Redeemable Preference Shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the provisions of the Act (and subject to the approval of the Somaiya Group Nominees), exercise such power in any manner as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such Shares into such Securities on such terms as they may deem fit.

6. PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the issue of Preference Shares pursuant to Article 5 above, the following provisions shall apply:

(a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of Shares madefor the purposes of the redemption;

(b) No such Shares shall be redeemed unless they are fully paid;

(c) The premium, if any, payable on redemption shall have been provided for out of the profitsof the Company or out of the Company's securities premium account before the Shares are redeemed;

(d) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for Dividend, be transferred to a reserve fund, to be called "The Capital Redemption Reserve Account" a sum equal to the nominal amount of the Share redeemed; and the provisions of the Act relatingto the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

(e) The redemption of Preference Shares under this Article by the Company shall not be taken as reduction of Share Capital;

(f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued Shares of the Company to be issued to the Members as fully paid bonus Shares;

(g) Whenever the Company shall redeem any Redeemable Preference Shares or Cumulative Convertible Redeemable Preference Shares, the Company shall within thirty days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.

7. SHARE EQUIVALENT

The Company shall subject to the provisions of the Act, compliance with all applicable laws, rules and regulations and the consent of the Board (which consent shall include that of the Somaiya Group Nominees) have power to issue Share Equivalents on such terms and in such manner as they deem fit including their conversion, repayment, and redemption whether at a premium or otherwise.

8. ADRs/GDRs

The Company shall subject to the provisions of the Act, compliance with all applicable laws, rules and regulations and the consent of the Board (which consent shall include that of the Somaiya Group Nominees) have power to issue ADRs or GDRs on such terms and in such manner as they deem fit including their conversion and repayment. Such terms may include at the discretion of the Board (but subject to consent of the Somaiya Group Nominees), limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.

9. ALTERATION OF SHARE CAPITAL

The Company may (subject to the consent of the Somaiya Group), by a Resolution in General Meeting, in accordance with Requirements of Law, from time to time alter the conditions of its Memorandum as follows, that is to say, it may:

(a) increase its Share Capital by such amount as it thinks fit and expedient by issuing new Shares of such amount as may be deemed expedient and the new Shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct and if no direction be given, as the Board of Directors (subject to consent of the Somaiya Group Nominees) shall determine, and in particular such Shares may be issued with a preferential right to Dividends and in the distribution of the assets of the Company;

(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 any 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 the proportion between the amount paidand the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;

(e) cancel Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

10. REDUCTION OF SHARE CAPITAL

The Company may (subject to the provisions of Sections 52, 55 and 66 of the Companies Act, 2013, from time to time by Special Resolution, reduce its Capital, any Capital Redemption Reserve Account and the securities premium account in any manner for the time being authorised by law, and in particular, Capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate any power the Company would have, if it were omitted.

10B. POWER TO ISSUE SHARES OR OPTIONS CONVERTIBLE INTO SHARES INCLUDING BY WAY OFSWEAT EQUITY ETC.

The Company may subject to the consent of the Somaiya Group, from time to time, issue and/or allot Shares or options convertible into shares including by way of employee stock options , as also by way of Sweat Equity Shares in accordance with the applicable Requirements of Law from time to time.

11. POWER OF COMPANY TO PURCHASE ITS OWN SHARES

Pursuant to a resolution of the Board of Directors (which consent shall include that of /the Somaiya Group Nominees), the Company may purchase its own Shares by way of a buy-back arrangement, in accordance with Section 68 of the Act and the other applicable Requirements of Law.

12. POWER TO MODIFY RIGHTS

Where, the Capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued Shares of that class and all the provisions hereafter contained as to General Meetings (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

13. SHARES AND CERTIFICATES

(a) The Company shall cause to be kept a Register of Members and Register of Debenture Holders and Register of any other Security Holder in accordance with Sections 88 of the Act. The Company shall be entitled to keep in any State or Country outside India, a Branch Register of Members resident in that State or Country.

(b) The Shares in the Capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the Shares of the Company which are dematerialized or may be dematerialized in future or issued in future in a dematerialized form. Except in the manner hereinbefore mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share held in material form shall continue to bear the number by which the same was originally distinguished.

(c) The Company shall be entitled to dematerialize its existing Shares, rematerialize its Shares held in the Depository and/or to offer its fresh Shares in a dematerialized form pursuant to the Depositories Act, 1996, and the rules framed thereunder, if any.

14. FURTHER ISSUE OF SHARES

(a) The Share Capital of the Company shall be in accordance with Requirements of Law, as in force from time to time.

(b) Where it is proposed to increase the subscribed Capital of the Company by allotment of further Shares, whether out of un-issued Share Capital or out of increased Share Capital, then such further Shares shall be offered to the Persons who at the date of the offer are holders of the Shares of the Company, in proportion as nearly as circumstances admit, to the Capital Paid up on those Shares at that date. Such offer shall made by a notice specifying the number of Shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer if not accepted will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declined to accept the Shares offered, the Board (subject to consent of the Somaiya Group Nominees) may dispose of them in such manner as they think most beneficial to the Company and the shareholders.

(c) The offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to them in favour of any other Person and the notice issued in relation thereto shall contain a statement of this right. PROVIDED THAT the Board (subject to consent of the Somaiya Group Nominees) may decline, without assigning any reason to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him.

(d) Notwithstanding anything contained in the preceding sub-article, the Company may offer further shares to any person or persons and such person or persons may or may not include the persons who at the date of the offer, are the holders of the equity shares of the Company in accordance with Section 42, read with Section 62 of the Act.

(e) Notwithstanding anything contained in sub-Article (b) above, but subject however, to Section 42 and 62 of the Act, if applicable, the Company may (subject to the consent of the Somaiya Group) increase its subscribed capital on exercise of an option attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into Shares or to subscribe for Shares in the Company.

(f) Notwithstanding anything contained in Section 54 of the Act, the Company may (subject to the consent of the Somaiya Group) issue Sweat Equity Shares in accordance with the provisions of Section 54 of the Act.

(g) Nothing in sub-article (c) above shall be deemed:

(i) To extend the time within which the offer should beaccepted; or
(ii) To authorise any Person to exercise the right of renunciation for a second time, on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation.

(h) Nothing in this Article shall apply to the increase of the subscribed Capital of the Company caused by the exercise of an option attached to the Debentures issued or loans raised by the Company:

(i) To convert such Debentures or loans into Shares in the Company; or
(ii) To subscribe for Shares in the Company (whether such option is conferred in these Articles or otherwise).

PROVIDED THAT the terms of issue of such Debentures or the terms of such loans include a term providing for such option and such term are approved by a Special Resolution passed ata general meeting of the Company:

15. SHARES AT THE DISPOSAL OF THE DIRECTORS

(a) Subject to the provisions of Section 42 and 62 of the Act, if applicable, and these Articles, the Shares in the Capital of the Company for the time being (including any Shares forming part ofany increased Capital of the Company) shall be under the control of the Board who may (subject to the consent of the Somaiya Group Nominees) issue, allot or otherwise dispose of the same or any of them to Persons (who under Indian laws, regulations or guidelines or any Requirements of Law can acquire shares of a company incorporated in India and engaged in the businesses in which the Company is involved), in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 52 and 53 of the Act) at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting (subject to the consent of the Somaiya Group) to give to any Person or Persons the option or right to call for any Shareseither at par or premium during such time and for such consideration as the Directors (subject to consent of the Somaiya Group Nominees) think fit, and may issue and allot Sharesin the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares, provided however, notwithstanding the foregoing, the option or right to call on Shares shall not be given to any Person or Persons without the sanction of the Company in the General Meeting (subject to the consent of the Somaiya Group).

(b) In addition to and without derogating from powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, (subject to the consent of the Somaiya Group) and subject to the provisions of Section 42 and 62 of the Act, determine that any Shares (whether forming part of the original capital or of any increased Capital ofthe Company), shall be offered to such Persons, (whether Members or holders of Debentures or any other Securities or not), in such proportion and on such terms andconditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount, as such General Meeting (subject to the consent of the Somaiya Group) shall determine and with full power to give any person, (whether a Member or holders of Debentures or any other Securities or not), the option to call for or be allotted Shares of any class of the Company, either (subject to compliance with the provisions of Sections 52 and 53 of the Act), at a premium, such option being exercisable at such time and for such consideration as may be directed by such General Meeting (subject tothe consent of the Somaiya Group) or the Company in General Meeting may (subject to the consent of the Somaiya Group) make any other provision whatsoever for the issue, allotment or disposal of any Shares.

(c) Any application signed by or on behalf of an applicant for Shares in the Company, followedby an allotment of any Shares therein, shall be an acceptance of Shares within the meaningof these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members shall for the purposes of these Articles be a Member.

16. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

(a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereofto the Company, a new certificate may be issued in lieu thereof, and if any certificate is lostor destroyed then upon proof thereof to the satisfaction of the Company and on executionof such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the Member entitled to such lost or destroyed Certificate. Every Certificate under this Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe, provided that no fee shall be charged for issue of a new certificatein replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
Provided that notwithstanding what is stated above, the Directors shall comply with such Rules or Regulations or requirements of any Stock Exchange or the Rules made under the Actor the rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

(b) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securitiesof the Company.

(c) When a new share certificate has been issued in pursuance of sub-article (a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is"Duplicate issued in lieu of Shares Certificate No " or "Issued in lieu of Share Certificate No. …… Sub-divided/replaced/on consolidation of Shares" as the case may be. The word "Duplicate" shall be stamped or punched in bold letters across the face of the Share Certificate.

(d) Where a new share certificate has been issued in pursuance of sub-articles (a) or (b) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the name of the Member to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued and the necessary charges indicated in the Register of Members by suitable cross reference in the "Remarks" column.

(e) All blank forms to be used for issue of share certificates shall be printed and the printing shallbe done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine–numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may appoint for the purpose; and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(f) The Managing Director or the Executive Director of the Company for the time being or if the Company has no Managing Director or the Executive Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of the Share certificate referred to in sub-article (e) of this Article.

(g) All books referred to in sub-article (f) of this Article, shall be preserved in good order permanently.

(h) If any Share stands in the names of two or more Members, the Member first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at Meetings and the transfer of Shares, be deemed the sole holder thereof, but the joint holders of a Share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.

(i) Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall be entitled to treat the Member whose name appears on the Register of Members as the holder of any Share or whose name appears as the Beneficial Owner of Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interestin such Share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Shares in the joint names of any two or more Persons or the survivor or survivors of them.

17. UNDERWRITING AND BROKERAGE

Subject to the provisions of Section 40 of the Act, the Company (subject to the consent of the Somaiya Group) may at any time pay a commission and/or brokerage to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any Shares or Debentures in the Company; but so that the commission and/or brokerage shall not exceed any Requirement of Law in relation to Shares and/or Debentures issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid Shares or partly in one way and partly in the other. No commission shall however be payable to any Person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in, or Debentures of the Company, which arenot offered to the public for subscription.

18. INTEREST OUT OF CAPITAL

Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building, or the provision of any plant, which cannot be made profitable for a lengthy period, the Company (subject to the consent of the Somaiya Group) may with the previous sanction of the Central Government, pay interest on so much of that Share Capital as is for the time being Paid up, for the period, at the rate and subject to the conditions and restrictions provided in the Act, and may charge the same to Capital as part of the cost of construction of the work or building or the provision of plant.

19. CALLS

(a) Subject to the provisions of Section 49 of the Act, the Board may (subject to the consent of the Somaiya Group Nominees), from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution) (subject to consent of the Somaiya Group Nominees), make such call as it thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively and each Member shall pay the amount of every call so made on him to the Person or Persons and at the times and places appointed bythe Board. A call may be made payable by installments.

(b) Thirty days notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Personother than the Company, the name of the person to whom the call shall be paid, provided that before the time for payment of such call the Board may (subject to consent of the Somaiya Group Nominees) by notice in writing to the Members revoke the same.

(c) A call shall be deemed to have been made at the time when the resolution of the Board (subject to consent of the Somaiya Group Nominees) authorising such call was passed and may be made payable by the Members whose names appear on the Register of Members on such date or at the discretion of the Board (subject to consent of the Somaiya Group Nominees) on such subsequent date as shall be fixed by the Board.

(d) A call may be revoked or postponed at the discretion of the Board (subject to consent of the Somaiya Group Nominees).

(e) The joint holder of a Share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

(f) The Board may (subject to the consent of the Somaiya Group Nominees), from time to time at their discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Members who, from residence at a distance or other cause the Board may (subject to consent of the Somaiya Group Nominees) deem fairly entitled to such extension; but no Members shall be entitled to such extension save as a matter of grace and favour.

(g) If any Member or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board (subject to the consent of the Somaiya Group Nominees) but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member.

(h) Any sum, which by the terms of issue of a Share or otherwise, becomes payable on allotmentor at any fixed date or by installments at a fixed time whether on account of the nominal value of the Share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if suchsum became payable by virtue of a call duly made and notified.

(i) On the trial or hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Companyin respect of his Shares, it shall be sufficient to prove that the name of the Member inrespect of whose Shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequently to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the Member or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such 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 matters whatsoever; but theproof of the matters aforesaid shall be conclusive evidence of the debt.

(j) Neither a judgment or decree in favour of the Company for calls, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence 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 ashereinafter provided.

(k) The Board may (subject to consent of the Somaiya Group Nominees), if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Member willing to advance the same, the whole or any part of the amounts due upon the Shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or upon so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the Shares in respect of which such advance has been made, the Board may (subject to consent of the Somaiya Group Nominees) pay interest, as the Member paying such sum in advance and the Board agrees (subject to consent of the Somaiya Group Nominees) upon. The Board may (subject toconsent of the Somaiya Group Nominees) agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three (3) months notice in writing. Provided that the money paid in advance of calls on any Shares may carry interest but shall not in respect thereof confer a right to participate in profits or dividend. The Directors may (subject to consent of the Somaiya Group Nominees) at any time repay the amount so advanced.

(l) No Member paying any such sum in advance shall be entitled to voting rights in respect ofthe moneys so paid by him until the same would but for such payment, become presently payable.

(m) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures ofthe Company.

20. COMPANY'S LIEN ON SHARES:

(a) The Company shall have a first and paramount lien upon all the Shares/Debentures (other than fully paid-up Shares/Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/Debentures and no equitable interest in any Share shall be created except upon the condition that this Article will have full effect, and such lien shall extend to all Dividends and bonuses from time to time declared in respect of such Shares and interest in respect of Debentures. Unless otherwise agreed, the registration of a transfer of Shares/Debentures shall operate as a waiver of the Company's lien, if any, on such Shares/Debentures. The Directors may (subject to consent of the Somaiya Group Nominees) at any time declare any Shares/Debentures wholly or in part to be exempt from the provisions of this Article.

(b) For the purpose of enforcing such lien the Board may (subject to the consent of the Somaiya Group Nominees) sell the Shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their number to execute a transfer thereof on behalf of and in the name of such Member. No sale shall be made until such period as aforesaid shall have elapsed and until notice in writing of the intention to sell shall have been served on such Member or his Legal Representative, and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

(c) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue if any shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the Person entitled to the Shares at the date of the sale.

21. FORFEITURE OF SHARES

(a) If any Member fails to pay any call or installment or any part thereof or any money due in respect of any Shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may (subject to consent of the Somaiya Group Nominees), at any time thereafter, during such time as the call or installment or any part thereof or other moneys remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his Legal Representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

(b) The notice shall name a day, (not being less than fourteen days from the date of the notice), and a place or places on or before which such call or installment or such part or other moneys as aforesaid and interest thereon, (at such rate as the Board shall subject to consent of the Somaiya Group Nominees) determine and payable from the date on which such call or installment ought to have been paid, and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the Shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid shall not be complied with, any Share in respect of which such notice has been given, may at any time thereafter before payment of all calls, installments, other moneys due in respect thereof, interest and expenses as aforesaid, be forfeited by a Resolution of the Board (subject to consent of the Somaiya Group Nominees) to that effect. Such forfeiture shall include all Dividends declared or any other moneys payable in respect of the forfeited Share and not actually paid before the forfeiture.

(d) When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture or if any of his Legal Representatives or to any of the Persons entitled to the Shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

(e) Any Share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board (subject to consent of the Somaiya Group Nominees) shall think fit.

(f) Any Member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, amounts, installments, interest and expenses and other moneys owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may (subject to the consent of the Somaiya Group Nominees) determine and the Board may enforce, (if they think fit), paymentthereof as if it were a new call made at the date of forfeiture.

(g) The forfeiture of a Share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the Share and all other rights incidental to the Share, except only such of these rights as by these Articles are expressly saved.

