PROSPECTUS
Dated October 03, 2023
Please read section 32 of the Companies Act, 2013
(This Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

(*Please scan this QR Code to view the Prospectus*)

Valiant Laboratories Limited

VALIANT LABORATORIES LIMITED

CORPORATE IDENTITY NUMBER: U24299MH2021PLC365904

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
104, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai - 400080, Maharashtra.	Saloni Mehta *Company Secretary and Compliance Officer*	**Email:** complianceofficer@valiantlabs.in **Telephone:** +91 2249712001	www.valiantlabs.in

THE PROMOTERS OF OUR COMPANY ARE SHANTILAL SHIVJI VORA, SANTOSH SHANTILAL VORA AND DHANVALLABH VENTURES LLP

DETAILS OF THE ISSUE

Type	Fresh Issue Size	Size of the Offer for Sale	Total Issue Size	Eligibility And Share Reservations Among QIBs, NIIs, & RIBs
Fresh Issue	Up to 10,890,000 Equity Shares aggregating up to ₹ 1,524.60 million	Not applicable	Up to ₹ 1,524.60 million	The Issue has been made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIIs, RIBs, see "*Issue Structure*" on page 360.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and the Issue Price, has been determined by our Company in consultation with the Book Running Lead Manager, 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 Issue Price*" on page 132 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares 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 Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue 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 Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 38.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. For the purposes of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

	Name	Contact Person	Email and Telephone
UNISTONE	**Unistone Capital Private Limited**	Brijesh Parekh	**Tel:** +91 9820057533 **E-mail:** mb@unistonecapital.com

REGISTRAR TO THE ISSUE

Name of the Registrar	Contact Person	Email and Telephone
Link Intime India Private Limited	Shanti Gopalkrishnan	**E-mail:** valiantlaboratories.ipo@linkintime.co.in **Telephone:** +91 8108114949

BID/ ISSUE SCHEDULE

ANCHOR INVESTOR BID/ ISSUE PERIOD	Tuesday, September 26, 2023 (1)	**BID/ ISSUE OPENED ON**	Wednesday, September 27, 2023	**BID/ ISSUE CLOSED ON#**	Tuesday, October 03, 2023(2)

(1) *Our Company, in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date was one Working Day prior to the Bid/ Issue Opening Date.*

(2) *Our Company in consultation with the Book Running Lead Manager, considered closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

PROSPECTUS
Dated October [03, 2023
Please read section 32 of the Companies Act, 2013
(This Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

VALIANT LABORATORIES LIMITED

Our Company was originally formed as a partnership firm under the name and style of 'M/s. Bharat Chemicals' pursuant to the deed of partnership dated October 17, 1980, amended and restated from time to time. Subsequently, the partnership firm, M/s. Bharat Chemicals was converted into a public limited company under the provisions of the Companies Act with the name "Valiant Laboratories Limited" pursuant to certificate of incorporation dated August 16, 2021 issued by the by Central Registration Centre, Registrar of Companies. For details in relation to the Registered Office of our Company, see "*History and Certain Corporate Matters*" beginning on page 190.

Registered Office: 104, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai- 400080, Maharashtra**; Telephone**: +91-22-4971 2001;
Contact Person: Ms. Saloni Mehta, Company Secretary and Compliance Officer; **E-mail**: complianceofficer@valiantlabs.in; **Website**: www.valiantlabs.in
Corporate Identity Number: U24299MH2021PLC365904

PROMOTERS OF THE COMPANY: SHANTILAL SHIVJI VORA, SANTOSH SHANTILAL VORA AND DHANVALLABH VENTURES LLP

INITIAL PUBLIC OFFER OF UP TO 10,890,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF VALIANT LABORATORIES LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ 140 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 130 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 1,524.60 MILLION ("ISSUE"). THE ISSUE SHALL CONSTITUTES 25.06% OF THE FULLY-DILUTED POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS 14 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT HAS BEEN DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND HAS BEEN ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS AND ALL EDITIONS OF JANSATTA (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER AND HINDI DAILY NEWSPAPER, AND MUMBAI LAKSHADEEP EDITIONS OF THE MARATHI REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND HAS BEEN MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision to the Price Band, the Bid/ Issue Period would have been extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the Book Running Lead Manager, could for reasons to be recorded in writing, have extended the Bid/Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, would have been widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("**SCSBs**"), other Designated Intermediaries and the Sponsor Bank, as applicable.

The Issue was being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (**"SCRR"**) read with Regulation 31 of the SEBI ICDR Regulations. The Issue has been made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"), provided that our Company, in consultation with the Book Running Lead Manager, could have allocated up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third was reserved for domestic Mutual Funds, subject to valid Bids having been 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 would have been added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion was 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 Issue Price. Further, not less than 15% of the Issue was available for allocation to NIIs ("Non-Institutional Category") of which one-third of the Non-Institutional Category was 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 Category was 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 Non-Institutional Category could have been allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Issue Price. Further, not less than 35% of the Issue shall be available for allocation to RIIs ("**Retail Category**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Issue Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Issue 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 were be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank(s), as the case may be. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see *"Issue Procedure"* on page *364*.

RISKS IN RELATION TO THE FIRST ISSUE

This having been the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10. The Floor Price, Cap Price and Issue Price to have been determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Issue Price*" beginning on page 132 should not have been taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Issue 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 Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have neither been recommended, nor approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 38.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE Limited and National Stock Exchange of India Limited for the listing of the Equity Shares pursuant to letters dated August 25, 2023 and August 5, 2023, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited. A signed copy of the Prospectus shall be delivered to the Registrar of Companies, Maharashtra at Mumbai **("RoC")** for filing in accordance under Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of this Prospectus up to the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 428.

BOOK RUNNING LEAD MANAGERS	REGISTRAR TO THE ISSUE
UNISTONE	LINK Intime
UNISTONE CAPITAL PRIVATE LIMITED A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059, India. **Telephone:** +91 9820057533 **Email:** mb@unistonecapital.com **Investor grievance email:** compliance@unistonecapital.com **Contact Person:** Brijesh Parekh **Website:** www.unistonecapital.com **SEBI registration number:** INM000012449 **CIN:** U65999MH2019PTC330850	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India **Telephone:** +91 8108114949 **Facsimile:** +91 22 49186060 **Email:** valiantlaboratories.ipo@linkintime.co.in **Investor grievance email:** valiantlaboratories.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **Website:** www.linkintime.co.in **SEBI Registration Number:** INR000004058 **CIN:** U67190MH1999PTC118368

BID/ ISSUE PROGRAMME

ANCHOR INVESTOR BID/ ISSUE PERIOD	Tuesday, September 26, 2023(1)	**BID/ ISSUE OPENED ON**	Wednesday, September 27, 2023	**BID/ ISSUE CLOSED ON#**	Tuesday, October 03, 2023(2)

(1) Our Company shall, in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period was one Working Day prior to the Bid/ Issue Opening Date.
(2) Our Company in consultation with the Book Running Lead Manager, considered closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

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TABLE OF CONTENTS

SECTION I –GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time under that provision.

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

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Restated Financial Statements", "Basis for Issue Price", "Outstanding Litigation and Material Developments", "Issue Procedure" and "Main Provisions of Articles of Association" beginning on pages 147, 183, 142, 226, 132, 327, 364 and 391 respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company" or "the Company" or "the Issuer" or "VLL"	Valiant Laboratories Limited, a public limited company incorporated under the Companies Act and having its registered office at 104, Udyog Kshetra, Mulund Goregaon Link Road Mulund West, Mumbai, Maharashtra - 400080
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
"Articles of Association" or "AoA" or "Articles"	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in "Our Management" on page 196
"Auditors" or "Statutory Auditors"	Raman S Shah & Co, the statutory auditors of our Company
"Board" or "Board of Directors"	Board of directors of our Company, as constituted from time to time
Chairman	The Chairman of our Company, Velji Karamshi Gogri
Chief Financial Officer/ CFO	Chief financial officer of our Company, Paresh Shashikant Shah
Company Secretary and Compliance Officer	Company Secretary and compliance officer of our Company, Saloni Mehta

Term	Description
CRISIL Report	The Industry Report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023 prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, which has been commissioned and paid for by our Company exclusively in connection with the Issue
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and as described in "Our Management – Corporate Governance – Corporate Social Responsibility Committee" on page 211
Director(s)	Director(s) on our Board
Equity Shares	Equity shares of face value of ₹10/- each of our Company
Executive Director(s)	Executive director(s) on our Board
Group Companies	Our group companies as disclosed in section "Our Group Companies" on page 222
Independent Director(s)	Independent director(s) appointed in accordance with the Companies Act and the SEBI Listing Regulations on our Board. For details of the Independent Directors, see "Our Management" on page 196
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company shall have the meaning as set out under Regulation 2(1)(bb) of the SEBI ICDR Regulations and in terms of the section 2(51) of the Companies Act as described in "Our Management – Key Managerial Personnel" on page 212 of this Prospectus.
KPI(s)	Key Performance Indicator(s)
Managing Director / MD	Managing director of our Company, Santosh Shantilal Vora
Materiality Policy	The materiality policy adopted by our Board on May 15, 2023, for identification of (a) Group Companies; (b) material outstanding litigations; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus
Manufacturing Facility/ Unit	Our production facility situated at Plot nos. L-13 and L-30, Tarapur Industrial Area, Boisar, Palghar - 401506, in the state of Maharashtra, India
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in "Our Management" on page 196
Non-Executive Director	Non-Executive Director(s) on our Board appointed as per the Companies Act and the SEBI Listing Regulations as described in "Our Management" on page 196
Promoters	The promoters of our Company namely, Shantilal Shivji Vora, Santosh Shantilal Vora and Dhanvallabh Ventures LLP (DVL). For details, see "Our Promoter and Promoter Group" on page 216
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "Our Promoter and Promoter Group" on page 216

Term	Description
Registered Office	The registered office of our Company situated at 104, Udyog Kshetra, Mulund Goregaon Link Road Mulund West, Mumbai, Maharashtra - 400080
“Registrar of Companies” or “RoC”	Registrar of Companies, Maharashtra at Mumbai
Restated Standalone Financial Statements	The restated standalone financial statements of our Company, as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprising of the restated standalone statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, restated standalone statements of profit and loss (including Other Comprehensive Income), and restated standalone cash flow statements and restated statements of changes in equity for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the standalone statement of notes and other explanatory information derived from our audited standalone financial statements as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.
Restated Consolidated Financial Statements	The restated consolidated financial statements of our Company, as at and for the financial year ended March 31, 2023, comprising of the restated consolidated statement of assets and liabilities as at March 31, 2023, restated consolidated statements of profit and loss (including Other Comprehensive Income), and restated consolidated cash flow statements and restated summary statements of changes in equity for the financial year ended March 31, 2023, the consolidated summary statement of notes and other explanatory information derived from our audited consolidated financial statements as at and for the financial year ended March 31, 2023 prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI
Restated Financial Information / Restated Financial Statements	Restated financial information of our Company comprising (i) our Restated Standalone Financial Statements, and (ii) our Restated Consolidated Financial Statements
Shareholders	Equity Shareholders of our Company from time to time
Senior Management / SM	Senior management of our Company in terms of the SEBI ICDR Regulations and as disclosed in “Our Management – Senior Management” on page 213
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in *“Our Management”* on page 196
Subsidiary/ Wholly Owned Subsidiary/ VASPL	As on the date of this Prospectus, the wholly owned subsidiary of our Company is Valiant Advanced Sciences Private Limited having its registered office at 109, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai, Maharashtra – 400080
VOL	Valiant Organics Limited

Term	Description
Whole-time Director	Whole-time Director(s) on our Board as described in “Our Management” on page 196

Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Addendum	The addendum dated August 07, 2023 to the Draft Red Herring Prospectus
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity shares to the successful applicants
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹100 Million
Anchor Investor Allocation Price	The price at which Equity Shares have been allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which has been decided by our Company and the Promoters, in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors were submitted and allocation to the Anchor Investors were completed
Anchor Investor Issue Price	The final price at which Equity Shares have been Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price is equal to the Issue Price, but not higher than the Cap Price. The Anchor Investor Issue Price has been decided by our Company in consultation with the Book Running Lead Manager
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 Issue Price, not later than two Working Days after the Bid/Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion, which has been allocated by our Company in consultation with the Book Running Lead Manager, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.

Term	Description
	One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and includes applications made by RIBs using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and included the account of an RIB which was blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, which was used by ASBA Bidders to submit Bids and has been considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	Collectively, Escrow Collection Bank(s), Public Issue Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares were Allotted to successful Bidders under the Issue as described in "*Issue Procedure*" beginning on page 364
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period 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 this Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	105 Equity Shares and in multiples of 105 Equity Shares thereafter
Bid/ Issue 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 Tuesday, October 03, 2023, which was notified in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, and Mumbai editions of Mumbai Lakshadeep Marathi regional newspaper (Marathi being the regional language of Maharashtra), where our Registered Office is located, each with wide circulation. In case of any revisions, the extended Bid/Issue Closing Date

Term	Description
	shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank. Our Company in consultation with the Book Running Lead Manager, could have considered closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date was also to be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, which was also to be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date were published, as required under the SEBI ICDR Regulations
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being Wednesday, September27, 2023, which was published in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper, and all edition of Mumbai Lakshadeep editions of the Marathi regional newspaper (Marathi being the regional language of Maharashtra), where our Registered Office is located, each with wide circulation
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders could have submitted their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period had to be kept open for a minimum of three Working Days. Our Company in consultation with the Book Running Lead Manager, could have considered closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations
Bidder/ Applicant	Any 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	The centres at which the Designated Intermediaries accepted the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
"Book Running Lead Manager" or "BRLM" or "Lead Manager"	The book running lead manager to the Issue, namely, Unistone Capital Private Limited
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders could submit the ASBA Forms to a Registered Broker.

Term	Description
	The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
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 or after the Anchor Investor Bid/ Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price could not be finalised and above which no Bids were accepted. The Cap Price was at least 105% of the Floor Price and did not be more than 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	Agreement dated September 13, 2023 entered amongst our Company, the Book Running Lead Manager, the Banker(s) to the Issue and Registrar to the Issue for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and of the SEBI UPI Circulars
Cut-off Price	The Issue Price, finalised by our Company in consultation with the Book Running Lead Manager, which could have been any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders were not entitled to Bid at the Cut- off Price
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/ husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which was 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 CDP Locations	Such locations of the CDPs where Bidders 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), as updated from time to time
Designated Date	The date on which funds from the Escrow Account(s) were to be transferred to the Public Issue Account(s) or the Refund Account(s), as appropriate, and

Term	Description
	the relevant amounts blocked in the ASBA Accounts were to be transferred to the Public Issue Account(s) and/ or were to be unblocked, as applicable, in terms of the Red Herring Prospectus and Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares could have been Allotted to successful Bidders in the Issue
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount was blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, 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 Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders could 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), as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which could 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	The National Stock Exchange of India Limited
"Draft Red Herring Prospectus" or "DRHP"	The Draft Red Herring Prospectus dated June 5, 2023 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 Issue, including any addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	The account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through NACH/ direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	Bank(s) which are clearing member(s) and registered with SEBI as banker(s) to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) was opened, in this case being HDFC Bank Limited

Term	Description
First Bidder	Bidder whose name was to be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also had to appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public issues, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI circular no. SEBI / HO / CFD / DIL2 /CIR/P/ 2020/50 dated March 30, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Issue/ Offer	The initial public issue of up to 10,890,000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 140/- each (including a share premium of ₹ 130/- per Equity Share), aggregating up to ₹ 1,524.60 million by our Company
Issue Agreement	The issue agreement dated June 5, 2023 entered into between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	₹ 140 per Equity Share, being the final price within the Price Band, at which Equity Shares have been Allotted to successful Bidders, other than Anchor Investors, as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus and the Prospectus on the Pricing Date. Equity Shares has been Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price has been decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus and this Prospectus.
Issue Proceeds	The proceeds of the Issue which are available to our Company
"Kotak" or "Kotak Mahindra Bank"	Kotak Mahindra Bank Limited
Monitoring Agency	Care Rating Limited
Monitoring Agency Agreement	Agreement dated September 07, 2023, entered between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion, or 108,900 Equity Shares which were made available for allocation to Mutual Funds only, subject to valid Bids having been received at or above the Issue Price
Net Proceeds	Proceeds of the Issue less the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "*Objects of the Issue*" beginning on page 118.

Term	Description
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
“Non-Institutional Bidders” or “Non-Institutional Investors” or “NIBs” or “NIIs”	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000/- (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Issue being not less than 15% of the Issue consisting of 1,633,500 Equity Shares which will be made available for allocation on a proportionate basis to Non-Institutional Investors, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds shall be available for allocation to Bidders with an application size of more than ₹1.00 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, subject to valid Bids having been received at or above the Issue Price
“Non-Resident”/ “NR”	Person resident outside India, as defined under FEMA and includes a non-resident Indian, FVCIs and FPIs
Price Band	Price band of a minimum price of ₹133 per Equity Share (Floor Price) and the maximum price of ₹140 per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot size for the Issue has been decided by our Company in consultation with the Book Running Lead Manager, and has been advertised, at least two Working Days prior to the Bid/Issue Opening Date, in all editions of Financial Express, the English national daily newspaper, all editions of Jansatta, the Hindi national daily newspaper and all editions of Mumbai Lakshadeep, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation and has been 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 Book Running Lead Manager, has finalised the Issue Price
Prospectus	This prospectus dated October 03, 2023 to being filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	Bank account to be opened with the Public Issue Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Issue Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account will be opened, in this case being Kotak Mahindra Bank Limited
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue consisting of 5,445,000 Equity Shares which were available for allotment to QIBs (including Anchor Investors), subject to valid

Term	Description
	Bids having been received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors)
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus dated September 18, 2023, issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the Issue Price and the size of the Issue, including any addenda and corrigenda thereto. The Red Herring Prospectus been filed with the RoC at least three Working Days before the Bid/ Issue Opening Date and has become the prospectus upon filing with the RoC after the Pricing Date
Refund Account	Account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders have been made
Refund Bank	Banker(s) to the Issue and with whom the Refund Account(s) will be opened, in this case being HDFC Bank Limited
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated May 30, 2023 entered by and amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
"Registrar to the Issue" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "RIB(s)" or Retail Individual Investor(s) or RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.2 million in any of the bidding options in the Issue (including HUFs who applied through their Karta and Eligible NRIs)
Retail Portion	Portion of the Issue being not less than 35% of the Issue consisting of 3,811,500 Equity Shares which was available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Issue Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders were not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date

Term	Description
Self-Certified Syndicate Bank(s) or SCSB(s)	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in Public Issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on SEBI website from time to time.
SMS	Short Messaging Service
Specified Locations	Bidding Centres where the Syndicate could accept Bid cum Application Forms
Sponsor Bank	Kotak Mahindra Bank Limited and HDFC Bank Limited, being a Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
Syndicate Agreement	Agreement dated September 13, 2023 to be entered amongst our Company, the Book Running Lead Manager, the Registrar and the Syndicate Members, in relation to collection of Bids by the Syndicate
Syndicate Member	Intermediary registered with the Board and who is permitted to accept bids, applications and place orders with respect to the issue and carry on the activity as an underwriter; namely, Rikhav Securities Limited
Underwriter	Being Unistone Capital Private Limited
Underwriting Agreements	Agreement dated October 03, 2023 entered amongst our Company and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC, as the case may be.
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Bidders in the Retail Category, and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Category, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Collecting 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

Term	Description
	where the application amount is up to ₹ 500,000 are required to use the UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, read along with SEBI RTA Master Circular, SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI Investor	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, and (ii) 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 Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the April 5, 2022 Circular, 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 syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	Identity document created on UPI for single-window mobile payment system developed by the NPCI

Term	Description
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that was used by RIBs in accordance with the UPI Circulars to make an ASBA Bid in the Issue
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or Fraudulent Borrower	Wilful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business provided however, with reference to (a) announcement of Price Band and (b) Bid/Issue Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Technical/ Industry Related Terms or Abbreviations

Term	Description
ABC	Architecture, building & construction
API	Active Pharmaceutical Ingredient
ART	Automotive, railway & transport
BP	British Pharmacopoeia
DG Set(s)	Diesel generator set(s)
FBD	Fluidized Bed Dryer
FDA	Food and Drug Administration
GIDC/G.I.D.C.	Gujarat Industrial Development Corporation
GMP	Good Manufacturing Practices
HVAC	Heating, ventilation, and air conditioning
ISO	International Organization for Standardization

Term	Description
JNPT / Nhava Sheva port	Jawaharlal Nehru Port Trust
mm./ MM/ M.M./m.m.	Millimetres
MRP	Maximum Retail Price
MT	Metric tonnes
MTPA	Metric tonnes per annum
MVR	Mechanical Vaccum Re-compression
Non- GAAP Measure(s)	Non-GAAP measures comprises EBIT, EBITDA, EBITDA Margin, Gross Margin, Other Operating Expenses, Capital Employed, Return on Capital Employed, Return on Equity, Debt to Equity, PAT Margin, CAGR and others
P&M	Plant and machinery
PPE	Property, plant and equipment
R&D	Research and development
ROU	Right to use assets
SKU/SKUs	Stock keeping unit(s)
Sq.Ft./ sqft/ sq. ft.	Square feet
Sq.M/ sqm/ sq. mtr.	Square meters
TPM	Tonnes per month
TPD	Tonnes per day
WHO	World Health Organization

Conventional and General Terms or Abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
Adv. Est.	Advance Estimates
ASM	Additional Surveillance Measure
AIFs	Alternative Investments Funds
AGM	Annual general meeting
AS/Accounting Standards	Accounting Standards issued by the ICAI
B2B	Business to business
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate (as a %): (End Year Value/ Base Year Value) ^ (1/No. of years between Base year and End year) –1 [^ denotes ‘raised to’]
Capital Employed	Capital employed is calculated as total assets less current liabilities
CARO	Companies Auditor's Report Order, 2020
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations

Term	Description
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
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 2013 and Companies Act, 1956, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have an effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections by the Ministry of Corporate Affairs, Government of India as of the date of this Prospectus, along with the relevant rules made thereunder
Competition Act	Competition Act, 2002
COVID-19	Coronavirus disease 2019, a respiratory illness caused by the Novel Coronavirus and 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
CPI	Consumer Price Index
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWIP	Capital work-in-progress
Debt to Equity	Debt to equity is calculated as borrowings under non-current liabilities plus current maturities of long- term debts plus borrowings under current liabilities, divided by total equity
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
Dist./Dist	District
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant’s Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)
DP/ Depository Participant	Depository participant as defined under the Depositories Act

Term	Description
Drugs and Cosmetics Act	Drugs and Cosmetics Act, 1940, as amended
DRT	Debt Recovery Tribunal
DGVCL	Dakshin Gujarat Vij Company Limited
EBIT	Earnings before interest and tax
EBITDA	EBITDA is calculated as restated profit for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income
EBITDA Margin	EBITDA Margin is the percentage of EBITDA divided by revenue from operations
EGM	Extraordinary General Meeting
EP	European Pharmacopoeia
EPS	Earnings Per Share
ERP	Enterprise resource planning
Est.	Estimated
EU	European Union
FCNR	Foreign Currency Non-Resident
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations there under
FEMA Non-debt Instruments Rules/ FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Regulations	The Foreign Exchange Management (Non Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non Debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable
Financial Year/ Fiscal/Fiscal Year/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First information report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
FZE	Free Zone Establishment
GAAR	General Anti-Avoidance Rules
Gazette	Gazette of India

Term	Description
GDP	Gross domestic product
GIDC/ G.I.D.C.	Gujarat Industrial Development Corporation
GFCF	Gross fixed capital formation
GoI or Government or Central Government	Government of India
Gross Margin	Gross Margin is calculated as revenue from operations less Material Cost
GSM	Graded Surveillance Measures
GST	Goods and services tax
GVA	Gross value added
HNI	High Net worth Individual
H.R./HR	Human Resources
HUF	Hindu undivided family
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS 24	Indian Accounting Standard 24, “Related Party Disclosures”, notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, “Provisions, Contingent Liabilities and Contingent Assets”, notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 110	Indian Accounting Standard 110, “Consolidated Financial Statements”, notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP/ IGAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR/Indian Rupees/Rupee/₹/Rs.	Indian Rupee, the official currency of the Republic of India
IP	Indian Pharmacopoeia
IPC	The Indian Penal Code, 1860
IPO	Initial public offering

Term	Description
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act or Income Tax Act	The Income Tax Act, 1961
MCA	Ministry of Corporate Affairs
MICR	Magnetic Ink Character Recognition
MIDC/M.I.D.C.	Maharashtra Industrial Development Corporation
Mn/ mn	Million
MSME	Micro, small or a medium enterprise.
m-o-m	Month on Month
MOSPI	The Ministry of Statistics and Programme Implementation
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N/A/ N.A./ NA	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
No(s).	Number(s)
Novel Coronavirus	Severe acute respiratory syndrome coronavirus 2, a strain of coronavirus that causes coronavirus disease 2019, a respiratory illness.
NPCI	National Payments Corporation of India
NRE Account	Non-resident external rupee account
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
Other Operating Expenses	Other operating expenses is calculated as other expenses less freight and forwarding charges and advertisement and sales promotion expenses.
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit after tax

Term	Description
PAT Margin	PAT Margin is calculated as restated profit for the year/ period divided by total income, represented as a percentage.
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
PFCE	Private Final Consumption Expenditure
RVAT	Rajasthan Value Added Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RONW	Return on net worth
ROCE	Return on Capital Employed is calculated as EBIT divided by average Capital Employed
ROE	Return on equity is calculated as restated profit for the year/ period divided by average total equity
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SAP	Systems, Applications & Products in Data Processing
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 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 SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE

Term	Description
Stamp Act	The Indian Stamp Act, 1899
STT	Securities transaction tax
Total Borrowings	Total borrowings is calculated as borrowings under non-current liabilities, plus current maturities of long-term debts, plus borrowings under current liabilities
TAN	Tax deduction account number
U.K./UK	United Kingdom
U.A.E./ UAE	United Arab Emirates
U.S. Securities Act	U.S. Securities Act of 1933
U.S./USA/United States	United States of America
USD or US$	United States Dollars
USP	United States Pharmacopeia
VaR	Value at risk
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
WPI	Wholesale Price Index
y-o-y	Year on Year

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

Certain Conventions

All references in this Prospectus to "India" are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "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 Prospectus is in Indian Standard Time (**"IST"**). Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Unless the context requires otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless otherwise stated or context requires otherwise, the financial information and financial ratios included in this Prospectus have been derived from our Restated Financial Information for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, prepared in accordance with Ind AS.

The Restated Standalone Financial Statements of our Company, as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, comprising of the restated standalone statement of assets and liabilities as at March 31, 2023, March 31, 2022 and March 31, 2021, restated standalone statements of profit and loss (including Other Comprehensive Income), and restated standalone cash flow statements and restated statements of changes in equity for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, the standalone statement of notes and other explanatory information derived from our audited standalone financial statements as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.

The Restated Consolidated Financial Statements of our Company, as at and for the financial year ended March 31, 2023, comprising of the restated consolidated statement of assets and liabilities as at March 31, 2023, restated consolidated statements of profit and loss (including Other Comprehensive Income), and restated consolidated cash flow statements and restated summary statements of changes in equity for the financial year ended March 31, 2023, the consolidated summary statement of notes and other explanatory information derived from our audited consolidated financial statements as at and for the financial year ended March 31, 2023 prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. For further information, see *"Financial Information"* beginning on page 226 of this Prospectus.

For further information, see *"Financial Information"* beginning on page 226 of this RHP.

Our Company's Financial Year commences on April 1st and ends on March 31st of the next year. Accordingly, all references in this Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1st of the immediately preceding calendar year and ending on March 31st of that particular year.

Non-GAAP Measures

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 Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS, Indian GAAP and other accounting principles, see Risk Factor No. 66 *"Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition."* beginning on page 73 of this Prospectus.

Unless the context requires otherwise, any percentage amounts (excluding certain operational metrics), as set forth in *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 38, 147 and 303 respectively, and elsewhere in this Prospectus have been calculated on the basis of the Restated Financial Information.

In this 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.

Currency and Units of Presentation

All references to "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and "USD" or "US$" are to United States Dollar, the official currency of the United States. Except otherwise specified, our Company has presented certain numerical information in this Prospectus in "million" units. In this regard, please note: (a) One million is equal to 1,000,000/10 lakhs; and (b) 10 million is equal to 10,000,000/100 lakhs/ one crore (c) 1 billion is equal to 1,000,000,000/ 100 crore. Our Company has presented certain numerical information in this Prospectus in absolute number where the numbers have been too small to present in million unless as stated, otherwise, as applicable.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Prospectus in such denominations as provided in the respective sources.

In this 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, including percentage figures, have been rounded off to the second decimal.

Exchange Rates

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

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

(in ₹)

Currency	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
US$*	82.21	75.81	73.50

*Source: www.rbi.org.in and www.fbil.org.in

In case the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been considered.

The reference rates are rounded off to two decimal places.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from publicly available information as well as various industry publications and sources. These publications typically state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

Certain information in the sections entitled "Summary of the Issue Document", "Industry Overview" and "Our Business" on pages 28, 147 and 169, respectively of this Prospectus has been obtained from the CRISIL Report. The CRISIL Report is available on the website of our Company at *www.valiantlabs.in*, until the Bid / Issue Closing Date. The CRISIL Report has been exclusively commissioned and paid for by us in connection with the Issue. Further, CRISIL does not have any direct/indirect interest in or relationship with our Company or its Promoters, Directors, KMPs and SMPs.

The CRISIL Report is subject to the following disclaimer:

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

For further details in relation to risks involving the industry, see *"Risk Factor No. 40 -Industry information included in this Prospectus has been derived from an industry report from CRISIL Market Intelligence & Analytics, a division of CRISIL Limited which has been commissioned and paid by us for such purpose exclusively in connection with the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*" on page 62 of this Prospectus.

The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies, and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors including those discussed in chapter titled *"Risk Factors"* on page 38 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Certain data in relation to our Company used in this Prospectus has been obtained or derived from the CRISIL Report which may differ in certain respects from our Restated Financial Information as a result of, inter alia, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

In accordance with the SEBI ICDR Regulations, we have included in the chapter *"Basis for Issue Price"* on page 132, information pertaining to the peer company of our Company. Such information has been derived from publicly available data of the peer company. Accordingly, no investment decision should be made solely on the basis of such information. Such industry sources and 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 this information on estimates and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"Risk Factors"* beginning on page 38 of this Prospectus.

FORWARD LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “likely to”, “objective”, “plan”, “propose”, “project”, “will”, "seek to”, “strive to”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that may vary, some or all of which could cause actual results to differ materially from those contemplated by the relevant forward- looking statement. All statements in this Prospectus that are not statements of historical fact are ‘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 forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its 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, changes in the incidence of any natural calamities and/or violence, regulations and taxes and changes in competition in the industries in which we operate.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
2. any disruption, slowdown or shutdown in our manufacturing or research and development operations;
3. any delay, interruption or reduction in the supply of our raw materials from our third-party suppliers and manufacturers, or an increase in the costs of such raw materials
4. significant portion of our revenues is derived from a limited number of markets;
5. inability to successfully implement our business plan, expansion and growth strategies;
6. any fault or inadequacy in our quality control or manufacturing processes;
7. Engagement in a highly competitive business and a failure to effectively compete;
8. Inability to identify or effectively respond to evolving preferences, expectations or trends in a timely manner, and a failure to derive the desired benefits from our product development efforts;
9. Changes in technology and our ability to manage any disruption or failure of our technology systems;
10. Our ability to attract and retain qualified personnel;
11. Changes in political and social conditions in India, the monetary and interest rate policies, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. The performance of the financial markets in India and globally;
13. Market fluctuations and industry dynamics beyond our control;
14. Changes in foreign exchange rates or other rates or prices;
15. Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
16. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
17. Termination of clients/ works contracts without cause and with little or no notice or penalty;

18. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or non- compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

For details regarding factors that could cause the actual results to differ from the expectations, please refer to the chapter titled *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 38, 147 and 303 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Our Company, our Directors, BRLM or any of their respective affiliates or advisors do not 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 SEBI ICDR Regulations, our Company and the BRLM will ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares allotted pursuant to the Issue.

SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including "Risk Factors", "Objects of the Issue", "Our Business", "Industry Overview", "Financial Information", "Outstanding Litigation and Material Developments", "Main Provisions of Articles of Association" and "Issue Procedure" beginning on pages 38, 118, 147, 147, 226, 327, 391 and 364, respectively.

Primary business of our Company

We are an Active Pharmaceutical Ingredient ("API") / Bulk Drug manufacturing company having focus on manufacturing of Paracetamol. Bulk drugs/Active Pharmaceutical Ingredients (API) serve as raw materials for manufacturing finished dosage forms or formulations. Paracetamol (Scientific name: Acetaminophen or para-hydroxyacetanilide - C8H9NO2), is one of the most commonly taken analgesic worldwide and is recommended as the first-line therapy in pain conditions by the World Health Organization (WHO). Paracetamol has several applications such as usage in treatment of headaches, muscle aches, arthritis, back aches, toothaches, cold and fever. We manufacture Paracetamol in various grades such as IP/BP/EP/USP, as per the pharmacopeia requirements of our customers.

Industry in which our Company operates

Our Company operates in the pharmaceutical API industry. The pharmaceutical API industry in India is ranked third-largest globally in terms of volume. The paracetamol API industry (Domestic consumption+ exports) grew from Rs. 22 billion in fiscal 2017 to Rs. 39 billion in fiscal 2023. Going forward the paracetamol API industry is expected to clock a CAGR of 5-7% between fiscal 2023 and fiscal 2027, largely driven by the demand from domestic formulation manufacturers as well as export markets.

Promoters of our Company

The Promoters of our Company are Shantilal Shivji Vora, Santosh Shantilal Vora and Dhanvallabh Ventures LLP. For further details, see "*Our Promoters and Promoter Group*" on page 216 of this Prospectus.

Size of the Issue

Issue of up to 10,890,000 Equity Shares of face value of ₹ 10 for cash at a price of ₹ 140 per Equity Share aggregating up to ₹ 1,524.60 million. The Issue shall constitute 25.06% of the post-Issue paid-up Equity Share capital of our Company. For further details of the Issue, see "*The Issue*" and "*Issue Structure*" on pages 80 and 360, respectively. The Issue has been authorized by resolution of our Board passed at its meeting held on January 30, 2023 and has been authorized by a special resolution of our Shareholders at the extra-ordinary general meeting held on March 20, 2023.

Objects of the Issue

The proceeds of the Issue are to be utilized for financing the following objects:

(₹ in Million)

Particulars	Total estimated cost	Amount already deployed as on August 25, 2023	Amount which will be financed from the Net Proceeds	Estimated utilization of Net Proceeds	
				Fiscal 2024	Fiscal 2025
Investment in VASPL for part-financing its capital expenditure requirements in relation to the setting up of the Proposed Facility	2,656.50	450.83	800.00	800.00	-
Investment in VASPL for funding its working capital requirements of VASPL	450.00	-	450.00	155.14	294.86
General corporate purposes	93.17	-	93.17	93.17	-
Total	**3,199.67**	**450.83**	**1,343.17**	**1,048.31**	**294.86**

For details, see "*Objects of the Issue*" beginning on page 118.

Aggregate pre-Issue shareholding of the Promoters and Promoter Group members

Particulars	Number of Equity Shares	Percentage (%) holding
Promoters		
Dhanvallabh Ventures LLP	20,350,000	62.50%
Shantilal Shivji Vora	3,259,190	10.01%
Santosh Shantilal Vora	3,259,190	10.01%
Total (A)	**26,868,380**	**82.52%**
Promoter Group		
Kanchan Shantilal Vora	1,614,690	4.95%
Rachi Santosh Vora	6,930	0.02%
Paresh Shashikant Shah	4,067,690	12.49%
Varsha Paresh Shah	2,310	0.01%
Total (B)	**5,691,620**	**17.48%**
Total (A+B)	**32,560,000**	**100.00%**

Financial Information

The following table sets forth summary financial information derived from the Restated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Ind AS and the Companies Act:

(₹ in Million)

Particulars	**For the Fiscal**		
	2023	**2022**	**2021**
Share Capital	325.60	162.80	105.00
Net Worth	1,004.90	714.60	885.82
Total Income	3387.72	2,934.72	1,837.81
Restated Profit/ (loss) after tax	289.98	274.96	305.93
Basic and Diluted EPS (in Rs.)	8.91	9.52	10.83
Net asset value per Equity Share (in ₹.)	30.82	43.89	84.36
Total borrowings	594.00	606.81	3.51

The Restated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 referred to above are presented under *"Restated Financial Statements"* on page 226 of this Prospectus.

Auditor Qualifications which have not been given effect to in the Restated Financial Statements

No reservations, qualifications and adverse remarks have been made by our Auditors in their audit reports which have not been given effect to in the Restated Financial Statements.

Outstanding Litigations

A summary of outstanding legal proceedings involving our Company, Directors and Promoters as on the date of this Prospectus is provided below:

Name of the Entity	**Criminal proceedings**	**Tax proceedings**	**Statutory or regulatory proceedings**	**Disciplinary actions by SEBI or stock exchanges against our Promoters**	**Material civil litigations**	**Aggregate amount involved (INR in Million)***
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	10	-	-	-	6.26
Promoters						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	3	-	-	-	0.93

Subsidiary						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	-	-	-	-	-
Group Companies						
Outstanding litigation which may have a material impact on our Company	Nil	NA	NA	NA	Nil	Nil

**To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Prospectus. For further details regarding these legal proceedings, please refer to chapter titled *"Outstanding Litigations and Material Developments"* on page 327 of this Prospectus.

Risk Factors

The following is a summary of the top ten risk factors in relation to our Company or the Equity Shares, or the industry in which we operate:

1. *We are a single product manufacturing company and any changes to the paracetamol API industry or our product demand will adversely affect our revenues, financials and profitability*

2. *We operate out of a single Manufacturing Facility which is located at Palghar, Maharashtra and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Palghar, Maharashtra or any disruption in production at, or shutdown of, our manufacturing unit could have material adverse effect on our business and financial condition.*

3. *We are subject to strict quality requirements, regular inspections and audits by our customers and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business, financial condition, results of operations and prospects it may impact the reputation as well.*

4. *We have a limited number of suppliers for our raw materials. Dependence on few suppliers for raw materials may require us to procure them from other suppliers at higher cost and cause operational interruptions and affect our delivery capacity leading to loss of production and under-utilization of capacity.*

5. *Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates.*
6. *If there are delays in setting up the Proposed Facility or if we fail to achieve funding through Net Proceeds and internal accruals of the Proposed Facility or if the costs of setting up and the*

possible time or cost overruns related to the Proposed Facility or the purchase of plant and machinery for the Proposed Facility are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.

7. *The majority of our operative income is derived from the domestic market and any adverse developments in this market could adversely affect our business.*

8. *We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers and any failure to continue our existing arrangements could adversely affect our business and results of operations.*

9. *We do not own any registered trade names or trademarks and we may therefore not be able to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights. Any litigation related to our intellectual property could be time consuming and costly.*

10. *We are in the process of expanding our operations and establishing a network of customers in a line of business where we do not have a significant presence or prior experience. Any failure to expand into these new products could adversely affect our sales, financial condition, result of operations and cash flows.*

Specific attention of Investors is invited to the section “Risk Factors” on page 38. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

Contingent Liabilities

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

I. Contingent Liabilities

(₹ in million)

Particulars	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
Claims against the Company not acknowledged as debts	-	-	-
GST matters	-	-	-
Income tax matters	-	-	-
Labour laws related matters (ESIC	-	-	-
Others- Bank guarantees	0.30	-	-

II. Commitments

(₹ in million)

Particulars	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3.94	8.74	-
Letters of Credit and Bank guarantees issued by bankers towards procurement of goods and services and outstanding as at year end	-	-	-
Total	**3.94**	**8.74**	-

For further details, please see the *"Notes 37 & 38 – Contingent Liabilities and Commitments"* under the chapter *"Restated Standalone Financial Statements"* on page 251 of this Prospectus.

Related Party Transactions

Following are the details of related party transactions for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 as disclosed in the Restated Standalone Financial Statements:

Compensation of key management personnel of the Company:

(₹ in million)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Short-term employee benefits	5.96	1.38	1.23
Post-employment benefits#	-	-	-
Director Sitting fees	0.16	0.03	-
Total compensation paid to key management personnel	**6.12**	**1.41**	**1.23**

\# Excluding

Details of transactions with and balances outstanding with related parties (companies / body corporates)

(₹ in million)

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Dhanvallabh Ventures LLP	Investment (Share Capital)	-	-	101.75	-	-	-
	Investment (Unsec Loan)	-	486.16	589.22	486.16	-	-
	Partner Capital	-	-	-	-	20.00	577.26
Aarti Industries Limited	Rent Received	-	-	3.54	-	21.24	1.77
	Sale of Goods	-	-	5.31	-	13.00	-
	Purchase of Goods	-	-	5.11	-	16.91	0.77
	Deposit	-	-	-	-	-	9.61
	Others - Reimbursement	-	-	9.07	-	27.86	-
Aarti Pharmalabs Limited	Rent Received	21.24	6.32	17.70	-	-	-
	Sale of Goods	2.44	-	-	-	-	-
	Purchase of Goods	41.95	-	20.83	1.59	-	-
	Deposit	-	9.61	-	9.61	-	-
	Others - Reimbursement	39.45	-	18.18	-	-	-
Valiant Organics Limited	Purchase of Goods	2,264.69	460.49	917.55	444.60	29.38	21.88
Valiant Advanced	Investment (Share Capital)	0.10	-	-	-	-	-

Sciences Private limited	Investment (Unsec Loan)	323.33	323.33	-	-	-	-

Details of transactions with and balances outstanding of Key Managerial Personnel (KMP) / Close Family Member of Key Managerial Personnel:

(₹ in Million)

Particulars	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Santosh Vora	Remuneration	1.20	0.10	0.57	-	0.57	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	36.00	102.87	36.00	-	-
Shantilal Vora	Commission to Director	1.43	1.43	-	-	-	-
	Sitting Fees	0.05	-	0.01	0.01	-	-
	Remuneration	-	-	0.66	-	0.66	-
	Unsecured Loan	-	35.89	102.87	35.89	-	-
Paresh Shah	Remuneration	1.50	0.13	0.66	-	0.66	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	35.94	102.86	35.94	-	-
Sonal Vira	Sitting Fees	0.05	0.01	0.01	0.01	-	-
Velji Gogri	Sitting Fees	0.05	0.01	0.01	0.01	-	-
Saloni Mehta	Salary	0.40	0.04	0.15	-	-	-

Details of transactions with and balances outstanding of Entities Controlled/Significantly influenced by Directors/ Close Family Members of Directors:

(₹ in Million)

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Balance as on 31.03.2023	Transaction value	Balance as on 31.03.2022	Transaction value	Balance as on 31.03.2021
The Trustee Valiant Laboratories Limited Employees Group Gratuity Fund	Contribution to the Gratuity Funds	0.19	8.64	1.95	9.20	1.53	7.67

For details of related party transactions of our Company, as per the requirements under Ind AS 24 'Related Party Disclosures' for the Financial Years ended March 31, 2021, March 31, 2022 and March 31, 2023, please see *"Note 40 – Related Party Transactions"* under the chapter *"Restated Standalone Financial Statements"* on page 252 of this Prospectus.

Financing Arrangements

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

Weighted Average Price

The weighted average price at which Equity Shares were acquired by the Promoters in the last one year is set forth in the table below:

Name of Promoters	No. of Equity Shares acquired in last one year	Weighted Average Price (in ₹)
Dhanvallabh Ventures LLP	10,175,000	Nil
Shantilal Shivji Vora	1,629,595	Nil
Santosh Shantilal Vora	1,629,595	Nil

 # As certified by Raman S Shah & Co., Chartered *Accountants, by way of their certificate dated August 31, 2023*

Weighted average cost of all Equity Shares transacted in the three years, eighteen months and one year preceding the date of this Prospectus

Weighted average cost of acquisition of all Equity Shares transacted in the three years, eighteen months and one year immediately preceding the date of this Prospectus:

Particulars	Weighted Average Cost of Acquisition (in ₹)#	Range of acquisition price: Lowest Price - Highest Price (in ₹)	Cap Price (140) is 'x' times the Weighted Average Cost of Acquisition
Last one year preceding the date of this Prospectus	Nil	0 –0	Nil
Last 18 months preceding the date of this Prospectus	Nil	0 –0	Nil
Last three year preceding the date of this Prospectus	15.02	0 – 89.30	9.32

 # As certified by Raman S Shah & Co Chartered *Accountants, by way of their certificate dated September 20, 2023*

Average Cost of Acquisition

The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of Promoters	No. of Equity Shares held	Average cost of acquisition (in ₹)#
Dhanvallabh Ventures LLP	20,350,000	12.56
Shantilal Shivji Vora	3,259,190	22.73
Santosh Shantilal Vora	3,259,190	22.73

 # As certified by Raman S Shah & Co Chartered *Accountants, by way of their certificate dated August 31, 2023*

As on the date of this Prospectus, there are no Shareholders holding any special rights in our Company, including the right to nominate Director(s) on our Board.

The details of the price at which Equity Shares were acquired in the three years preceding the filing of this Prospectus, by each of the Promoters and members of the Promoter group are as follows:

Sr. No.	Name of the Acquirer/ Shareholders	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (₹)	Nature of Acquisition
Promoters					
1.	Dhanvallabh Ventures LLP	August 16, 2021	7,192,500	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	2,057,500	89.30	Rights Issue
		March 28, 2022	925,000	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	10,175,000	N.A.	Bonus Issue of equity shares in the ratio of 1:1
2.	Shantilal Shivji Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	148,145	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,629,595	N.A.	Bonus Issue of equity shares in the ratio of 1:1
3.	Santosh Shantilal Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	148,145	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,629,595	N.A.	Bonus Issue of equity shares in the ratio of 1:1
Promoter Group					
1.	Kanchan Shantilal Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		March 28, 2022	73,395	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	807,345	N.A.	Bonus Issue of equity shares in the ratio of 1:1
2	Rachi Santosh Vora	August 16, 2021	3,150	10.00	Subscription to the MoA (Conversion of partnership firm into Company)

		March 28, 2022	315	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	3,465	N.A.	Bonus Issue of equity shares in the ratio of 1:1
3.	Paresh Shah	August 16, 2021	1,101,450	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	184,895	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	2,033,845	N.A.	Bonus Issue of equity shares in the ratio of 1:1
4.	Varsha Shah	August 16, 2021	1,050	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		March 28, 2022	105	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,155	N.A.	Bonus Issue of equity shares in the ratio of 1:1

 # As certified by Raman S Shah & Co Chartered *Accountants, by way of their certificate dated August 31, 2023*

Pre- IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus until the listing of the Equity Shares

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

Except as disclosed in the chapter titled *"Capital Structure"* beginning on page 98 of this Prospectus, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing the Prospectus.

Split/ consolidation of Equity Shares in the last one year

Our Company has not split/ consolidated equity shares during the last one year immediately preceding the date of filing the Prospectus.

Exemption from complying with any provisions of securities laws

As on the date of this Prospectus, our Company has not obtained any exemptions from complying with any provisions of securities laws from SEBI.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Statements" beginning on pages 169, 147, 303, and 226, respectively, of this Prospectus, as well as the other financial and statistical and other information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of our Company and our business and the terms of the Issue including the merits and risks involved.

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

This Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For further information, see "Forward-Looking Statements" on page 26 of this Prospectus.

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Prospectus. For further information, see "Restated Financial Statements" beginning on page 226 of this Prospectus. Unless the context otherwise requires, in this section, references to "we", "us", "our", "our Company", or "the Company" refers to Valiant Laboratories Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023 (the "**CRISIL Report**") prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited commissioned by us. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

RISKS RELATING TO OUR BUSINESS

1. ***We are a single product manufacturing company and any changes to the paracetamol API industry or our product demand will adversely affect our revenues, financials and profitability.***

We develop, manufacture and market API/ bulk drug product (i.e. paracetamol) which is primarily used as raw material by our customers for a variety of end user products. Our Company is dependent on production and sales from single product (i.e. paracetamol) for our operating income. Since we are a single product manufacturing company i.e. paracetamol, increase in demand of alternative products to paracetamol such as ibuprofen and diclofenac sodium may result in a decrease in demand of our product which in turn will adversely affect our business, profitability and revenue from operations. In the event, there is any decline in demand or if our product becomes obsolete, or new substitute product is developed, the same would result in negative impact on our financial performance. Further, any change in the regulatory framework in which we operate, change in competitive landscape or non-availability of raw materials at competitive pricing could impact our operations and profitability. Furthermore, if our customers' products cause, or are perceived to cause, severe side effects to the end-users, we may face a number of consequences, including, a severe decrease in the demand for and sales of our product; withdrawal or cancellation of regulatory approvals for production of paracetamol. To mitigate this risk, our Company is intending to diversify the product portfolio by entering into new industry of speciality chemicals through our wholly-owned subsidiary, VASPL.

2. ***We operate out of a single Manufacturing Facility which is located at Palghar, Maharashtra and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Palghar, Maharashtra or any disruption in production at, or shutdown of, our manufacturing unit could have material adverse effect on our business and financial condition.***

We currently operate from one Manufacturing Facility situated on leasehold basis at Tarapur Industrial Area, Palghar, in Maharashtra. Any significant social, political or economic disruption or natural calamities or civil disruptions in this region or changes in the policies of these states or local governments could require us to incur significant capital expenditure and change our business strategy.

Our business is dependent upon our ability to manage our manufacturing, which are subject to various operating risks, including political instability, productivity of our workforce, compliance with regulatory requirements, difficulties with production costs and yields, product quality and those beyond our control, such as the breakdown and failure of equipment or industrial accidents, disruption in electrical power or water resources, severe weather conditions, natural disasters and an outbreak of pandemic such as COVID-19. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. Moreover, some of our products are permitted to be manufactured at only such facility which has received specific approvals, and any shutdown of such facility will result in us being unable to manufacture a product for the duration of such shutdown. Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could lead to delays in the entire production cycle and an inability to comply with our customers' requirements and lead to loss of revenue to us and our customers.

Although we have not experienced any strikes or labor unrest in the past, we cannot assure you that we will not experience disruptions in work in the future due to disputes or other problems with our work force. Any labor unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business, results of operations, financial condition and cash flows.

3. ***We are subject to strict quality requirements, regular inspections and audits by our customers and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business, financial condition, results of operations and prospects it may impact the reputation as well.***

We develop, manufacture and market Active Pharmaceutical Ingredient (API), namely, Paracetamol. We operate in a regulated industry, both in relation to our operations as well as the operations of our customers. Our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks internally at various stages including random sampling checks.

Many of our key customers have audited and approved our facilities and manufacturing processes in the past and may undertake similar audits periodically in the future. The success of such audits plays a critical role in customer retention, and any issues that arise in the course of these audit may lead to loss of the particular customer and also impact relationship with existing customers.

Further, if we are unable to comply with the requirements of our customers, we may face loss of business from such customers. While we have not had any such instance during the last three fiscals, we cannot assure you that our Company will not incur such significant expenditure in the upgrade of our facilities or rectification of any shortcomings in our facilities or processes, which may adversely impact our results and operations.

We also face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality control problems. Further, our customers to whom we supply our product are also required to comply with the regulations and standards of the regulatory authorities, as may be applicable. Failure to comply with such regulatory requirements could adversely affect the demand for our products. Further, while we have not faced such challenges in the past, we may be subject to claims for damages or returns of products in the event of any shortfall in quality of our products.

The management systems of our Manufacturing Facility have been certified by the TÜV NORD CERT GmbH to be compliant with ISO 9001:2015 which has been granted after audit of our quality management system (QMS) including production, processes, inventory management, environment health and safety, quality control, internal systems, worker welfare, etc. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to identify all deviations in the specification of our manufactured products. While we have not faced such challenges in past, we may not be able to comply with the quality standards prescribed by relevant regulatory authorities which may adversely affect our business, financial condition, results of operations and prospects.

4. ***We have a limited number of suppliers for our raw materials who are highly concentrated in the western region of India. Dependence on few suppliers for raw materials may require us to procure them from other suppliers at higher cost and cause operational interruptions and affect our delivery capacity leading to loss of production and under-utilization of capacity.***

Our purchases of raw materials are concentrated from the top 10 suppliers, top 3 domestic suppliers and top 3 foreign suppliers *vis-à-vis* the total purchases of raw materials for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Particular	**Fiscals**					
	2023		**2022**		**2021**	
	Amount (₹ in millions)	**%**	**Amount (₹ in millions)**	**%**	**Amount (₹ in millions)**	**%**
Top 10 Suppliers	2,732.48	99.62	2,294.52	93.97	1,189.70	96.76
Top 3 Domestic Suppliers	2,341.03	85.35	1,452.89	59.50	229.52	18.67
Top 3 Foreign Suppliers	325.51	11.87	761.13	31.17	920.45	74.86

Set forth below is certain information on our concentration of our suppliers from total purchase for the period indicated:

Zone	Fiscals					
	2023		2022		2021	
	Amount (₹ in millions)	%	Amount (₹ in millions)	%	Amount (₹ in millions)	%
West India	2,370.62	86.42	1,675.39	68.61	305.29	24.83
North, South & East India	46.87	1.71	5.24	0.21	3.80	0.31
Total Domestic	**2,417.49**	**88.13**	**1,680.63**	**68.83**	**309.09**	**25.14**
China	-	-	389.11	15.94	920.45	74.86
Cambodia	325.51	11.87	372.02	15.24	-	-
Total Foreign	**325.51**	**11.87**	**761.13**	**31.17**	**920.45**	**74.86**

Further, we are related to some of our suppliers as disclosed in the "*Note 40 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 252 of this Prospectus. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. Our major raw materials includes para amino phenol and acetic anhydride. For further information, see *"Our Business – Procurement of Raw Materials"* on page 176 of this Prospectus. We depend on external suppliers for all the raw materials required and typically purchase raw materials on a purchase order basis and place such orders with them in advance based on our projected requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. The absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors viz. market fluctuations, currency fluctuations, climatic and environmental conditions, transportation cost, changes in domestic as well as international government policies, regulatory changes and trade sanctions. Some part of our raw materials and consumables are also imported. Cambodia and China constitute the countries from which the raw materials were imported during the last three financial years. For Fiscal 2023, Fiscal 2022 and Fiscal 2021, our purchase of imported raw materials amounts to ₹ 325.51 million, ₹761.13 million and ₹920.45 million, representing 11.71%, 31.17% and 74.86%, respectively, of our total raw material purchase. As a result, we continue to remain susceptible to the risks arising out of foreign exchange rate fluctuations as well as import duties, which could result in a decline in our operating margins. If we cannot fully offset the increase in raw material prices with increase in the prices for our products, we will experience lower profit margins, which in turn may have a material adverse effect on our results of operations, financial condition and ultimately lead to a liquidity crunch. In the absence of such contracts, we are also exposed to the risk of unavailability of raw materials in desired quantities and qualities, in a timely manner.