(h) A declaration in writing that the declarant is a Director or Secretary of the Company and that a Share in the Company has been duly forfeited in accordance with these Articles 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 Shares.

(i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the related Shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member), stand cancelled and become null and void and of no effect and the Board shall (subject to the consent of the Somaiya Group Nominees) be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.

(k) The Board may (subject to the consent of the Somaiya Group Nominees) at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

22. TRANSFER AND TRANSMISSION OF SHARES

(a) The Company shall keep a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.

(b) Every instrument of transfer of Shares shall be in writing in the usual common form or in such form as may be prescribed under Section 56 of the Act and shall be delivered to the Company within such time as may be prescribed under the Act.

(c) (i) An application for the registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.

(ii) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

(d) Every such instrument of transfer shall be executed both by the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members inrespect thereof.

(e) The Board shall (subject to the consent of the Somaiya Group Nominees) have power on giving not less than seven days previous notice by advertisement in a newspaper circulatingin the city, town or village in which the Office of the Company is situated to close the transferbooks, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days (45) in each year, as it may deem expedient.

(f) Subject to the provisions of Sections 58 and 59 of the Act, or any statutory modification ofthe said provisions for the time being in force and any other Requirements of Law, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason (but subject to the consent of the Somaiya Group Nominees), decline to register or acknowledge any transfer of Shares and in particular may so decline in any case in which (i) the proposed transferee is a Person who is not permitted by any applicable law, regulation or guideline or any Requirements of Law, to acquire shares of a Company incorporated in India or (ii) if the Company has a lien upon the Shares or any of them or (iii) whilst any moneys in respect of the Shares desired to be transferred or any of them has remained unpaid or not or unless thetransferee is approved by the Board (subject to the consent of the Somaiya Group Nominees) and such refusal shall not be affected by the fact that the proposed transferee is already a Member. But in such cases it shall, within one (1) month from the date on which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of refusal to register such transfer. The registration of a transfer shall be conclusive evidence of the approval of the Board of the transferee. Provided that registrationof a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.

(g) Subject to the provisions of the Act and these Articles, the Directors (subject to the consentof the Somaiya Group Nominee) shall have the absolute and uncontrolled discretion torefuse to register a Person entitled by transmission to any Shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of Shares upon which the Company has a lien.

(h) Transfer of Shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scrips of any small denominations or to consider a proposal for transfer of Shares comprised in a share certificate to several Members, involving such splitting, if on the face of it suchsplitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of Shares in violation of the stock exchange listing requirements on the ground that the number of Shares to be transferred is less than any specified number.

(i) In the case of the death of any one or more of the Members named in the Register of Members as the joint-holders of any Share, the survivors shall be the only Member orMembers recognized by the Company as having any title to or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder fromany liability on Shares held by him jointly with any other Person.

(j) The Executors or Administrators or holder of the Succession Certificate or the Legal Representatives of a deceased Member, (not being one of two or more joint-holders), shall be the only Members recognized by the Company as having any title to the Shares registeredin the name of such Member, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representatives unless such Executors or Administrators or Legal Representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from aduly constituted court in the Union of India, provided that the Board may in its absolute discretion dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under these Articles register the name of any Person who claimsto be absolutely entitled to the Shares standing in the name of a deceased Member, as a Member.

(k) The Board shall not knowingly issue or register a transfer of any share to a minor or insolventor Person of unsound mind.

(l) Subject to the provisions of Articles, any Person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy of any Member or Member, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (subject to the consent of the Somaiya Group Nominees), (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect ofwhich he proposes to act under this Article, or of his title, as the Board (subject to the consent of the Somaiya Group Nominees) thinks sufficient, either be registered himself as the holder of the Shares or elect to have some Person nominated by him and approved bythe Board (subject to the consent of the Somaiya Group Nominees), registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer inaccordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Shares.

(m) A Person becoming entitled to a Share by reason of the death or insolvency of a Member shall be entitled to the same Dividends and other advantages to which he would be entitledif he were the registered holder of the Shares, except that he shall not, before being registered as a Member in respect of the Shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company; provided that the Directors shall (subject to consent of the Somaiya Group Nominees), at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Shares, and if the notice is not complied with within ninety days, the Directors may thereafter withhold payment of all Dividends, bonuses or other moneys payable in respect of the Shares until therequirements of the notice have been complied with.

(n) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may (subject to consent of the Somaiya Group Nominees) require to prove the title of the transferor, his right to transferthe Shares and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

(o) In case of transfer and transmission of Shares or other marketable securities where the Company has not issued any certificates and where such Shares or Securities are being heldin any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

(p) Before the registration of a transfer, the certificate or certificates of the Share or Shares to be transferred must be delivered to the Company along with (save as provided in Section 56 of the Act) a properly stamped and executed instrument of transfer.

(q) No fee shall be payable to the Company, in respect of the transfer or transmission of 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.

(r) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend 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 some bookof the Company but the Company shall nevertheless be at liberty to regard and attend to anysuch notice, and give effect thereto if the Board shall so think fit.

(s) The provision of these Articles shall subject to the provisions of the Act and any requirements of law mutatis mutandis apply to the transfer or transmission by operation of law to other Securities of the Company.

23. DEMATERIALISATION OF SECURITIES

(a) **De-materialisation**: Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing Securities, rematerialise its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialised form pursuant to the Depositories Act, and the rules framed thereunder, if any.

(b) **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 Securities in a manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issueto the Beneficial Owner the required Certificate of Securities.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

(c) **Securities in Depositories to be in fungible form**: All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 88, 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.

(d) **Rights of Depositories & 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 Securities on behalf of the Beneficial Owner.
(ii) Save as otherwise provided in (i) above and subject to applicable Requirements of Laws, 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 Shares 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.
(iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

(e) **Service of Documents**: Notwithstanding anything contained in the Act or these Articles tothe 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.

(f) **Transfer of Securities**:

(i) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(ii) In the case of transfer or transmission of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

(g) **Allotment of Securities dealt with in a Depository**: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

(h) **Certificate Number Etcetera of Securities in Depository**: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

(i) **Register and Index of Beneficial Owners**: The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index (if applicable) of Members and Security-holders for the purposes of these Articles.

24. NOMINATION OF SHARES

(a) Every holder of Shares in, or holder of Debentures of, the Company may, at any time, nominate, in the manner prescribed under the Act, a Person to whom his Shares in, or Debentures of, the Company shall vest in the event of his death.

(b) Where the Shares in, or Debentures of, the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Act, a Person to whom all the rights in the Shares or Debentures of the Company shall vest in the event of death of all the joint holders.

(c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares in or Debentures of, the Company, where a nomination made in the manner prescribed under the Act, purports to confer on any Person the right to vest the Shares in, or Debentures of, the Company, the nominee shall on the death of the Member or debenture holder of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in the Shares or Debentures of the Company or, as the case may be, all the joint holders, in relation to such Shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the Act.

(d) Where the nominee is a minor, the holder of the Shares or Debentures concerned, can make the nomination to appoint in prescribed manner under the Act, any Person to become entitled to the Shares or Debentures of the Company in the event of his death, during the minority.

25. TRANSMISSION IN CASE OF NOMINATION

(a) Notwithstanding anything contained in other Articles, any Person who becomes a nominee by virtue of the provisions of Section 56 of the Act upon the production of such evidence as may be required by the Board (subject to consent of the Somaiya Group Nominees) and subject as hereinafter provided, elect either:-

(i) to be registered himself as holder of the Share or Debenture, as the case may be, or
(ii) to make such transfer of the Share or Debenture, as the case may be, as the deceased shareholder or debenture holder, as the case may be, could have made.

(b) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share or Debenture, himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased Member or debenture holder, as the case may be.

(c) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration or transfer of Shares or Debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the Member had not occurred and the notice or transfer where a transfer signed by that Member or debenture holder, as the case may be.

(d) A Person, being a nominee, becoming entitled to a Share or Debenture by reason of the death of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture except that he shall not, before being registered a Member in respect of his Share or Debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may (subject to consent of the Somaiya Group Nominees), at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share or Debenture, and if the notice is not complied with within ninety days,the Board may (subject to consent of the Somaiya Group Nominees) thereafter withhold payment of all Dividends, bonuses or other moneys payable in respect of the Share or Debenture until the requirements of the notice have been complied with.

26. NOMINATION FOR FIXED DEPOSITS

A depositor may, at any time, make a nomination and the provisions of Section 56 shall, as far asmay be, apply to the nominations made pursuant to the provisions of Sections 73 of the Act.

27. NOMINATION IN CERTAIN OTHER CASES

Subject to the provisions of the Act and these Articles, any person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy or insolvency of any Member, or by any lawfulmeans other than by a transfer in accordance with these Articles, may, with the consent of the Board (subject to the consent of the Somaiya Group Nominees) (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of whichhe proposes to act under this Article or of such title as the Board (subject to the consent of the Somaiya Group Nominees) thinks sufficient, either be registered himself as the holder of the Shares or elect to have some Person nominated by him and approved by the Board (subject to the consent of the Somaiya Group Nominees) registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favourof his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Shares.

28. RESTRICTED RIGHT OF TRANSFER

No Person shall exercise any rights or privileges of Members until he shall have paid all sums (whether in respect of call or otherwise) for the time being due in respect of the Shares held by him or due in any manner whatsoever to the Company.

29. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be sent by the Company to every Member at his request within seven days of the request on payment of the sum of Rupee One for each copy.

30. BORROWING POWERS

(a) Subject to the provisions of Section 73, 179, and 180 of the Act the Board may, from time to time at its discretion by resolution passed at the meeting of a Board (subject to the consent of the Somaiya Group Nominees):

(i) accept or renew deposits from Directors, their relatives, Members or the public;
(ii) borrow moneys otherwise than on Debentures;
(iii) accept deposits from Members either in advance of calls or otherwise; and

(iv) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company andits free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such moneys without the consent of the Company in General Meeting (subject to consent of the Somaiya Group).

(b) Subject to the provisions of these Articles, the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (subject to consent of the Somaiya Group Nominees) shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture–stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company in General Meeting (subject to the consent of the Somaiya Group) mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

(c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board (subject to the consent of the Somaiya Group Nominees) be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors orotherwise. Provided that Debentures with rights to allotment of or conversion into Shares shall not be issued except with, the sanction of the Company in General Meeting accorded bya Special Resolution (subject to the consent of the Somaiya Group).

(d) Subject to the provisions of the Act and these Articles, if any uncalled Capital of the Companyis included in or charged by any mortgage or other security, the Board shall (subject toconsent of the Somaiya Group Nominees) make calls on the Members in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument under seal authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Members in respect of such uncalled Capital and the provisions hereinaftercontained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

(e) The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of Section 71, 77 and 79 of the Act in that behalf to be duly complied with within the time prescribed by the said Sectionsor such extensions thereof as may be permitted by the Central Government, the Company Law Board, the National Company Law Tribunal, or any other authority as may be prescribed or the Court or the Registrar, as the case may be, so far as they are required to be complied with by the Board.

(f) The Company shall, if at any time it issues Debentures, keep a Register and Index (if applicable) of Debenture–holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or Country outside India, a Branch Register of Debenture holders resident in that State or Country.

(g) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board of Directors from time to time (subject to the consent of the Somaiya Group Nominees).

31. SHARE WARRANTS

(a) The Company may issue share warrants subject to, and in accordance with, the provisions of the Act; and accordingly the Board may in its discretion (subject to the consent of the Somaiya Group Nominees), with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

(b) (i) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Registerof Members as the holder of the Share included in the deposited warrant.

(ii) Not more than one person shall be recognised as depositor of the share warrant.

(iii) The Company shall, on two days' written notice, return the deposited share warrant tothe depositor.

(c) (i) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notices from the Company.

(ii) The bearer of a share warrant shall be entitled in all other respects to the same privilegesand advantages as if he were named in the Register of Members as the holder of the Shares included in the warrant, and he shall be a Member of the Company.

(d) The Board may (subject to the consent of the Somaiya Group Nominees), from time to time, make rules as to the terms on which (if they shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

32. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

(a) The Company in General Meeting may (subject to the consent of the Somaiya Group) convertany Paid-up Shares into stock and when any Shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which Shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may (subject to the consent of the Somaiya Group) at any time reconvert any stock into Paid-up shares of any denomination.

(b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the Shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

33. MANAGEMENT OF COMPANY'S AFFAIRS

Subject to the provisions of the Act and these Articles, the entire management of the Company's affairs including all decisions and resolutions shall be entrusted by the Members of the Company to its Board of Directors. All matters arising at a meeting of the Board of Directors, other than those otherwise specified in these Articles if any shall be decided by a majority vote (subject to consent ofthe Somaiya Group Nominees) and subject to any casting vote of the Chairman in the event of a tie.

34. ANNUAL GENERAL MEETING

The Company shall, in each year hold a General Meeting specified as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

35. WHEN ANNUAL GENERAL MEETING TO BE HELD

The Annual General Meeting shall be held within six months after the expiry of each Financial Year, provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held.

36. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

(a) Every Annual General Meeting shall be called for at a time during business hours i.e. 9.00 a.m. to 6.00 p.m., on a day that is not a public holiday, and shall be held at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the Company is situated, as the Board may (subject to consent of the Somaiya Group Nominees) determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(b) Every Member of the Company shall be entitled to attend or participate in the AnnualGeneral Meeting either in person or by proxy or through its authorized representative and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward/ lodge the same to the concerned Registrar of Companies, in accordance withSections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

37. NOTICE OF GENERAL MEETINGS

(a) **Number Of Days Notice Of General Meeting To Be Given**: A General Meeting of the Company may be called by giving not less than twenty one (21) days clear notice in writing orthrough electronic mode in such manner as may be prescribed, Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at suchmeeting, including consent accorded thereto by the Somaiya Group.

(b) **Notice of Meeting to Specify Place, etc., And To Contain Statement of Business**: Notice of every meeting of the Company shall specify the place, date and hour of the meeting, and shall contain a statement of the business to be transacted thereat.

(c) **Contents And Manner Of Service Of Notice And Persons On Whom It Is To Be Served**: Every notice may be served by the Company on any Member thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Member to the Company for giving the notice to the Member.

(d) **Special Business**: Where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capitalof that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in Section 102 of the Act shall be deemed to be special.

(e) **Resolution Requiring Special Notice**: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by Section 115 of the Act.

(f) **Notice Of Adjourned Meeting When Necessary**: 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.

(g) **Notice When Not Necessary**: Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

38. REQUISITION OF EXTRAORDINARY GENERAL MEETING

(a) Subject to Section 100 of the Act, the Board may (subject to consent of the Somaiya Group Nominees), whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any two Directors (one of whom shall be a Somaiya Group Nominee) or by any Member or Members (who shall include the Somaiya Group) holding in the aggregate not less than one-tenth of such of the Paid-up Share Capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made, and such meeting shall be held at the Office of the Company or at such place and at such time as the Board thinks fit.

(b) Any valid requisition so made by Members (who shall include the Somaiya Group) must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.

(c) Upon the receipt of any such requisition, the Board shall (subject to consent of the Somaiya Group Nominees) forthwith call an Extraordinary General Meeting and if they do not proceed within twenty-one days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid-up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less (but provided that they include the Somaiya Group) , may themselves call the Meeting, but in either case any Meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

(d) Any Meeting called under the foregoing sub-Articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a Meeting is to be called by the Board.

(e) The accidental omission to give any such notice as aforesaid to any of the Members, or the non-receipt thereof, shall not invalidate any resolution passed at any such Meeting.

(f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.

39. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

(a) Five Members present in person (who shall include the authorized representative(s) of the SOMAIYA Group) or such larger number as may be prescribed shall be the quorum.

(b) Notwithstanding what is stated in Article 39(a) above, the SOMAIYA Group may by notice in writing waive the requirement of the presence of its representative(s) for the purpose of constituting a valid quorum in respect of a General Meeting.

40. ADJOURNED MEETING

(a) If, at the expiration of half an hour from the time appointed for holding a Meeting of the Company, a quorum in accordance with Article 39 is not present, the meeting if convened by or upon the requisition of Members shall stand dissolved but in any other case the Meeting shall stand adjourned for 7 days after the original meeting or to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and such other time and place within the city, town or village in which the Registered Office of the Company is situated, as the Board (subject to consent of the Somaiya Group Nominees) may determine and if at such adjourned meeting a quorum in accordance with Article 39 is not present at the expiration ofhalf an hour from the time appointed for holding the Meeting, the Members present shall bea quorum, and may transact the business for which the meeting was called, but no resolutionshall be passed at such adjourned meeting unless the Somaiya Group are present and voting.It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(b) Subject to what has been stated in these Articles, the Members may participate in General Meetings by video conferencing, in accordance with the provisions of the Act, Requirements of Law and the circulars / notifications as may be issued by the Ministry of Corporate Affairs of India, from time to time.