The Company has been reducing the dependence of importing the said raw material from China as compared to the total purchases of raw materials from 74.86% in Fiscal 2021 to 31.17% in Fiscal 2022 and 11.87% in Fiscal 2023 by purchasing the same through its promoter group company, Valiant Organics Limited.

Although we have not faced significant disruptions in the procurement of raw materials in the past, COVID-19 pandemic temporarily affected our ability to source raw materials from certain vendors who were unable to transport raw materials to us. There can thus be no assurance that in future we will be able to procure the required quantities and quality of raw materials commensurate with our requirements. For instance, we have in the past experienced high raw material costs which we were not able to pass on to our customers resulting in reduction our gross margins. In the Fiscal 2023, Fiscal 2022, Fiscal 2021, the cost of raw materials and components consumed amounts to ₹ 2,772.77 million, ₹ 2,364.30 million, and ₹ 1,208.73 million representing 83.04%, 81.10% and 66.28% respectively, of our revenue from operations. There can also be no assurance that a particular supplier will continue to supply us with raw materials in the future. Any delay in supplying finished products to customers in accordance with the terms and conditions of the purchase orders, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer refusing to accept our products, which may have an adverse effect on our business and reputation. Further, we cannot assure you that we will be able to enter into fresh agreements with suppliers on terms that are acceptable to us, which in turn could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner as well as the commitments to our customers, which may impact our business and profitability.

Further, as we generally receive purchase orders for supply of our products to customers, we rely on historical trends and other indicators to purchase the required quantities of raw materials. We, therefore, run the risk of purchasing more raw materials than necessary, which could expose us to risks associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary raw materials in a timely manner and may not have the required manufacturing capacity to meet such demand. In addition, if all or a significant number of our suppliers for any particular raw material are unable or unwilling to meet our requirements or if our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our customers in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

5. ***Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates.***

To aid our growth efforts and to enter into speciality chemical industry, we propose to set up a new facility in Saykha Industrial Area, Bharuch, Gujarat for manufacturing ketene and diketene derivatives products which also includes acetic anhydride that is used as a raw material in the process of manufacture of paracetamol. This Proposed Facility shall be set up through our wholly owned subsidiary, Valiant Advanced Sciences Private Limited which has been incorporated on July 08, 2022 and is yet to commence its commercial operations. For this purpose, VASPL has taken on lease a parcel of land admeasuring 57,766.34 sq. mtrs. situated at Plot Nos. 540 & 541, Saykha Industrial area, Taluka Vagra, District Bharuch – 392140, Gujarat on leasehold basis from GIDC for a term of 99 years from 19th February 2019.

We do not have any prior experience in the speciality chemical industry in which we propose to enter. Undertaking business activities in the said industry poses operational challenges which includes dealing with hazardous materials, complex manufacturing process, availability of skilled manpower. This industry is also highly competitive in nature.

The objects of the Issue include funding working capital requirements of VASPL, which are based on management estimates and certain assumptions in relation to inter alia sales of our products in the future, the cost and holding periods of inventories of raw materials and finished goods as well as capacity utilization. For details, please see “Objects of the Issue” on page 118 of this Prospectus. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of VASPL in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Without an established customer and distributor network or end customer base in speciality chemical products, we may face uncertainty regarding the demand for our speciality chemical products. It may take considerable time and resources to build relationships and gain market acceptance, potentially delaying the realization of sales volume. The absence of established operations increases the likelihood of strategic missteps, and overall failure to establish a strong foothold in this new industry.

The lack of partnerships may result in higher manufacturing and distribution costs. Overcoming logistical challenges and setting up efficient supply chains can be costly and time-consuming, potentially impeding our ability to achieve anticipated sales and profit levels. Our products may not gain market acceptance or meet the specific requirements of customers. Adapting our offerings to local preferences, regulatory standards, and customer needs can be complex and may require additional investments and resources. Establishing our operations, reputation, and image in the market can be a daunting task. The absence of brand recognition and market familiarity may lead to skepticism and reluctance among potential customers, thereby hindering sales growth and market penetration. This could lead to lower product pricing as we struggle to establish ourselves and higher expenditure on reputation building, impacting our profitability. If we fail to successfully navigate these challenges and establish a strong presence in the new industry, our sales, financial condition, results of operations, and cash flows could be significantly and adversely affected.

In addition to the challenges mentioned earlier, another risk that we face is the potential response from our competitors if we are able to successfully establish a strong presence. As competitors observe our growth, business model, and strong presence, they may consider replicating our success by setting up their own manufacturing units in the same industry / region. This poses a threat to our market share and competitive advantage.

6. ***If there are delays in setting up the Proposed Facility or if we fail to achieve funding through Net Proceeds and internal accruals of the Proposed Facility or if the costs of setting up and the possible time or cost overruns related to the Proposed Facility or the purchase of plant and machinery for the Proposed Facility are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.***

We are in the process of setting up a greenfield project in speciality chemicals industry which will be housed in our wholly owned Subsidiary Valiant Advanced Sciences Private Limited for manufacturing of ketene and diketene derivatives products which also includes acetic anhydride that is used as a raw material in the process of manufacture of paracetamol.

The Proposed Facility is expected to commence commercial operations by the last quarter of Fiscal 2023-24. The completion of the setting up of the Proposed Facility is dependent on our ability to arrange finance through Net Proceeds, Bank loan and internal accruals or otherwise, the performance of external agencies which are responsible for inter alia construction of buildings, installation and commissioning of plant and machinery and supply and testing of equipment. Out of the total estimated project cost of ₹2656.50 million for the Proposed Facility, a sum of ₹ 800.00 million and ₹ 400.00 million is proposed to be funded from Net Proceeds and internal accruals, respectively. In the event we are unable to achieve funding through the aforesaid means, we cannot assure you that the Proposed Facility will be completed within the anticipated time schedule, or at all. We cannot assure you that we will be able to arrange for such finance on time, or at all. Further, we cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns.

Certain plant, machinery and equipment purchased are to be shipped to the Proposed Facility from other regions. Any delay in the transportation of such assets or damage to the assets acquired due to inter alia defaults by transportation agencies, may further result in cost and time overruns in the commissioning of the Proposed Facility.

The estimated costs for setting up the Proposed Facility are based on the certificate dated August 28, 2023, given by M/s. Orbit Consultants & Valuers, Independent Chartered Engineers, management's estimates and current conditions and are subject to change, owing to prospective changes in external circumstances, costs and other financial conditions. There could be delays in setting up the Proposed Facility as a result of, amongst other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors' or external agencies' failure to perform, exchange rate fluctuations, unforeseen engineering problems, failure to hire skilled manpower, disputes with workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, cost escalation and/ or force majeure events (including the continuing impact of the COVID-19 pandemic, geopolitical tensions, etc.), any of which could give rise to cost overruns and delays in our implementation schedules.

If the actual capital expenditures on setting up the Proposed Facility significantly exceed our budgets, we may not be able to achieve the intended economic benefits of the Proposed Facility, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned installation or commissioning of our plants and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

7. ***The majority of our operative income is derived from the domestic market and any adverse developments in this market could adversely affect our business.***

Set forth below is the bifurcation of our revenue from operations for the periods indicated:

Particular	Fiscals					
	2023		2022		2021	
	Amount (₹ in millions)	%	Amount (₹ in millions)	%	Amount (₹ in millions)	%
Domestic	3,326.07	99.61	2,901.47	99.40	1,817.62	99.67
Exports	13.04	0.39	13.77	0.47	6.07	0.33
Total	**3,339.10**	**100.00**	**2,915.23**	**100.00**	**1,823.69**	**100.00**

We have historically derived majority of our revenues from sales in the domestic market. In Financial Year 2022-23, the revenue generated from sales in domestic market represented 99.61% of our revenue from domestic sales. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the central, state or local government in India could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations and cash flows. Further, our sales from this region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

8. ***We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers and any failure to continue our existing arrangements could adversely affect our business and results of operations.***

Our sales are concentrated to a few customers for a major part of our revenues. The table sets out sales from our top 5 customers and top 10 customers, including as a percentage of our revenue from operations, for the years mentioned:

Product Category	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount (₹ in million)	(%)	Amount (₹ in million)	(%)	Amount (₹ in million)	(%)
Top 5 customers	989.55	29.64	682.26	23.40	593.40	32.54
Top 10 customers	1,422.74	42.61	1,074.96	36.87	875.56	48.01

However, there is no direct/ indirect relationship between such entities and our Company, our Promoters, Directors and Promoter Group members. We presently do not have any long-term or exclusive arrangements with any of our customers and we cannot assure you that we will be able to sell the quantities we have historically supplied to such customers. In the event our competitors' products offer better margins to such customers or otherwise incentivize them, there can be no assurance that our customers will continue to place orders with us. Most of our transactions with our customers are typically on a purchase order basis without any commitment for a fixed volume of business. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all. Further, our customers could change their business practices or seek to modify the terms that we have customarily followed with them, including in relation to their payment terms. While we negotiate product prices and payment terms with our customers, in the event our customers alter their requirements, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. In addition, our customers may also cancel purchase orders at short notice or without notice, which could have an impact on our inventory management. In the event of frequent cancellations of purchase orders, the same could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Although our Company maintains long-term relationship with our major customers, there can be no assurance that we will continue to maintain such relationship with our customers in the future. Further, in the event our customers experience any delays in placing orders with us, or if they prefer to buy the products of our competitors, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. Our inability to maintain our existing customer network could have a negative impact on our sales, business growth prospects, result in slowdown of operation, financial conditions and cash flows. Further, the performance of our customers, their sales network and their ability to expand their businesses are crucial to the future growth of our business and directly affect our sales volume and profitability. If our relationships with our customers are affected, our profitability could be significantly affected.

9. ***We do not own any registered trade names or trademarks and we may therefore not be able to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights. Any litigation related to our intellectual property could be time consuming and costly.***

We do not own any registered copyright, trademark, trade name or other intellectual property right in or to the names or logos trade names or trademarks with the Trademark Registry. We sell our products under the label " ". We have not applied for registration of the aforesaid trademark in India and may apply for further registrations in the future. We, therefore, do not enjoy the statutory protections accorded to a registered trademark. The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration application we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand could deteriorate, which could have a material adverse effect on our business growth and prospects, reputation and goodwill. Furthermore, it is possible that we are not aware of misuse of our trademarks, and this could potentially cause loss of our reputation, which could impact our business and may even affect our goodwill. The use of a deceptively similar or identical third-party mark may result in a loss/injury to us. Such an action may also become a lengthy and costly exercise for us and may not always be in our favor.

We cannot assure you that our efforts to protect our intellectual property will be adequate, which may lead to erosion of our business value and which could adversely affect our operations. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect the intellectual property.

10. ***We are in the process of expanding our operations and establishing a network of customers in a line of business where we do not have a significant presence or prior experience. Any failure to expand into these new products could adversely affect our sales, financial condition, result of operations and cash flows.***

In order to cater to the growing market demand for speciality chemical products (ketene and diketene derivatives) and expand our presence in new regions, we are in the process of setting up Proposed Facility at Saykha, Gujarat through our wholly owned subsidiary, Valiant Advanced Sciences Private Limited. We may not possess the same level of familiarity with the economic condition, customer network, end customer base and commercial operations in the new products we propose to enter into and therefore, we will be initially exposed to a degree of risk in realization and volume of sales. There can be no assurance that our Proposed Facility plans in these new products will be successful, as our competitors may have a more established reputation, more experience in trends and deeper relationships with customers in these regions. Further, having limited or no presence in such new product category as compared to some of our competitors, may lead to lower product pricing due to lack of presence and higher expenditure on reputation building. As a result, it may be more expensive for us to manufacture or distribute ketene and diketene derivative products in these new regions and it may take longer to reach the expected sales and profit levels than anticipated, which could affect the viability of these operations or our overall profitability. There can be no assurance that our products will gain market acceptance or meet the particular requirements of customers in these new markets and regions. If we do not successfully establish our operations, reputation and image in these new markets and regions, our sales, financial condition, results of operations and cash flows could be materially and adversely affected.

11. ***We are subject to government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, results of operations and cash flows may be adversely affected.***

The operations of our Company and VASPL are subject to extensive government regulations governing the market in which we operate. Our Company and VASPL are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business and for each of our Manufacturing Facilities and the Proposed Facility. For details of applicable regulations and approvals relating to our business and operations, see "Key Regulations and Policies" and "Government and Other Approvals" on page 183 and 333, respectively. The critical approvals for setting up the Proposed Facility including approval for the building plan from GIDC and EC Approval (Environmental Clearance) from State Level Environment Impact Assessment Authority which have been obtained as on date. Additionally, the Proposed Facility will require us to obtain other approvals, which are routine in nature. For further details, see "*Objects of the Issue – Funding capital expenditure requirements for Proposed Facility – Government approvals*" on page 125. A majority of these approvals require renewal.

We are also required to obtain and maintain a number of statutory and regulatory licenses, permits and approvals for carrying out our business which are granted for a limited duration and require renewal. While we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be materially adversely affected.

The approvals required by our Company are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. 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.

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

The pharmaceutical industry is a highly competitive market with several major pharmaceutical companies present, and therefore it is challenging to improve market share and profitability. In addition, the major pharmaceutical companies may set up pure play API businesses similar to ours, which may impact our market share and profit margins on our products. Although the pharmaceutical industry provides for significant entry barriers, competition in our business is based on pricing, relationships with customers, research and development, product registration, product quality, customisation, and innovation. We may have to compete with new players in India and overseas who enter the market and are able to offer our products at competitive rates. Many of our competitors may have access to greater financial, manufacturing, R&D, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges or a stronger sales force. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. For instance, we face pricing pressures from companies, principally in China, that are able to produce chemicals at competitive costs and consequently, may supply their products at cheaper prices. We cannot assure you that we shall be able to compete with our existing as well as future competitors as well as the price and services offered by them. Moreover, Indian bulk drugs companies are faced with poor infrastructure and lack of adequate facilities at ports and railway terminals as well as poor pipeline connectivity, which imposes difficulties in raw material procurement and at a cost competitive price with global peers. We are unable to assure you that we shall be able to meet the pricing pressures imposed by such overseas players which would adversely affect our business, financial condition and results of operations. Our competitors may succeed in developing products that are more effective, popular or cheaper than ours, which may render our products uncompetitive and adversely affect our business, results of operations, cash flows and financial condition.

13. ***We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances.***

Our manufacturing processes involve storage and transportation of various hazardous substances such as acetic anhydride amongst others. We are subject to operating risks associated with handling of such hazardous materials such as possibility for leakages and ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which in turn may cause personal injury, property damage and environmental contamination. For example, due to an accident at our Manufacturing Facility in Fiscal 2021, the operations at our facility were shut for a period of about fifteen days which resulted in an estimated loss in revenue of ₹ 119.01 million and loss of ₹ 7.22 million towards plant & machinery. While we have not had any other instance during the last three fiscals where our Company was affected, we cannot assure you that we will not experience operating risks associated with handling of such hazardous materials in the future. In the event of occurrence of any such accidents, our business operations may be interrupted. Any of these occurrences may result in the shutdown of our Manufacturing Facility and expose us to civil and / or criminal liability which could have an adverse effect on our business, financial condition and results of operations. Moreover, certain environmental laws impose strict liability for accidents and damages resulting from hazardous substances and any failure to comply with such laws may lead to closure, penalties, fines and imprisonment.

14. ***Pricing pressure from customers may affect our gross margin, profitability and ability to increase our prices, which in turn may materially adversely affect our business, results of operations and financial condition.***

Being in a competitive market, we face pricing pressures from our customers. Accordingly, API manufacturers like us must be able to reduce our operating costs in order to maintain profitability. Such price reductions may affect our sales and profit margins. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives or other cost reduction initiatives, our business, results of operations and financial condition may be materially adversely affected. Our customers also negotiate for larger discounts in price as the volume of their orders increase. To maintain our profit margins, we seek price reductions from our suppliers, improved production processes to increase manufacturing efficiency to reduce costs. There can be no assurance that we will be able to avoid future customer price reductions or offset the impact of any such price reductions through continued technology improvements, improved operational efficiencies, cost-effective sourcing alternatives, new manufacturing processes, cost reductions or other productivity initiatives, which may adversely affect our business, financial condition and results of operations.

15. ***Reforms in the healthcare industry and the uncertainty associated with pharmaceutical pricing and reimbursement could adversely affect the pricing and demand for our products.***

Our success will depend, in part, on the extent to which government and health administration authorities, private health insurers and other third-party purchasers will pay for drugs that contain our products. Increasing expenditures for healthcare have been the subject of considerable public attention in almost every jurisdiction where we conduct business. In countries where we currently operate, including India, pharmaceutical prices are subject to regulation. Any restriction on the ability of our customers to freely set prices for their drugs that contain our products, may in turn adversely affect our ability to freely price our products and consequently reduce our profits.

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

We intend to utilize the Net Proceeds of the Issue as set forth in "*Objects of the Issue*" beginning on page 118. As on the date of this Prospectus, our funding requirements are based on management estimates in view of past expenditures and our current business plans and has not been appraised by any bank or financial institution. While we will use the Net Proceeds towards (i) Investment in VASPL for part-financing its capital expenditure requirements in relation to the setting up of the Proposed Facility; (ii) Investment in VASPL for funding its working capital requirements of VASPL and (iii) general corporate purposes in the manner specified in "Objects of the Issue" beginning on page 118, the deployment of the Net Proceeds will be at the discretion of our Board. However, the deployment of the Net Proceeds will be monitored by the Monitoring Agency which will be appointed pursuant to SEBI ICDR Regulations. We may have to reconsider our management estimates and/or business plans due to changes in underlying factors, some of which are beyond our control, such as the continuing impact of the COVID-19 pandemic, interest or exchange rate fluctuations, changes in designs, changes in technology, increase in input costs, labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, start-up costs, engineering procurement and construction costs, regulatory costs, environmental factors, other external factors and since we have not presently entered into any definitive agreements for the use of the Net Proceeds. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of the Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or efficient manner, it may affect our business and results of operations.

17. ***We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.***

Due to the nature of, and the inherent risks in the arrangements with our customers, we are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. Our operations involve extending credit to our customers in respect of sale of our API products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. For the Fiscals 2023, Fiscals 2022, Fiscals 2021 trade receivables amounts to ₹ 885.68 million, ₹ 1,107.69 million, ₹ 425.12 million representing 26.52%, 38.00% and 23.31% respectively, of our revenue from operations. We typically have credit terms of 30 to 90 days with our customers. There is no assurance that we will accurately assess the creditworthiness of our customers. Further, macroeconomic conditions which are beyond our control, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. During the Fiscals 2023, Fiscals 2022 and Fiscal 2021, our bad debts were ₹ Nil, ₹ Nil and ₹ Nil respectively. An increase in bad debts or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased financing costs, thereby adversely affecting our results of operations and cash flows. For details on our trade receivables, see "Summary of Restated Financial Information – Restated Summary of Assets and Liabilities" on page no. 82 of this Prospectus.

18. ***Our manufacturing unit and office premises are located on leasehold / leave and license basis. If these leasehold /license agreements are terminated or not renewed on terms acceptable to us, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

We are holding our manufacturing units and registered office premises on leasehold/ leave and license basis. Our manufacturing unit is located at Plot nos. L-13 and L-30, Tarapur Industrial Area, Boisar, Palghar, Maharashtra which have been taken on long term lease basis for 95 years by us from MIDC. Our Registered Office located at 104, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai- 400080, Maharashtra has been taken on leave and license basis for 5 years by us. Further, the premises underlying the Proposed Facility are currently licensed to VASPL by GIDC for a period of 99 years.

Our licenses/ leases may expire in the ordinary course. We cannot assure you that we shall continue to be able to operate out of our existing premises or renew our existing licenses / leases at favourable terms or at all. Any such event may adversely impact our operations and cash flows and may divert management attention from our business operations. In case of any deficiency in the title of the licensors/ owners from whose premises we operate, breach of the contractual terms of any lease, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and shall have to look for alternate premises.

Given that our business operations are conducted on premises leased, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business operations. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Until we receive these, we may suffer disruptions in our operations and our business which may adversely affect our financial condition.

19. ***We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed facility which is proposed to be financed from the Issue proceeds. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected. Setting up of the Proposed Facility are subject to the risk of unanticipated delays in implementation due to factors including delays in construction, obtaining regulatory approvals in timely manner and cost overruns.***

We are in the process of setting up the Proposed Facility, which will be housed in Valiant Advanced Sciences Private Limited, our wholly owned Subsidiary and will be utilised for the manufacturing of speciality chemicals. We intend to use a part of the Net Proceeds to set-up a unit at Saykha Industrial Area, Bharuch, Gujarat ("Proposed Facility") to manufacture ketene and diketene derivatives products which also includes acetic anhydride that is used as a raw material in the process of manufacture of paracetamol.

Further, if we are unable to procure the requisite equipment from the vendors from whom we have procured quotations/ placed orders or in the event the vendors are not able to provide equipment in a timely manner, we cannot assure you that we may be able to identify alternative vendors to provide us with the raw materials which satisfy our requirements at acceptable prices. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

Total estimated cost as per certificate dated May 10, 2023 issued by the Chartered Engineer in respect of the Proposed Facility is ₹ 2,656.50 million. We are yet to place orders for the capital expenditure for the Proposed Facility. There can be no assurance that we will be able to place orders for such plant and machinery, in a timely manner or at all. We have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Issue and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

Our Proposed Facility is subject to obtaining regulatory and statutory approvals a in timely manner (including environmental clearance, license under Drugs and Cosmetics Act, consent to operate, etc.), potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our Proposed Facility plans include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our Manufacturing Facilities, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory, environmental and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned Proposed Facility and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. The Proposed Facility will require us to obtain various approvals, which are routine in nature including approvals such as environmental approvals and factory license. For further details, see "Objects of the Issue – Funding capital expenditure requirements for Proposed Facility – Government approvals" on page 111. In addition to such pending approvals, we will also need to apply for certain additional approvals required for the Proposed Facility. There can be no assurance that we will be able to obtain these registrations and approvals including approvals in relations to power and water procurement in a timely manner or at all. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see "Objects of the Issue" on page 102.

20. R&D activities play an important role for our business and if we do not successfully improve our existing products or continue our product portfolio expansion in a timely and cost-effective manner, our business, financial condition, cash flows and results of operations may be adversely affected.

We are dependent on our R&D activities at our R&D facilities for our future success. In the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our R&D expenses were ₹ 1.68 million, ₹ 2.92 million and ₹ 3.61 million, respectively, which represented 0.05%, 0.10% and 0.20% of our revenue from operations, respectively. In addition, Fiscal 2023, Fiscal 2022 and Fiscal 2021, our capital expenditure on R&D was ₹ 0.06 million, ₹ 0.92 million and Nil, respectively. Our future results of operations depend, to a significant degree, on our ability to successfully improve our existing product in a timely and cost-effective manner. Further, as part of our business strategies, we intend to further diversify our product portfolio ketene and diketene derivative products through our wholly owned subsidiary Valiant Advanced Sciences Private Limited.

The development and commercialization of new products (whether ours or our customers' products) are complex, time-consuming, costly and involves a high degree of business risk. We may be unable to successfully create these new products or encounter unexpected delays in the launch of these products and even if launched as planned, such products may not perform as we expected. Further, development of new products involves multiple stages of trial and testing and there can be no assurance that we will be able to take any innovations developed by us pursuant to R&D efforts through the different testing stages without repeating our R&D efforts or incurring additional amounts towards such research, trial or testing. There is a significant possibility, that some of our product development decisions, including, significant research and development costs, or investments in technologies, will not meet our expectations and our investment in some projects will be unprofitable.

Our industry is characterised by rapid technical and scientific changes and discoveries. Accordingly, our R&D efforts are required to keep pace with a rapidly changing technical landscape which may impact our processes or the utility and viability of the products used by us. Any changes due to technological advances and scientific discoveries may cause us to incur significant R&D expenses to re-engineer our existing products or processes or to create newer products and processes.

The success of our new product offerings will depend on several factors, including our ability to properly anticipate customer needs, obtain timely regulatory approvals or intellectual property rights, establish collaborations with suppliers and customers, develop and manufacture our products in a timely and cost-effective manner through our R&D efforts and successfully market and sell our products. In addition, the development and commercialization of new products is characterized by significant upfront costs, including costs associated with R&D, product development activities, obtaining regulatory approvals, building inventory and sales and marketing. Further, there can be no assurance that new products or enhancements to existing products developed by us will achieve market acceptance.

Additionally, some of our competitors may have greater financial, research and technological resources. They may also be in a better position to identify market trends, adapt to changes in industry and offer innovative new products. Our competitors may also commercialize similar products before us. The occurrence of any such event could affect the success of our R&D activities, which in turn could have an adverse effect on our business, growth, results of operations, cash flows and financial condition.

Accordingly, if we do not successfully develop new products or continue our product portfolio in a timely, cost-effective manner that is attractive to our customers, our business, financial condition, cash flows and results of operations may be adversely affected.

21. ***Our inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition and cash flows.***

Our business depends on our estimate of the demand for our products from customers. We estimate demand for our products based on past sales and advance purchase order. If we overestimate demand, we may purchase more raw materials and manufacture more products than required. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in delayed or non-fulfilment of purchase orders resulting in loss of customers, goodwill and business. In addition, if our products do not achieve widespread acceptance or our customers, change their procurement preferences, we may be required to incur significant inventory markdowns or may not be able to sell our products, which would affect our business, results of operations and financial condition. As such, our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

22. ***Under-utilization of our production capacities could have an adverse effect on our business, future prospects and future financial performance.***

As of March 31, 2023, we are operating from one unit at Tarapur Industrial area, Palghar, Maharashtra with an aggregate estimated installed production capacity of 9,000 MTPA for paracetamol. The level of our capacity utilization can impact our operating results. Capacity utilization is also affected by demand and supply balance.

For Fiscals 2023, Fiscal 2022 and Fiscal 2021, our total installed production capacity and actual production as of for the periods indicated below:

Product	Unit	FY 2022-23			FY 2021-22			FY 2020-21		
		Capacity	Production	Utilization (%)	Capacity	Production	Utilization (%)	Capacity	Production	Utilization (%)
Paracetamol	MTPA	9,000	6,015.00	66.83	6,000	4,266.39	71.11	6,000	4,212.91	70.22

For further information, see *"Our Business – Capacity and Capacity Utilization"* on page 175 of this Prospectus. These percentage are not indicative of future capacity utilization, which are dependent on various factors, including demand for our products, availability of raw materials, shipping cost, our ability to manage our inventory and improving operational efficiency. Under-utilization of our production capacities over extended periods or significant under-utilization in the short-term could materially and adversely impact our business, growth prospects and future financial performance.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at units, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of electricity, water or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current Unit, resulting in operational inefficiencies which could have a materially adverse effect on our business and financial condition.

23. Indian chemical industry is having a low share in the overall global chemical industry.

Historically, the Indian chemical industry has had a low share in the global chemical industry which poses a notable risk. For instance, India was holding 9th position among the top 10 exporters in the global chemical industry as of 2021. Details of the top 10 exporters in the global chemical industry based on their market share as per CRISIL Report are given as under:

Chemical exports:

Exporters	***Share in world exports (%)***		
Regions/ countries	***2005***	***2010***	***2021***
EU	*50.0%*	*46.0%*	*45.6%*
US	*10.9%*	*11.2%*	*9.7%*
China	*3.2%*	*5.2%*	*9.4%*
Switzerland	*4.0%*	*4.3%*	*5.2%*
South Korea	*2.5%*	*2.9%*	*3.6%*
Japan	*4.8%*	*4.6%*	*3.4%*
UK	*5.2%*	*4.3%*	*2.5%*
India	*1.0%*	*1.4%*	*2.2%*
Singapore	*2.4%*	*2.3%*	*2.3%*
Saudi Arabia	*1.0%*	*1.3%*	*1.6%*
Above 10	***85.0%***	***83.4%***	***85.6%***

With this very limited market share, India faces challenges in asserting itself as a major player in global chemical exports. While India's current position in the global chemical industry export landscape presents risks, it also signifies opportunities for growth and development. The global chemical industry is a highly competitive and dynamic arena, with regions / countries like European Union (EU), United States (US), China, Switzerland, South Korea, Japan, United Kingdom (UK) and Singapore dominating the landscape.

24. The Indian speciality chemicals industry is highly competitive and our inability to compete effectively may adversely affect our business, results of operations and financial condition and cash flows.

Our Company faces a significant risk associated with our competitors launching same or similar specialty chemical products as ours. While the products manufactured (ketene and diketene derivatives products) by our wholly-owned subsidiary, VASPL, may differ from those of other industry players, the prospect of our competitors manufacturing identical products poses a notable challenge. These competitors that we face are formidable, not only in terms of size but also due to their established market presence and financial strength which would pose a risk to our business operations and financial stability. Their entry into our product niche could disrupt our market position. While the risk of competitors launching same or similar specialty chemical products is significant, it can be managed through proactive measures like research and development, maintain a unique selling proposition, exploring strategic alliances with complementary businesses and building and nurturing strong customer relationships. Our commitment to innovation, differentiation, and strategic partnerships will be essential in maintaining our market position and financial stability.

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

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. For further information on our related party transactions, please see "Note 40 – Related Party Transactions" in the chapter titled "Restated Financial Statements" on page 252. While we believe that all such related party transactions that we have entered into are conducted on an arms' length basis in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to board or shareholder approval, as necessary under the Companies Act and the Listing Regulations, in the interest of our Company and its minority shareholders and in compliance with the Listing Regulations, we cannot assure you these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Further, any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our company. There can be no assurance that our directors and executive officers will be able to address such conflicts of interests or others in the future.

26. Our Subsidiary has acquired land in the last five years from our Promoter Group member and may undertake further acquisitions in the future.

Pursuant to a lease deed dated January 5, 2023, our Subsidiary VASPL has acquired leasehold rights from GIDC in respect parcel of land admeasuring about 57,766 sq. mtrs. situated at Plot Nos. 540 & 541, Saykha Industrial Area, Bharuch, Gujarat. Our promoter group company, VOL was previously allotted the said parcel of land by GIDC which has been subsequently transferred / assigned to VASPL and in consideration thereof, a sum of ₹ 180.00 million has been paid by VASPL to VOL. For further details, please see "*Objects- Details of the Objects of the Issue*" on page 120 of this Prospectus. We intend to use a part of the Net Proceeds to set-up a unit at Saykha Industrial Area, Bharuch, Gujarat to manufacture speciality chemical products. Our Promoter, Shantilal Shivji Vora is interested in VOL to the extent of his shareholding, direct and indirect, in VOL and our Managing Director, Santosh Shantilal Vora is interested in VOL to the extent of his directorship in VOL. We believe that the transaction has been conducted on an arms-length basis, and in compliance with the provisions of Companies Act and other applicable laws, however, there can be no assurance that our Company could not have achieved more favourable terms had the transaction not been entered into with related parties. In the future, our Company may undertake further acquisitions of land from entities related to any of our Promoters or Directors. For more information, please see "*Our Promoters and Promoter Group*" on page 216.

27. Changes in technology may affect our business by making our unit or equipment less competitive.

Our profitability and competitiveness are to a certain extent dependent on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our units. Our inability to continue to invest in new and more advanced technologies and equipment, may result in our inability to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other manufacturing companies and other methods of manufacturing. The development and implementation of such technology entails technical and business risks. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to emerging industry standards. If we are unable to adapt in a timely manner to changing market conditions or technological changes, our business and financial performance could be adversely affected.

28. Improper storage, processing and handling of raw materials and finished products may cause damage to our inventory leading to an adverse effect on our business, results of operations and cash flows.

Our manufacturing processes involve storage and transportation of various hazardous substances such as acetic anhydride amongst others. Some of our raw materials are susceptible to damage, if they come in contact with the air and water, which may affect the quality of the finished product. In the event such a contamination is detected during quality checks, we may be required to discard the batches resulting in wastage or losses, which could affect our financial condition or results of operations. Also, improper storage may result in higher than usual wastage of inventory due to mishandling, which may also require us to incur additional expenses in replacing or reprocessing that portion of the inventory and/ or incur additional expenses in maintenance and improvement of our storage infrastructure, which may adversely affect our profit margins.

29. Exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a portion of our expenditures are denominated in foreign currencies.

Our financial statements are prepared in Indian Rupees. However, a portion of our raw material expenditures are denominated in foreign currencies. Accordingly, we have currency exposures relating to buying in currencies other than in Indian Rupees**.**

Our cost of imported raw materials for the relevant periods are as below:

(₹ in million)

Particulars	**Fiscal 2023**	**Fiscal 2022**	**Fiscal 2021**
Cost of imported raw materials	325.51	761.13	920.45

Therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements. We are affected primarily by fluctuations in exchange rates among the U.S. dollar and the Indian Rupee, and our business, results of operations and financial condition may be adversely affected by fluctuations in the value of the Indian Rupee against foreign currencies. We have earned gains due to these fluctuations in foreign currency for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 of ₹ 5.83 million, ₹8.63 million and ₹ 10.09 million, respectively. These gains/losses were related to instances where the market exchange rate at the time of transaction was in our favour or against us as compared to the rates we had applied when the transactions were accounted. For further information on our exchange rate risk management, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Principal Factors Affecting our Results of Operations – Foreign Exchange Rate Fluctuation" on page 303.

In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our results of operations and cash flows. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations and cash flows.

30. Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.

Our Company has availed loans in the ordinary course of business for the purposes of meeting working capital requirements and for capital expenditure. As on March 31, 2023, our Company has been sanctioned an aggregate secured sum of ₹ 520.00 million by our lender. Our ability to meet our debt service obligations and repay our outstanding borrowings shall depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions. These restrictive covenants inter-alia require us to obtain either the prior permission of such banks or financial institutions or require us to inform them of various activities, including, among others, alteration of our capital structure, implementing any scheme of expansion/diversification/modernization, amending our articles of association or memorandum of association, disposal of assets, undertaking any guarantee obligations on behalf of any third party or any other company or raising of additional debt or equity. In the event that we breach a restrictive covenant, our lenders could deem us to be in default and seek early repayment of loans among other consequences in case of an event of default. An event of default would also affect our ability to raise new funds or renew maturing borrowings as needed to conduct our operations and pursue our growth initiatives. Although we have received consent from our lender for the Issue, these restrictive covenants may affect some of the rights of our Shareholders. As on March 31, 2023, our Company is an aggregate unsecured loan of ₹ 594.00 million which can be recalled at any point of time. For further information, see *"Financial Indebtedness"* beginning on page 324.

In addition, certain terms of our borrowings require us to maintain financial ratios which are tested periodically. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Certain of our financing arrangements also contain cross-default provisions which could automatically trigger defaults under other financing arrangements. Our failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, results of operations and financial condition.

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

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

32. Our Group Companies are authorized to carry on similar lines of business and there can be no assurance that we would not face competition from such Group Companies in the future.

As on the date of this Prospectus, our Group Companies are authorized by their respective constitutional documents to engage in lines of business similar to that of our Company. One of our Group Companies namely, Valiant Organics Limited is also a Promoter Group member in which our Promoters, Shantilal Shivji Vora and Santosh Shantilal Vora are interested to the extent of their shareholding, direct and indirect, and directorship, respectively. Although, as on date of this Prospectus, the aforesaid Group Companies are not into the manufacturing of the same products as our Company, future conflicts of interests may arise in allocating business opportunities among our Company and Group Companies in circumstances where our respective interests diverge. While there are no common pursuits amongst our Group Companies and our Company, we cannot assure you that we would not face competition from our Group Companies in the future.

33. Restrictions on import of raw materials may impact our business and results of operations.

We currently import some portion of our raw materials. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the goods proposed to be imported may be hazardous. While the raw materials we import may not be hazardous in nature, we cannot assure you that such regulations will not be made applicable to us or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials. While we have not in the recent past experienced any challenges in importing such materials, we cannot assure you that we will not experience any such challenges in the future. For the Fiscal 2023, Fiscals 2022 and Fiscal 2021, our purchase of imported raw materials and components consumed amounts to ₹ 325.51 million, ₹761.13 million and ₹920.45 million, representing 11.87%, 31.17% and 74.86%, respectively, of our total raw material purchase. In light of the COVID-19 pandemic and the current war scenario in Eastern Europe, the import of raw materials could be affected in the future. In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all. Any change in law or applicable governmental policies relating to imports, change in international geo-political situations, restriction on import of raw materials could have an adverse effect on our ability to deliver products to our distributors, business and results of operations.

34. If we fail to manage our growth effectively, we may be unable to execute our business plan or maintain high levels of service and satisfaction, and our business, results of operations, cash flows and financial condition could be adversely affected.

We have experienced significant growth in our revenue from operations and profitability in the last three Fiscals and anticipate that we will continue to potentially grow, expand into new geographies and take advantage of market opportunities. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our revenue from operations were ₹ 3,339.10 million, ₹ 2,915.23 million and ₹ 1,823.69 million, respectively. Our revenue from operations grew at a CAGR of 23.90% between Fiscal 2017 and Fiscal 2023. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our restated profit after tax was ₹ 289.98 million, ₹ 274.96 million and ₹ 305.93 million, respectively. Our restated profit after tax, grew at a CAGR of 26.81% between Fiscal 2017 and Fiscal 2023.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing our product portfolio, strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories and expanding our manufacturing capacities. For further information, see "Our Business – Strategies" on page 167 of this Prospectus.

Many factors may contribute to a decline in our revenue growth rates, including increased competition, slowing demand for our product from existing and new Customers, reduced market acceptance of paracetamol, inability to attract new customers, general economic conditions, government actions and policies, a failure by us to continue capitalizing on growth opportunities, changes in the regulatory framework, availability of an alternate to our product, non-availability of raw materials at competitive pricing and the maturation of our business, among others. We cannot assure you that our current and planned systems, policies, procedures and controls, personnel and third-party relationships will be adequate to support our future operations. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects.

To manage operations and personnel growth, we will need to continue to grow and improve our operational, financial, and management controls and our reporting systems and procedures. We will require significant funds and allocation of valuable management resources to expand our technology and infrastructure without any assurances that our net revenue will increase. Failure to manage our anticipated growth and organizational changes in a manner that preserves the key aspects of our culture could reduce our ability to recruit and retain personnel, innovate, operate effectively, and execute on our business strategy, potentially adversely affecting our business, results of operations, cash flows and financial condition.

We will need to adapt and upgrade our controls, policies, procedures and overall operations to accommodate our growing operations and supporting personnel. Moreover, the speed with which our internal controls and procedures are implemented or adapted to changing regulatory or commercial requirements may be inadequate to ensure full and immediate compliance, leaving us vulnerable to inconsistencies and failures that may have a material adverse effect on our business, results of operations, cash flows and financial condition.

In addition, there may be delays in the anticipated timing of activities related to such growth initiatives, strategies and operating plans; increased difficulty and cost in implementing these efforts; and the incurrence of other unexpected costs associated with operating the business. Any of these factors could adversely impact our results of operations. If, for any reason, the benefits we realize are less than our estimates or the implementation of these growth initiatives, strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected.

35. ***We have incurred capital expenditure during the last three Fiscal Years. We may require substantial financing for our business operations and capital expenditure and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our future profitability.***

During the Fiscal 2023, Fiscal 2022 and Fiscal 2021 we incurred capital expenditure of ₹ 73.64 million, ₹ 64.64 million and ₹ 16.69 million, respectively. A significant amount of our capital expenditure in these periods including for our Manufacturing Facility, was aimed at repairs and maintenance and upgrading equipment. Our management adopts and implements business strategies that take into account a number of macro and micro economic considerations, including our current financial condition and expected levels of growth over the medium to long term. In addition, we expect to incur capital expenditure (through our wholly owned subsidiary) from the proceeds of the Issue. For further information, see "Objects of the Issue" on page 118.

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

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

Our ability to obtain additional financing on favourable 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. Our ability to raise debt financing on acceptable terms also depends on our credit ratings. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our planned capital expenditure, our business, financial condition and results of operations.

36. There have been some instances of incorrect filings with the Registrar of Companies and other non-compliances under the Companies Act in the past which may attract penalties.

There have been certain discrepancies in relation to statutory filings required to be made by us with the RoC under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act. There have been some instances of incorrect filing in DPT-3 Form for Fiscal 2021-22. Further, Section 29(1) of the Companies Act read with Rule 9A of Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that every public company shall issue securities only in demat form. We have in August 2021 issued 10,500,000 Equity Shares in physical form to our Shareholders which have subsequently been converted into demat form in December 2021. As per Section 450 of the Companies Act, in the event a company contravenes contravenes any of the provisions of the Companies Act or the rules made thereunder and for which no penalty or punishment is provided elsewhere, the company and every officer of the company who is in default shall be liable to a penalty of ten thousand rupees, and in case of continuing contravention, with a further penalty of one thousand rupees for each day after the first during which the contravention continues, subject to a maximum of two lakh rupees in case of a company and fifty thousand rupees in case of an officer who is in default. Although, no regulatory action, fine or penalty has been taken/ levied on our Company for such purported default / non-compliance and our Company's management is of the considered view that it is in compliance with the provisions of the Companies Act, however, it cannot be assured that no such regulatory action, fine or penalty will be taken/ levied in the future. Further, we cannot assure you that such non-compliances will not occur in the future. Therefore, if the concerned authorities impose monetary penalties on us or take certain punitive actions against our Company or its directors/ officers in relation to the same, our business and financial condition could be adversely affected. There have been no instances of non-compliance by our subsidiary, VASPL under the Companies Act.

37. We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.

Our success depends on the supply and transport of the various raw materials required for our unit and of our finished products from our unit to our customers, which are subject to various uncertainties and risks. We rely on third-party freight and transportation providers for the delivery of our products to customers with whom we have no formal arrangement, to provide rail, road and other transportation facilities. We also depend on sea and road borne freight in respect of import and export operations. Such transportation providers are arranged on an as-needed basis. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, we undertake our import and export facilities majorly from JNPT (Nhava Sheva) port situated in Navi Mumbai, Maharashtra and are therefore, heavily dependent on the smooth functioning of the said port for our import and export activities.

Raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet customer orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and the goodwill of the Company in the market. The current war between Ukraine and Russia has resulted in various global sanctions being levied on Russia which is a major exporter of fossil fuels and natural gas, these sanctions have corresponded in an economic slowdown and an increase in fuel costs throughout the world. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third- party transportation providers. Our freight and forwarding charges were ₹ 11.18 million, ₹ 7.32 million and ₹ 8.32 million in for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 respectively. A continued rise in the cost of fuels could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations or passing these charges on to our customers, which could adversely affect demand for our products.

38. Our Company, its Promoters and our Directors are party to certain legal proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.

Our Company, Promoters and some of our Directors ("**Relevant Parties**") are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and other authorities. In the event of any adverse rulings in these proceedings or the consequent levying of penalties, the Relevant Parties may need to make payments or make provisions for future payments, which may increase their respective expenses and current or contingent liabilities.

The summary of outstanding litigation involving our Company, Promoters and Directors as on the date of this Prospectus have been provided below in accordance with the materiality policy adopted by our Board. As of the date of this Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which could have a material impact on our Company. For details, please see *"Outstanding Litigation and Material Developments"* on page 327.

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Aggregate amount involved (INR in million)*
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	-	-	-	-	-
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	10	-	-	-	6.26
Promoters						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	3	-	-	-	0.93
Subsidiary						
By the Subsidiary	-	-	-	-	-	-
Against the Subsidiary	-	-	-	-	-	-

**To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Prospectus. We cannot assure you that these proceedings will be decided in favour of Relevant Parties. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on our reputation, business and financial condition. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour laws, personal injury and property damage, etc.

Furthermore, if we get involved in disputes with third-parties in the course of our operations such as suppliers, customers and sub- contractors, the same may lead to legal or other proceedings and may result in substantial costs, delays in our development and operation schedule, and the diversion of resources and management’s attention, regardless of the outcome. We may also have disagreements with regulatory authorities in the course of our operations, which may subject us to legal proceedings and unfavourable decisions that may result in penalties or delay or disrupt our development and operations.

39. ***We may be subject to significant risks and hazards when operating and maintaining our Manufacturing Facility, for which our insurance coverage might not be adequate.***

Our total insurance cover includes property, plant and equipment and inventory, for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 543.00 million, ₹ 398.00 million and ₹ 310.00 million respectively, which was 129.00%, 106.00% and 121.00%, respectively of our net block of property, plant and equipment, and inventory. As of March 31, 2023, we operate from one unit situated in the state of Palghar, Maharashtra. We generally perform scheduled and unscheduled maintenance and operating and other asset management services. We also sub-contract certain maintenance services to third-parties who may not perform their services adequately. Manufacturing products involves handling of certain risky material which, if not handled properly, can be dangerous. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse and machinery failure are inherent risks in our operations. They can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and may result in the suspension of operations. The occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/ or penalties.

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. However, we cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage, or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see *“Our Business – Insurance”* beginning on page 181 of this Prospectus.

40. Industry information included in this Prospectus has been derived from an industry report from CRISIL Market Intelligence & Analytics, a division of CRISIL Limited which has been commissioned and paid by us for such purpose exclusively in connection with the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third-party research agency, CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, to prepare an industry report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023, for purposes of inclusion of such information in this Prospectus. Certain sections of this Prospectus include information based on, or derived from, the CRISIL Report or extracts of the CRISIL Report. We exclusively commissioned and paid for the CRISIL Report for the purpose of confirming our understanding of the industry in connection with the Issue. All such information in this Prospectus indicates the CRISIL Report as its source. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely amongst different industry sources. Furthermore, such assumptions may change based on various factors. We cannot assure that the CRISIL Report assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Furthermore, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as an expert advice or investment advice. Prospective investors are advised not to unduly rely on the CRISIL Report or extracts thereof as included in this Prospectus, when making their investment decisions.

41. The paracetamol API industry in India is highly concentrated and our inability to compete effectively may adversely affect our business, results of operations and financial condition and cash flows.

The manufacturing landscape for paracetamol API industry in India is concentrated with presence of few players. Due to this concentrated competitive landscape of paracetamol API players in India, there is a risk of fierce competition and possibility of price wars which in turn may have an adverse effect on our profit margins. As the competition intensifies, these competitors may also look to consolidate their positions through mergers and acquisitions. Market consolidation may result in the emergence of dominant players with enhanced pricing power and market influence. Our Company may face challenges in maintaining its competitiveness and market share which may adversely affect our business, results of operations and financial condition and cash flows.

42. Information relating to the installed production capacity and capacity utilization of our production units included in this Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the installed production capacity and capacity utilization of our Manufacturing Facility included in this Prospectus are based on various assumptions and estimates of our management that have been considered by an independent chartered engineer while calculating the installed production capacity of, and actual production volumes at, our units. The assumptions and estimates include the standard capacity calculation practices applicable to the pharmaceutical API industry after examining the period during which the unit was operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our Manufacturing Facility included in this Prospectus or from the historical installed production capacity information of our units depending on the product. Accordingly, undue reliance should not be placed on our historical installed capacity information for our existing facilities included in this Prospectus.

43. Inability to protect, strengthen and enhance our existing reputation could adversely affect our business prospects and financial performance.

The reputation of our brand is important for our business and is key to our ability to remain a trusted supplier of APIs and to attract new customers and retain the existing ones. We believe that any damage to our reputation could substantially impair our ability to maintain or grow our business or could have a material adverse effect on our overall business prospects and financial performance. While we have been making consistent efforts to strengthen our image, various factors, some of which are beyond our control, are critical for maintaining and enhancing our reputation and if not managed properly, may negatively affect our brand and reputation. These include our ability to effectively manage the quality of our products, increase brand awareness among existing and potential customers, adapt our advertising and promotion efforts to emerging industry standards.

Our reputation could also be negatively impacted if we fail to maintain our established standards of service, or if our products fail to meet the expectation of our customers. Any allegations of deterioration in product quality even when false or unfounded, could tarnish our image and may cause our customers to choose other competing products. Any negative publicity regarding us, our reputation, our products or the chemical/ pharmaceutical industry generally could adversely affect our business and our results of operations. Other risks associated with our industry include improper disclosure of proprietary information, negative comments about our Company or standard of service, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The inappropriate use of social media by our customers, employees, suppliers or other third parties could also harm our reputation thereby increasing our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. In addition, counterfeit products, sub-standard quality and ineffective promotional activities are all potential threats to the image and potency of our Company. Our failure to develop, maintain and enhance our Company may result in decreased revenue and loss of customers and in turn adversely affect our reputation, business, financial condition, results of operations and cash flows.

44. Any unscheduled or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition, results of operations and cash flows.

Any unscheduled or prolonged disruption of our manufacturing operations, including power failure, fire and unexpected mechanical failure of equipment, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, outbreak of wars or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to manufacture our products and adversely affect our revenues from operations in such period. While there have not been any material disruptions in the last three Financial Years having impact on our business operations and financials, any such disruption may interrupt our operations, which may interfere with the manufacturing process, requiring us to either stop our operations or repeat activities that may involve additional time and costs. Our customers rely on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. Although we take precautions to minimize the risk of any significant operational problems at our units, our customer relationships, business, financial condition, results of operations and cash flows may be adversely affected by any disruption of operations at our units, including due to any of the factors mentioned above.

Disruptions in our operations could delay production or require us to temporarily cease operations at our unit. We may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our unit to cease, or limit, production until the disputes concerning such approvals are resolved. As regulatory approvals are site specific, we may be unable to transfer production activities to another location immediately. Similarly, there is no assurance that portion of our unit unaffected by an interruption will have the capacity to increase their output to manufacture products for the affected units, to the extent that all outstanding orders will be fulfilled in a timely manner. In the event of prolonged interruptions in the operations of our units, we may have to make alternate arrangements for supplies and products in order to meet our production requirements, which could affect our profitability.

45. ***Our ability to grow our business depends on our relationships with our customers and any adverse changes in these relationships, or our inability to enter into new relationships and thereby expand our customer network, could negatively affect our business and results of operations.***

Our business is dependent on the decisions and actions of our customers which is determined by our ability to maintain and strengthen our relationships and arrangements with existing customers. Our relationship with our customers is dependent to a large extent on our ability to regularly meet their requirements, including price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. There are also a number of factors relating to our customers beyond our control that might result in the termination of our arrangement or the loss of a customer relationship, including change in preferences of our customers as well as a demand for price reductions. Further, the deterioration of the financial condition or business prospects of these customers could affect their ability to maintain inventory and thus reduce demand for our products and could result in a significant decline in the revenues we derive from such customers. Adverse changes in our relationships with our customers or the inability to develop new products for existing customers or to successfully establish relationships with new customers, could therefore limit our business prospects, which could adversely affect our financial performance.

We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor freight forwarding of our products, transportation bottlenecks, natural disasters, infectious disease outbreaks such as the pandemics, acts of war and labour issues, which could lead to deliveries being delayed or lost, resulting in insufficient inventories with our customers. If we fail to deliver products to our customers in a timely manner, our business and results of operations may be adversely affected.

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

We procure electricity for use at our facilities from the local grid. We procure water for use at our facilities from the Maharashtra Industrial Development Corporation. We rely upon diesel generator sets to ensure continuity of operations in case of power outage. There have been no major instances of power failure in the last three years. Reliance on third parties for electricity and water us to risks such as shortage or break down in supply, the correction of which is in the hands of such third parties, and which, if not corrected, could result in a temporary of all or part of operations. While we have not faced challenges in supply in past due to dependence on third parties for the supply of utilities, we cannot assure you that we shall not face shortage or break down in supply of utilities in future. Additionally, in case of a break- down of our relationship with the utility providers, we are unable to assure you that we shall be able to source such utilities from alternate sources in a timely manner, which could adversely affect our business, financial condition and results of operations.

47. Our Group Companies has, in the past, been involved in certain monitoring actions which may adversely impact our business and reputation.

As a part of SEBI and Stock Exchanges initiative to enhance market integrity and safeguard the interest of investors, the concept of additional surveillance measure ("ASM") was introduced. The ASM list is a list of companies whose securities are being monitored on a daily basis due to factors like price fluctuation, volatility, volume variance, etc. In the past three fiscals, there have been a few instances wherein our Group companies, Valiant Organics Limited and Aarti Pharmalabs Limited, were shortlisted under short-term ASM at different stages. However, at present the said Promoter Group company is not shortlisted under any ASM. We cannot assure you that any such instance will not occur in the future and any such future instance may have loss of reputation and diversion of management's attention or other recourses.

48. We have issued Equity Shares at prices that may be lower than the Issue Price in the last 12 months.

We have issued Equity Shares in the last 12 months at a price that may be lower than the Issue Price, as set out in the table below:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Allotment	List of Allotees
February 23, 2023	16,280,000	10.00	-	Bonus Issue of equity shares in the ratio of one equity shares for every one equity shares held	1. Dhanvallabh Ventures LLP – 10,175,000 2. Shantilal Shivji Vora – 1,629,595 3. Santosh Shantilal Vora – 1,629,595 4. Kanchan Shantilal Vora - 807,345 5. Rachi Santosh Vora – 3,465 6. Paresh Shashikant Shah – 2,033,845 7. Varsha Paresh Shah – 1,155

The price at which our Company has issued the Equity Shares in the preceding 12 months is not indicative of the Issue Price or that will prevail in the open market following listing of the Equity Shares. For further details, please see *"Capital Structure – Notes to the Capital Structure – Equity Share capital history of our* Company*"* beginning on page *99* of this Prospectus.