41. CHAIRMAN OF THE GENERAL MEETING

MR.SAMIR S SOMAIYA shall be the Chairman of every General Meeting so long as he is willing to be a Director and the Chairman of the Company. In the absence of MR.SAMIR S SOMAIYA at any General Meeting, one of the SOMAIYA Group Nominees shall preside at such Meeting as the Chairman of such General Meeting. If for any reason MR.SAMIR S SOMAIYA is unable to continue asthe Chairman of the Company, then the Chairman of the Board shall be the Chairman of every General Meeting. In the absence of the Chairman of the Board at any General Meeting, one of the SOMAIYA Group Nominees shall preside at such Meeting as the Chairman of that General Meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

42. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

(a) The Chairman may adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company is situate but (subject to the provisions in these Articles), no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

43. QUESTIONS AT GENERAL MEETING HOW TO BE DECIDED

(a) At any General Meeting, a resolution put to the vote of the Meeting shall, unless a poll is demanded, be decided on a show of hands. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being lessthan one-tenth of the total voting power in respect of the resolution, or in which an aggregate sum of not less than fifty thousand rupees has been Paid-up. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof ofthe number or proportion of the votes recorded in favour of or against that resolution.

(b) Questions arising at any General Meeting of the Company shall (subject to what has been stated in Article 44(s)) be decided by a majority of votes and in the case of an equality of votes, the

Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Member.

(c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the City, Town or Village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the Meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.

(d) Where a poll is to be taken, the Chairman of the Meeting shall appoint such number of persons as he deems necessary, who is not in employment of the Company and who, in the opinion of the Board can conduct the postal ballot voting process in a fair and transparent manner. The scrutinizer shall submit his report as soon as possible from the date of receiptof postal ballots but not later than seven days thereof. The Chairman shall have power at anytime before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

(e) Any poll duly demanded on the election of a Chairman of a Meeting or any question of adjournment, shall be taken at the Meeting forthwith.

(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

(g) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such Meeting.

(h) The Members will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

44. VOTES OF MEMBERS

(a) No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of Members either upon a show of hands or upon a poll in respect of any Shares registered in his name on which calls or other sums presently payable by him havenot been paid or in regard to which the Company has exercised any right of lien.

(b) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Member not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such Meeting, andon a show of hands, every Member present in person shall have one vote and upon a poll, the voting right of such Member present, either in person or by proxy, shall be in proportion to his share of the Paid up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Member holding Preference Shares be present at any Meeting of the Company, save as provided in Section 47 of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his Preference Shares.

(c) On a poll taken at a Meeting of the Company, a Member entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.

(d) 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, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Member be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.

(e) If there be joint registered holders of any shares, any one of such Persons may vote at any Meeting or may appoint another Person, (whether a Member or not) as his proxy in respect of such Shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the Meeting and if more than one of such joint-holders be present at any Meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other joint- holders shall be entitled to be present at the Meeting. Several Executors or Administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

(f) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Member may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative 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 that body could have exercised if it were an individual Member.

(g) Any Person entitled to transfer any Shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that forty-eight hours at least before the time of holding the Meeting or adjourned Meeting as the case may be at which he proposes to vote, he shall satisfy the Board of his right to such Shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such Meeting in respect thereof.

(h) Every proxy, (whether a Member or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of such corporation or be signed by an officer or an attorney duly authorised by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any rightto speak at a Meeting. A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying in voting rights. Provided that, the member holding more than ten percent of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(i) An instrument of proxy may appoint a proxy either for (i) the purposes of a particularMeeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every Meeting of the Company, or (iv) of every Meeting to be held before a date specified in the instrument for every adjournment of any such Meeting.

(j) A Member present by proxy shall be entitled to vote only on a poll.

(k) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the Meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not betreated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the Meeting at which theattorney proposes to vote, or is deposited at the Office of the Company not less than forty- eight hours before the time fixed for such Meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Member or the attorney, given at least 48 hours before the Meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with theCompany not less than forty-eight hours before the time fixed for the Meeting, the attorney shall not be entitled to vote at such Meeting unless the Board in their absolute discretion excuse such non-production and deposit.

(l) Every instrument of proxy whether for a specified Meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Act or a form as near thereto as circumstance admit.

(m) If any such instrument of appointment be confined to the object of appointing an attorney orproxy for voting at Meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in thecustody of the Company.

(n) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respectof which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the Meeting.

(o) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.

(p) The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.

i. The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such Meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

ii. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each Meeting in such book shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director who shall be a Somaiya Group Nominee.

iii. In no case the minutes of proceedings of a Meeting shall be attached to any such bookas aforesaid by pasting or otherwise.

iv. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.

v. All appointments of Directors of the Company made at any Meeting aforesaid shall be included in the minutes of the Meeting.

vi. Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.

vii. Any such Minutes shall be evidence of the proceedings recorded therein.

viii. The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Member without charge.

ix. The Company shall cause minutes to be duly entered in books provided for the purpose of:-

i. the names of the Directors and Alternate Directors present at each GeneralMeeting;
ii. all Resolutions and proceedings of General Meeting;

(q) The Members shall vote (whether in person or by proxy) all of the Shares owned or held of record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board of Directors, appointed as a Director of the Company under Section 164 of the Act in accordance with these Articles.

(r) The Members will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

(s) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote (and any voting shall not be construed as a majority vote unless it includes the affirmative vote of the SOMAIYA Group).

(t) The Members shall exercise their voting rights as shareholders of the Company to ensure that the Act or these Articles are implemented and acted upon by the Members, and by the Company and to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.

(u) Postal Ballot:

i. Notwithstanding anything contained elsewhere in these Articles, the Board of Directors may and in the case of resolutions relating to such business as the Central Government, may by notification under the provisions of Section 110 of the Act, declare to be conducted only by the postal ballot, shall get the resolution passed by means of a postal ballot instead of transacting the business in general meeting of the Company.

ii. Where it is decided to pass any resolution by resorting to postal ballot the Company shall send a notice to all the Members, alongwith draft resolution explaining the reasons therefore and requesting Members to send their assent or dissent in writing on a postal ballot within period of thirty days from the date of posting of the letter.

iii. The notice shall be sent by registered post acknowledgment due, or by any other method as may be prescribed by the Central Government in this behalf, and shall include with the notice, a postage pre-paid envelop for facilitating the communication of the assent or descent of the members to the resolution within the said period of thirty days.

iv. If a resolution is assented to by a requisite majority of the members by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

v. It is clarified that the term postal ballot in this Article shall include voting by electronic mode.

45. DIRECTORS

(a) Until otherwise determined by the Company in a General Meeting and subject to Sections 149 of the Act, the number of Directors (excluding Alternate Directors) shall not be less than three and not more than fifteen. The composition of the Board will be in accordance with all applicable Requirements of Law.

(b) Mr. Samir S. Somaiya shall be entitled to appoint one third of the members of the Board (SOMAIYA Group Nominees) who shall be non- retiring Directors and not liable to retire by rotation, subject to the provisions of Section 167 of the Act and Article 55 herein below and Article 56 herein below.

(c) If the SOMAIYA Group Nominee retires, resigns, is removed or otherwise vacates office at any time then, subject to Article 48, Mr. Samir S. Somaiya shall be entitled to nominate one replacement Director upon the retirement, removal or resignation of their respective nominee Director.

(d) The SOMAIYA Group Nominees as also their Alternate Directors shall hold office at the pleasure of Mr. Samir S. Somaiya, and be subject to removal by the Mr. Samir S. Somaiya. Their appointments and removals shall be effective by a notice in writing addressed to the Board, under the hand of Mr. Samir S. Somaiya and the same shall take effect forthwith uponbeing delivered to the Company. As and when there is a vacancy on the Board of the Company for any cause or reason out of the Directors nominated by Mr. Samir S. Somaiya, such vacancy shall be filled by a Director who shall be nominated by Mr. Samir S. Somaiya.

46. CHAIRMAN OF THE BOARD OF DIRECTORS

(a) MR. SAMIR S SOMAIYA shall be and shall continue as the non-retiring Chairman of the Board so long as he is willing to be a Director and Chairman of the Company and shall not be liable to retire by rotation. The Chairman shall preside at all meetings of the Board and the GeneralMeeting of the Company. In the absence of MR. SAMIR S SOMAIYA at any meeting of the Board, one of the SOMAIYA Group Nominees shall preside at such meeting as the Chairman. The Chairman shall have a casting vote in the event of a tie.

(b) If for any reason MR.SAMIR S SOMAIYA is unable to continue as the Chairman, the members of the Board of Directors shall appoint one of the SOMAIYA Group Nominees as the Chairman.

(c) All the Directors shall exercise their voting rights to ensure that these Articles are implemented and acted upon by them to prevent the taking of any action by the Company orby any Member, which is contrary to or with a view or intention to evade or defeat the termsas contained in these Articles.

47. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, any Director shall be entitled to nominate an alternate director (with the consent of the Member appointing him) to act for him during his absence for a period of not less than 3 months. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called “the Original Director”) (subject to such person being acceptable to the Chairman) during the Original Director’s absence for a period of not less than three months fromthe State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the State, any provisions in the Act or in these Articles for automatic re- appointment shall apply to the Original Director and not to the Alternate Director.

48. CASUAL VACANCY AND ADDITIONAL DIRECTORS

(a) Subject to the provisions of Section 161 of the Act and these Articles including in particular Article 45(b), the Board (subject to the consent of Mr. Samir S. Somaiya) shall have thepower at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 45. Any Person so appointed as an addition shall hold office only up to the date of the next Annual General Meeting. Any person appointed to fill a casual vacancy shall hold office only up to the date to which the Original Director in whose place he is appointed would have held officeif it had not been vacated but shall be eligible for election.

(b) As and when there is a vacancy on the Board of the Company for any cause or reason out of the Directors nominated by Mr. Samir S. Somaiya/ (i.e. SOMAIYA Group Nominees) such a vacancy shall be filled by a Director who shall be nominated by Mr. Samir S. Somaiya.

49. DEBENTURE DIRECTORS

If it is provided by a Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/ Lender or Persons/ Lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/ Lender or Persons/ Lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/Lender or Persons/Lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares.

50. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any qualification Shares of the Company.

51. REMUNERATION OF DIRECTORS

(a) Subject to the provisions of the Act, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company/Unit or partly by one way and partly by the other, subject to the limits prescribed under the Act and any Requirements of Law.

(b) Subject to the provisions of the Act and any Requirements of Law, a Director (other than a Managing Director or any Executive Director) may be paid remuneration either:

(i) by way of monthly, quarterly or annual payment, or
(ii) by way of commission.

(c) The remuneration payable to each Director for every Meeting of the Board or Committee of the Board attended by them or participated in by them, as the case may be, shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 310 of the Act.

52. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may (subject to the consent of the Somaiya Group Nominees in accordance with applicable Requirements of Law) arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board (subject to the consent of the Somaiya Group Nominees in accordance with applicable Requirements of Law) and such remuneration may be either in addition to or in substitution for his remuneration otherwise provided.

53. TRAVEL EXPENSES OF DIRECTORS

The Board may (subject to the consent of the Somaiya Group Nominees in accordance with applicable Requirements of Law) allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board/committee meetings are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may (subject to the consent of the Somaiya Group Nominees in accordance with applicable Requirements of Law) consider fair compensation for traveling, lodging and/or other expenses, in addition to his fee for attending such Board Meetings/ committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company’s business, he shall be entitled to be repaid and reimbursed traveling and other expenses incurred in connection with the business of the Company.

54. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 45 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

55. VACATION OF OFFICE BY DIRECTOR

(a) Subject to Sections 167, 168, 169 and 188 of the Act, the office of a Director, shall ipso facto be vacated if:

i. he is found to be of unsound mind by a Court of competent jurisdiction; or
ii. he applies to be adjudicated an insolvent; or
iii. he is adjudged an insolvent; or
iv. he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or
v. he fails to pay any calls made on him in respect of Shares of the Company held by him whether alone or jointly with others, within six months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or
vi. he absents himself from three consecutive Meetings of the Board or from all Meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or
vii. he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of Section 185 of the Act; or
viii. having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or
ix. he acts in contravention of Section 184 of the Act; or
x. he is removed in pursuance of Section 169 of the Act; or
xi. if he is a SOMAIYA Group Nominee, upon receipt of notice by the Board from Mr. Samir
xii. S. Somaiya, informing the Board of the withdrawal of his nomination; or
xiii. if he is disqualified under Section 164 of the Act; or
xiv. he ceases to be a Director by virtue of any provisions of the Act or he becomes prohibited by law from being a Director; or

(b) Subject to the provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board of Directors and such resignation shall become effective upon its acceptance by the Board.

56. REMOVAL OF DIRECTORS

(a) The SOMAIYA Group Nominees shall hold office at the pleasure of Mr. Samir S. Somaiya and be subject to removal by Mr. Samir S. Somaiya.

(b) In the event of Mr. Samir S. Somaiya wishing to remove a Somaiya Group Nominee Director, the Members (including the Other Members), if required, shall vote for such removal.

57. DIRECTORS MAY CONTRACT WITH COMPANY

(a) A Director or his relative, a firm in which such Director or relative is a partner, any other Person in such firm, or a private company of which the Director is a member or director may enter into any contract with the Company for the sale, purchase or supply of any goods, materials or services or for underwriting the subscription of any shares in, or Debentures, of the Company, provided that the prior sanction of the Board (including that of the Somaiya Group Nominees) and the Central Government is obtained in accordance with Section 188 of the Act.

(b) Subject to the provisions of the Act, no sanction however shall be necessary to:

i. any sale, purchase or lease of immovable property; or
ii. any purchase of goods and materials from the Company, or the sale of goods or materials to the Company, by any such Director, relative, firm, partner or private Company as aforesaid for cash at prevailing market prices; or
iii. any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other, for sale, purchase or supply of any goods, materials and services, in which either the Company or the Director, relative, firm, partner or private company, as the case may be, regularly trades or does business, where the value of the goods and materials or the cost of such services do not exceed Rs. 5,000 in the aggregate in any year comprised in the period of the contract or contracts.

(c) The Director, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

58. DISCLOSURE OF INTEREST

(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a Meeting of the Board in the manner provided in Section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2 per cent of the Paid-up Share Capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm andis to be regarded as concerned or interested in any contract or arrangement which may,after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year inwhich it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a Meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first Meeting of the Board after it is given.

(b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:-

(i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely,

(I) in his being –

(i) a director of such company, and
(ii) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

(II) in his being a member holding not more than 2 per cent of its Paid-up Share Capital.

(c) Subject to the provisions of Section 188 and other applicable provisions, if any, of the Act, any Director of the Company, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company.

(d) The Company shall keep a Register in accordance with Section 189 of the Act and enter therein such of the particulars as may be relevant having regard to the application thereto of Section 188 or Section 184 of the Act, as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 58(a). The Register shall be kept at the Registered Office of the Company and shall be open to inspection at such Office, and extracts may be taken therefrom and copies thereof may be required by any Member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

(e) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as the Act may be applicable.

59. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

Subject to what is stated in Article 45 (b) herein above:-

(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill 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 public holiday, till the nextsucceeding day which is not a public holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:-

i. at that meeting or at the previous meeting a resolution for the reappointment of suchDirector has been put to the meeting and lost;
ii. retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;
iii. he is not qualified or is disqualified for appointment;
iv. a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any provisions of the Act.

60. COMPANY MAY INCREASE OR REDUCE THE NUMBER OF DIRECTORS.

Subject to Article 45 and Section 149 and 152 of the Act and these Articles, the Company may (subject to the consent of the Somaiya Group), by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may,(subject to the provisions of Section 169 of the Act, the provisions contained in these Articles (andin particular Article 56) and subject to the consent of the Somaiya Group, as applicable), removeany Director before the expiration of his period of office and appoint another qualified in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

61. REGISTER OF DIRECTORS ETC.

(a) The Company shall keep at its Office, a Register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 170 of the Act, and shall otherwise duly comply with the provisions of the said section in all respects.

62. DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE.

(a) Every Director, (including a person deemed to be a Director), a Managing Director, Manager, or Secretary of the Company shall, within thirty days of his appointment to any of the above offices or as the case may be, relinquishment of, such offices, in any other body corporate disclose to the Company, the particulars relating to his office in the other body corporate which are required to be specified under Section 170 of the Act.

(b) Every Director and every person deemed to be a Director of the Company, shall give noticeto the Company of such matters relating to himself as may be necessary for the purposes of enabling the Company to comply with the provisions of that Section.

63. MANAGING DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER

(a) Subject to the provisions of Article 45 and Section 196, 197 and 203 and other applicable provisions of the Act and of these Articles, the SOMAIYA Group shall have the right by a notice in writing signed by MR. SAMIR S SOMAIYA addressed to the Board, the right to designate one or more of the SOMAIYA Group Nominees as the Managing Director(s) or Manager or Executive Director(s) of the Company and the Board shall within one week of thedate of receipt of such letter, appoint such designate or designates as the Managing Director(s) or Manager or Executive Director(s) of the Company. Mr. Samir S. Somaiya shall have the right by a similar notice to require the Board to remove any Managing Director(s) orManager or Executive Director(s) of the Company and the Board shall within one week of thedate of receipt of such notice take steps to remove such person from such office with the Company. On a vacancy being caused in the office of the Managing Director(s) or Manager orExecutive Director(s), whether by resignation, death, removal or otherwise, Mr. Samir S. Somaiya shall have the right to designate another SOMAIYA Group Nominee for such appointment and the Board shall proceed to appoint such SOMAIYA Group Nominee in the same manner as prescribed above. The terms of appointment of Managing Director(s) or Manager or Executive Director(s) shall be as are specified, (with the power to vary such terms) by Mr. Samir S. Somaiya from time to time, and these shall be the terms on which such persons shall be appointed by the Board. The Managing Director(s) or Manager or Executive Director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the provisions of the Act and these Articles, the Board shall (subject to the consent of the Somaiya Group Nominees) vest in such Managing Director/s or Manager or Executive Director(s), as the case may be, all the powers vested in the Board generally.

(b) The Managing Director(s) or Manager or Executive Director(s), as the case may be, of the Company in office on the date of adoption of this Article by the Company shall be deemed to be the Managing Director or Manager or Executive Director, as the case may be designated by Mr. Samir S. Somaiya for appointment and appointed by the Board, as provided in sub- Article (a) above and the remaining provisions of sub- Article (a) above shall apply to such Managing Director or Executive Director or Manager (as the case may be).

64. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ EXECUTIVE DIRECTOR(S)/ MANAGER ARESUBJECT

Notwithstanding anything contained herein, a Managing Director(s)/ Executive Director(s)/Manager 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 of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s)/ Executive Director(s) / Manager, and if he ceases to hold the office of a Managing Director(s)/ Executive Director(s) / Manager he shall ipso facto and immediately cease to be a Director.

65. REMUNERATION OF MANAGING DIRECTOR(S) OR EXECUTIVE DIRECTOR(S) OR MANAGER

The remuneration of the Managing Director(s) or Executive Director(s) or Manager shall (subject to Sections 196, 197 and 203, and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors (subject to the consent ofthe

Somaiya Group Nominees), from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

66. POWER AND DUTIES OF MANAGING DIRECTOR(S) OR EXECUTIVE DIRECTOR(S) OR MANAGER

Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s) or Executive Director(s) or Manager in the manner as deemed fit by the Board (subject to the consent of Somaiya Group Nominees and subject to the provisions of the Act, and these Articles) the Board may (subject to the consent of Somaiya Group Nominees) by resolution vest any such Managing Director(s) or Executive Director(s) or Manager with such of the powers hereby vested in the Board generally as they think fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

67. LIMITATIONS ON POWERS OF MANAGING DIRECTOR(S) OR EXECUTIVE DIRECTOR(S) ORMANAGER

The Managing Director(s) or Executive Director(s) or Manager shall not exercise the powers to: -

(a) making calls on Members in respect of money unpaid on the Shares in the Company;
(b) issue Debentures;
(c) and except to the extent mentioned in the resolution passed at the Board Meeting under Section 179 of the Act (subject to consent of the Somaiya Group Nominees) shall also not exercise the powers to borrow moneys, otherwise than on Debentures;
(d) invest the funds of the Company;
(e) make loans; and
(f) do such things and take such actions as are limited or prescribed by the Board (subject to the consent of the Somaiya Group Nominees) from time to time.

68. PROCEEDINGS OF THE BOARD OF DIRECTORS

(a) The Board may meet for the dispatch of the business, adjourn and otherwise regulate its meetings on a date, time and venue as indicated by the Chairman, provided however, the Board shall meet once in every three calendar months and at least four times in a year in accordance with Section 173 of the Act or any statutory modifications thereof.
(b) The Company Secretary shall as and when, directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director.
(c) The Board of Directors may meet either at the Office of the Company, or at any other location in India or outside India as the Chairman may determine.
(d) At least 7 days notice of every meeting of the Board shall be given in writing to every Director for the time being at his usual address in India and in the case of a Director resident outside India, at his address outside India and to his alternate, if any in India at his usual address in India. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be. Such notice or shorter notice may be sent by post or by fax or email depending upon the circumstances.
(e) Subject to what has been stated in this Article 68 and in Article 69 herein below, a Director may attend and participate in Board Meetings by video or audio conferencing, in accordance with the provisions of the Act, the Requirement of Law and the circulars / notifications as may be issued by the Ministry of Corporate Affairs, from time to time.

69. QUORUM FOR BOARD MEETING

Subject to Section 174 of the Act, the quorum for a Meeting of the Board shall be presence of at least one - third of its total strength which must include at least all of the Directors who are SOMAIYA Group Nominee Director(s) (or his or their alternate) unless such absent SOMAIYA Group Nominee Director(s) consent in writing to a quorum requirement being satisfied despite his or their absence. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength of the number of remaining Directors, that is to say, the number of Directors who are not interested, present at the Meeting being not less than two (of whom atleast one should be an SOMAIYA Group Nominee Director), they shall be the quorum during such time.

70. ADJOURNED BOARD MEETING FOR WANT OF QUORUM

(a) If any duly convened Board Meeting cannot be held for want of a quorum, in terms of Article 69 above then such a meeting shall automatically stand adjourned for 7 days after the original Meeting at the same time and place, or if that day is a public holiday, on the next succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed by all the Directors.

(b) If in the event of a quorum once again not being available at such an adjourned meeting,the Directors present shall constitute the quorum, provided that at least one (1) Somaiya Group Nominee Director is present/ participates, but no resolution shall be passed by the Board at any such adjourned board meeting, on any matters, save and except in accordancewith Article 71 herein below.

71. QUESTIONS AT THE BOARD MEETINGS HOW DECIDED

(a) Questions arising at any meeting of the Board, other than as specified in these Articles if any, shall be decided by a majority vote and any voting shall not be construed as a majority vote unless it includes the affirmative vote of either MR. SAMIR S SOMAIYA or one SOMAIYA Group Nominee present and voting at such Meeting. In the case of an equality of votes, the Chairman shall have a second or casting vote. Provided that if neither MR. SAMIR S SOMAIYA nor any SOMAIYA Group Nominee Director is able to attend a Board Meeting, but addresses a written communication to the Board, expressing his/their concurrence or approval to the passage of any particular resolution or resolutions by the Board, such communication shall for the purposes of this Article be deemed to be his/ their affirmative vote.

(b) No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

72. POWERS OF THE BOARD

Subject to the provisions of the Act and these Articles: -

(a) The Board of Directors shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing, which is directed, or required by the Act or any other provisions of law or by the Memorandum of Association of the Company or by these Articles to be exercised or done by the Company in General Meeting.

(b) The Board of Directors is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

73. COMMITTEES AND DELEGATION BY THE BOARD

(a) Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act (subject to the consent of the Somaiya Group Nominees), delegate any of their powers to the Managing Director(s), the Executive Director(s) or Manager or the Chief Executive Officer of the Company. The Managing Director(s), the Executive Director(s) orthe Manager or the Chief Executive Officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposedon them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board.

(b) Subject to the provisions of the Act, any Requirements of Law and anything stated in these Articles the Board may (subject to the consent of the Somaiya Group Nominees) delegate any of their powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

(c) Subject to applicable Requirements of Law, in respect of each committee of the Board of Directors, Mr. Samir S. Somaiya is entitled to nominate at least one third of the SOMAIYA Group Nominees to each of the committees of the Board of the Company.

(d) The Meetings and proceedings of any such Committee of the Board consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto andare not superseded by any regulation made by the Directors under the last precedingArticle.

(e) Subject to what has been stated herein above in this Article 73, a Director may attend and participate in meetings of the Committee by video or audio conferencing in accordance withthe provisions of the Act, the Requirement of Law and the circulars / notifications as may beissued by the Ministry of Corporate Affairs, from time to time.

74. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

All acts done at any Meeting of the Board or of a Committee of the Board, or by any person actingas a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his appointment had not been terminated. Provided that nothing in this Articleshall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

75. RESOLUTION BY CIRCULAR

Subject to Sections 175 and 179 of the Act and the provisions as contained in these Articles, no resolution shall be deemed to have been passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft together with the necessary papers, if any, to all Directors, or to all members of the Committee, whether in India or not (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), and to all other Directors or members of the Committee at their usual address in India or elsewhere, and has been approved by all such Directors or members of the Committee as are then in India, or by a majority of such of them as are entitled to vote on the resolution (subject to consent of the Somaiya Group Nominees, as are then in India).

76. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

(a) The Company shall cause minutes of all proceedings of every meeting of the Board and the Committee/s thereof to be kept by making within thirty days of the conclusion of every such meeting, entries thereof in books kept for that purpose with their pages consecutively numbered.

(b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(d) The minutes of each meeting shall contain a fair and correct summary of the proceedingsthereat and shall also contain:-

(i) all appointments of Officers;
(ii) the names of the Directors and Alternate Directors present at each meeting ofthe Board;
(iii) all resolutions and proceedings of the meetings of the Board;
(iv) the names of the Directors, if any, dissenting from, or not concurring in,the resolution.

(e) Nothing contained in sub Articles (a) to (d) above shall be deemed to require the inclusionin any such minutes of any matter which in the opinion of the Chairman of the meeting: -

(i) is or could reasonably be regarded as defamatory of any person ;
(ii) is irrelevant or immaterial to the proceedings ; or
(iii) is detrimental to the interests of the Company.

(f) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in this sub article.

(g) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence ofthe proceedings recorded therein.

77. OFFICERS

(a) The Company shall have its own professional management.

(b) The Board shall appoint with the approval of the Chairman, the President and/or Chief Executive Officer and/or Chief Operating Officer and/or Chief Financial Officer of the Company, as well as persons who will be appointed to the posts of senior executive management.

(c) Other officers shall be appointed from time to time with the approval and on the terms as are acceptable to the Managing Director and/or Executive Director of the Company.

(d) The officers of the Company shall serve at the discretion of the Board.

(e) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board, and shall conduct the day today business of the Company.

(f) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory laws, rules and regulations as are required to be complied with by the Company and/or by the Board of Directors of theCompany.

(g) Qualified experienced managerial and marketing executives and other officers shall beappointed for the operation and conduct of the business of the Company.

78. THE SECRETARY

(a) Subject to the provisions of Section 203 of the Act, the Board may (subject to the consent ofthe Somaiya Group Nominees) from time to time appoint any individual as Secretary of the Company to perform such function, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may (subject to the consent of the Somaiya Group Nominees) confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Board and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may (subject to the consent of the Somaiya

Group Nominees) also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

(b) The Company Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of Directors of the Company are required to conform to and shall be designated as such and be the officer in default.

79. DIRECTORS' & OFFICERS' LIABILITY INSURANCE

(a) Subject to applicable Requirements of Law, the Company shall procure, at the Company's cost, comprehensive directors and officers' liability insurance for each Director:

(i) on terms approved by the Board (subject to consent of the Somaiya Group Nominees);
(ii) which includes each Director and Officer as a policy holder,
(iii) is from a recognised insurer approved by the Board; and
(iv) for a coverage for claims of such amount as may be decided by the Board (subject to consent of the Somaiya Group Nominees) from time to time.

Provided that, where any insurance is taken by the Company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

80. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof.

(b) The Board shall provide for the safe custody of the Seal for the time being.

(c) Notwithstanding what has been stated in Article 80(a) hereinabove, the Seal shall never be used (i) except by the authority of the Board (subject to consent of the Somaiya Group Nominees) or a Committee of the Board (subject to consent of the Somaiya Group Nominees, who are members of such Committee of the Board) previously given and (ii) except in the presence of at least one Director (who shall be from time to time nominated by the Board, subject to consent of the Somaiya Group Nominees) or the Company Secretary or such other Person as the Board may (subject to consent of the Somaiya Group Nominees) appoint for the purpose.

(d) The Company shall also be at liberty to have an official Seal(s) in accordance with the Requirements of Law for use at any location in India (other than at the registered office of the Company) or in accordance with section 50 of the Act, for use in any territory, district or place outside India.

81. ACCOUNTS

(a) The Company shall keep at its Office or at such other place in India as the Board (subject to consent of the Somaiya Group Nominees) thinks fit proper books of account in accordance with Section 128 of the Act with respect to -

(i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
(ii) all sales and purchase of goods by the Company;
(iii) the assets and liabilities of the Company.

(b) Where the Board decides to keep all or any of the books of account at any place other than the Office of the Company, the Company shall within seven days of the decision file with the Registrar, a notice in writing giving the full address of that other place.

(c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year or such other period as may be stipulated in the Act or in any other applicable Requirements of Law.

(d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.

82. AUDIT

(a) Auditors shall be appointed in accordance with the provisions of the Act, applicable Requirements of Law and Article 82A herein below and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.

(b) Every account of the Company when audited shall be approved by a General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive.

82A. APPOINTMENT OF AUDITORS

The annual audit of the books of accounts and records and affairs of the Company shall be made each Year immediately following the close of the Financial Year by a known and recognized firm of Chartered Accountants elected by the Members (subject to consent of the Somaiya Group).

83. DOCUMENTS AND NOTICES

(a) A document or notice may be given or served by the Company to or on any Member whether having his registered address within or outside India either personally or by sending it by post to him to his registered address.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the document or notice, provided that where a Member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Member. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

(c) A document or notice may be given or served by the Company to or on the joint-holders of a Share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the Share.

(d) Every Person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Members, shall have been duly served on or given to the Person from whom he derives his title to such Share.

(e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostated or lithographed.

(f) All documents or notices to be given or served by Members on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.

84. DIVIDEND POLICY

(a) Subject to the provisions of Section 123 of the Act, the profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Members in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the Shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment. The Company may before the declaration of any dividend in any financial year transfer such percentage of profits for that financial year as it may consider appropriate to the reserves of the Company.

(b) The Company in General Meeting may declare Dividends, to be paid to Members according to their respective rights and interests in the profits but no Dividends shall exceed the amount recommended by the Board (as approved by the Somaiya Group Nominees), but the Company in General Meeting may declare a smaller Dividend, and may fix the time for payments not exceeding 30 days from the declaration thereof.

(c) (i) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that:

(I) if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years,

(II) if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of the Act or against both.

(ii) The declaration of the Board (subject to the consent of the Somaiya Group Nominees) as to the amount of the net profits shall be conclusive.

(d) The Board may (subject to the consent of the Somaiya Group Nominees from time to time, pay to the Members such interim Dividend as in their judgment the position of the Company justifies.

(e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend.

(f) (i) Subject to the rights of Persons, if any, entitled to Shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any Shares in the Company, Dividends may be declared and paid according to the amount of the Shares.

(ii) No amount paid or credited as paid on Shares in advance of calls shall be treated for the purpose of this regulation as paid on Shares.

(iii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the

Dividend is paid, but if any Shares are issued on terms providing that it shall rank for Dividend as from a particular date such Shares shall rank for Dividend accordingly.

(g) Subject to the provisions of the Act and these Articles, the Board may (subject to consent of the Somaiya Group Nominees) retain the Dividends payable upon Shares in respect of any Person, until such Person shall have become a Member, in respect of such Shares or until such Shares shall have been duly transferred to him.

(h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends orbonus or sale proceeds of fractional certificates or other moneys payable in respect of such Shares.

(i) Subject to the provisions of the Act, no Member shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may (subject to the consent of the Somaiya GroupNominees) deduct from the interest or Dividend payable to any such Member all sums of money so due from him to the Company.

(j) A transfer of Shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.

(k) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slipor receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Member or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint- holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not beliable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Member or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If two or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any moneys payable in respect thereof. Several Executors or Administrators of a deceased Member in whose sole name any Share stands shall for the purposes of this Article be deemed to be joint-holders thereof.

(l) No unpaid Dividend shall bear interest as against the Company.

(m) Any General Meeting declaring a Dividend may on the recommendation of the Board (and subject to consent of the Somaiya Group Nominees), make a call on the Members of such amount 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 will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Members,be set-off against such calls.