49. We appoint contract labour for carrying out some of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.

We engage independent contractors through whom we engage contract labourers for performance of non-critical aspects at our manufacturing unit such for material charging and sifting in the production department, as helpers in our maintenance department, housekeeping of our entire unit and for undertaking loading and un-loading of raw materials, finish goods, engineering items . As on July 31, 2023, we have hired/ engaged 78 contract labourers which represented 46.15% of our total manpower. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

50. Any downgrading of our credit rating by a domestic or international credit rating agency may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings. We have been assigned the following credit ratings in the last three fiscals:

Particulars	***September 09, 2022***	
	Long Term Instruments	***Short Term Instruments***
Rating	*CRISIL A-/Stable*	*CRISIL A2+*
Rating Agency	*CRISIL Rating Limited*	

Our credit rating may be downgraded in the future due to various factors, including factors which may be beyond our control. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. Any future downgrade of our credit ratings may increase interest rates for refinancing our borrowings, which would increase our cost of borrowings, and may have an adverse effect on our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of repayment of certain of our borrowings. If any of these risks materialize, it could have a material adverse effect on our business, reputation, financial performance and the price of our Equity Shares.

51. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategycould have an adverse effect on our business, results of operations, financial condition and cash flows.

While we have experienced revenue growth and have expanded our operations over the years, we cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further or at the same rate. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing our product portfolio, strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories and expanding our manufacturing capacities. For further information, see *"Our Business – Strategies"* on page 173 of this Prospectus.

Our ability to sustain growth depends primarily upon our ability to manage key issues such as our ability to sustain existing relationships with our clients, ability to obtain raw materials at better prices, ability to compete effectively, ability to scaling up our operations, adhering to high quality and execution standards, our ability to expand our manufacturing capabilities and our presence in India as well as globally, selecting and retaining skilled personnel. Sustained growth also puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects. Our success in implementing our growth strategies may be affected by our ability to identify new market opportunities, develop products, increase our existing network of customers and ability to adapt to changes in the Indian or international regulatory environment applicable to us. Many of these factors are beyond our control and there can be no assurance that we will succeed in implementing our strategy. Any change in government policies and regulations including any ban imposed on a particular product by the respective governments, or any duties, pre-conditions or ban imposed by countries from where we source certain raw materials may have an adverse impact on our operations. In addition, there may be delays in the anticipated timing of activities related to such growth initiatives, strategies and operating plans; increased difficulty and cost in implementing these efforts; and the incurrence of other unexpected costs associated with operating the business. Any of these factors could adversely impact our results of operations. If, for any reason, the benefits we realize are less than our estimates or the implementation of these growth initiatives, strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected.

52. ***We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.***

The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of April 30, 2023, we employed about 86 permanent employees across our manufacturing facility registered office. Some of our employees are affiliated with labour union. There can be no assurance that our employees will not join any existing union or otherwise organize themselves. In the past three years, we have not experienced any labour dispute. We do not have any formal policy for redressal of labour disputes. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lockouts, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

53. ***We are dependent on our Promoters, Directors and a number of key managerial personnel and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on our Promoters, Directors and key managerial personnel for setting our strategic business direction and managing our business. Our Promoters and several of our key managerial personnel have extensive experience in the chemical and pharmaceutical industry. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. The attrition rate in respect of our employees was 6.10%, 4.23%, and 3.57% for the Fiscal 2023, Fiscals 2022 and Fiscal 2021 respectively. We may experience similar attrition rates in the future. A significant increase in the attrition rate among skilled employees could decrease our operating efficiency and productivity and could lead to a decline in the profitability of our Company. Competition for qualified technical personnel and operators is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impacted.

We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining suitable employees. The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

54. ***An inability to renew quality accreditations in a timely manner or at all may negatively affect our business prospects and financial performance.***

We operate in the pharmaceutical / API industry. We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by certification issuing agencies. For instance, we have received certification for compliance with ISO 9001:2015 issued by TÜV NORD CERT GmbH with respect to management systems of our Manufacturing Facility and compliance with Good Manufacturing practices ("GMP") issued by Foods & Drugs Administration, Konkan Division, Maharashtra. If we fail to comply with applicable quality standards or if we are otherwise unable to obtain such quality accreditations in the future in a timely manner or at all, our brand and reputation could be adversely affected. Any significant damage to our reputation 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.

55. ***Our Promoters and Promoter Group shall continue to retain significant control in our Company after the Issue, which shall allow them to influence the outcome of matters submitted to shareholders for approval. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control.***

As on date of this Prospectus, our Promoters and certain members of our Promoters Group hold 32,560,000 Equity Shares representing 100.00% of the pre-Issued, subscribed and paid-up Equity Share capital of our Company. After the completion of this Issue, our Promoters and Promoter Group shall continue to hold significant shareholding in our Company. As a result, our Promoters and Promoter Group shall continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other shareholders shall be unable to affect the outcome of such voting. If our Promoters and Promoter Group sells a substantial number of the Equity Shares in the public market, or if there is a perception that such sale or distribution could occur, the market price of the Equity Shares could be adversely affected. No assurance can be given that such Equity Shares that are held by the Promoters shall not be sold any time after the Issue, which could cause the price of the Equity Shares to decline.

56. ***Employee misconduct including misuse of confidential data and failure to maintain confidentiality of information could harm us and is difficult to detect and deter.***

We enter into confidentiality agreements and non-disclosure agreements with our customers, other third parties and employees. As per these agreements, we are required to keep confidential, the know-how and technical specifications, if any, provided to us by these customers. In the event of any breach or alleged breach of our confidentiality agreements with our customers, these customers may terminate their engagements with us or initiate litigation for breach of contract. Moreover, most of these contracts do not contain provisions limiting our liability with respect to breaches of our obligation to keep the information we receive from them confidential. As a result, if our customers' confidential information is misappropriated by us or our employees, our customers may consider us liable for that act and seek damages and compensation from us, in addition, to seeking termination of the contract. While there have been no instances during the last three fiscals of information technology breach or instances of cyber-attack, assertions of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause us to incur reputational harm and substantial cost.

Although we closely monitor our employees, misconduct, including acts of bribery, corruption or fraud by employees or executives, such acts could include binding us to transactions that exceed authorized limits or present unacceptable risks, or they may hide unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. While we have not experienced any such employee misconduct in the past, it is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our business and our reputation. The Company has though obtained the criminal insurance policy for coverage against such misconduct.

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

Certain Non-GAAP Measures and certain other industry measures relating to our operations and financial performance have been included in this Prospectus. We compute and disclose such Non-GAAP Measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian chemical companies, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Prospectus.

These Non-GAAP Measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other manufacturing companies.

58. ***If we are subject to any frauds, theft, or embezzlement by our employees, suppliers or customers, it could adversely affect our reputation, results of operations, financial condition and cash flows.***

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employee/ supplier/ customer fraud, theft, or embezzlement. Although we have set up various security measures in our office premises and units such as deployment of security guards and operational processes such as periodic stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition and cash flows.

59. ***Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our Manufacturing Facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.***

Our business involves complex manufacturing processes that can be dangerous to our employees. Although we employ safety procedures, including providing safety equipment, in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in any of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations and prospects. While we maintain legally mandated insurance policies such as accident and medical insurance policies for our employees and a public liability insurance, we cannot assure you that the coverage under such policies will be sufficient to cover loss sustained or that an affected employee or third party will not additionally seek legal recourse against us.

In particular, if operations at our Manufacturing Facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. While there has not been any such incidence in past, we cannot assure you that such incidents will not occur in future.

Interruptions in production may also increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations and prospects.

60. ***There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue.

In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the stock exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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

We have not declared dividend in the past. For further information, see *"Dividend Policy"* on page 225 of this Prospectus. 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. 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 in accordance with the dividend distribution policy as may be adopted by our Board from time to time and will depend on factors that our Board deems relevant, including among others, our Company's profitability, capital requirements, financial commitments and requirements, including business and Proposed Facility plans, applicable legal restrictions and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

EXTERNAL RISK FACTORS

RISKS RELATING TO INDIA

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

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Global situations such as outbreak of the COVID-19 pandemic, full scale military invasion of Ukraine by Russia have caused a global economic downturn including in India. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

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

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

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

63. "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 Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of such measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility. On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market and trading for our Equity Shares."

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Europe 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 disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. 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. For example, the full scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the 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, results of operation, and cash flows. 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, results of operations, and cash flows, and reduce the price of the Equity Shares.

65. The occurrence of natural or man-made disasters or outbreak of global pandemics, such as the COVID-19 pandemic, could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, infectious disease outbreaks such as the COVID-19 pandemic and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally, including the ongoing conflict between Russia and Ukraine following Russia's full-scale military invasion of Ukraine in February 2022, volatility in interest rates, volatility in commodity and energy prices, an increase in oil prices, a loss of investor confidence in other emerging market economies and other political and economic development may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

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

Our Restated Financial Statements as at and for the financial year ended March 31, 2023 have been derived from our audited financial statements as at and for the financial year ended March 31, 2023 prepared in accordance with Ind AS. Our Restated Financial Statements as at and for the financial year ended March 31, 2022 and March 31, 2021 have been derived from our audited financial statements as at and for the year ended March 31, 2022 and standalone audited financial statements as at and for the years ended March 31, 2021 prepared in accordance with Accounting Standards and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

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

67. If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.

Any change in Indian tax laws could have an effect on our operations. Any future amendments may affect our benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax, past claims of central excise, state VAT, and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017. For further information on litigations arising out of such claims, see *"Outstanding Litigation and Other Material Developments"* beginning on page 327 of this Prospectus.

Further, the Government of India has announced the union budget for Fiscal 2023, pursuant to which the Finance Act, 2022 ("**Finance Act**"), wherein a few sections have become effective from April 01, 2022 and the remaining shall come into force as and when may be notified by the Central Government. As such, there is no certainty on the impact that the Finance Act, 2022 may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Furthermore, 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. The rules for implementation under these codes have been notified, and we are determining the impact of these laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. In another example, the GoI has made it mandatory for business establishments with turnover above a certain size to offer digital modes of payment from November 2019, with no charges being levied on the customers or the merchants by banks and payment service providers. Such measures could adversely impact our income streams in the future and adversely affect its financial performance.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

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 currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. 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 or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see *"Restrictions on Foreign Ownership of Indian Securities"* on page 389 of this Prospectus.

69. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. Going forward, the sovereign ratings outlook will remain dependent on whether the government is able to transition the economy into a high-growth environment, as well as exercise adequate fiscal restraint. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable termsor at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

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

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

a. the foreign currency equivalent of the Rupee trading price of the Company's Equity Shares in India;
b. the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Company's Equity Shares; and
c. the foreign currency equivalent of cash dividends, if any, on the Company's Equity Shares, which will be paid only in Rupees.

In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India may reduce the proceeds received by Shareholders, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares. Another example would be that the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

RISKS RELATING TO THE ISSUE AND THE EQUITY SHARES

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction where the investors are located in do does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

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

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

73. Any future issuance of Equity Shares may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Issue (subject to provisions of the applicable laws) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Issue Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

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

Under the current Indian tax laws and regulations, 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 both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification) and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are 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 the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax exempt in such cases. Further, STT will be levied on and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹ 100,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would be subject to tax at a higher rate of 40% (plus applicable surcharge and cess) in the case of foreign companies and 30% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

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. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Historically, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

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

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

77. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Issue, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section "Basis for Issue Price" beginning on page 132 of this Prospectus. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Issue price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on NSE and BSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Issue, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;

- developments affecting fiscal, industrial or environmental regulations;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

78. ***Future sales of Equity Shares by our Promoters may adversely affect the market price of the Equity Shares.***

After the completion of the Issue, our Promoters will own, directly, more than 61.84% of our outstanding Equity Shares. Upon expiry of the lock-in period provided under the SEBI ICDR Regulations, our Promoters will be eligible to sell part or all of the Equity Shares held by it. Future sales of a large number of the Equity Shares by our Promoters, either in one sale or over a series of sales, could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future, or that the market price of the Equity Shares will not be adversely affected by any such disposal, pledge or encumbrance of their Equity Shares.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the bid/ Issue period and until the Bid/ Issue closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, events affecting the Investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

SECTION III: INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Issue of Equity Shares(1)	Upto 10,890,000 Equity Shares aggregating to ₹ 1,524.60 million
The Issue consists of:	
A) QIB Portion(2)(3)	Not more than 5,445,000 Equity Shares
of which:	
Anchor Investor Portion(2)	Upto 3,266,970 Equity Shares
- Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	2,178,030 Equity Shares
of which:	
- Available for allocation to Mutual Funds only (5% of the Net QIB Portion)(3)	108,900 Equity Shares
- Balance of QIB Portion for all QIBs including Mutual Funds	2,069,130 Equity Shares
B) Non-Institutional Portion(3) (4)	Not less than 1,633,500 Equity Shares
of which:	
One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	544,500 Equity Shares
Two-third of the Non-Institutional Category available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1.00 million	1,089,000 Equity Shares
C) Retail Portion(3)(4)	Not less than 3,811,500 Equity Shares
Pre-Issue and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	32,560,000 Equity Shares
Equity Shares outstanding after the Issue	43,450,000 Equity Shares
Utilization of Net Proceeds	See *"Objects of the Issue"* beginning on page 118 of this Prospectus for details regarding the use of proceeds from the Issue.

(1) The Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated January 30, 2023 and March 20, 2023 respectively.

(2) Subject to valid Bids having been received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would have been allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Promoters, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Issue, subject to receipt of minimum subscription for 90% of the Issue, compliance with Rule 19(2)(b) of the SCRR and allotment of not more than 50% of the Issue to QIBs, Equity Shares would have been allocated

in the manner specified in the section "Terms of the Issue" beginning on page 352 of this Prospectus.

Allocation to all categories, except Anchor Investors and Retail Individual Bidders has been made on a proportionate basis. The allocation to each Retail Individual Bidder was not to 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.

(3) Our Company and the Promoters could, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds only, subject to valid Bids having been 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 remaining Equity Shares shall be added to the Net QIB portion. 5% of the QIB Portion (excluding Anchor Investor portion) would have been available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) would have been available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Issue Price. In the event the aggregate demand from Mutual Funds was less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion would have been added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Issue Procedure" beginning on page 364.

(4) Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, was made on a proportionate basis subject to valid Bids having been received at or above the Issue Price, as applicable. The allocation to each Retail Individual Bidder was not less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, could have been allocated on a proportionate basis.

For further details, please see *"Issue Procedure"* on page 364 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Statements. The Restated Financial Statements has been prepared, based on financial statements for Fiscal 2023, Fiscal 2022 and Fiscal 2021. The Restated Financial Statements have been prepared in accordance with Ind AS and the Companies Act, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled "Financial Information" on page 226*.*

The summary financial information presented below should be read in conjunction with the chapters titled "Restated Financial Statement" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 226 and 303 respectively.

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VALIANT LABORATORIES LIMITED — ANNEXURE I

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES (Rs In Mn.)

	Particulars	Notes	March 31, 2023	March 31, 2022**	March 31, 2021**
I.	**ASSETS**				
	Non-Current assets				
	(a) Property, plant & equipment	4	291.41	217.73	195.70
	(b) Capital Work-in-Progress	4	0.46	14.45	-
	(c) Right to Use-Assets	5	8.28	4.54	2.19
	(d) Goodwill		-	-	-
	(e) Other Intangible Assets		-	-	-
	(f) Financial Assets				
	(i) Investment in Subsidiaries	6.1	0.10	-	-
	(ii) Other Financial Assets	7.1	7.02	6.10	5.96
	(g) Other non-current assets	8	0.68	7.33	0.39
	Total Non-Current assets		**307.95**	**250.14**	**204.24**
	Current assets				
	(a) Inventories	9	130.42	158.04	60.73
	(b) Financial Assets				
	(i) Investments	6.2	340.19	4.02	-
	(ii) Trade Receivables	10	885.68	1,107.69	425.12
	(iii) Cash and Cash Equivalents	11	3.76	1.31	39.37
	(iv) Bank Balances Other than Cash & Cash Equivalents	12	0.80	200.00	150.00
	(v) Loans	13	324.03	0.01	0.21
	(vi) Other Financial Assets	7.2	7.22	7.30	-
	(c) Other Current assets	14	108.57	73.61	183.47
	(d) Current Tax Assets (Net)	15	18.95	15.99	-
	Total Current assets		**1,819.63**	**1,567.98**	**858.90**
	Total Assets		**2,127.58**	**1,818.12**	**1,063.14**
II.	**EQUITY AND LIABILITIES**				
	EQUITY				
	(a) Equity Share Capital	16	325.60	162.80	105.00
	(b) Other Equity	17	679.30	551.80	780.82
	Total Equity		**1,004.90**	**714.60**	**885.82**
	Liabilities				
	Non-Current liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	18.1	594.00	594.00	2.74
	(ii) Lease Liabilities	19.1	6.42	2.67	0.58
	(iii) Other financial liabilities	20	9.61	9.61	9.61
	(b) Provisions	21.1	0.78	-	-
	(c) Deferred Tax Liabilities (net)	22	6.66	2.96	5.51
	Total non-current liabilities		**617.48**	**609.25**	**18.45**
	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	18.2	-	12.81	0.77
	(ii) Lease Liabilities	19.2	1.75	1.78	1.95
	(iii) Trade Payables	23			
	A) Total Outstanding Dues of Micro enterprises and and small enterprises		0.06	0.18	-
	B) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises		472.90	464.19	122.92
	(iv) Other Financial Liabilities	24	20.18	13.07	8.62
	(b) Other Current liabilities	25	9.11	0.68	1.14
	(c) Provisions	21.2	1.18	1.56	1.26
	(d) Current Tax Liabilities (Net)	26	-	-	22.21
	Total current liabilities		**505.19**	**494.27**	**158.87**
	Total Equity and Liabilities		**2,127.58**	**1,818.12**	**1,063.14**

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021

Significant accounting policies and Key accounting estimates and judgements.

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached

For and on behalf of the Board of Directors

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director & CFO
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDIN -

Ms. Saloni Mehta
Company Secretary
ICSI M. No.- A65706

VALIANT LABORATORIES LIMITED

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

ANNEXURE II

(Rs In Mn. Except EPS)

Sr No.	Particulars	Notes	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021**
				16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022**	
I	Revenue from operations	27	3339.10	2091.44	823.79	2915.23	1823.69
II	Other Income	28	48.63	7.95	11.53	19.49	14.12
III	**Total Income**		**3387.72**	**2099.40**	**835.32**	**2934.72**	**1837.81**
IV	**EXPENDITURE**						
	Cost of Materials Consumed	29	2772.77	1690.45	673.85	2364.30	1208.73
	Changes in Inventories of Finished Goods & Work-in-Progress	30	-2.41	-14.39	-5.34	-19.74	-1.27
	Purchase of stock in trade	31	2.83	3.22	0.38	3.60	0.11
	Employee Benefits Expense	32	46.13	22.29	8.35	30.64	27.08
	Finance Costs	33	2.54	0.24	0.49	0.73	17.84
	Depreciation and Amortization	34	15.63	16.18	8.72	24.90	26.07
	Other Expenses	35	168.87	79.33	33.91	113.24	89.02
IV	**Total Expenditure**		**3006.36**	**1797.32**	**720.36**	**2517.68**	**1367.59**
V	**Profit Before Tax**		**381.36**	**302.08**	**114.96**	**417.04**	**470.23**
VI	**Tax Expenses**			-			
	Current Tax	22	88.00	77.25	67.42	144.68	164.60
	Deferred Tax	22	3.38	(2.60)	0.00	(2.60)	-0.30
VI	**Total Tax Expense**		**91.38**	**74.65**	**67.42**	**142.08**	**164.30**
VII	**Profit for the year**		**289.98**	**227.42**	**47.54**	**274.96**	**305.93**
VIII	**Other Comprehensive Income**						
	(i) Items that will not be reclassified to profit or loss in subsequent year			-		-	-
	Re-measurement of the net defined benefit plan		0.64	(1.45)	-	(1.45)	-
	Fair value changes of various Financial intruments				-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit & loss			-		-	
	Re-measurement of the net defined benefit plan	22	(0.32)	(0.05)	-	(0.05)	-
	Fair value changes of various Financial intruments				-	-	-
VIII	Total other comprehensive income for the year, net of tax		**0.32**	**-1.50**	**0.00**	**-1.50**	**0.00**
IX	**Total comprehensive income for the year (VII + VIII) (Total of profit and other comprehensive income for the year)**		**290.30**	**225.92**	**47.54**	**273.46**	**305.93**
	Earnings per equity share of Rs. 10/- each (PY: Rs. 10/- each)	**36.1**					
	(1) Basic		**8.91**	**7.87**	1.68	9.52	10.83
	(2) Diluted		**8.91**	7.87	1.68	9.52	10.83

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021

The above statement of Profit and Loss should be read in conjunction with the accompanying notes.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For and on behalf of the Board of Directors

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director & CFO
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDIN -

Ms. Saloni Mehta
Company Secretary
ICSI M. No.- A65706

VALIANT LABORATORIES LIMITED ANNEXURE-III

RESTATED SUMMARY STATEMENT OF CASH FLOW (Rs In Mn.)

	PARTICULARS	March 31, 2023	March 31, 2022**	March 31, 2021**
A.	**CASH FLOW FROM OPERATING ACTIVITIES ;**			
	Net Profit before tax and extra ordinary items	381.36	417.04	470.23
	Adjusted for:			
	Depreciation	15.63	24.90	26.07
	Interest Paid	2.54	6.15	17.84
	Gain/(Loss) on disposal of Property, Plant and Equipment (PPE)	-	0.40	-
	Operating Profit /(Loss) before Working Capital Changes	**399.53**	**447.69**	**514.14**
	Adjusted for:			
	(Increase)/Decrease in Trade Receivables	222.01	(682.72)	(207.01)
	(Increase)/Decrease in Inventories	27.61	(97.31)	(22.04)
	(Increase)/Decrease Other Current Assets	(325.53)	(17.39)	(64.99)
	(Increase)/Decrease Other non-Current Assets	2.01	(0.15)	(0.08)
	Increase/(Decrease) in Trade Payable	68.39	353.35	14.43
	Increase/(Decrease) in Lease Liabilities	3.72	1.92	(1.85)
	Increase/(Decrease) in Other Current Liabilities	8.43	62.52	22.11
	Increase/(Decrease) in Financial Liabilities	(88.62)	99.26	0.98
	Cash generated from operations	**317.56**	167.18	255.69
	Income Tax Paid	(88.00)	(144.68)	(164.60)
	Net cash from operating activities	**229.56**	**22.51**	**91.09**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**			
	Purchase of property, plant & equipment (including capital advances)	(70.68)	(68.76)	(16.69)
	Sale of property, plant & equipment	-	0.40	0.00
	Bank Balances not considered as Cash and Cash Equivalents	199.20	(50.00)	(150.00)
	Other Investment	(340.29)	(4.02)	0.00
	Net Cash used in investing activities	(211.77)	(122.38)	(166.69)
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Interest Paid	(2.54)	(6.15)	(17.84)
	Proceeds / (Repayments) of Borrowings	(12.81)	(420.72)	132.14
	Exp for issue of Share capital	-	(0.31)	-
	Proceeds / (Repayments) of share capital	-	488.99	-
	Net Cash used in financing activities	(15.34)	61.81	114.30
	Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	2.45	(38.06)	38.69
	Cash and Cash Equivalents at the beginning of the year	1.31	39.37	0.68
	Cash and Cash Equivalents at the end of the year	3.76	1.31	39.37

Cash and cash equivalents comprise

Particulars	March 31, 2023	March 31, 2022**	March 31, 2021**
Balances with banks	3.21	0.11	38.69
Cash on hand	0.55	1.20	0.69
Total cash and cash equivalents at end of the year	3.76	1.31	39.37

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021
The accompanying notes are an integral part of the Ind AS financial statements.
Previous Year's figures are regrouped / rearranged wherever required.
Figures in brackets indicate cash outgo.
The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind AS 7 Statement of Cash Flow.
As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For and on behalf of the Board of Directors

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDINo-

Ms. Saloni Mehta
Company secretary
ICSI M. No.- A65706

Valiant Laboratories Limited

Consolidated Balance Sheet as at March 31, 2023

Rs in Mn

Particula		Note No.	As at March 31, 2023
I.	**ASSETS**		
	Non-current assets		
	(a) Property, Plant and Equipment	4	472.90
	(b) Right to Use assets	5	8.28
	(c) Capital work-in-progress	4	6.80
	(d) Other Intangible Assets		-
	(e) Goodwill on consolidation		-
	(f) Financial Assets		
	(i) Other Investments	6A	-
	(ii) Other Financial Assets	7A	12.35
	(g) Other non-current assets	8A	123.54
	Total Non-Current Assets		**623.87**
	Current assets		
	(a) Inventories	9	130.42
	(b) Financial Assets		
	(i) Investments	6B	340.19
	(ii) Trade Receivables	10	885.68
	(iii) Cash and Cash Equivalents	11	12.62
	(iv) Bank Balances Other than Cash & Cash Equivalents	12	0.80
	(v) Loans	13	0.70
	(v) Other Financial Assets	7B	7.22
	(c) Other Current Assets	8B	109.20
	(d) Current Tax Assets (Net)	14	18.95
	Total Current Assets		**1,505.79**
	TOTAL ASSETS		**2,129.66**
II.	**EQUITY AND LIABILITIES**		
	EQUITY		
	(a) Equity Share Capital	15	325.60
	(b) Other Equity	16	679.31
	(c) Non Controlling Interests		-
	Total Equity		**1,004.91**
	LIABILITIES		
	Non-Current Liabilities		
	(a) Financial Liabilities		
	- Borrowings	17A	594.00
	- Lease Liabilities	18A	6.42
	- Other non financial liabilities	19	9.61
	(b) Provisions	20A	0.78
	(c) Deferred Tax Liabilities (net)	21	6.66
	Total non-current liabilities		**617.49**
	Current liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	17B	-
	(ii) Lease Liabilities	18B	1.75
	(iii) Trade Payables	22	
	Enterprises; and		0.06
	B) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises		472.90
	(iii) Other Financial Liabilities	23	20.95
	(b) Other Current Liabilities	24	10.42
	(c) Provisions	20B	1.18
	(d) Current Tax Liabilities (Net)		-
	Total Current Liabilities		**507.26**
	TOTAL EQUITY AND LIABILITIES		**2,129.66**

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.
Previous Year's figures are regrouped / rearranged wherever required.
As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

Ms. Saloni Mehta
Company secretary
ICSI - A65706

Valiant Laboratories Limited

Statement of Consolidated Profit and Loss for the year ended March 31, 2023

Rs in Mn

	Particulars	Note No.	For the Period Ended 31-Mar-2023
I	Revenue from operations	25	3,339.10
II	Other income	26	48.63
III	**Total Revenue (I + II)**		**3,387.72**
IV	**Expenses**		
	Cost of materials consumed	27	2,772.77
	Purchase of stock-in-trade	28	2.83
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(2.41)
	Employee benefits expense	30	46.13
	Finance costs	31	2.54
	Depreciation, Amortization and Impairment Expenses	32	15.63
	Other expenses	33	168.87
IV	**Total Expenses**		3,006.36
V	**Profit before tax (III - IV)**		381.36
VI	Tax expense:		
	Current tax		88.00
	(Excess) / Short Provision of earlier year		-
	Deferred tax charge / (credit)		3.38
	Total tax Expense		91.38
VII	**Profit for the year (V - VI)**		289.98
VIII	**Other comprehensive income:**		
a)	Items that will not be reclassified to profit or loss in subsequent year		
	Re-measurement of the net defined benefit plan		0.64
	Fair value changes of various Financial intruments		-
	(ii) Income tax relating to items that will not be reclassified to profit & loss		
	Re-measurement of the net defined benefit plan		(0.32)
	Tax on various Financial intruments		-
	Fair value changes of various Financial intruments		-
VIII	**Total other comprehensive income / (loss) for the year, net of tax**		**0.32**
IX	**Total comprehensive income for the year (VII + VIII)** **(Total of profit and other comprehensive income for the year)**		**290.30**
	Profit for the year		
	Attributable to:		
	Non-controlling interests		-
	Owners of the Parent		289.98
			(0)
	Total other comprehensive income for the year		
	Attributable to:		
	Non-controlling interests		-
	Owners of the Parent		290.30
			0
	Earnings per equity share of Rs. 10/- each (Previous Year: Rs. 10/- each)	**34**	
	(1) Basic		8.91
	(2) Diluted		8.91

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached.