85. UNPAID OR UNCLAIMED DIVIDEND

(i) Subject to provisions of section 124 of the Act, if the Company has declared a Dividend but which has not been paid or claimed or the Dividend warrant in respect thereof has not beenposted or sent within 30 days from the date of declaration to any Member entitled to the payment of such dividends, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that regard with any scheduled bank called the “Unpaid Dividend of GODAVARI BIOREFINERIES LIMITED” and transfer to the said account the total amount of Dividend which remains unpaid or in relation to which no Dividend warrant has been posted.

(ii) Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 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”.

(iii) No unpaid or unclaimed Dividend shall be forfeited by the Board.

86. CAPITALISATION OF PROFITS

The Company in General Meeting (subject to consent of the Somaiya Group) may, upon the recommendation of the Board (as approved by the Somaiya Group Nominees), resolve:

i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and

ii) that such sum be accordingly set free from distribution in the manner specified hereinbelow in sub-article (iii) as amongst the Members who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.

iii) The sum aforesaid shall not be paid in cash but shall be applied either in or towards:

(a) paying up any amounts for the time being unpaid on any Shares held by such Members respectively;

(b) paying up in full, un-issued Shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Members in the proportions aforesaid; or

(c) partly in the way specified in sub-article (a) and partly in the way specified in sub- article (b).

87. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

a) The Board shall (subject to the consent of the Somaiya Group Nominees) give effect to a Resolution passed by the Company in pursuance of this regulation.

b) Whenever such a Resolution as aforesaid shall have been passed, the Board shall (subject to the consent of the Somaiya Group Nominees):

(i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid Shares or Securities, if any; and

(ii) generally do all acts and things required to give effect thereto.

88. DISTRIBUTION OF ASSETS IN SPECIE OR KIND UPON WINDING UP

(a) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

89. DIRECTORS' AND OTHERS' RIGHTS TO INDEMNITY

Every Director, Manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any Director, Manager, officer or employee may incur or become liable to by reason of any contract entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provision, against all liabilities incurred by him as such Director, Manager, officer or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all claims.

90. DIRECTORS ETC., NOT LIABLE FOR CERTAIN ACTS

No Director, Manager, officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager, officer or employee or for joining in any receipts or other act for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency, or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any moneys, Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through his own negligence, default, misfeasance, breach of duty or breach of trust.

91. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

(a) The Members shall vote all the Shares owned or held of record by such Members at any Annual or Extraordinary General Meeting of the Company in accordance with these Articles.

(b) The Members shall not pass any resolution or take any decision, which is contrary to any of the terms of these Articles.

(c) The Articles of the Company shall not be amended unless (i) Members holding not less than 75% of the Shares (and who are entitled to attend and vote) cast votes in favour of each such amendment/s to the Articles and (ii) unless the SOMAIYA Group votes in favour of such amendment/s, so long as the SOMAIYA Group are Members of the Company and vote on such amendment/s.

92. SECRECY

(i) Every Director, Manager, Committee Member, Auditor, Trustee, officer, servant, agent, accountant or other Person employed in the business of the Company shall, if so requiredby the Board before entering upon his duties, sign a declaration pledging himself to observestrict secrecy respecting all transactions of the Company and in matters relating thereto and shall by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by Requirements of Law or by the Person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

(ii) No Member, not being a Director shall be entitled except to the extent expressly permitted by the Act or these Articles to enter upon the property of the Company or to require discovery of any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which, in the opinion of the Board will be inexpedient in the interests of the Company to communicate to the public.

PART – B

Notwithstanding anything contained in the foregoing paragraphs of these Articles; till such time the Shareholders Agreement dated February 27, 2015 ("**Shareholders Agreement**") continues to be in force, theprovisions of Part B herein shall apply and in the event of any conflict between the provisions of Part A above and this Part B, the provisions contained in Part B shall at all times, supersede the provisions of Part A.

93. Definitions

"Act" means the (Indian) Companies Act, 2013 and the rules framed thereunder and any amendment or re- enactment thereof for the time being in force provided that with respect to any provisions of the (Indian) Companies Act, 2013 that have not been notified and brought into force as of the Execution Date, the corresponding provisions of the (Indian) Companies Act, 1956 shall continue to apply until their notification and coming into force;

“Affiliate” shall mean any person that, directly or indirectly, ‘Controls’, is ‘Controlled’ by or is under common ‘Control’ with such Person. It is hereby further agreed that in case of Investor, the term “Affiliate” shall include entities which are Managed by Mandala Capital Limited**;**

“Additional Tag Acceptance Notice” has the meaning ascribed to such term in Article 103.5.3 hereof;

“Board” means the duly constituted board of directors of the Company;

“**Business**” means business of manufacturing sugar and associated products derived from sugarcane and other agro feedstock; manufacture of chemicals and related products; the generation and sale of power and fuels from the byproducts and remnants of sugarcane and other agro feedstock and products; wholesale trading and other commercial activities and any and all other activities which are related to, incidental to or conducive, whether directly or indirectly, to the attainment of the foregoing objects as undertaken by the Company;

“**Business Day**” means any day (excluding Saturdays, Sundays and public holidays) on which banks in Mauritius and Mumbai, India are open for normal banking business;

“**Capital Investment Programme**” means the capital investment program set out in the Schedule 6 of the Shareholders Agreement;

“Charter Documents” means the memorandum of association and the articles of association of the Company and each Promoter which is an incorporated entity and the relevant constitutional documents of the Investor as applicable;

“Closing Date” has the meaning ascribed to such term in the Share Subscription Agreement;

“Competitor” shall mean any Person which derives substantial revenue from the business of sugar and/or ethanol or its respective derivatives;

“Control” shall mean the power to direct the management and policies of an entity through (i) the ownership of more than 50% of the shares or securities of such entity; or (ii) control the composition of the board of directors of such entity;

“Control Transaction” shall mean such transaction wherein the Transfer of Shares by the Selling Shareholder would result into any of the following consequences, whether by operation of Law or otherwise:

(i) change in ‘Control’ of the Company; or
(ii) conferring the ‘Control’ of the Company to the Third Party Purchaser or the Proposed Buyer, as the case may be; or
(iii) the Promoters ceasing to be in ‘Control’ of the Company.

In case of Transfer of Shares by more than one Selling Shareholder occurring at the same time, on an aggregate basis, results into any of the consequences mentioned above, then such proposed Transfer, collectively, shall also be deemed to be a ‘Control Transaction’. However, any Transfer of Shares inter se between the Promoters shall not be construed to be a “Control Transaction”.

“Committee” has the meaning ascribed to such term in Article 100.1.1 hereof;

“Deed of Adherence” shall have the meaning ascribed to it in the Shareholders Agreement;

“Director” means an individual director on the Board (including any duly appointed additional or alternate director);

“Effective Date” means the date on which the allotment of Subscription Shares by the Company to the Investor occurs in accordance with the provisions of the Share Subscription Agreement;

“Encumbrance” has the meaning ascribed to such term in the Share Subscription Agreement;

"Equity Share(s)" means the fully paid-up equity shares of face value of Rupees Ten only (Rs. 10/-) each of the Company issued from time to time, together with all rights, obligations, title and interest in and to such shares;

"**Event of Default**" shall have the meaning ascribed to it in the Shareholders Agreement.

"Financial Statements" means the balance sheet, profit and loss account, and cash flow statements of the Company, prepared in accordance with Indian GAAP and applicable Laws;

"Future Funding" shall have the meaning ascribed to such term in Article 98.1 hereof;

"Indian GAAP" means the generally accepted accounting principles consistently applied, as in effect from time to time in India;

"Investor" means the Mandala Capital AG Limited, a company incorporated and validly existing under the laws of Mauritius with its principal place of business at C/o Apex House, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius;

"Investor ROFO Notice" has the meaning ascribed to such term in Article 103.7.2 hereof;

"Investor ROFO Period" has the meaning ascribed to such term in Article 103.7.2 hereof;

"Investor ROFO Shares" has the meaning ascribed to such term in Article 103.7.2 hereof;

"Investor Nominee Director" has the meaning ascribed to such term in Article 100.1.1 hereof;

"Investor's Third Party Purchaser" has the meaning ascribed to such term in Article hereof;

"IPO" shall mean the initial public offering of the Company whereby the Company's Equity Shares are listed and admitted for trading in any of the stock exchanges;

"Law(s)" means any law, any rule, regulation, ordinance, order, instructions, treaty, judgment, decree, injunction, permit or decision of any central, state or local government, authority, agency, court or other body having jurisdiction over the matter in question, including without limitation, those relating to the Business, Foreign Exchange Management Act, 1999 and regulations issued there under, legislations pertaining to protection of environment, zoning, town and country planning, as may be in force from time totime;

"Managed by Mandala Capital Limited" means entities managed by Mandala Capital Limited and the term "Manage" shall be construed accordingly; provided, however, that the term Managed by Mandala Capital Limited shall not include the portfolio entities in which Mandala Capital Limited through one or more of its pooling vehicles or investment vehicles, has, directly or indirectly, made any investment;

"Mandala Capital Limited" means Mandala Capital Limited, a limited liability company with a Category I Global Business License, incorporated under the laws of Republic of Mauritius, having its registered officec/d Apex House, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius and which is the investment manager of funds managed by it;

"Meeting on Shorter Notice" has the meaning ascribed to such term in Article 100.4.2 hereof;

"Observer" has the meaning ascribed to such term in Article 100.3.1 hereof;

"Other Shareholders" shall mean those shareholders in the Company, not being Promoters, who collectivelyhold 9.84% (nine decimal eight four percent) of the paid up share capital of the Company as of the Effective Date;

"Person" means any natural person, limited or unlimited liability company, corporation, partnership (whether limited or unlimited), proprietorship, Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, organization or association or body of persons, whether incorporated or not;

“Post-Money Valuation” shall mean the aggregate of Rupees Five Hundred and Eighty Five Crores plus the Subscription Amount;

“Promoter” means Mr. Samir Somaiya;

“**Proposed Buyer**” shall have the meaning ascribed to it in Article 103.4.1;

“Reserved Matters” shall have the meaning ascribed in Article 101;

“Right of First Offer” has the meaning ascribed to such term in Article 103.3.1 hereof;

“Right of First Refusal” has the meaning ascribed to such term in Article 103.4.1 hereof;

“ROFO Notice” has the meaning ascribed to such term in Article 103.3.1 hereof;

“**ROFO Period**” has the meaning ascribed to such term in Article 103.3.2 hereof;

“**ROFO Shares**” has the meaning ascribed to such term in Article 103.3.1 hereof;

“**ROFR Notice**” has the meaning ascribed to such term in Article 103.4.1 hereof;

“**ROFR Shares**” has the meaning ascribed to such term in Article 103.4.1 hereof;

“**ROFR Period**” has the meaning ascribed to such term in Article 103.4.2 hereof;

“Samir Somaiya” refers to Mr. Samir Somaiya, son of Mr. Shantilal Somaiya, resident of Padmanabh, M.L. Dahanukar Marg, Mumbai, and includes his heirs, executors, administrators and permitted assigns;

“Samir Somaiya’s Right of First Offer” has the meaning ascribed to such term in Clause 103.7.2 hereof;

“Selling Shareholder” in the context of the provisions contained in Article 103 shall mean the Promoters proposing to sell its Shares;

“Shares” shall mean the Equity Shares and/pr convertible shares of the Company;

“Share Subscription Agreement” shall mean the share subscription agreement of even date entered into between the Company, the Promoters and the Investor;

“Shareholders” shall mean and refer collectively to the Promoters, Investor, Other Shareholders and any Person who becomes a shareholder of the Company and executes a Deed of Adherence, in each case for so long as such Person remains a shareholder of the Company; “Shareholder” shall refer to any one of them, as the context may require;

“**Subscription Amount**” has the meaning ascribed to such term in the Share Subscription Agreement;

“Tag Acceptance Notice” has the meaning ascribed to such term in Article 103.5.2 hereof;

“Tag Along Right” has the meaning ascribed to such term in Article 103.5.2 hereof; “Tag Offer Notice” has the meaning ascribed to such term in Article 103.5.1 hereof;

“Third Party Purchaser” has the meaning ascribed to such term in Article 103.3.4 hereof;

“Transaction Documents” shall have the meaning ascribed to it the Share Subscription Agreement;

“Transfer”, in the context of Shares or any interest in Shares means any of the following: (a) sell, assign, transfer or otherwise dispose of, or grant any option over, any Shares or any interest in Shares; (b) create or permit to subsist any Encumbrance over Shares or any interest in Shares; (c) enter into any agreement in respect of the votes or any other rights attached to any Shares; or (d) renounce or assign any right to receiveany Shares or any interest in Shares.

94. Interpretations

Unless the context of this Part B otherwise requires:

i. All capitalised terms used in any Article hereto and not defined in Article 93 above shall have the meaning ascribed to them in such relevant Article, unless the context otherwise requires.

ii. The terms "hereof", "herein", "hereby", "hereto" and derivative or similar words refer to this entirePart B or specified sections of this Part B, as the case may be.

iii. The words "include", "including" and "in particular" shall be construed as being by way of illustration or emphasis only and shall not be construed as, nor shall they take effect as, limiting the generality of any preceding words.

iv. The headings are inserted for convenience only and shall not affect the construction of this Part B.

v. Unless the context requires otherwise, words importing the singular include the plural and vice versa, and pronouns importing a gender include each of the masculine, feminine and neutral gender.

vi. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment, whether before or after the date of execution hereof, for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.

vii. Unless the context otherwise requires, if any act is to be done on a day which is not a Business Day, then such act shall be done on the following Business Day.

viii. Any reference to this Part B shall include all amendments, changes and/or modifications made tothis Part B in accordance with the provisions hereof.

95. CONDUCT AND DEVELOPMENT OF THE BUSINESS

95.1. Conduct and Promotion of the Business

The Shareholders shall vote their Equity Shares and otherwise act within their power (so far as they lawfully can) to ensure that: (i) the Business shall be conducted in accordance with the Capital Business Programme and sound and good business practise; and (ii) that the Company shall not act (a) otherwise than in accordance with applicable Laws and the Charter Documents; or (b) in any way which might reasonably be likely to expose any officer, director or manager of the Company or the Shareholders to civil or criminal liability or sanction under the applicable Laws.

96. DIVIDENDS

96.1 The Board shall favour the distribution to the Shareholders cash available for distribution, which is not required for the activities in which the Company, is currently engaged, or in which the Companyplans with reasonable clarity to engage in the future. At the end of each year, the Board shall review the cash generated and available to the Company for such internal needs and for distribution. After taking into account cash needed for such operations and capital programmes (including the reduction of debt), the Company shall agree to distribute the remaining distributable earnings to the Shareholders as dividends. The Board shall also consider efficient mechanisms for making such distributions such as bonus share issuance in accordance with applicable Laws.

97. UTILIZATION OF PROCEEDS

97.1 Except as specifically provided in this Part B, the Company shall use the proceeds from the Subscription Amount solely in line with the Capital Investment Programme and for the redemption of preference shares as provided in Clause 2.7 of the Share Subscription Agreement.

98. FUTURE FUNDING

98.1. If the Board determines, in accordance with applicable Laws, that the Company requires financing to meet its operating and business requirements (including, without limitation, the requirements of the Capital Investment Programme) ("**Future Funding**"), then the manner of raising Future Funding, the quantum of Future Funding and the deployment of Future Funding shall be determined by the Board. Nothing contained herein shall be deemed to obligate the Investor to make any additional capital contributions to the Company.

99. GOVERNANCE OF THE COMPANY

99.1 The respective rights and obligations of the Shareholders in relation to the Company and the Business shall be regulated by the Charter Documents, specifically this Part B. The Shareholders shall comply with the provisions of this Part B and all other provisions of the Charter Documents which relate to them and such provisions of this Part B and other provisions of the Charter Documents shall be enforceable by the Shareholders amongst themselves in whatever capacity.

99.2 The Company shall comply with all of its obligations under the Charter Documents, specifically this Part B and the Transaction Documents.

99.3 Each Shareholder shall exercise all voting and other rights and powers vested in or available to it to procure the convening of all meetings, the passing of all resolutions and the taking of all steps to give effect to the provisions of this Part B.

99.4 The Promoters shall (so far as they lawfully can) exercise all voting rights as far as permitted by the applicable Laws so as to procure that at all times till the time this Part B remains operational: (i) the provisions concerning the structure and organisation of the Company and the regulation of its affairs as set out in this Part B are duly observed and given full force and effect; and (ii) all obligations of the Company under this Part B are duly fulfilled and performed and complied with.