Our Valiant advance science private limited are incorporate dated 8th July 2022 so previous year figure are not available

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

Ms. Saloni Mehta
Company secretary
ICSI - A65706

Valiant Laboratories Limited

Consolidation Cash Flow Statement As on March 31, 2023

Rs in Mn

Particulars	As on March 31, 2023
(A) Cash Flow from Operating Activities	
Net Profit Before Tax	381.36
Adjustments	
Finance Cost	2.54
Depreciation and Amortization and Impairment Expense	15.63
Interest Income	2.61
Operating Profit Before Working Capital Changes	**396.93**
Adjustments	
Add/(Less):	
(Increase) / Decrease in Trade Receivables	222.01
(Increase) / Decrease in Inventories	27.61
(Increase) / Decrease Loans	(6.93)
(Increase) / Decrease other Current Assets	2.39
(Increase) / Decrease other non-Current Assets	(43.72)
Increase / (Decrease) in Trade Payable	80.24
Increase / (Decrease) in Provisions	(1.04)
Increase / (Decrease) in Other Current Liabilities	9.73
Increase / (Decrease) in Financial Liabilities	(38.70)
Cash Generated from Operation	**648.51**
Direct Taxes Paid	(88.00)
Net Cash From Operating Activities (A)	**560.51**
(B) Cash Flow From Investing Activities	
Acquisition of Property, Plant and Equipment and CWIP (net)	(376.81)
Bank Balances not considered as Cash and Cash Equivalents	199.20
Investment in mutual fund	(336.17)
Capital Goods	(38.17)
Interest Income	0.26
Net Cash from Investing Activities (B)	**(551.68)**
(C) Cash Flow From Financing Activities	
Proceeds / (Repayment) from Short Term Borrowings	(12.81)
Proceeds / (Repayment) from Long Term Borrowings	(0.00)
Payment for Short Term Lease Liability	3.72
Interest Paid	(0.25)
Net Cash from /(Used) in Financing Activities (C)	**(9.34)**
Net Increase / (Decrease): in Cash and Cash Equivalents (A+B+C)	(0.51)
Opening Balance of Cash and Cash Equivalents	13.13
Closing Balance of Cash and Cash Equivalents	**12.62**

1. The above statement of Cash Flows should be read in conjunction with the accompanying
2. Previous Year's figures are regrouped / rearranged wherever required.
3. Figures in brackets indicate cash outgo.
4. The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind
5. Cash flows from operating activities include Rs. 62.91 lakhs being expenses towards

6. Cash and Cash Equivalents comprises of:

Particulars	As on March 31, 2023
a. Cash on Hand	0.72
b. Balances with Banks	11.90
Total	**12.62**

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

As per our report of even date attached.

For Raman S Shah & Co

Chartered Accountants
(Firm Regn No. 111919W)

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Ms. Saloni Mehta
Company secretary
ICSI - A65706

GENERAL INFORMATION

Our Company was originally formed as a partnership firm under the name and style of 'M/s. Bharat Chemicals' pursuant to the deed of partnership dated October 17, 1980, amended and restated from time to time. Subsequently, the partnership firm, M/s. Bharat Chemicals was converted into a public limited company under the provisions of the Companies Act with the name "Valiant Laboratories Limited" pursuant to certificate of incorporation dated August 16, 2021 issued by Central Registration Centre, Registrar of Companies, The corporate identity number of our Company is U24299MH2021PLC365904.

For details of changes in registered office of our Company, please refer to the chapter titled *"History and Certain Corporate Matters"* beginning on page 190 of this Prospectus.

Registered Office of our Company

Valiant Laboratories Limited
104, Udyog Kshetra, Mulund Goregaon Link Road,
Mulund West, Mumbai- 400080, Maharashtra

Manufacturing Facility

The address of our Manufacturing Facility are as follows:

Valiant Laboratories Limited
Plot nos. L-13 and L-30, Tarapur Industrial Area,
Boisar, Palghar, Maharashtra-401506

Company Registration Number and Corporate Identity Number

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

a) Registration number: 365904

b) Corporate identification number: U24299MH2021PLC365904

The Registrar of Companies

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

Registrar of Companies
100, Everest, Marine Drive,
Mumbai- 400002, Maharashtra

Board of Directors

As on the date of this Prospectus, our Company's Board comprises of the following Directors:

Name, Nature of Directorship and DIN	Age	Residential Address
Velji Karamshi Gogri Independent Director & Chairman DIN: 02714758	71 years	F-703, Ashok Nagar, Building No. 3 L.T. Road, Vazira Naka, L.T Road, Opp. Talwalker gym, Borivali (West), Mumbai 400091

Name, Nature of Directorship and DIN	Age	Residential Address
Santosh Shantilal Vora Managing Director DIN: 07633923	29 years	B/304, Dadar Manish Market, Senapati Bapat Marg, Old Tulsi Pipe Road, Dadar West Mumbai 400028
Shantilal Shivji Vora Non-Executive Director DIN: 07633852	71 years	B/304, Dadar Manish Market, Senapati Bapat Marg, Old Tulsi Pipe Road, Kohinoor Technicals, Dadar West Mumbai 400028
Paresh Shashikant Shah Executive Director DIN: 08291953	63 years	503, Jamuna Vihar, C.D Barfiwala Lane, Opp. Zalawad Nagar, Andheri West, Mumbai, Andheri Railway station, Mumbai – 400058
Sonal Amit Vira Independent Director DIN: 09505883	41 years	1702, 17th Floor, Tower no. 1, Crescent Bay, Near Mahatma Phule Educational Society, Jerbai Wadia Road, Bhoiwada, Mumbai 400012.
Sandeep Gupta Non-Executive Director DIN: 09245060	52 years	B-804, Gardenia CHS Ltd., Thakur Village, Near Gundecha Education Academy, Kandivali East, Mumbai – 400101

For further details of the Board of Directors, please refer to the section titled "*Our Management*" beginning on page 196 of this Prospectus.

Company Secretary & Compliance Officer

Saloni Mehta is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Saloni Mehta
104, Udyog Kshetra, Mulund Goregaon Link Road,
Mulund west, Mumbai- 400080, Maharashtra
Telephone: 022 4971 2001
Email ID: complianceofficer@valiantlabs.in

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

Book Running Lead Manager	Registrar to the Issue
Unistone Capital Private Limited A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059 Telephone: +91 9820057533 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Brijesh Parekh Website: www.unistonecapital.com SEBI Registration number: INM000012449 CIN: U65999MH2019PTC330850	**Link Intime India Private Limited** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India Telephone: +91 8108114949 Facsimile: +91 22 4918 6060 Email: valiantlaboratories.ipo@linkintime.co.in Investor grievance email: valiantlaboratories.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan Website: www.linkintime.co.in SEBI Registration Number: INR000004058 CIN: U67190MH1999PTC118368
Legal Advisor to the Issue	**Statutory & Peer Reviewed Auditors**
M/s. Alliance Law Address: 801, 8th Floor, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021.	**M/s. Raman S. Shah & Co.** Address: 102, 'A' Wing, Inderdarshan Building, First floor, Jambli Galli, Next to Jain temple, Borivali (West), Mumbai -400092

Telephone: +91 22-2204 0822/23/24 E-mail: ipo@alliancelaw.in	Telephone: 9322231348 E-mail: ramansshahandco@gmail.com Contact Person: CA Raman S. Shah Firm Registration No.: 111919W Peer Review Number: 015015
Syndicate Member	**Escrow Collection Bank / Refund Banker / Sponsor Bank**
Rikhav Securities Limited Address: Office No. 922-A, 9th Floor, P.J. Tower, Dalal Street, Mumbai, Maharashtra – 400 001 Telephone: 022-69078300 Fax: NA E-mail: info@rikhav.net Website: www.rikhav.net Contact Person: Hitesh Lakhani SEBI Cert Registration No: INZ000157737 CIN No.: U99999MH1995PLC086635	**HDFC Bank Limited** Address: HDFC Bank Limited, FIG-OPS Department – Lodha, I Think Techno Campus O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (east), Mumbai – 400042, Maharashtra, India Telephone: +91 22 30752927/28/2914 Fax: - E-mail: siddharth.jadhav@hdfcbank.com, sachin.gawde@hdfcbank.com, eric.bacha@hdfcbank.com, tushar.gavankar@hdfcbank.com, pravinteli2@hdfcbank.com Website: www.hdfcbank.com Contact Person: Eric Bacha/ Sachin Gawde /Pravin Teli/Siddharth Jadhav/ Tushar Gavankar SEBI Cert Registration No: INBI00000063 CIN No.: L65920MH1994PLC080618
Sponsor Bank / Public Issue Bank	**Banker to our Company**
Kotak Mahindra Bank Limited Address: Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra, India. Telephone: 022-66056603 Fax: - E-mail: cmsipo@kotak.com Website: www.kotak.com Contact Person: Siddhesh Shirodkar SEBI Cert Registration No: INBI00000927 CIN No.: L65110MH1985PLC038137	**Kotak Mahindra Bank Limited** Address: 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra I, Mumbai 400051. Telephone: 91 022 61661344 E-mail: makarand.patwardhan@kotak.com Website: www.kotak.com Contact Person: Makarand Patwardhan CIN No.: L65110MH1985PLC038137

Changes in Auditors during last three Financial Years

There have been no changes in the auditors of our Company during the last three financial years preceding the date of this Prospectus.

Investor Grievances

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

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, 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 where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, 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. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLM are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, 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, name and address of the Book Running Lead Manager, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with Board and the Registrar of Companies

A copy of the Draft Red Herring Prospectus was uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. It will be filed at:

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, is being filed with the RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of this Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC situated at Registrar of Companies, Maharashtra at Mumbai and through the electronic portal at https://www.mca.gov.in/mcafoportal/login.do

Statement of *inter se* allocation of Responsibilities for the Issue

Since Unistone Capital Private Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to the co-ordination and other activities in relation to the Issue were performed by them and hence, a statement of inter se allocation of responsibilities is not applicable.

Designated Intermediaries

Self-Certified Syndicate Banks (SCSBs)

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, RTA 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.

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

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the UPI Bidders may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues using UPI mechanism, is provided in the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.

Registered Broker

Bidders can submit ASBA Forms in the Issue using the stock-broker network of the stock exchanges, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the stock exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar to the Issue and Share Transfer Agents

The list of the RTAs eligible to accept ASBA forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of stock exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , as updated from time to time.

Syndicate SCSB Branches

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

Self Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks eligible as sponsor banks for UPI Mechanism, including details such as name and contact details, are provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41 , or such other websites as updated from time to time.

Designated Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of stock exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Experts

Our Company has received written consents from the following persons to include their names in this Prospectus as an "Expert" as defined under Section 2(38) of the Companies Act and such consents have not been withdrawn as on the date of this Prospectus:

(i) Consent letter dated August 31, 2023 from our Statutory and the Peer Review Auditor namely, Raman S. Shah & Co., Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated August 29, 2023.
(ii) Consent letter dated August 31, 2023 from our Statutory and the Peer Review Auditor namely, Raman S. Shah & Co., Chartered Accountants, in respect of the Statement of Possible Special Tax Benefits dated August 31, 2023 included in this Prospectus.
(iii) Consent letter dated May 10, 2023 from M/s. Orbit Consultants and Valuers, Independent Chartered Engineer in respect of his certificate dated April 10, 2023 on our Company's installed capacity and capacity utilization at our Manufacturing Facility included in this Prospectus.

Brokers to the Issue

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.
Credit Rating

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

Trustees

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

IPO Grading

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

Monitoring Agency

Our Company has appointed Care Rating Limited, a credit rating agency registered with SEBI as the monitoring agency to monitor the utilization of the Net Proceeds, in accordance with Regulation 41 of SEBI ICDR Regulations prior to the filing of the Red Herring Prospectus with the RoC.

Appraising Entity

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and Bid cum Application Forms (and the Revision Forms) within the Price Band and minimum bid lot, which will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of the English national daily newspaper, all editions of the Hindi national daily newspaper and all editions of the Marathi regional newspaper (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date. For further details, see "*Issue Procedure*" on page 364. The principal parties involved in the Book Building Process are:

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Except for

Allocation to RIBs and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Allocation to the Anchor Investors will be on a discretionary basis.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors and Bidders are advised to make their own judgment about investment through this process prior to submitting a Bid in this Issue.

Bidders should note that this Issue is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within six working days of the Bid/Issue Closing Date or such other time period as prescribed under applicable law.

For further details on the method and procedure for Bidding, please refer to the chapters titled "*Issue Structure*" and "*Issue Procedure*" beginning on pages 360 and 364, respectively of this Prospectus.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled "*Issue Procedure*" on page 364 of this Prospectus.

Withdrawal of the Issue

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Issue Document with the stock exchanges where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges with respect to the Equity Shares offered through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final ROC approval of the Prospectus.

Underwriting

Our Company entered into an Underwriting Agreement with the Underwriter in consultation with the BRLM in accordance with the provisions of SEBI ICDR Regulations for the Equity Shares proposed to be offered through the Issue which shall not be at a price lesser than the Issue Price.

Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriter will be several and will be subject to certain conditions specified therein.

The Underwriting Agreement is dated October 03, 2023. The Underwriter has indicated its intention to underwrite the following number of Equity Shares:

Name, Address, Telephone, Fax, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten**
Unistone Capital Private Limited A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai –400 059, India Telephone: +91 9820057533 E-mail: mb@unistonecapital.com	9,810,000	1,372.14

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

In the opinion of our Board the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board, at its meeting held on October 03, has accepted and entered into the Underwriting Agreement on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the Underwriters shall be severally and not jointly responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the underwriting agreement. In the event of any default in payment, the respective Underwriters, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers or subscribe to Equity Shares to the extent of the defaulted amount in accordance with and subject to the terms of the Underwriting Agreement.

CAPITAL STRUCTURE

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

(₹ in Millions except the share data)

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price[(1)]
I.	**Authorized share capital** [(2)]		
	45,000,000 Equity Shares	450.00	--
II.	**Issued, subscribed and paid-up share capital prior to the Issue**		
	32,560,000 Equity Shares	325.60	--
III.	**Proposed Issue in terms of this Prospectus**		
	Issue of up to 10,890,000 Equity Shares at a price of ₹ 140 per Equity Share[(3) (4)]	108.90	1,524.60
IV.	**Issued, subscribed and paid-up share capital after to the Issue**		
	43,450,000 Equity Shares[(1)] (assuming full subscription in the Issue)	434.50	6,083.00
V.	**Securities premium account**		
	Before the Issue	163.39	
	After the Issue [(1)]	1,579.09	

[(1)] *To be updated upon finalization of the Issue Price*

[(2)] *For details of the changes in the authorized share capital of our Company in the last 10 years, please refer to chapter titled "History and Certain Corporate Matters – Changes in Memorandum of Association in the last 10 years" beginning on page 190 of this Prospectus.*

[(3)] *The Issue has been authorized pursuant to a resolution of our Board passed at its meeting held on January 30, 2023 and by special resolution passed by our Shareholders at the Extra-ordinary general meeting held on March 20, 2023.*

[(4)] *As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.*

1. **Notes on Capital Structure**
   i. The following table sets forth the history of the Equity Share capital history of our Company:

Date of Allotment of Equity Shares	Number of Equity Shares allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Reason/ Nature of Allotment	Details of Allotees	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)
August 16, 2021	10,500,000	10.00	10.00	Cash	Subscription to the MoA (Conversion of partnership firm into Company)	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 7,192,500 2. Shantilal Shivji Vora – 733,950 3. Santosh Shantilal Vora – 733,950 4. Kanchan Shantilal Vora – 733,950 5. Rachi Santosh Vora – 3,150 6. Paresh Shashikant Shah – 1,101,450 7. Varsha Paresh Shah – 1,050	10,500,000	105,000,000
February 06, 2022	4,300,000	10.00	89.30	Cash	Rights Issue	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 2,057,500 2. Shantilal Shivji Vora – 747,500 3. Santosh Shantilal Vora – 747,500 4. Paresh Shashikant Shah – 747,500	14,800,000	148,000,000
March 28, 2022	1,480,000	10.00	-	N.A.	Bonus Issue of equity shares in the ratio of 1:10 (one equity shares for	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 925,000 2. Shantilal Shivji Vora – 148,145	16,280,000	162,800,000

Date of Allotment of Equity Shares	Number of Equity Shares allotted	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Reason/ Nature of Allotment	Details of Allotees	Cumulative Number of Equity Shares	Cumulative Equity Share Capital (₹)
					every ten equity shares held)	3. Santosh Shantilal Vora – 148,145 4. Kanchan Shantilal Vora – 73,395 5. Rachi Santosh Vora – 315 6. Paresh Shashikant Shah – 184,895 7. Varsha Paresh Shah – 105		
February 23, 2023	16,280,000	10.00	-	N.A.	Bonus Issue of equity shares in the ratio of 1:1 (one equity shares for every one equity shares held)	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 10,175,000 2. Shantilal Shivji Vora – 1,629,595 3. Santosh Shantilal Vora – 1,629,595 4. Kanchan Shantilal Vora 807,345 5. Rachi Santosh Vora – 3,465 6. Paresh Shashikant Shah – 2,033,845 7. Varsha Paresh Shah – 1,155	32,560,000	325,600,000
Total	**32,560,000**							

ii. History of preference share capital

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

2. **Details of Equity Shares issued for consideration other than cash:**

Our Company has not issued any Equity Shares out of revaluation of reserves since incorporation.

Except as disclosed below, our Company has not made any issuance of Equity Shares for consideration other than cash or by way of bonus issue as of the date of this Prospectus:

Date of Allotment of Equity Shares	**Number of Equity Shares allotted**	**Face Value per Equity Share (₹)**	**Issue Price per Equity Share (₹)**	**Benefits accrued to our Company**	**Reason/ Nature of allotment**	**Name of Allottee**
March 28, 2022	1,480,000	10.00	N.A.	-	Bonus Issue of equity shares in the ratio of 1:10 (one equity shares for every ten equity shares held)	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 925,000 2. Shantilal Shivji Vora – 148,145 3. Santosh Shantilal Vora – 148,145 4. Kanchan Shantilal Vora – 73,395 5. Rachi Santosh Vora – 315 6. Paresh Shashikant Shah – 184,895 7. Varsha Paresh Shah – 105
February 23, 2023	16,280,000	10.00	N.A.	-	Bonus Issue of equity shares in the ratio of 1:1 (one equity shares for every one equity shares held)	Allotment of Equity Shares to: 1. Dhanvallabh Ventures LLP – 10,175,000 2. Shantilal Shivji Vora – 1,629,595 3. Santosh Shantilal Vora – 1,629,595 4. Kanchan Shantilal Vora 807,345 5. Rachi Santosh Vora – 3,465 6. Paresh Shashikant Shah – 2,033,845 7. Varsha Paresh Shah – 1,155

3. **Issue of Equity Shares under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act**

Our Company has not issued or allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act.

4. **Equity Shares issued pursuant to employee stock option scheme**

As on the date of this Prospectus, no options have been granted under the employee stock option (ESOP 2023) scheme of our Company and consequently, no Equity Shares have been issued by our Company thereunder.

5. **Issue of Equity Shares which may be at a price lower than Issue price in the last one (1) year**

The Issue Price for the Equity Shares is ₹ [•]. Except as disclosed in "– *Notes on Capital Structure*" on page 99, our Company has not made an issue of Equity Shares at a price which may be lower than the Issue Price during a period of one year preceding the date of filing of this Prospectus.

6. **Shareholding Pattern of our Company**

The table below presents the current shareholding pattern of our Company as on the date of this Prospectus:

***S. No* (I)**	***Category of shareholder* (II)**	***Nos. of shareholders* (III)**	***No. of fully paid-up equity shares held* (IV)**	***No. of Partly paid-up equity shares held* (V)**	***No. of shares underlying Depository Receipts* (VI)**	***Total nos. shares held* (VII=IV+V +VI)**	***Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)* (VIII)**	***Number of Voting Rights held in each class of securities** (IX)**			***No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)***	***Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)* As a % of (A+B+C2) (XI)= (VII)+(X)**	***Number of Locked in shares*** (XII)**		***Number of Shares pledged or otherwise encumbered* (XIII)**		***Number of equity shares held in dematerialized form* (XIV)**
								No. of Voting Rights		***Total as a % of (A+B + C)***			***No. (a)***	***As a % of total Shares held (b)***	***No. (a)***	***As a % of total Shares held (b)***	
								Class Equity Shares of ₹10/- each^	***Total***								
(A)	Promoters & Promoter Group	7	3,25,60,000	-	-	32,560,000	100%	32,560,000	32,560,000	100%	-	100%		-		-	325,60,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-		-		-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	- -	-	-	-	-		-		-	-
	Total	**7**	**32,560,000**	**-**	**-**	**32,560,000**	**100.00**	**32,560,000**	**32,560,000**	**100.00**	**-**	**100.00**		**-**		**-**	325,60,000

**As on date of this Prospectus, one (1) Equity Share holds one (1) vote.*

^We have only one class of Equity Share of face value of ₹ 10/- each.

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

a. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company on a fully diluted basis and the number of Equity Shares held by them, as on the date of this Prospectus:

Sr. no.	Name of the Shareholder	Number of Equity Shares held	% of the pre-Issue equity share capital
1.	Dhanvallabh Ventures LLP	20,350,000	62.50
2.	Shantilal Shivji Vora	3,259,190	10.01
3.	Santosh Shantilal Vora	3,259,190	10.01
4.	Kanchan Shantilal Vora	1,614,690	4.96
5.	Paresh Shashikant Shah	4,067,690	12.49
	Total	**32,550,760**	**99.97**

b. Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of 10 days prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of the pre-Issue equity share capital
1.	Dhanvallabh Ventures LLP	20,350,000	62.50
2.	Shantilal Shivji Vora	3,259,190	10.01
3.	Santosh Shantilal Vora	3,259,190	10.01
4.	Kanchan Shantilal Vora	1,614,690	4.96
5.	Paresh Shashikant Shah	4,067,690	12.49
	Total	**32,550,760**	**99.97**

c. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of one year prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of the pre-Issue equity share capital
1.	Dhanvallabh Ventures LLP	10,175,000	62.50
2.	Shantilal Shivji Vora	1,629,595	10.01
3.	Santosh Shantilal Vora	1,629,595	10.01
4.	Kanchan Shantilal Vora	807,345	4.96
5.	Paresh Shashikant Shah	2,033,845	12.49
	Total	**16,275,380**	**99.97**

d. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, and the number of Equity Shares held by them, as of two years prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares held	% of the pre-Issue equity share capital
1.	Dhanvallabh Ventures LLP	7,192,500	68.50
2.	Shantilal Shivji Vora	733,950	6.99
3.	Santosh Shantilal Vora	733,950	6.99
4.	Kanchan Shantilal Vora	733,950	6.99
5.	Paresh Shashikant Shah	1,101,450	10.49
	Total	**10,495,800**	**99.96**

8. Except for any grant of ESOP Scheme and equity shares allotted pursuant to ESOP Scheme, our Company presently does not intend or propose to alter its capital structure for a period of six (6) months from the Bid/Issue 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 shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.However, if business needs of our Company so require, our Company may alter the capital structure by way of split/ consolidation of the denomination of the Equity Shares/ issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required.

9. **History of build-up of Promoters' shareholding and Lock-in of Promoters' shareholding (including Promoters' contribution):**

   i. **History of build-up of Promoters' shareholdings.**

   As on the date of this Prospectus, our Promoters hold 26,868,380 Equity Shares which constitutes 82.52% of the pre-Issue issued, subscribed and paid-up Equity Share Capital of our Company. Further, none of the Equity Shares held by our Promoters are pledged.

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Issue equity share capital	% of post Issue equity share capital
Dhanvallabh Ventures LLP							
August 16, 2021	7,192,500	10	10	Cash	Subscription to the MoA (Conversion of partnership firm into Company)	22.09	16.55
February 06, 2022	2,057,500	10	89.30	Cash	Rights Issue	6.32	4.74

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Issue equity share capital	% of post Issue equity share capital
March 28, 2022	925,000	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:10	2.84	2.13
February 23, 2023	10,175,000	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:1	31.25	23.42
Shantilal Shivji Vora							
August 16, 2021	733,950	10	10	Cash	Subscription to the MoA (Conversion of partnership firm into Company)	2.25	1.69
February 06, 2022	747,500	10	89.30	Cash	Rights Issue	2.30	1.72
March 28, 2022	148,145	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:10	0.45	0.34
February 23, 2023	1,629,595	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:1	5.00	3.75
Santosh Shantilal Vora							
August 16, 2021	733,950	10	10	Cash	Subscription to the MoA (Conversion of partnership firm into Company)	2.25	1.69

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Issue equity share capital	% of post Issue equity share capital
February 06, 2022	747,500	10	89.30	Cash	Rights Issue	2.30	1.72
March 28, 2022	148,145	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:10	0.45	0.34
February 23, 2023	1,629,595	10	N.A.	N.A.	Bonus Issue of equity shares in the ratio of 1:1	5.00	3.75
Total	**26,868,380**	**-**	**-**	**-**	**-**	**82.52**	**61.84**

** All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares.*
*** Cost of acquisition excludes Stamp Duty*

ii. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Prospectus.

iii. **Details of Lock–in:**

a) Promoter's Contribution locked-in for three (3) years:

Pursuant to Regulation 14 and 16 of the SEBI ICDR Regulations, an aggregate of at least 20% of the post-Issue Equity Share Capital of our Company held by our Promoters shall be considered as Promoter's Contribution ("**Promoter's Contribution**") and shall be locked-in for a period of three (3) years from the date of Allotment. The Promoters' shareholding in excess of 20% of the post-Issue Equity Share capital shall be locked in for a period of one (1) year from the date of Allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchanges before listing of the Equity Shares.