100. THE BOARD AND SHAREHOLDER MEETINGS

100.1 <u>Constitution of the Board</u>

100.1.1 The Investor shall have the right to appoint and maintain in office one (1) non- retiring Director ("**Investor Nominee Director**") till such time that the Investor is a Shareholder in the Company except for – (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company. The Investor Nominee Director shall also be a member of all the present and future committees and sub-committees (except for the research committee and corporate social responsibility committee) constituted by the Board ("**Committee**"). The Investor Nominee Director shall not be required to hold any qualification shares of the Company or be liable to retire by rotation. It is further agreed that Mr. Uday Garg shall be the initial Investor Nominee Director and shall continue to be the Investor Nominee Director till such time he is associated with Mandala Capital Limited or its Affiliates and in his absence Mr. Dominic Redfern shall be the Investor Nominee Director till such time Mr. Dominic Redfern is associated with Mandala Capital Limited or its Affiliates and in his absence, any other person associated with Mandala Capital Limited or its Affiliates, who holds a similar designation as Mr. Uday Garg or Mr. Dominic Redfern shall be nominated to be the Investor Nominee Director. Notwithstanding the foregoing, the Investor shall, subject to consent of Samir Somaiya, have the right to nominate any other person associated with Mandala Capital Limited or its Affiliates as the Investor Nominee Director.

100.1.2 The Investor Nominee Director may be removed as a Director of the Company at any time by notice in writing to the Company by the Investor and in such event the Company shall undertake all steps to replace such Director from his position(s) and appoint another Director, as nominated by the Investor in his place in accordance with Article 100.1 and the Charter Documents.

100.1.3 The Investor Nominee Director shall (so far as it legally can) be entitled to disclose from time to time, any and all information received by it to the Investor.

100.1.4 The Investor Nominee Director shall not be responsible for the day-to-day management of the Company and shall not be liable for any failure by the Company to comply with applicable Laws and shall not be considered to be an "officer in default" (under the Act) or an "occupier" (of the Company's premises) or "a person in charge of and responsible to the Company for the conduct of business of the Company" to the extent permitted under applicable Laws. In the event that any notice or proceedings have been filed against an Investor Nominee Director by reason of such Investor Nominee Director being included within the scope of "officer(s) who is in default" or "a person in charge" or "occupier", the Company shall and the Promoters (in their capacity as shareholders) shall ensure that the Company shall (i) take all reasonable efforts so that the name of the Investor Nominee Director is excluded; and the charges/ proceedings against such Director are withdrawn; (ii) take, and cause all best reasonable steps to be taken, to defend the InvestorNominee Director against such proceedings; and (iii) pay all costs, damages, fines that may be levied against the Investor Nominee Director.

100.2 <u>Alternate Directors</u>

100.2.1 The Investor Nominee Director shall be entitled to nominate an alternate (and such nominee shall be appointed by the Board as an alternate Director) to attend and vote at Board meetings or meeting of Committee in his/ her absence. Such appointee shall be required to be approved in writing by the Investor. Upon such nomination, approval and appointment, the alternate Investor Nominee Director shall be entitled to constitute the quorum, vote, issue consent, sign a written resolution and exercise all such rights to which the Investor Nominee Director is entitled. It is agreed that Mr. Dominic Redfern shall be the initial alternate director till such time Mr. Uday Gargis the Investor Nominee Director and thereafter, any other person associated with Mandala Capital Limited or its Affiliates, who holds a similar designation as Mr. Uday Garg or Mr. Dominic Redfern shall be nominated to be the alternate director. Notwithstanding the foregoing, the Investor Nominee Director shall, subject to consent of Samir Somaiya, have the right to nominate any otherperson associated with Mandala Capital Limited or its Affiliates as the alternate director.

100.3 <u>Observer</u>

100.3.1 The Investor shall also have the right to appoint and remove from time to time one Board observer ("**Observer**"), who shall be entitled to attend all Board meetings and meetings of the Committee and be given all relevant information as is provided to the Board members, but such Observer shall not be entitled to participate in discussions or vote at the Board meetings or at the meetings of the Committee. The Investor shall have the right to appoint the Observer till such time the Investor continues to remain a Shareholder, except for – (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paidup share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

100.4 <u>Meetings of the Board</u>

100.4.1 Meetings of the Board shall be held at least once every three (3) months and otherwise as often as circumstances require. All meetings of the Board shall be conducted in English. The Company shall keep a book of all resolutions and the minutes of all meetings of the Board in which there shall be recorded the time and place of such meeting, the notice thereof given, the names of those present and the proceedings thereof.

100.4.2 At least fourteen (14) Business Days prior written notice of a Board meeting shall be given to each Director and his alternate (if any), provided a meeting of the Board may be convened at shorter notice with the consent of all the Directors (including the Investor Nominee Director) (the "**Meetingon Shorter Notice**") in accordance with the provisions of the Act. All notices for meetings (including for Meeting on Shorter Notice) of the Board shall be in writing, shall specify the detailed agenda setting forth the business to be transacted, identifying in reasonable detail the issues to be considered by the Directors at any such meeting along with the copies of the relevant papers to be discussed at the meeting to all the Directors. No business shall be transacted at the meeting of the Board, which requires a resolution to be passed on any Reserved Matter without the Investor Nominee Director present/ participating.

100.4.3 The Parties hereby agree that in addition to matters which are required under applicable Laws tobe approved by the Board, the following actions, prior to being undertaken by the Company, shall also be required to be approved by the Board and shall be included in the notice or agenda sent for the relevant Board meeting of the Company:

(i) creation or modification of any employee stock option or other equity incentive plan and approval of any option or incentive grants;
(ii) adoption of Financial Statements;
(iii) appointment or change of the statutory or internal auditors of the Company;
(iv) changes to accounting or tax policies or practices (other than those required by applicable Laws);
(v) amendment / modification to the loan agreements/ arrangements.

100.4.4 The Investor shall have the rights provided in Articles 100.4.2 and 100.4.3 above, till such time the Investor remains a Shareholder, save and except for - (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

100.5 The quorum for any meeting of the Board shall be such number of Directors as is required underthe Act.

100.6 Directors shall be afforded the opportunity to and may participate in a meeting of the Board by means of videoconference or similar communication means such that all persons participating in the meeting can hear each other, and participation in a meeting without interruption in communications and in accordance with the procedure prescribed under applicable Laws. The participation of a Director, pursuant to this provision shall, unless prohibited by applicable Laws shall be counted towards a valid quorum for such meeting.

100.7 Except for resolutions which the Act requires to be passed at a physical meeting of the Board, a resolution of the Board may be passed by the Directors by circulation. A written resolution circulated to all the Directors of the Board, whether in India or overseas and signed by a majority of them as approved, shall (subject to compliance with the relevant requirements of the Act) be as valid and effective as a resolution duly passed at a meeting of the Board, called and held inaccordance with these Articles and the Charter Documents (provided that it has been circulated in draft form, together with the relevant papers, if any, to all the Directors).

100.8 A decision shall be validly made and/ or a resolution validly passed at a meeting of the Board only if passed at a validly constituted meeting and (except as otherwise provided under applicable Laws) by a simple majority of the Directors present and voting at the relevant meeting of the Board. Each Director shall be entitled to one vote. Further, in case of Reserved Matters, for resolutions to be construed as being validly passed, the same shall also be required to comply with the provisions of Article 101.

100.9 The provisions pertaining to convening and conduct of meeting of the Board shall apply *mutatis mutandis* in relation to all the meetings of the Committees.

100.10 <u>Quorum for Shareholders Meeting</u>

100.10.1 Meetings of the Shareholders shall be called at such times as may be required by the Charter Documents and by the Act, and in any event at least once in each calendar year. The quorum for a Shareholders meeting shall be as is required under the Act.

100.10.2 The presence of an authorized representative of a Shareholder, whether in person or through electronic means (whether by way of video-conferencing or other means of communications), to the extent permitted under the applicable Laws, shall be counted towards the valid quorum of the concerned Shareholders meeting.

100.11 <u>Notice of Shareholders Meetings</u>

100.11.1 Unless otherwise agreed in writing by the Shareholders and subject to the provisions of the Act, at least twenty one (21) days prior written notice shall be given by the Company to its Shareholders of any proposed Shareholders meeting in accordance with the provisions of the Act. The Shareholders meeting may also be held at a shorter notice as per the provisions of the Charter Documents and the Act.

100.11.2 Every notice of a proposed Shareholders meeting shall be accompanied by a statement specifying the general nature of the business to be conducted at such meeting and the effect of the proposed resolution in respect of such business. The relevant notice and agenda shall be sent by facsimile transmission, to be followed immediately by confirmation by mail or by hand or by way of electronic mode in accordance with the provisions of the Act. Without prejudice to any other provision of the Articles, no item, which is not specified in the notice convening any Shareholders meeting shall be discussed or resolved upon at such Shareholders meeting.

100.12 Voting

100.12.1 Voting at Shareholders meetings shall always be by way of poll, unless the members present at a Shareholders meeting, including the authorized representative(s) of the Investor, unanimously agree to have voting at such Shareholders meeting by "show of hands". The Shareholders shall also be permitted to cast their vote through "postal ballot" to the extent permissible under the applicable Laws.

101. RESERVED MATTERS

101.1 The following provisions shall be applicable with respect to the matters set out in Article 101.3 ("**Reserved Matters**"):

101.1.1 Till such time the Investor continues to remain a Shareholder, the Promoters (in their capacity as shareholders) shall ensure that no Reserved Matters shall be decided, acted upon or implemented by the Company (either directly by the Company itself or through any other entity Controlled, whether directly or indirectly, by the Company and/ or the Promoters or its Affiliates) without prior written approval of the Investor.

101.1.2 Till such time the Investor continues to remain a Shareholder, where any resolution relating to any of the Reserved Matters is placed before the Shareholders meeting of the Company and/ or meeting of the Board or any Committee, and in such meeting the Investor Nominee Director (in case of a meeting of the Board) or the Investor or the duly authorized representative of the Investor(in case of a meeting of Shareholders) is present, then no such resolution shall be deemed to have been passed unless the Investor Nominee Director or the Investor or its duly authorized representative of the Investor, as applicable, votes in favour of such resolution.

101.1.3 Till such time the Investor continues to remain a Shareholder, in the event the Investor Nominee Director or the duly authorized representative of the Investor are not present in a Shareholders meeting of the Company and/ or meeting of the Board or any Committee, wherein any resolution relating to any of the Reserved Matters is placed and the Investor or its Investor Nominee Director, as the case may be, informs, in writing, the Company or the Board of its approval for such resolution being passed on any Reserved Matter (notwithstanding their inability to participate/ attend) prior to such meeting then a resolution may be passed by the Board or Shareholders on such Reserved Matter (notwithstanding the absence of the participation/ attendance of the Investor's authorized representatives or Investor Nominee Director, as the case may be).

101.1.4 Till such time the Investor continues to remain a Shareholder, in the event the Investor Nominee Director or the duly authorized representative of the Investor are not present in a Shareholders meeting or the Company and/ or meeting of the Board or any Committee, wherein any resolution relating to any of the Reserved Matters is placed and, then, such resolution, if can be validly passed in accordance with the applicable Laws, on such matter shall be subject to receipt of written approval of the Investor. Upon completion of such Shareholders meeting/ Board meeting or any Committee, the Company shall immediately notify the Investor of such resolution and then within twenty five (25) days of receipt of such notification, Investor shall inform the Company, in writing,of its approval or disapproval of such resolution, as the case may be and in the event the Investor does not inform the Company its approval or disapproval in writing within the specified time, the Investor shall deemed to have approved the such resolution.

101.2 Notwithstanding anything contained herein to the contrary, the Investor shall have the rights statedin the Article 101.1 above, so long as it is a Shareholder except for – (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's Shareholding stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

101.3 The following matters shall be considered as Reserved Matters:

(i) Any modification to the equity capital structure of the Company, otherwise than through issue of any equity shares, compulsorily and mandatorily convertible preference shares or compulsorily and mandatorily convertible debentures, in accordance with these Articles.

(ii) Any change from the Capital Investment Programme, which exceeds the allocated budget forany activity under the Capital Investment Programme by 20%.

(iii) Altering rights or terms of any class of securities of the Company.

(iv) Authorization of any incurrence of indebtedness such that the debt: equity ratio of the Company exceeds 5:1.

(v) Save and except for creation of pledge on the Equity Shares of the Company requiredpursuant to any loan from a financial institution for the purposes of Business, creation of pledge on the Equity Shares of the Company or extending any guarantee or commitment to secure any loan either by the Company or for any third person.

(vi) Distribution of dividends, redemptions or repurchases in respect of any class or series of securities.

(vii) Any change in Control of the Company.

(viii) Merger, demerger, compromise, settlement, arrangement, reconstruction or amalgamation, and any other form of restructuring in accordance with the provisions of the Act, whicheveris applicable. Sale or transfer of any assets or Business of the Company, in aggregate (whether by way of a single transaction or by way of a series of transactions) exceeding 10% of the net asset value in a financial year, excluding products inventory sold on an arms' length basis in the ordinary course of business.

(ix) Any public issue or public listing of the Company's securities, wherein the (i) aggregate valuation of the Equity Shares of the Company is less than Rs. 12,000,000,000 (TwelveHundred Crores); or (ii) the aggregate proceeds proposed to be raised by the Company from such public issue or public listing is less than Rs. 15,00,000,000 (Rupees One Hundred Fifty Hundred Crores).

(x) Any amendment of the articles of association or memorandum of association of the Company affecting the rights of the Investor under Law.

(xi) Other than in the manner approved by the Board (a) acquisition of any securities or voting power in any third party; (b) entering into any joint venture; (c) profit sharing arrangement or similar arrangement with any third party; or (d) any related party transactions and approval of any payments under related party transactions.

(xii) Prepayment of any related party creditor, which creditor is existing as on the Effective Date.

(xiii) Any decision relating to the appointment or termination of managing director (save and except for the appointment or reappointment of Samir Somaiya as the managing director).

(xiv) Settlement, or commencement, of any material litigation (involving an amount in excess of 10% of the net worth of the Company calculated in accordance with the Act).

(xv) Expenditure on ‘corporate social responsibility’ related initiatives of the Company, exceeding any of the following limits in a financial year:

a) 10% (ten percent) of the net profits (calculated in accordance with the Act) of the Company in the immediately preceding financial year; or

b) Rs. 2 (two) crores in case there were no profits in the Company in the immediately preceding financial year.

102. PRE-EMPTIVE RIGHT AND ANTI-DILUTION

102.1 The Investor shall have the right to participate in any further issuance of Equity Shares or instruments which are fully and mandatorily convertible into Equity Shares in proportion to its then existing shareholding in the Company.

102.2 In case any further issuance is done by the Company by way of issuance of instruments which are not fully and mandatorily convertible into Equity Shares, then in such cases, at the time of conversion of such instruments into Equity Shares, if any, the Investor shall have the right to subscribe to such number of additional Equity Shares in the Company such that the shareholding percentage of the Investor in the Company post such conversion does not stand diluted.

102.3 The Parties hereby agree that the subscription of the additional Equity Shares or other instruments by the Investor shall be at a price determined by the Board but shall be at no less favourable terms than are offered to the other third party. The Parties hereby further agree that the subscription of the additional Equity Shares or other instruments by the Investor, may be done by the Investor by itself and/ or through any of its Affiliates.

102.4 The Parties agree that any further round of future funding by any other third party would not be at a valuation lower than the Post Money Valuation, without the express written consent of the Investor.

102.5 The Parties agree that the Company may issue additional equity shares or instruments compulsorily and mandatorily convertible into equity shares or buy back its existing securities, if required in order to comply with any regulatory or judicial order binding on the Company. Further, the Parties agree that any such issuance shall be in compliance with the provisions of Articles 102.1 to 102.4 above, unless otherwise agreed by the Parties.

102.6 The Investor shall have the rights provided in Articles 102.3 and 102.4 above, till such time the Investor remains a Shareholder, save and except for - (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

103. RESTRICTIONS ON TRANSFER OF SHARES

103.1 General

103.1.1 The Investor or the Promoter shall not, directly or indirectly, Transfer any Shares of the Company or any right, title or interest therein or thereto, except as expressly permitted by the provisions of these Articles. Any attempt to Transfer any Shares of the Company in violation of these Articles shall be null and void *ab initio*.

103.1.2 The Company hereby agrees and undertakes that it shall not recognize and/or record any Transfer of the Equity Shares of the Company that is not in accordance with the terms of these Articles. Subject to the above, within ten (10) Business Days after registering any Transfer of Equity Shares in the Company in the register of members or other appropriate record, the Company shall send a notice to the Investor and Promoters, stating that such Transfer has taken place and setting forth the name of the transferor, the name of the transferee and the number and type of Shares of the Company involved, including the price at which the Shares of the Company have been transferred.