All Equity Shares held by our Promoters are eligible for Promoter's Contribution, pursuant to Regulation 15 of the SEBI ICDR Regulations.

Our Promoters has consented to the inclusion of such number of the Equity Shares held by them, in aggregate, as may constitute 20% of the post-Issue equity share capital of our Company as Promoter's Contribution and has agreed not to sell, charge or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, for a period of three (3) years from the date of allotment in the Issue.

The below Equity Shares proposed to form part of Promoter's Contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoters during the period starting from the date of filing this Prospectus with the Stock Exchanges 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.

Accordingly, Equity Shares aggregating to 20.01% of the post- Issue capital of our Company, held by our Promoters shall be locked-in for a period of three (3) years from the date of Allotment in the Issue as follows:

Date on which the Equity Shares were Allotted/ made fully paid up/ Acquired*	No. of Equity Shares locked-in**	Face Value Per Share (₹)	Issue/ Acquisition Price Per Share (₹)	Nature of transaction	% of post-Issue share capital**	Period of Lock-in
Dhanvallabh Ventures LLP						
February 23, 2023	2,898,115	10	-	Other than cash	6.70	3 years
Shantilal Shivji Vora						
February 23, 2023	1,629,595	10	-	Other than cash	3.75	3 years
August 16, 2021	733,950	10	10	Cash	1.69	3 years
February 06, 2022	534,570	10	89.30	Cash	1.23	3 years
Santosh Shantilal Vora						
February 23, 2023	1,629,595	10	-	Other than cash	3.75	3 years
August 16, 2021	733,950	10	10	Cash	1.69	3 years
February 06, 2022	534,570	10	89.30	Cash	1.23	3 years
Total	**8,694,345**				**20.01**	

Note: To be updated at the Prospectus stage.

**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 finalization of Basis of Allotment*

The Promoter's Contribution has been brought into the extent of not less than the specified minimum lot and from the person defined as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked are eligible for computation of Promoter's Contribution under Regulation 15 of the SEBI ICDR Regulations. In this respect, we confirm the following:

i) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;

ii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution;

iii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Prospectus at a price which may be lower than the price at which the Equity Shares are being Offered to the public in the Issue;

iv) that the Equity Shares held by our Promoters which are offered for minimum Promoter's Contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoters are dematerialized;

v) Our Company has been formed by conversion of a partnership firm into a company, however no Equity Shares have been issued in the one year immediately preceding the date of this Prospectus pursuant to conversion of a partnership firm.

vi) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

b) Details of Equity Shares Locked-in

In terms of Regulation 16(1)(b) and 17 of the SEBI ICDR Regulations, the Promoters' holding in excess of minimum Promoters' contribution will be locked in for one (1) year and the entire pre-Issue equity share capital of our Company held by persons other than the Promoters will be locked-in for a period of six months from the date of Allotment in the Issue, except (a) the promoter's contribution which shall be locked in as above; and (b) the Equity Shares which may be allotted to the employees under the ESOP Scheme pursuant to exercise of options held by such employees (whether currently employees or not).

In terms of Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

The shares which are in dematerialized form shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

c) Lock-in of Equity Shares Allotted to Anchor Investors

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.

d) Other requirements in respect of lock-in

In terms of Regulation 21 of the SEBI ICDR Regulations, locked-in Equity Shares for one (1) year held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a systematically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoter's Contribution for three (3) years under Regulation 16(a) of the SEBI ICDR Regulations may be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted to the Issuer Company or its subsidiary(ies) by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the Equity Shares till the lock-in period stipulated in the SEBI ICDR Regulations has expired.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by Promoters and locked-in as per Regulation 16 may be transferred to another Promoters or any person of the Promoter Group or a new Promoters and the Equity Shares held by persons other than the Promoters and locked-in in terms of Regulation 17, 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 in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI ICDR Regulations has expired.

e) We further confirm that our Promoter's Contribution of 20% of the post- Issue Equity Share capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital Investors, Scheduled Commercial Banks, Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

10. Details of the shareholding of our Promoters and members of the Promoter Group is as below:

Our Promoters and Promoter Group holds 100.00% of the pre-Issue Equity Share capital of our Company. Except as stated below, our Promoters and the members of our Promoter Group do not hold any Equity Shares in our Company as on date of this Prospectus:

Particulars	**Pre- Issue**		**Post- Issue**	
	Number of Equity Shares	**Percentage (%) holding**	**Number of Equity Shares**	**Percentage (%) holding**
Promoters				
Dhanvallabh Ventures LLP	20,350,000	62.50	20,350,000	46.84
Shantilal Shivji Vora	3,259,190	10.01	3,259,190	7.50
Santosh Shantilal Vora	3,259,190	10.01	3,259,190	7.50
Total (A)	**26,868,380**	**82.52**	**26,868,380**	**61.84**
Promoter Group				
Kanchan Shantilal Vora	1,614,690	4.96	1,614,690	3.72

Rachi Santosh Vora	6,930	0.02	6,930	0.02
Paresh Shashikant Shah	4,067,690	12.49	4,067,690	9.36
Varsha Paresh Shah	2,310	0.01	2,310	0.01
Total (B)	**5,691,620**	**17.48**	**5,691,620**	**13.10**
Total (A+B)	**32,560,000**	**100.00**	**32,560,000**	**74.94**

11. None of the Equity Shares held by our Promoters and the members of our Promoter Group are pledged or otherwise encumbered.

12. As on the date of filing of this Prospectus, our Company has seven (7) Shareholders.

13. Except as disclosed below, none of the members of our Promoter Group, Partners of DVL (our Promoter), or our Directors or their relatives have sold or purchased Equity Shares of our Company during the six (6) months immediately preceding the date of this Prospectus.

Date	**Nature of Transaction**	**Number of Equity Shares**	**Face Value per Equity Share (₹)**	**Issue / Transaction Price per Equity Share (₹)**	**Total consideration (₹)**
February 23, 2023	Bonus Issue allotted to Shantilal Shivji Vora (Promoter of our Company)	1,629,595	10.00	N.A.	N.A.
February 23, 2023	Bonus Issue allotted to Santosh Shantilal Vora (Promoter of our Company)	1,629,595	10.00	N.A.	N.A.
February 23, 2023	Bonus Issue allotted to Kanchan Shantilal Vora (Member of our Promoter Group)	807,345	10.00	N.A.	N.A.
February 23, 2023	Rachi Santosh Vora (Member of our Promoter Group)	3,465	10.00	N.A.	N.A.
February 23, 2023	Paresh Shashikant Shah (Member of our Promoter Group)	2,033,845	10.00	N.A.	N.A.
February 23, 2023	Varsha Shah (Member of our Promoter Group)	1,155	10.00	N.A.	N.A.

14. Except as disclosed in "Our Management - Shareholding of the Directors" and "Our Management - Shareholding of the Key Managerial Personnel and Senior Management" on pages 202 and 212 respectively, none of the Directors, Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Prospectus.

15. There are no financing arrangements whereby the members of our Promoter Group, Partners of DVL (our Promoter), the Directors of our Company and their relatives have financed the purchase by any other person of securities of the Issuer during the period of 6 (six) months immediately preceding the date of filing this Prospectus.

16. Our Company, our Directors and the BRLM have not entered into any buy-back and/ or standby and/ or similar arrangements for the purchase of Equity Shares of our Company, offered through this Prospectus, from any person.

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

18. **Employee Stock Option Scheme**

    Our Company has one ESOP scheme, namely, Valiant Laboratories Employees Stock Option Scheme, 2023 ("**ESOP 2023**").

    The ESOP Scheme was approved pursuant to a Board resolution dated January 04, 2023 and Shareholders' resolution dated January 20, 2023. Under the ESOP Scheme, an aggregate of 325,600 stock options may be granted to eligible employees, with each option being exercisable to receive one Equity Share.

    Under ESOP Scheme, no options have been granted as on the date of this Prospectus. The following table sets forth the particulars of the ESOP Scheme as on the date of this Prospectus, as certified by Raman S Shah & Co, through a certificate dated August 31, 2023:

Particulars	**Details**
	From January 20, 2023 – until the date of this RHP
Total options granted	Nil
No. of employees to whom options were granted	Nil
Total options vested (net of forfeited/ lapsed/ cancelled/ exercised options)	Nil
Total options exercised	Nil
Options forfeited/ lapsed/ cancelled	Nil
Total number of options outstanding (excluding options not granted)	Nil
Vesting period (years)	After 1 year but not later than 7 years from the date of grant of such options
Exercise price of options in ₹ (as on the date of grant of options)	Exercise price as may be decided by the Committee
Variation of terms of options	Nil

Money realized by exercise of options (in ₹ million)	Nil
Options exercised (since implementation of the ESOP scheme)	Nil
Total number of Equity Shares that would arise as a result of exercise of granted options	Nil
Method of valuation	The company has adopted fair value method for computing the compensation cost.
Total no. of options in force	325,600
Employee wise details of options granted to:	
(i) Key managerial Personnel and Senior Management	Nil
(ii) Any other employee who receives a grant in any one year of options amounting to 5 percent or more of the options granted during the year	Nil
(iii) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil
Diluted earnings per share pursuant to the issue of equity shares on exercise of options in accordance with IND AS 33 'Earnings Per Share' (₹)	Nil
Where our Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of our Company and on the earnings per equity share of our Company	NA, since the Employee compensation cost is calculated based on the fair value of stock options
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option:	NA
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the	NA

Regulation 15 of SEBI SBEBSE Regulations in respect of options granted in the last three years	
Intention of key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue	NA
Intention to sell Equity Shares arising out of the ESOP scheme or allotted under an ESOP scheme within three months after the listing of Equity Shares by directors, key managerial personnel, senior management and employees having Equity Shares arising out of the ESOP scheme, amounting to more than 1 percent of the issued capital (excluding outstanding warrants and conversions)	NA

19. The BRLM and their associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 do not hold any Equity Shares in our Company as on the date of filing of this Prospectus. The BRLM and their respective 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 investment banking transactions with our Company, for which they may receive customary compensation.

20. Except for the options granted pursuant to the ESOP Scheme, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Prospectus.

21. Except as disclosed below, there have been no acquisition of equity shares in the immediately preceding three years (including the immediately preceding one year) by our Promoters and Promoter Group:

Sr. No.	**Name of the Acquirer/ Shareholders**	**Date of acquisition of Equity Shares**	**Number of Equity Shares acquired**	**Acquisition price per Equity Share (₹)**	**Nature of Acquisition**
Promoters					
1.	Dhanvallabh Ventures LLP	August 16, 2021	7,192,500	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	2,057,500	89.30	Rights Issue
		March 28, 2022	925,000	N.A.	Bonus Issue of equity shares in the ratio of 1:10

		February 23, 2023	10,175,000	N.A.	Bonus Issue of equity shares in the ratio of 1:1
2.	Shantilal Shivji Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	148,145	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,629,595	N.A.	Bonus Issue of equity shares in the ratio of 1:1
3.	Santosh Shantilal Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	148,145	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,629,595	N.A.	Bonus Issue of equity shares in the ratio of 1:1
Promoter Group					
1.	Kanchan Shantilal Vora	August 16, 2021	733,950	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		March 28, 2022	73,395	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	807,345	N.A.	Bonus Issue of equity shares in the ratio of 1:1
2.	Rachi Santosh Vora	August 16, 2021	3,150	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		March 28, 2022	315	N.A.	Bonus Issue of equity shares in the ratio of 1:10

		February 23, 2023	3,465	N.A.	Bonus Issue of equity shares in the ratio of 1:1
3.	Paresh Shah	August 16, 2021	1,101,450	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		February 06, 2022	747,500	89.30	Rights Issue
		March 28, 2022	184,895	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	2,033,845	N.A.	Bonus Issue of equity shares in the ratio of 1:1
4.	Varsha Shah	August 16, 2021	1,050	10.00	Subscription to the MoA (Conversion of partnership firm into Company)
		March 28, 2022	105	N.A.	Bonus Issue of equity shares in the ratio of 1:10
		February 23, 2023	1,155	N.A.	Bonus Issue of equity shares in the ratio of 1:1

22. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	**Name of the Promoters**	**No. of Shares held**	**Average cost of Acquisition* ((₹) Per share)**
1.	Dhanvallabh Ventures LLP	20,350,000	12.56
2.	Shantilal Shivji Vora	3,259,190	22.73
3.	Santosh Shantilal Vora	3,259,190	22.73

**As certified by Raman S Shah & Co, by way of their certificate dated August 31, 2023.*

23. An applicant cannot make an application more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

24. The BRLM, our Company, members of the Syndicate, our Directors, our Promoters, our Promoter Group and/ or any person connected with the Issue shall not offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant, for making an Application.

25. Except as disclosed in "*Capital Structure – Notes on the Capital Structure*" on page 99, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

26. Except for issue of Equity Shares pursuant to exercise of options granted under the ESOP Scheme, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Issue have been listed or all application monies have been refunded, as the case may be.

27. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 49 of SEBI ICDR Regulations.

28. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post- Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 18 months lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

29. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

30. The unsubscribed portion in any reserved category, if any, may be added to any other reserved category.

31. There are no Equity Shares against which depositories receipts have been issued.

32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

33. As per RBI regulations, OCBs are not allowed to participate in this Issue.

34. Our Company has not raised any bridge loans against the proceeds of the Issue.

35. Our Company shall comply with such disclosure and accounting norms as may be specified by stock exchange, SEBI and other regulatory authorities from time to time.

36. Our Promoters and Promoter Group will not participate in this Issue.

37. This Issue is being made through Book Building method.

38. There are no safety net arrangements for this Issue.

39. All transactions in Equity Shares by our Promoters and members of the Promoter Group, if any, between the date of filing of the Red Herring Prospectus and the Issue Closing Date will be reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

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

1. Investment in our wholly-owned subsidiary, Valiant Advanced Sciences Private Limited (**"VASPL"**) for part-financing its capital expenditure requirements in relation to the setting up of a manufacturing facility for speciality chemicals (ketene and diketene derivatives products) at Saykha Industrial Area, Bharuch, Bharuch, Gujarat (**"Proposed Facility"**);
2. Investment in VASPL for funding its working capital requirements; and
3. General corporate purposes

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

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

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

Net Proceeds

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

Particulars	Amount (₹ in million)
Gross proceeds of the Issue	1,524.60
Less: Estimated Issue related expenses (1)(2)	181.43
Net Proceeds	1,343.17

(1) To be finalised upon determination of Issue Price and will be updated in the Prospectus prior to filing with the RoC.

(2) For details, please see "Issue related expenses" on page 128 of this Prospectus.

Utilization of Net Proceeds and schedule of deployment

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in million)

Particulars	Total estimated cost	Amount already deployed as on August 25, 2023	Amount which will be financed from the Net Proceeds	Estimated utilization of Net Proceeds	
				Fiscal 2024	Fiscal 2025
Investment in VASPL for part-financing its capital	2,656.50(1)	450.83(2)	800.00(4)	800.00(4)	-

Particulars	Total estimated cost	Amount already deployed as on August 25, 2023	Amount which will be financed from the Net Proceeds	Estimated utilization of Net Proceeds	
				Fiscal 2024	Fiscal 2025
expenditure requirements in relation to the setting up of the Proposed Facility					
Investment in VASPL for funding its working capital requirements of VASPL	450.00	-	450.00	155.14	294.86
General corporate purposes (3)	93.17	-	93.17	93.17	-
Total (3)	**3,199.67**	**450.83**	**1,343.17**	**1,048.31**	**294.86**

(1) *Total estimated cost as per Certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer in respect of the Proposed Facility*
(2) *As certified by Raman S Shah & Co, Chartered Accountants, our Statutory Auditors, by way of their certificate dated August 31, 2023 in respect of amounts already deployed towards the Proposed Facility.*
(3) *To be finalised upon determination of Issue Price. The amount shall not exceed 25% of the aggregate of the gross proceeds of the Issue.*
(4) *Our company has made payment of ₹ 60.88 million from internal accruals towards 150 TPD Process Plant as disclosed above in point (1) and the same will be recouped out of the net proceeds.*

Given the dynamic nature of our business and of our subsidiary VASPL, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, changes in design and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law.

Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the aggregate of the gross proceeds of the Issue, in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking debt lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial year towards the aforementioned Objects. For further details, please see "Risk Factor no. 5 - *Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates***.**" on page 42 of this Prospectus.

Details of the Objects of the Issue

1. Investment in our wholly owned Subsidiary, Valiant Advanced Sciences Private Limited ("VASPL") for part-financing its capital expenditure requirements in relation to the setting up of a manufacturing facility for speciality chemicals at Saykha Industrial Area, Bharuch, Gujarat

As part of our strategy to diversify into new chemistries and new industry and achieve operational efficiencies through backward integration, we propose to venture into speciality chemicals industry through our wholly owned subsidiary VASPL manufacturing ketene and diketene derivatives products which also includes acetic anhydride that is used as a raw material in the process of manufacture of paracetamol. The Proposed Facility is being set up at vacant land at Plot Nos. 540 & 541, Saykha Industrial Area, Taluka Vagra, District Bharuch 392140, Gujarat, admeasuring about 57,766.34 sq. mtrs. The said parcel of land was allotted by GIDC in favour of Amarjyot Chemicals Limited, which has since merged with our Promoter group company, VOL. In October 2022, VOL applied to GIDC for transfer of its right, title and interest in the said land to VASPL. Pursuant to the Office Order dated October 20, 2022 issued by the Regional Manager, GIDC, the said parcel of land has been transferred in favour VASPL. Consequently, GIDC has given the said parcel on leasehold basis to VASPL. Consequently, GIDC has given the said parcel on leasehold basis to VASPL under lease deed dated January 5, 2023 for a term of 99 years from February 19, 2019. In consideration of such transfer / assignment of rights, title and interest in the said parcel of land by VOL in favour of VASPL, a consideration of ₹ 180.00 million has been paid by VASPL to VOL. The funding for acquisition of land and other expenses by VASPL have been infused by VLL.

Our Company proposes to utilize ₹ 800.00 million from the Net Proceeds for investment into VASPL for part-financing the capital expenditure requirements for setting up the Proposed Facility. These funds will be utilized towards setting up of 150 TPD process plant and customized evaporator system with MVR for process effluent treatment, cooling tower, boiler and civil work in the Proposed Facility.

Our Company proposes to invest such amounts from the Net Proceeds by way of subscription to equity shares of VASPL. We believe that the said investment will result in increase in the value of our wholly-owned subsidiary VASPL. Further, such investment is being undertaken in furtherance of our strategy to diversify our product portfolio and enter into a new industry. For further details, please see "Our Business - Strategies" on page 173 of this Prospectus.

Capacity and schedule of implementation

The installed capacity of the Proposed Facility is proposed to be an aggregate of 5,224 MT per month as per the certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer and is expected to commence commercial operations by the end of last quarter of Fiscal 2024.

The expected schedule of implementation of the Proposed Facility is set forth below:

Sr No	Particulars	Status / expected commencement date	Expected completion date
1.	Land acquisition	-	Completed
2.	Site development, civil and structural works	June 2023	December 2023
3.	Setting up of the R&D lab	July 2023	October 2023
4.	Planning and procurement of equipment	September 2022	October 2023
5.	Erection and installation of equipment	July 2023	January 2024
6.	Trial run	January 2024	
7.	Commencement of commercial production	February 2024	

The aforementioned schedule of implementation is based on the management estimates and as per Certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer. For further details, please see "Risk Factor no. 5 - *Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates*" on page 42 of this Prospectus.

Utilities

The Proposed Facility is located within an industrial area notified under the Gujarat Industrial Development Act, 1962. The requirements for water supply and power for the Proposed Facility shall be obtained from GIDC and DGVCL.

Means of finance

The total estimated cost for setting up of the Proposed Facility is approximately ₹ 2,656.50 million. We intend to fund the estimated cost of setting up the Proposed Facility as follows:

Particulars	Amount (₹ in million)
Total estimated project cost (A)	2,656.50[1]
(less) Amount deployed as of August 25, 2023 (B)	450.83[2]
Balance amount to be incurred (C) = (A-B)	2,205.67
Amount to be funded by infusion of Net Proceeds (D)	800.00
Amount to be funded from Internal Accruals (E)	400.00
Funding required excluding the Net Proceeds (F) = (C– (D+E))	1,005.67
Stated means of finance excluding the Net Proceeds i.e. 75% of (F) above	754.25
Debt Facility from bank (G)[3]	1,000.00

Notes:

(1) Total estimated cost as per Certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer in respect of the Proposed Facility

(2) *As certified by Raman S Shah & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated August 31, 2023 in respect of amounts already deployed towards the Proposed Facility.*
(3) *Pursuant to HSBC sanction letter dated July 20, 2023, term loan of ₹ 1,000.00 million has been sanctioned to VASPL for the Proposed Facility at mutually agreed rate to be fixed with reference to the then prevailing Bank MCLR/ 3M T-bill or any other benchmark as may be decided by the Bank for a maximum tenor of five years, repayable in 48 monthly installments after a moratorium of 12 months ("HSBC Facility"). The HSBC Facility is required to be secured inter alia by exclusive charge on all current and movable fixed assets of VASPL and exclusive charge on VASPL's land and building at Saykha Industrial Area, Bharuch, Gujarat.*

Based on the aforementioned, we confirm that we are in compliance of Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and through existing identifiable internal accruals.

Estimated Cost

The total estimated cost of the Proposed Facility is ₹ 2,656.50[(1)] million, as per Certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered and we propose to utilize ₹ 800.00 million from the Net Proceeds from the Issue. The intended use of the Net Proceeds, for the Proposed Facility, as described herein are based on our current business plan, internal management estimates, current and valid quotations from suppliers / vendors, and other commercial and technical factors. However, such estimated cost and related fund requirements have not been appraised by any bank or financial institution. Further, no second-hand or used machinery/ equipment are proposed to be purchased out of the Net Proceeds.

We intend to use part of the Net Proceeds allocated for this Object as set out below:

(₹ in million)

Sr No	Expense Category	Quantity	Rate per unit	Total cost [(2)]	Expenses already incurred as on August 25, 2023 [(3)]	Amount to be utilized from the Net proceeds
1.	150 TPD Process Plant	-		608.80	182.64	487.04
2.	MVR Evaporator plant	-		17.80	-	17.80
3.	Civil work [(4)]	-		295.45	30.28	184.80
4.	Cooling tower for process plant	1.00	10.61	10.61	-	12.10
5.	Cooling tower for Chilling plant	1.00	4.15	4.15	-	1.81
6.	Boiler plant	-		96.45	-	96.45
	Total			**1,033.26**	**212.92**	**800.00**

Notes:
(1) *Total estimated cost as per Certificate dated August 28, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer in respect of the Proposed Facility*
(2) *Exclusive of applicable taxes.*
(3) *As certified by Raman S Shah & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated August 31, 2023. Total amount deployed as on August 25, 2023 is ₹ 450.83 million,*

out of which ₹ 182.64 million is utilized towards payment done for 150 TPD process plant, ₹ 30.28 million is utilized towards payment done for Civil work and balance ₹ 237.91 million is utilized towards land acquisition and other expenses

(4) *Total cost of civil work is ₹ 295.45 million, out of which ₹ 184.80 million will be utilized from Net Proceeds and balance ₹ 109.65 million will be funded from internal accruals of VLL. It includes amount spent of ₹ 30.28 million.*

(5) *Our Company has made payment of ₹ 60.88 million from internal accruals towards 150 TPD Process Plant as disclosed above in point (1) and the same will be recouped out of the net proceeds.*

Break-up of the estimated costs

Out of the expenses mentioned below, we are yet to place order for MVR Evaporator Plant, Cooling Tower, Chilling Tower, Boiler Plant. For 150 TPD process plant and Civil Work, we have already placed the order and made advance payment of ₹ 122.76 million**.** The detailed breakup is as follows:

Expense Category & Purpose	Total costs (₹ in million) (2)	Break up of total cost (₹ in million)	Amount to be utilized from the Net Proceeds	Quotation received from	Date of quotation & reference no.	Validity of quotation
Design, supply, fabrication and installation of 150 TPD process plant (1)	608.80	-	487.04	Esteem Projects Private Limited	September 14, 2022 & EPLN/B1230E	Order has been placed
Design, supply and commissioning of customized evaporator system with MVR for process effluent treatment	17.80	-	17.80	Rototech Engineering Systems	August 22, 2023 & RTE/QT/SW/2304/001/Rev-001	November 20, 2023
Civil work (3)	295.45		184.80	Modern Infrastructure	March 28, 2023 & MI/VASPL/QUO/2022-23/06	Order has been placed
Admin Block		63.21				
Road Area		45.99				
AC20 and Acetic Acid Tank Farm		25.36				
Fire Water Tank		23.18				
Utility Building		22.64				
SWD		18.96				
Plant Building		16.58				
25 TPH Boiler		14.27				
Plot Earth fill		13.47				
ETP Area & Panel Room		12.45				
Coal Fired Shed		12.29				
Intermediate Tank Farm		6.57				
Others including pipe rack, ETP area filter press, ETP tank, main gate culvert etc.		20.48				

Expense Category & Purpose	Total costs (₹ in million) (2)	Break up of total cost (₹ in million)	Amount to be utilized from the Net Proceeds	Quotation received from	Date of quotation & reference no.	Validity of quotation
Cooling tower for process plant and Cooling tower for Chilling plant	14.76		13.91	Paharpur Cooling Towers Limited	August 21, 2023 & W2T230284 AB/AK	November 19, 2023
Boiler Plant	96.45		96.45	Industrial Boilers Limited	April 3, 2023 & IB/B/ S/ 75/23/R1	Order has been placed
• Steam Boiler, Heat Recovery Unit & other accessories		26.20				
• Feed Water, Boiler Vent, Drain, Safety Piping, Chimney, Air & Gas Ducting, Refractories, Insulation, Supporting Structure & Electrical Cabling		18.40				
• Fuel Handling System		6.55				
• Ash Handling System		9.50				
• Erection & commissioning of Boiler		9.00				
• IBR Approval		2.50				
• Pollution Control Equipment		24.30				
Total	**1,033.26**		**800.00**			

Notes:

(1) *Total payment of ₹ 182.64 has been made against the purchase order of ₹ 608.80 million.*
(2) *Exclusive of applicable taxes.*
(3) *Total cost of civil work is ₹ 295.45 million, out of which ₹ 184.80 million will be utilized from issue proceeds and balance ₹ 109.65 million will be funded from internal accruals of VLL. It includes amount spent of ₹ 30.28 million.*
(4) *Our company has made payment of ₹ 60.88 million from internal accruals towards 150 TPD Process Plant as disclosed above in point (1) and the same will be recouped out of the net proceeds.*

The quotations received from vendors in relation to the above-mentioned Objects are valid as on the date of this Prospectus. Further, while we have issued purchase orders to few of the vendor, there can be no assurance that such vendor will deliver the equipment and material on time or that there will be no delay in provision of services by such vendor. We have not entered into any definitive agreements with some of the vendors and there can be no assurance that the same vendor(s) would be engaged to eventually supply the machinery, equipment or civil work or we will get the same at the same costs. Further, VASPL may continue to place new orders, amend existing orders as per project requirements or pursuant to any design or technical changes or make scheduled payments in relation to the orders which have been placed with vendors for various plant, machinery and equipment, materials, civil work and any other requirements (including services) in relation to the Proposed Facility. Such payments shall be funded through the HSBC Facility or through internal accruals. For further details, please see "Risk Factor no. 5 - *Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates*" on page 42 of this Prospectus.