103.1.3 Notwithstanding any other provision of these Articles, no Transfer of Shares of the Company may be made other than pursuant to these Articles, unless (a) the transferee has agreed to be bound by the terms and conditions of the Articles and has executed a Deed of Adherence, (b) the Transfer complies in all respects with the other applicable provisions of the Articles and (c) the Transfer complies in all respects with applicable Laws.

103.1.4 In the event of transmission of Shares of the Company to an heir of an individual Shareholder, upon the death of such Shareholder, the heir shall, as a condition precedent to such transmission, be bound by the Charter Documents of the Company, and shall be deemed to have accepted to be so bound by the act of accepting such transmitted Shares.

103.2 Transfer of Shares by the Investor

103.2.1 The Investor may Transfer all or any of its shareholding in the Company to an Affiliate.

103.2.2 In case of transfer of Shares by any Investor to its Affiliate, such Affiliate shall execute the Deed of Adherence. If at any point in time, such Affiliate ceases to be an Affiliate of the Investor then such Affiliate would be required to transfer its Equity Shares back to the Investor. In case of Transfer of Equity Shares by Investor to its Affiliate, the provision contained in Article 103.7 shall not be applicable.

103.2.3 The Investor shall be free to sell its shareholding in the Company, either in part or in full, to any third party(ies) other than to any Competitor(s). However, the foregoing restriction shall not be applicable on the Investor in case of (a) expiry of seven (7) years from the Closing Date; or (b) occurrence of an 'Event of Default'– arising due to acts or omissions of the Promoter.

103.2.4 Notwithstanding what is stated in this Article 103.2, upon the Transfer of any Equity Shares by the Investor to an Affiliate or a third party, such Affiliate or third party transferee shall not be entitledto any rights under these Articles other than rights which such Affiliate or the third party transferee,as the case may be, would be entitled to under the Act, unless specifically agreed otherwisebetween the Parties.

103.3 Right of First Offer

103.3.1 If at any time, the Selling Shareholder proposes to Transfer any of its Shares of the Company to a Person other than to an Affiliate, however, has not identified a purchaser for its Equity Shares, then the Investor shall have a right of first offer ("**Right of First Offer**"). The Selling Shareholder shall send an offer notice ("**ROFO Notice**") to the Investor setting out the number of Shares proposed to be offered by the Selling Shareholder ("**ROFO Shares**"), the proposed price range and other terms and conditions, if any.

103.3.2 Within thirty (30) days of the receipt of such ROFO Notice ("**ROFO Period**"), the Investor may send a written notice to the Selling Shareholder, confirming its acceptance or non-acceptance of the offer contained in the ROFO Notice. In case of acceptance of the offer contained in the ROFO Notice, the Investor shall in its communication also specify the price which falls within the proposed price range given in the ROFO Notice.

103.3.3 In the event, the Investor accepts the offer made in the ROFO Notice within the ROFO Period, in the manner stated above in Article 103.3.2 above, then it shall be entitled to purchase the ROFO Sharesof the Selling Shareholder either by itself and/or through its Affiliates or through its nominees. Further, such purchase by Investor and/or its Affiliates must be completed within forty five (45)days of the expiry of the ROFO Period.

103.3.4 In the event the Investor does not accept the said offer made in the ROFO Notice or fails to respondto the ROFO Notice within the ROFO Period, then the Selling Shareholder may sell the ROFO Shares to any third party ("**Third Party Purchaser**") in the manner as given in Article 103.3.5 and 103.3.6 below.

103.3.5 Once the Selling Shareholder has identified the Third Party Purchaser, then prior to the Transfer of ROFO Shares to such Third Party Purchaser, the Selling Shareholder shall provide a Tag Offer Notice to the Investor in accordance with Article 103.5.

103.3.6 The Transfer of ROFO Shares to Third Party Purchaser (along with any Equity Shares held by the Investor as specified by the Tag Acceptance Notice and Additional Tag Acceptance Notice shall be completed within forty five (45) days of the expiry of the ROFO Period and shall be on the price which has been specified in the Tag Offer Notice, which price must fall within the price range specified in the ROFO Notice and on the other terms and conditions, if any, specified in the ROFO Notice. For clarity it is hereby agreed that in case the Investor does not exercise its Tag Along Right upon receipt of the Tag Offer Notice, then in such an event any Transfer of ROFO Shares to theThird Party Purchaser shall be completed within the time period and in the manner as specified aforesaid in this Article 103.3.6.

103.3.7 In the event the Transfer of ROFO Shares is not completed in the manner provided in Articles 103.3.5 and 103.3.6 above and the Selling Shareholder still wishes to Transfer the said ROFO Shares to an unidentified Third Party Purchaser then the process as described in Articles 103.3.1 to 103.3.6 above shall be repeated. Further, in the event the Transfer of ROFO Shares is not completed in the manner provide in Articles 103.3.5 and 103.3.6 above, for any reason whatsoever, and the Selling Shareholder proposes to Transfer the ROFO Shares to the identified Third Party Purchaser, then the process as described in Articles 103.4.1 to 103.4.5 below shall be followed.

103.3.8 The Investor shall have the rights provided in Articles 103.3.1 to 103.3.7 above, till such time the Investor remains a Shareholder, save and except for - (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

103.4 Right of First Refusal

103.4.1 If at any time, the Selling Shareholder proposes to Transfer any of its Shares in the Company to any Person other than to an Affiliate on account of a situation other than those covered under Article 103.3 above, then the Investor shall have a right of first refusal ("**Right of First Refusal**") on same terms and conditions (including price) as offered by the proposed buyer ("**Proposed Buyer**") to the Selling Shareholder. The Selling Shareholder shall send an offer notice ("**ROFR Notice**") to the Investor setting out the details, namely, the identity of the Proposed Buyer, the number of Equity Shares proposed to be sold by the Selling Shareholder ("**ROFR Shares**"), the price and other terms and conditions, ifany.

103.4.2 Within thirty (30) days of the receipt of such ROFR Notice ("**ROFR Period**"), the Investor may send a written notice to the Selling Shareholder of either its acceptance or non-acceptance of the offer contained in the ROFR Notice. In the event, the Investor accepts the offer made by the Selling Shareholder in the ROFR Notice within the ROFR Period, in the manner stated above, then the Investor shall be entitled to purchase the ROFR Shares from the Selling Shareholder either itself and/or through its Affiliates or through its nominees. Further, such purchase of ROFR Shares by the Investor and/or its Affiliates must be completed within forty five (45) days of the expiry of the ROFRPeriod.

103.4.3 In the event the Investor does not accept the offer made in the ROFR Notice within the ROFR Period or fails to respond to the ROFR Notice within the ROFR Period, then the Selling Shareholder may Transfer the ROFR Shares to the Proposed Buyer in the manner contemplated in Article 103.4.4 below.

103.4.4 Prior to the Transfer of ROFR Shares to the Proposed Buyer, the Selling Shareholder shall provide a Tag Offer Notice to the Investor in accordance with Article 103.5. The Transfer of ROFR Shares by the Selling Shareholder to the Proposed Buyer (whether with or without the Investor exercising its Tag Along Right as described in Article 103.5 below) must be completed within forty five (45) days of the expiry of the ROFR Period and shall be on a price specified in the ROFR Notice and on such terms and conditions, if any, as specified in the ROFR Notice.

103.4.5 In the event the Transfer of ROFR Shares is not completed in the manner stated in Article 103.4.4 above, or in the event the Selling Shareholder proposes to Transfer the ROFR Shares to the Proposed Buyer at a price which is not same as the price mentioned in the ROFR Notice, then the process described in Articles 103.4.1 to 103.4.4 shall be repeated.

103.4.6.The Investor shall have the rights provided in Articles 103.4.1 to 103.4.5 above, till such time the Investor remains a Shareholder, save and except for - (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

103.5 Tag Along Right

103.5.1 Prior to the Transfer of ROFO Shares to any Third Party Purchaser or prior to the Transfer of ROFR Shares to the Proposed Buyer, as the case may be, the Selling Shareholder shall send a written notice to the Investor proposing if the Investor wishes to tag its Shares along with the ROFO Shares or ROFR Shares, as the case may be ("**Tag Offer Notice**"). Where the Tag Offer Notice relates to the ROFO Shares, the Tag Offer Notice must also specify the identity of the Third Party Purchaser and the exact sale price (which price must fall within the price range specified in the ROFO Notice).

103.5.2 Each Tag Offer Notice sent in accordance with Article 103.5.1 above shall provide the Investor with fifteen (15) days period to either accept or reject the offer made in Tag Offer Notice. In the event, the Investor accepts the offer made in the Tag Offer Notice then the Investor shall send a written notice ("**Tag Acceptance Notice**") to the Selling Shareholder. In the Tag Acceptance Notice the Investor shall specify the number of Equity Shares it proposes to tag with the ROFO Shares or ROFR Shares, as the case may be, and the Investor shall be entitled to exercise its tag along right ("**Tag Along Right**") in the following manner:

(i) In case the Shareholding of the Investor in the Company falls below the following percentage:

(i) seven percent (7%) of the paid up share capital of the Company due to Transfer of Equity Shares by the Investor; or (ii) five percent (5%) of the paid up share capital of the Company due to issuance of further Equity Shares by the Company, the Investor may, at its discretion, require the Selling Shareholder to cause the Third Party Purchaser or the Proposed Buyer, as the case may be, to purchase the entire or lesser shareholding of the Investor on terms and conditions (including price) no less favorable than the sale of the ROFO Shares or ROFR Shares, as the case may be. For avoidance of doubt it is clarified that in the event the Shareholding of the Investor in the Company falls below the percentage specified aforesaid in this Article, then the Selling Shareholders shall not be required to provide the Investor the ROFO Notice or the ROFR Notice, as the case may be, and shall be required to directly send the Investor the Tag Offer Notice.

(ii) In case of a 'Control Transaction', the Investor may, at its discretion, require the Selling Shareholder to cause the Third Party Purchaser or the Proposed Buyer, as the case may be, to purchase the entire or lesser shareholding of the Investor on terms and conditions (including price) no less favorable than the sale of the ROFO Shares or ROFR Shares, as the case may be.

(iii) In case of a transaction which is not a 'Control Transaction' and the shareholding of the Investor in the Company is not below the thresholds specified in Article 103.5.2 (i) above, the Investor may, at its discretion, require the Selling Shareholder to cause the Third Party Purchaser or the Proposed Buyer, as the case may be, to purchase the proportionate or lesser shareholding of the Investor on terms and conditions (including price) no less favorable than the sale of the ROFO Shares or ROFR Shares, as the case may be.

The proportionate number of Equity Shares of the Investor to be tagged in case of atransaction which is not a 'Control Transaction' = A*B/C, where A = Number of shares held by the Investor at the time of proposed transfer by the SellingShareholder.

B = Number of ROFO Shares or ROFR Shares, as the case may be.
C = Total number of shares held by the Selling Shareholder immediately prior to the proposed transfer to the Third Party Purchaser or the Proposed Buyer, as the case may be.

(By way of illustration, if A is 10, B is 45 and C is 90; then A*B/C = 10*45/90 = 10*1/2 = 5.

Thus, if the Selling Shareholder is selling one half of its shareholding then the Investor would also be entitled to tag upto one half of its shareholding if the transaction is not a 'Control Transaction'.)

103.5.3 It is hereby agreed that where the Transfer of Equity Shares of the Selling Shareholder to any Third Party Purchaser or the Proposed Buyer, as the case may be, clubbed with the relevant number of Equity Shares of Investor (where the Investor has exercised its Tag Along Right in accordance with this Article 103.5) would result in any of the consequences mentioned in the meaning of 'Control Transaction' (as given in Article 103.5) or Investor Shareholders shareholding in the Companydiluting below seven percent (7%) of the paid up share capital of the Company due to exercise of Tag Along Right in accordance with Article 103.5 above, then the Investor may send an additional tag along acceptance notice ("**Additional Tag Acceptance Notice**") thereby increasing the number of Equity Shares that it proposes to tag along with ROFO Shares or ROFR Shares, as the case may be, and such increased number of Equity Shares may, at Investor's discretion, go up to Investor's entire or lesser shareholding in the Company.

103.5.4 Where the Investor has sent a Tag Acceptance Notice and/ or Additional Tag Acceptance Notice to the Selling Shareholder, then the Selling Shareholder shall not Transfer any Equity Shares to any Third Party Purchaser or the Proposed Buyer, as the case may be, unless such Third Party Purchaser or such Proposed Buyer, as the case may be, is also willing to purchase the shareholding of the Investor as specified by the Investor in its Tag Acceptance Notice and/ or the Additional Tag Acceptance Notice.

103.6 <u>Execution of Deed of Adherence/ Transfer of Shares by Promoter to its Affiliates</u>

Execution of Deed of Adherence by Third Party Purchaser/ Proposed Buyer

103.6.1 At the time of Transfer of ROFO Shares or ROFR Shares, as the case may be, without the entire shareholding of the Investor being tagged along in such Transfer (whether on account of the Investor not having accepted the ROFO Notice/ ROFR Notice, or whether on account of being a transaction which is not a 'Control Transaction', or whether on account of Investor not having exercised its Tag Along Right, or whether on account of Investor not sending Additional Tag Acceptance Notice or otherwise), the Selling Shareholder shall cause the Third Party Purchaser or the Proposed Buyer, as the case may be, to execute a Deed of Adherence.

Execution of Deed of Adherence by the Affiliate of the Promoters

103.6.2 Notwithstanding anything stated above, the Promoters shall at all time be permitted to Transfer their Shares to an Affiliate(s) and such Transfer shall not be subject to the conditions stipulated in this Article 103. In case of Transfer of Shares by any Promoters to its Affiliate, such Affiliate shall execute a Deed of Adherence. If at any point in time, such Affiliate ceases to be an Affiliate of such Promoters then such Affiliate would be required to transfer its Shares back to such Promoters.

103.6.3 Notwithstanding anything stated above, any pledge of Shares by the Promoters in favour of any bank or a financial institution or a non-banking financial company for the purpose of to the Business of the Company shall not be subject to the restrictions stipulated in this Article 103.

103.7 <u>Right of First Offer of Samir Somaiya</u>

103.7.1 Save and except for Transfer of Equity Shares by the Investor to its Affiliates in accordance with the provisions of Article 103.2, the Parties agree that this Article 103.7 shall be applicable in relation any other Transfer of Equity Shares by the Investor.

103.7.2 If at any time, the Investor proposes to Transfer any of its Shares to any Person other than to an Affiliate, however, has not identified a purchaser for its Shares, then Samir Somaiya shall have a right of first offer on the Shares proposed to be Transferred by the Investor ("**Samir Somaiya's Right of First Offer**"). The Investor shall send an offer notice ("**Investor ROFO Notice**") to Samir Somaiya setting out the number of Equity Shares proposed to be offered by the Investor ("**Investor ROFO Shares**"), the proposed price range and other terms and conditions, if any. Within thirty (30) days of the receipt of such Investor ROFO Notice ("**Investor ROFO Period**"), Samir Somaiya may send a written notice to the Investor either communicating his acceptance or non-acceptance of the offer contained in the Investor ROFO Notice. In the event of acceptance of the offer specified in the Investor ROFO Notice, Samir Somaiya shall also specify the price which falls within the proposed price range given in the Investor ROFO Notice.

103.7.3 In the event Samir Somaiya accepts the offer made in the Investor ROFO Notice within the Investor ROFO Period, in the manner stated Article 103.7.2 above, then it shall be entitled to purchase the Investor ROFO Shares of the Investor either by itself and/or through his Affiliates or through his nominees, including other Promoters. Further, such purchase by Samir Somaiya and/ or his Affiliates must be completed within 45 (forty five) days of the expiry of the Investor ROFO Period.

103.7.4 In the event Samir Somaiya does not accept the offer made in the Investor ROFO Notice or fails to respond to the Investor ROFO Notice within the Investor ROFO Period, then the Investor may sell the Investor ROFO Shares to a third party ("**Investor's Third Party Purchaser**") in the manner as given in Article 103.7.5 below.

103.7.5 The Transfer of Investor ROFO Shares to Investor's Third Party Purchaser shall be completed within forty five (45) days of the expiry of the Investor ROFO Period and shall be at a price which falls within the price range specified in the Investor ROFO Notice. In case such Transfer is not completed in the foregoing paragraph and the Investor still wishes Transfer such Investor ROFO Shares, or if the Investor proposes to Transfer the Investor ROFO Shares to the Investor's Third Party Purchaser on a price which falls outside the price range mentioned in the Investor ROFO Notice, then the process specified in Articles 103.7.2 to shall be repeated.

103.7.6 This Article 103.7 shall not be applicable after the completion of the IPO.

104. INITIAL PUBLIC OFFERING

104.1 After the execution of the Capital Investment Programme has been completed or three (3) years since the Effective Date, whichever is earlier, the Company shall start preparations to be ready for an IPO and the Investor and the Company shall discuss the options and timing available for the IPO. In the event there has been no IPO event within five (5) years since the Effective Date, then the Investor may require the Company to launch an IPO at any timethereafter.

104.2 To the extent permissible under the applicable Laws, the Parties hereby agree that the Investorshall not be considered as a 'promoter' of the Company, therefore the Equity Shares held by the Investor shall not be subject to any lock-in conditions applicable to promoters under the applicable Laws, for and after the IPO. If any Equity Shares are to be made subject to any lock-in condition in connection with any IPO, then the Promoters shall first offer their Equity Shares towards such lock- in.

104.3 Investor Rights after the IPO

104.3.1 Notwithstanding what is stated in these Articles, it is hereby confirmed and clarified that upon the Company having an IPO, the Investor shall not be entitled to any rights under these Articles other than rights which it would be entitled to as a Shareholder under the Act or other relevant applicable Laws.

105. INFORMATION AND INSPECTION RIGHTS

105.1 The Investor shall at all times during normal business hours be entitled, subject to reasonable written notice being given to the Company, to visit the offices of the Company and to inspect and audit its contracts, data base, corporate documents, financials and other information relating to the Company.

105.2 The Company shall (and the Promoters shall cause the Company to) deliver to the Investor the following information and documents:

(i) By not later than the thirty (30) days following the end of the month to which they relate, monthly performance reports for the Company containing such information as is required to understand the operation of the Business of the Company and as shall assist the Shareholders to be kept adequately informed.

(ii) Unaudited quarterly Financial Statements, within ninety (90) days from the end of the period to which they relate, duly certified by the chief financial officer as having been prepared in accordance with Indian GAAP.

(iii) Annual audited Financial Statements for the Company, within one hundred twenty (120) days from the end of the period to which they relate, duly certified by the chief financial officer of the Company as having been prepared in accordance with Indian GAAP, and a copy of the Auditors' annual report for the Company, within one hundred twenty (120) days from the end of the period to which it relates.

(iv) Detailed annual budget and operating plan at least thirty (30) days prior to the commencement of the budget period and performance-to-budget reports.

(v) (a) Minutes of all Board meetings (b) Minutes of any Committee meetings except for research committee meetings, (c) Minutes of Shareholders meetings; within 90 (ninety) days of such meeting.

(vi) Within 30 (thirty days) of end of the relevant quarter, the following quarterly reports:

(a) analysis of variance from the then current annual budget;
(b) projection of any debt and equity requirements for each of the next two financial quarters; and
(c) management accounts of the Company.

(vii) Progress reports, work plan, work audit and other studies conducted by any service providers, including project consultant, vendors, and contractors, which are referred to in the Board meeting and are available with the Company, shall be furnished to the Investor within 15 (fifteen) days of being requested by the Investor.

(viii) notification in writing of any threatened, or contemplated Litigations (involving an amount in excess of Rs. 5 (five) Crores) by or against the Company, within 30 days of the Company becoming aware of such threatened or contemplated Litigation.

(ix) Any other information/ documents reasonably requested by the Investor.

Further, in the event - (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company, the Company shall be required to furnish to the Investor only the items (ii), (iii) and (v) mentioned above and shall not be under any obligation to provide other items mentioned above. Further, with respect to item (v) above, the Company shall be required to provide the Investor an opportunity to read the documents referred to in item (v)(a) and (v)(c) therein within seven (7) days of a written request being made by the Investor.

106. MOST FAVOURED RIGHT

106.1 Save and except as provided in the Article 106.2 below, the rights of the Investor shall not be less favorable than any other Shareholder (present or future) of the Company till such time that the Investor is a Shareholder in the Company except for – (i) when due to Transfer of Equity Shares by the Investor, the Investor's shareholding in the Company drops below seven percent (7%) of the paid up share capital of the Company; or (ii) when due to issuance of further Equity Shares by the Company, the Investor's shareholding in the Company stands diluted and drops below five percent (5%) of the paid up share capital of the Company.

106.2 Even after the Investor becomes a Shareholder of the Company, Samir Somaiya and the members of 'Somaiya Group' (as defined in the Charter Documents of the Company) shall be entitled to enjoy and exercise the same rights, which were accorded to Samir Somaiya and the members of the said 'Somaiya Group' under the Charter Documents of the Company prior to the amendment to the Chartered Documents to reflect the terms of the Transaction Documents.

107. GOVERNING LAW AND JURIDICTION

107.1 This Part B shall be subject to, governed by, construed and interpreted in accordance with Law of India.

107.2 Subject to Article 108, the Courts in Mumbai, India shall have exclusive jurisdiction in relation to disputes arising under this Part B.

108. DISPUTE RESOLUTION

108.1 Any dispute, difference, controversy or claim between (i) the relevant Promoters and/ or theCompany, as the case may be, collectively, (ii) the Investor (each of (i) and (ii) a "**Disputing Party**" and together the "**Disputing Parties**") arising out of, under or in connection with, this Part B(including but not limited to any question regarding its existence, validity, interpretation or operation) (a "**Dispute**") shall, upon a written request (a "**Request**") of any Disputing Party, be referred in the first instance to such senior officers of the Disputing Parties as may be designated bythem (the "**Senior Officers**") for resolution. The Request shall set out brief details of the Dispute. The Senior Officers shall promptly, and in no event later than thirty (30) days from the date of such Request, meet or otherwise communicate and attempt to negotiate in good faith an expeditious resolution of the Dispute. In the event resolution of the Dispute is reached pursuant to this Article 108.1, the resolution and its terms shall be recorded in writing and signed by an authorised representative of each of the Disputing Parties.

108.2 If the Disputing Parties are unable to resolve a Dispute through negotiation under and in accordance with Article 108.1 within thirty (30) days after service by a Disputing Party of a Request, any Disputing Party shall be entitled to give written notice (an "**Arbitration Notice**") to the other Disputing Party(ies) requiring that the Dispute be referred to and resolved by arbitration under the (Indian) Arbitration and Conciliation Act, 1996 as in force at the time of any such arbitration, andthe provisions thereof shall be deemed to be incorporated by reference into this Article 108. The Arbitration Notice shall summarise the basis of the Dispute and name the other party(ies) to the Dispute.

108.3 Any such Dispute shall be referred to and resolved by arbitration irrespective of the amount in Dispute. This Part B and the rights and obligations of the Parties shall remain in full force and effect pending the award in such arbitration proceeding, which award may, *inter alia*, determine whether and when the provisions of this Part B would cease to be in operation.

108.4 The seat or place of arbitration shall be Mumbai and the language of the arbitration shall be English. The arbitration shall be conducted before an arbitral tribunal composed of three arbitrators. As set out under Article 108 of this Part B, the governing Law of this Part B shall be the Laws of India.

108.5 The three person arbitral tribunal shall be selected as follows:

(i) each arbitrator shall be fluent in English; and
(ii) each of (a) the relevant Promoters and/ or Company, as the case may be (collectively); and
(a) the Investor, shall nominate one arbitrator within fifteen (15) days of the Arbitration Notice. The two arbitrators shall within fifteen (15) days of their appointment appoint a third arbitrator.

108.6 Each Party shall co-operate in good faith to expedite (to the maximum extent practicable) the conduct of any arbitral proceedings commenced under this Part B.

108.7 The award rendered shall be in writing and shall set out the facts of the Dispute and the reasons for the arbitral tribunal's decision. The award may apportion the costs of the arbitration, as the arbitral tribunal deems fair.

108.8 No Party or Person involved in any way in the initiation, coordination or operation of the arbitrationof any Dispute may disclose the existence, content or results of the Dispute of any arbitration conducted under this Part B in relation to that Dispute, save and except if required to be disclosed / filed for the purposes of any legal proceedings adopted in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

SECTION XI - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been executed, entered into or to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are, or may be deemed material, will be attached to the copy of the Red Herring Prospectus to be filed with the Registrar of Companies (except for such documents and contracts executed after the filing of the Red Herring Prospectus). Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office, from 10.00 a.m. to 5.00 p.m. on Working Days and will also be available on the website of our Company at www.godavribiorefineries.com, from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such documents or agreements executed after the Bid/Offer Closing Date).

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 of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Registrar agreement dated June 10, 2024 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
2. Offer agreement dated June 13, 2024 entered into between our Company, the Selling Shareholders and the BRLMs.
3. Cash Escrow and sponsor bank agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Bankers to the Offer.
4. Share escrow agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members.
6. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting agreement dated [●] entered into between our Company, the Selling Shareholders, and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association as amended from time to time.
2. Certificate of incorporation dated January 12, 1956 issued by the Registrar of Companies, Bombay.
3. Fresh certificate of incorporation consequent upon the change of name of our Company dated November 10, 2006 issued by the Registrar of Companies, Maharashtra at Mumbai.
4. Resolution of the Board of Directors dated February 8, 2024 in relation to the Offer and other related matters.
5. Resolution of the Shareholders of our Company dated March 21, 2024, approving the Fresh Issue.
6. Resolution of the Board of Directors of our Company dated June 13, 2024 approving this Draft Red Herring Prospectus.

7. Consent letter dated March 15, 2024 from the Investor Selling Shareholder in relation to the Offer for Sale.

8. Consent letters dated May 7, 2024, April 10, 2024 and March 26, 2024 from Somaiya Agencies Private Limited, Samir Shantilal Somaiya and Lakshmiwadi Mines and Minerals Private Limited, respectively, in relation to the Offer for Sale.

9. Consent letters dated April 10, 2024 and May 7, 2024 from Filmedia Communication Systems Private Limited and Somaiya Properties and Investments Private Limited, respectively, in relation to the Offer for Sale.

10. Consent dated May 28, 2024 from Frost & Sullivan to rely on and reproduce part or whole of their report titled "*Independent Market Report on Biorefinery Chemicals*" dated May 28, 2024 and include their name in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

11. Report titled "*Independent Market Report on Biorefinery Chemicals*" dated May 28, 2024, prepared by Frost & Sullivan.

12. SEBI order dated August 7, 2017 revoking the earlier SEBI order dated January 1, 2016.

13. Consent dated June 13, 2024 from the Statutory Auditors to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory Auditors and in respect of the: (i) their examination report dated May 31, 2024 on the Restated Consolidated Financial Statements; and (ii) the statement of possible special tax benefits dated June 13, 2024 included in this Draft Red Herring Prospectus.

14. The examination report dated May 31, 2024 of the Statutory Auditors on our Restated Consolidated Financial Statements.

15. The statement of possible special tax benefits dated June 13, 2024 from the Statutory Auditors.

16. Consent dated June 12, 2024 from Anupam Kumar Shukla, Chartered Engineer to include his name in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act in his capacity as the independent chartered engineer and in respect of the certificates each dated June 12, 2024, issued by him in relation to our Manufacturing Facilities and included in this Draft Red Herring Prospectus.

17. Shareholders Agreement dated February 27, 2015 entered into by our Company, Samir Shantilal Somaiya, S.K. Somaiya HUF, Somaiya Properties and Investments Private Limited, Arpit Limited, Filmedia Communication Systems Private Limited, K J Somaiya and Sons Private Limited, Karnataka Organic Chemicals Private Limited, Somaiya Agencies Private Limited, Somaiya Chemical Industries Private Limited, Zenith Commercial Agencies Pvt. Ltd., Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited, Jasmine Trading Company Private Limited, Sindhur Construction Private Limited and Mandala Capital AG Limited.

18. Waiver Letter dated June 11, 2024 entered into by our Company, Samir Shantilal Somaiya, S.K. Somaiya HUF, Somaiya Properties and Investments Private Limited, Arpit Limited, Filmedia Communication Systems Private Limited, K J Somaiya and Sons Private Limited, Karnataka Organic Chemicals Private Limited, Somaiya Agencies Private Limited, Somaiya Chemical Industries Private Limited, Zenith Commercial Agencies Pvt. Ltd., Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited, Jasmine Trading Company Private Limited, Sindhur Construction Private Limited and Mandala Capital AG Limited pursuant to the SHA.

19. Share Subscription Agreement dated February 27, 2015 entered into by our Company, Samir Shantilal Somaiya, S.K. Somaiya HUF, Somaiya Properties and Investments Private Limited, Arpit Limited, Filmedia Communication Systems Private Limited, K J Somaiya and Sons Private Limited, Karnataka Organic Chemicals Private Limited, Somaiya Agencies Private Limited, Somaiya Chemical Industries Private Limited, Zenith Commercial Agencies Pvt. Ltd., Lakshmiwadi Mines and Minerals Private Limited, Sakarwadi Trading Company Private Limited, Jasmine Trading Company Private Limited and Sindhur Construction Private Limited and Mandala Capital AG Limited.

20. Consultancy agreement dated September 1, 2007 and memorandum of understanding dated April 1, 2024 between our Company and Dr. Sendurai Mani.

21. Memorandum of Understanding dated September 9, 2021 between our Company and K J Somaiya Institute of Applied Agricultural Research, represented by its Director, Dr. V.C. Patil.

22. Agreement for License to Use Trademark dated May 28, 2021 between K J Somaiya and Sons Private Limited and our Company.

23. Copy of the annual report of our Company for the last three Fiscals.

24. Consent of our Directors, BRLMs, Syndicate Members, the legal counsel to the Offer, Registrar to the Offer, Bankers to the Offer, Monitoring Agency, Frost & Sullivan, Bankers to our Company, Company Secretary and Compliance Officer and Joint Company Secretary as referred to in their specific capacities.

25. Tripartite agreement dated July 15, 2019, among our Company, CDSL and the Registrar to the Offer.

26. Tripartite agreement dated August 23, 2016, among our Company, NSDL and the Registrar to the Offer.

27. Due diligence certificate dated June 13, 2024 addressed to SEBI from the BRLMs.

28. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.

29. SEBI observation letter bearing reference number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Samir Shantilal Somaiya
(Chairman and Managing Director)

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sangeeta Arunkumar Srivastava
(Executive Director)

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Bhalachandra Raghavendra Bakshi
(*Executive Director)*

Place: Ohio, Dublin

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suhas Uttam Godage
(Director (Works-Sakarwadi))

Place: Ahmednagar

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Hemant Luthra
(*Independent Director)*

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Kailash Pershad
(*Independent Director)*

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Raman Ramachandran
(*Non-Executive Director)*

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Lakshmi Kantam Mannepalli
(*Independent Director)*

Place: Mumbai

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sanjay Puri
(*Independent Director)*

Place: Washington DC

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Nitin Mehta
(*Independent Director)*

Place: Lagos, Nigeria

Date: June 13, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India and the guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

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Naresh Sitaram Khetan

Place: Mumbai

Date: June 13, 2024

DECLARATION

Mandala Capital AG Limited hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Mandala Capital AG Limited assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Mandala Capital AG Limited

Name: Gulshan Ramgoolan

Designation: Director

Date: June 13, 2024

Place: Ebene, Mauritius

DECLARATION

Somaiya Agencies Private Limited hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Somaiya Agencies Private Limited assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of Somaiya Agencies Private Limited

Name: Samir Shantilal Somaiya

Designation: Director

Place: Mumbai

Date: June 13, 2024

DECLARATION

I, Sameer Shantilal Somaiya, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself as a Promoter Selling Shareholder and my portion of Offered Shares are true and correct. I, Sameer Shantilal Somaiya**,** assumes no responsibility for any other statements, including, any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

Samir Shantilal Somaiya

Place: Mumbai

Date: June 13, 2024

DECLARATION

Lakshmiwadi Mines and Minerals Private Limited hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Lakshmiwadi Mines and Minerals Private Limited assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Lakshmiwadi Mines and Minerals Private Limited

Name: Samir Shantilal Somaiya

Designation: Director

Date: June 13, 2024

Place: Mumbai

DECLARATION

Filmedia Communication Systems Private Limited hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Filmedia Communication Systems Private Limited assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Filmedia Communication Systems Private Limited

Name: Naresh Sitaram Khetan

Designation: Director

Date: June 13, 2024

Place: Mumbai

DECLARATION

Somaiya Properties and Investments Private Limited hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Somaiya Properties and Investments Private Limited assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

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Signed for and on behalf of Somaiya Properties and Investments Private Limited

Name: Samir Shantilal Somaiya

Designation: Director

Date: June 13, 2024

Place: Mumbai