Government approvals

In relation to the Proposed Facility, we are required to obtain certain approvals from certain governmental or local authorities, the status of which is provided below as per Certificate dated May 10, 2023 issued by M/s Orbit Consultants & Valuers, Independent Chartered Engineer.

Sr No	Authority	Approval for	Application date	Approval date	Stage at which approvals are required	Status
1.	GIDC	Approval for the building plan for the proposed facility	March 23, 2023	May 4, 2023	Critical approval	Obtained
2.	State Level Environment Impact Assessment Authority ("**SEIAA**")	EC Approval (Environmental Clearance)	November 8, 2022	June 19, 2023	Critical approval	Obtained
3.	DGVCL	Electricity Board License	-	-	Routine approval Before the commissioning of the factory operations	Yet to be applied
4.	GPCB	CTE (Consent to Establishment)	January 27, 2023	March 13, 2023	Routine approval	Obtained
5.	GPCB	Consolidated Consent and Authorization	-	-	Routine approval After the commissioning of the project	Yet to be applied
6.	Joint Director Industrial Safety & Health, Gujarat	Factory Act License	-	-	Routine approval Before the commissioning of the factory operations	Yet to be applied

Sr No	Authority	Approval for	Application date	Approval date	Stage at which approvals are required	Status
7.	License from Petroleum and Explosives Safety Organization	License to import & store petroleum	-	-	Routine approval After the commissioning of the project	Yet to be applied
8.	Narcotics Control Bureau	For manufacture / distribution / sale / purchase / possession / storage / consumption of controlled substance	-	-	Routine approval After the commissioning of the project	Yet to be applied

2. *Investment in VASPL for funding its working capital requirements of VASPL*

The Proposed Facility is expected to commence commercial operations in the last quarter of Fiscal 2024. In order to support the proposed speciality chemicals industry (ketene and diketene derivatives products), VASPL would require funding for its working capital requirements in the Fiscals 2024 and 2025.

VASPL was incorporated on July 8, 2022 and is in the process of setting up the Proposed Facility. Accordingly, there is no historical working capital deployment by VASPL.

Our Company proposed to utilize ₹ 450.00 million from the Net Proceeds towards investment in VASPL for funding its working capital requirements. Such investment is proposed to be invested from the Net Proceeds by way of subscription to equity shares.

On the basis of estimated working capital requirement of VASPL, and assumptions for such working capital requirements, our Board pursuant to its resolution dated August 31, 2023 has approved investment in VASPL in relation to the projected working capital requirements of VASPL for Fiscals 2024 and 2025. The details of VASPL's estimated working capital requirements for the Fiscals 2024 and 2025 are as provided below:

(₹ in million)

Particulars	Estimated as at	
	March 31, 2024	March 31, 2025
Current Assets		
Inventories	65.70	150.75
Trade receivables	353.57	990.89
Cash, cash equivalents and bank balances	185.85	1,101.51
Total current assets (A)	**605.11**	**2,243.15**
Current liabilities		
Trade payables	394.19	1,104.71
Other financial liabilities	0.21	0.21
Other current liabilities	0.68	0.68
Total current liabilities (B)	**395.07**	**1,105.60**
Net working capital requirements (A-B)	**210.05**	**1,137.55**

Particulars	Estimated as at	
	March 31, 2024	March 31, 2025
Source of funds		
Borrowings from banks and financial institutions	46.05	656.85
Internal accruals / Networth	8.85	185.85
Proceeds from the issue	155.14	294.86

Assumptions for our estimated working capital requirements:

Provided below are details of the holding levels (days) for Fiscals 2024 and 2025:

Particulars	March 31, 2024*	March 31, 2025
Inventories	15	15
Trade receivables	60	73
Trade payables	90	110

** Since commercial operations of VASPL are expected to begin in the last quarter of financial year March 31, 2024, 90 days period is considered for deriving the holding levels (days)*

Key justification for holding levels:

Particulars	Assumptions*
Inventories	The inventory has a correlation with the storage capacities and plans. We have planned for inventory holding of 15 days in FY 2024 & FY 2025 for consumption of raw materials based on management experience and assumptions
Trade receivables	We are commencing our business activities in the last quarter of Fiscal 2024, a significant portion of our sales during that period will be realized and received in the subsequent financial year i.e. Fiscal 2025, therefore we have considered our trade receivables days as 60 days in Fiscal 2024. As our business is growing in a phased manner, the trade receivable days aligned to 73 days for Fiscal 2025
Trade payables	As we commence our business operations in the last quarter of Fiscal 2024, the entire purchase done by us is shown as trade payables as on March 31, 2024, therefore we have considered our trade payables days as 90 days in Fiscal 2024. As our business is growing in a phased manner, the trade payables days aligned to 110 days for Fiscal 2025, which is closely in line with industry standards.

** Since commercial operations of VASPL are expected to begin in the last quarter of financial year March 31, 2024, 90 days period is considered for deriving the holding levels (days)*

As per the Report dated August 31, 2023, issued by our Statutory Auditors, Raman S Shah & Co, Chartered Accountants

3. General corporate purposes

We will have flexibility in utilizing the balance Net Proceeds, aggregating to ₹ 93.17 million towards general corporate purposes, subject to such utilization not exceeding 25% of the aggregate of the gross proceeds from the Issue, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, including but not restricted towards part or full prepayment / repayment of our borrowings, strategic initiatives, acquisitions, investments in future subsidiaries of our Company, opening or setting up offices, business development initiatives, R&D, acquiring fixed assets, meeting any expense (including capital expenditure requirements) of our Company, including salaries and wages, rent, administration, insurance, repairs and maintenance, payment of taxes and duties, meeting expenses incurred in the ordinary course of business and towards any exigencies. The quantum of utilization of funds toward the aforementioned purposes will be determined by our Board based on the amount actually available under the head "General Corporate Purposes" and the corporate requirements of our Company.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceeds.

Issue related expenses

The total expenses of the issue are estimated to be approximately ₹ 181.43 million. The expenses of the issue include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLM, fees payable to legal counsels, fees payable to the Registrar to the issue, escrow collection bank to the issue and sponsor bank(s), including processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, collecting 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.

The break-up for the estimated issue expenses is as follows:

Activity	Estimated expenses (₹ in million) (2)	As a % of total estimated issue expenses (2)	As a % of total issue size (2)
BRLM fees and commissions (including any underwriting commission, brokerage and selling commission)	60.75	33.48	3.98
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding charges for members of the Syndicate, Registered Brokers, RTAs and CDPs	10.12	5.58	0.66
Fees payable to Registrar to the issue	1.00	0.55	0.07
Others			
- Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	14.91	8.22	0.98
- Printing and stationery	10.00	5.51	0.66
- Fee payable to legal counsels	3.00	1.65	0.20
- Advertising and marketing	71.21	39.25	4.67

Activity	Estimated expenses (₹ in million) (2)	As a % of total estimated issue expenses (2)	As a % of total issue size (2)
- Miscellaneous	10.44	5.75	0.68
Total estimated issue expenses	**181.43**	**100.00**	**11.90**

(1) Upto August 31, 2023, our Company has incurred ₹ 9.44 Million towards issue related expenses out of internal accruals as certified by. Raman S. Shah & Co., Statutory Auditors of our Company

(2) Issue expenses will be finalized on determination of issue price and incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

(3) Selling commission payable to members of the Syndicate, SCSBs, RTAs and CDPs on the amounts received against the Equity Shares Allotted (i.e. product of the Equity Shares Allotted and the Offer Price) would be as follows:

Portion for Retail Individual Bidders	*0.35% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.15% of the Amount Allotted (plus applicable taxes)*

Further, bidding charges of ₹ 10 (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI Mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ 10 per valid Bid cum Application Form (plus applicable goods and services tax). In case the total processing charges payable exceeds Rs. 2.00 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs. 2.00 million (Based on valid Bid cum Application Forms).

(4) Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ 10 per valid Bid cum Application Form (plus applicable taxes). In case the total processing charges payable exceeds Rs. 1.00 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs. 1.00 million (Based on valid Bid cum Application Forms).

Processing fees for applications made by Retail Individual Investors using the UPI Mechanism would be as follows:

RTAs / CDPs/ Registered Brokers	*₹ 10 per valid Bid cum Application Form (plus applicable taxes)**
Sponsor Bank	*Kotak Bank – Rs.6.5 (plus applicable taxes) per application* *HDFC Bank Limited – Rs.6.5 (plus applicable taxes) per application*

	The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.

**Incase the total processing charges payable under this head exceeds Rs.1.50 million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs.1.50 million*

Interim use of Net Proceeds

The Net Proceeds pending utilization for the purposes stated in this section, shall be deposited 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, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets.

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring utilization of funds

Since this is entirely a fresh issue and Issue size is in excess of ₹ 1,000 million, our Company will appoint a credit rating agency registered with SEBI for monitoring the utilization of the Net Proceeds, in terms of Regulation 41 of the SEBI ICDR Regulations. Our audit committee and the monitoring agency will monitor the utilization of the Net Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilized in full.

Our Company will disclose the utilization of the Net Proceeds, including interim, use under a separate head in our balance sheet for such financial year as required under applicable law, specifying the purposes for which the Net Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Net Proceeds that have not been utilized.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the audit committee the uses and applications of the Net Proceeds. The audit committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Further, 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 proceeds of the Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the audit committee.

Variation in objects of the issue

In accordance with Sections 13(8) and 27 of the Companies Act, and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, any material deviation in the Objects of the issue will require our Company to obtain the approval of the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution (postal ballot notice) shall specify the prescribed details and be published in accordance with the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Marathi, (Marathi also being the regional language of the jurisdiction where our Registered Office is situated). Pursuant to the Companies Act, our Promoters will be required to provide an exit opportunity to the shareholders who do not agree to such material deviation of the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and provisions of Schedule XX of the SEBI ICDR Regulations.

Appraising agency

None of the Objects of the Issue for which the Net Proceeds will be utilized have been appraised by any agency.

Other confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, our Group Companies or Key Managerial Personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the issue as set out above.

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company in consultation with the BRLM, and on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is 13.3 times the face value and the Cap Price is 14 times the face value. Investors should refer to "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management Discussion and Analysis of Financial Position and Results of Operations*" on pages 38, 169, 226 and 303, 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 Issue Price are:

- *<u>Experienced promoter and strong management team:</u> One of our Promoter, i.e. Shantilal Shivji Vora has over have 45 years of experience in the field of chemical and pharma promoters who are supported by strong management team such as Paresh Shashikant Shah has over four decades of experience in chemical industry.*
- *<u>Strong Focus on Sustainability in Operations:</u> Our revenue from operations grew at a CAGR of 23.90% between Fiscal 2017 and Fiscal 2023. Our restated profit after tax, grew at a CAGR of 26.81% between Fiscal 2017 and Fiscal 2023.*
- *<u>Strategically located manufacturing facility:</u> Our Manufacturing Facility is strategically located at a distance of about 150 Kms. from JNPT (Nhava Sheva) Port, Navi Mumbai, Maharashtra and approximately 110 kms from our registered office at Mulund West, Mumbai, Maharashtra.*
- *<u>Quality-Focused Compliant Manufacturing and R&D Infrastructure:</u> We are able to achieve high level of purity i.e. 99.5% for our final product through continuous focus on quality and R&D.*
- *<u>Reducing dependence on import of raw materials:</u> We have reduced dependency on import of raw materials for para–amino phenol from 78.06% for the fiscal 2020 to 11.92% for fiscal 2023.*

For further details, see *"Risk Factors"* and *"Our Business"* on pages 38 and 147, respectively.

Quantitative Factors

The information presented in this section is derived from our Restated Standalone Financial Statements. For details, see *"Financial Statements"* on page 226. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital.

Year ended	**Basic EPS** *(in ₹)*	**Diluted EPS** *(in ₹)*	**Weight**
Fiscal 2023	8.91	8.91	3
Fiscal 2022	9.52	9.52	2
Fiscal 2021	10.83	10.83	1
Weighted Average	**9.43**	**9.43**	

<u>Notes</u>:

a) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e.(EPS x weight) for each year divided by the total of weights.*

b) *Basic and diluted EPS are based on the Restated Standalone Financial Information.*
c) *The face value of each Equity Share is ₹10.*
d) *Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares. The weighted average number of Equity Shares outstanding during the year is adjusted for bonus issue of Equity Shares.*
e) *Basic EPS and diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'.*
f) *The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.*

2. Price / Earning (P/E) Ratio in relation to Price band of ₹ 133 to ₹ 140 per Equity Share

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
a) P/E ratio based on Basic EPS as at March 31, 2023	14.93	15.71
b) P/E ratio based on Diluted EPS as at March 31, 2023	14.93	15.71

** To be updated at Prospectus stage.*

Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	P/E ratio
Industry	
Highest	63.16
Lowest	15.77
Average	39.46

Notes: P/E ratio has been computed based on the closing market price of equity shares on BSE as on September 15, 2023, divided by the diluted EPS for the year ended March 31, 2023.

3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
Fiscal 2023	28.86%	3
Fiscal 2022	38.48%	2
Fiscal 2021	34.54%	1
Weighted Average	33.01%	**6**

RoNW = Net Profit after tax, as restated, attributable to the owners of the company
Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)

Notes:

a) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e.*

(EPS x Weight) for each year/Total of weights.

b) *The figures disclosed above are based on the Restated Standalone Financial Statements of our Company.*

4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity shares
As of March 31, 2023	30.86
After Completion of the Issue	
- At the Floor Price	56.46
- At the Cap Price	58.22
Issue Price	58.22

Notes:

a) *Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.*

5. Comparison with listed industry peer:

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

Name of the Company	For the year ended March 31, 2023						
	Face value (₹)	Revenue from operations (₹ in Mn)[1]	Basic EPS (₹)	Diluted EPS (₹)	P/E (based on Diluted EPS)	Return on net worth (%)	NAV per Equity Share (₹)
Valiant Laboratories Limited	10	3,339.10	8.91	8.91	15.71	28.90	30.8
Peer Group							
Granules India Ltd	1	45,119.17	21.05	21.00	15.77	18.22	115.52
Jagsonpal Pharmaceuticals Limited	5	2,367.14	10.2	10.2	43.39	16.82	6.06
Alkyl Amines Chemicals Ltd	2	16,823.36	44.75	44.68	53.86	19.56	228.41
Laxmi Organic Industries Limited	2	27,966.43	4.70	4.67	63.16	8.83	52.89

Source: All the financial information for listed industry peers mentioned above is on a consolidated/Standalone basis as available sourced from the financial Reports of the peer company uploaded on the BSE website for the year ended March 31, 2023

Notes:

1. *P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on September 15, 2023 divided by the Diluted EPS.*

2. *RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.*
3. *NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.*

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management Discussion and Analysis of Financial Position and Results of Operations*" on pages 38, 147, 226 and 303, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you maylose all or part of your investments.

6. Key financial and operational performance indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

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 our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations.

KPI	Explanations
Revenue from Operations (₹million)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and sizeof our business.
Total Revenue	Total Revenue is used to tack the total revenue generated by the business including other income.
Operating EBITDA (₹ million)	Operating EBITDA provides information regarding the operational efficiency of the business.
Operating EBITDA Margin (%)	Operating EBITDA Margin is an indicator of the operational profitability and financial performance ofourbusiness.
Profit After Tax (₹ million)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of ourbusiness.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.

Return on Net Worth	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Inventory Turnover Ratio	This metric helps company to optimize the inventory levels, reducing carrying costs and the risk of obsolete stock. It also guides supply chain improvements and efficient sales strategies.
Working Capital as a % of Revenue from Operations	This metric helps companies strike a balance between maintaining liquidity, optimizing operations, and maximizing profitability.
Total Quantity Sold (MT)	It provides insights into sales performance, market share, and product demand. By tracking this metric, businesses can make informed decisions regarding marketing strategies, production planning, and supply chain management.
Average Revenue Per Quantity Sold (MT)	This metric is used to evaluate the performance and profitability of a business. It provides insights into the revenue generated for each unit of a product sold, specifically measured in metric tons (MT).

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 29, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by Raman S. Shah & Co., by their certificate dated August 31, 2023**.**

Financial KPI of our Company

Sr No.	**Metric**	**As of and for the Fiscal**		
		2023	**2022**	**2021**
1	Revenue from operations (₹ in Millions)	3,339.10	2,915.23	1,823.69
2	Total Income (₹ in Millions)	3,387.72	2,934.72	1,837.81
3	Operating EBITDA (₹ in Millions)	350.91	423.18	500.02
4	Operating EBITDA Margin (%)	10.51	14.52	27.42
5	Profit/(loss) after tax for the year/ period (₹ in Millions)	289.98	274.96	305.93
6	Net profit Ratio/ Margin (%)	8.56	9.37	16.65
7	Return on Equity (ROE) (%)	33.73	34.36	48.10
8	Debt To Equity Ratio	0.59	0.85	0.00
9	Interest Coverage Ratio	151.32	573.93	27.36
10	ROCE (%)	22.76	35.75	70.86
11	Current Ratio	3.60	3.17	5.41
12	Net Capital Turnover Ratio	2.54	2.72	2.61

Notes:

a) *As certified by Raman S. Shah & Co., Chartered Accountants pursuant to their certificate dated August 31, 2023. The Audit committee in its resolution dated August 29, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
c) *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.*
d) *Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
e) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.*
f) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
g) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
h) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.*
i) *RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by average capital employed. Capital employed is calculated as total assets less current liabilities during the period.*
j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
k) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

See "Management Discussion and Analysis of Financial Position and Results of Operations" on page 303 for the reconciliation and the manner of calculation of our key financial performance indicators.

Further, set forth below are some of our key operational performance indicators as of and for the periods indicated which have been approved our Audit Committee pursuant to its resolution dated August 29, 2023.

Operational KPIs for the Company

Sr No.	Metric	As of and for the Fiscal		
		2023	2022	2021
1	Inventory Turnover Ratio	19.21	21.43	24.29
2	Working Capital as a % of Revenue from Operation	39.37	36.83	38.39
3	Total Quantity Sold (MT)	5,932.84	4,212.49	4,249.02
	Average Revenue Per Quantity Sold (in ₹ per MT)	5,62,816.83	6,92,044.01	4,29,202.72

Note:
1. Inventory Turnover Ratio is calculated by dividing the cost of goods sold from average inventory.
2. Working Capital as a percentage of Revenue from Operations is calculated by dividing the working capital (current assets minus current liabilities) by revenue from operations.
3. Total Quantity Sold (MT) refers to the overall quantity of a product that has been sold, measured in metric tons (MT)
4. Average revenue per Quantity Sold is calculated by dividing the total revenue generated from the sale of a specific quantity of a product by the quantity sold in metric tons.

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, "*Our Business—Key Performance Indicators*" on pages 171.

Comparison of financial KPIs and Operational KPIs of our Company and listed peer.

Metric	Valiant Laboratories Limited	Granules India Limited	Jagsonpal Pharmaceuticals Limited	Alkyl Amines Chemicals Limited	Laxmi Organic Industries Limited
	As of and for year Fiscal 2023				
Revenue From operations (₹ in Million)	3,339.10	45,119.17	2,367.14	16,823.36	27,966.43
Total revenue (₹ in Million)	3,387.72	45,256.97	2,424.48	16,962.47	28,086.96
Operating EBITDA (₹ in Million)	350.91	9,138.20	306.93	3,431.43	2,445.30
Operating EBITDA Margin (%)	10.51%	20.25%	12.97%	20.40	8.74
Profit after tax (₹ in Million)	289.98	5,165.97	267.22	2,286.55	1,246.12
PAT Margin (%)	8.56%	11.45%	11.29%	13.48	4.44
Return on Equity (ROE) (%)	33.73%	36.45%	33.64%	21.18	9.22
Debt To Equity Ratio	0.59	0.37	0.00	0.07	0.28
Interest Coverage Ratio	151.32	16.34	74.37	93.90	16.36
Return on Capital Employed (ROCE) (%)	22.76%	24.04%	21.04%	26.12	11.87
Current Ratio	3.60	1.42	5.97	1.42	1.47
Net Capital Turnover Ratio	2.54	5.93	1.73	11.49	7.23
Inventory Turnover Ratio	19.21	2.17	3.69	4.94	5.55
Working Capital as a % of Revenue from Operation	39.37	16.86	57.87	8.71	13.82
Total Quantity Sold (MT)	5,932.84	N.A.	N.A.	N.A.	N.A.
Average Revenue Per Quantity Sold (MT)	5,62,816.83	N.A.	N.A.	N.A.	N.A.

Notes:

a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*

b) Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.
c) Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
d) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.
e) Return on equity (RoE) is equal to profit for the year divided by average total equity and is expressed as a percentage.
f) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).
g) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by finance cost.
h) RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by average capital employed. Capital employed is calculated as total assets less current liabilities.
i) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
j) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).
k) Inventory Turnover Ratio is calculated by dividing the cost of goods sold from average inventory.
l) Working Capital as a percentage of Revenue from Operations is calculated by dividing the working capital (current assets minus current liabilities) by revenue from operations.
m) Total Quantity Sold (MT) refers to the overall quantity of a product that has been sold, measured in metric tons (MT)
***n)** Average revenue per Quantity Sold is calculated by dividing the total revenue generated from the sale of a specific quantity of a product by the quantity sold in metric tons.*

7. Weighted average cost of acquisition ("WACA"), floor price and cap price

(a) The price per share of our Company based on the primary / new issue of shares (equity / convertible securities)

There has been no primary/ new issue of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuance")

(b) The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities

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

(c) Price per share based on last five primary or secondary transactions

There are no such transactions to report to under (a) and (b) above. Therefore, the details of last five primary transactions or secondary transactions (where our Selling Shareholders are a party to the transaction) prior to the date of filing of this Red Herring Prospectus are below:

Date of allotment	**No. of equity shares allotted***	**Face value per equity share (₹)**	**Issue price per equity share (₹) ***	**Nature of allotment**	**Nature of consideration**	**Total Consideration (in ₹ million)**
August 16, 2021	2,31,00,000	10	4.55	Subscription to the MoA (Conversion of partnership firm into Company)	Cash	105.00
February 06, 2022	9,460,000	10	40.59	Right Issue	Cash	383.99
Weighted average cost of acquisition						**15.02**

Note: Adjusted for bonus shares allotted in the ratio of one equity shares for every ten equity share pursuant to allotment dated March 28, 2022 and for bonus shares allotted in the ratio of one equity shares for every one equity share pursuant to allotment dated February 23, 2023.

(d) Floor price and cap price being 9.32 times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

Past Transactions	**Weighted average cost of acquisition (₹)**	**Floor Price** ₹133 *	**Cap Price** ₹140 *
WACA of Equity Shares that were issued by our Company	N.A.	N.A.	N.A.
WACA of Equity Shares that were acquired or sold by way of secondary transactions	N.A.	N.A.	N.A.

Note:
**To be updated at Prospectus stage*

8. Justification for Basis for Issue Price.

Explanation for Issue Price / Cap Price being 9.32 price of weighted average cost of acquisition of primary issuance price and secondary transaction price of Equity Shares respectively (set out in 7(c) above) along with our Company's key performance indicators and the Fiscals 2023, 2022 and 2021.

1. We have formed our wholly owned Subsidiary, Valiant Advanced Sciences Private Limited, to diversify our business activities. Through wholly owned Subsidiary Valiant Advanced Sciences Private Limited intends to establish a greenfield project at Saykha Industrial Area, Bharuch Gujarat, which shall be spread over an aggregate parcel of land admeasuring about 57,766 sq. mtrs.

2. *Our Manufacturing Facility is strategically located at a distance of about 150 Kms. from JNPT (Nhava Sheva) Port, Navi Mumbai, Maharashtra and approximately 110 kms from our registered office at Mulund West, Mumbai, Maharashtra.*
3. We strive to maintain a good financial position with emphasis on having increased profitability. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our revenue from operations were ₹ 3,339.10 million, ₹ 2,915.23 million and ₹ 1,823.69 million, respectively. Our revenue from operations grew at a CAGR of 23.90% between Fiscal 2017 and Fiscal 2023.

9. The Issue Price is 14 times of the Face Value of the Equity Shares.

The Issue Price of ₹ 140 has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should readthe above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management Discussion and Analysis of Financial Position and Results of Operations*" and "*Financial Information*" on pages 38, 147, 303 and 226, respectively, to have a more informed view. The trading price of the Equity Shares could declinedue to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: August 31, 2023

To,
The Board of Directors
Valiant Laboratories Limited
104, Udyog Kshetra, Mulund Goregoan Link Road,
Mulund west, Mumbai-400080
Dear Sir(s):

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the "Equity Shares") of Valiant Laboratories Limited (the "Company" and such offering, the "Issue")

We report that the enclosed statement in Annexure A, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 ('Act'), as amended by the Finance Act, 2023 i.e. applicable for Fiscal 2023-24 (AY 2024-25), and other direct tax 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 provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

i) the Company or its shareholders will continue to obtain these benefits in future; or

ii) the conditions prescribed for availing the benefits have been/would be met with.

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.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary to the Stock Exchange(s)/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Red Herring Prospectus.

Yours sincerely,
For Raman S Shah & Co,
Chartered Accountants
FRN No.: 111919W

CA RAMAN S SHAH
Proprietor
Membership No: 033272
Place: Mumbai
Date: 31st August, 2023
UDIN: - 23033272BGUQBS2304

Annexure-A

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

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2021 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

Except as mentioned herein below, there are no possible special tax benefits available to the Company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962.

As per section 115BAA of the Act, the Company has an option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company will not be allowed to claim any of the following deductions/ exemptions under the Act:

1) Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)

2) Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)

3) Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)

4) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or subsection (2AB) of section 35 (Expenditure on scientific research)

5) Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

6) Deduction under section 35CCD (Expenditure on skill development)

7) Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M

8) Deduction under Section 80LA other than deduction applicable to a Unit in the International Financial Services Centre, as referred to in sub-section (1A) of section 80LA of the Act.

9) No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause 1) to 8) above.

10) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause 1) to 8) above.

Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Additionally, such Company will not be entitled to claim tax credit relating to MAT. In this regard, from Assessment Year 2020-21 relevant to Financial Year 2019-20 onwards the Company has opted to be covered under the provisions of Section 115BAA of the Act and would be eligible for a reduced tax rate of 22% (effective rate of 25.168% along with Surcharge and Health and Education Cess) subject to fulfilment of above conditions.

Further, as per the provisions of Section 80M of the Act, dividend received by the Company from any other domestic company or a foreign company shall be eligible for deduction while computing its total income for the relevant year. The amount of such deduction would be restricted to the amount of dividend distributed by the Company to its shareholders on or before one month prior to due date of filing of its Income-tax return for the relevant year. Since the Company has investments in India, it can avail the above-mentioned benefit under Section 80M of the Act.

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholder, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above). Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. As per Section 112A, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act as well as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 01 October 2018. It is worthwhile to note, that tax shall be levied where such capital gains exceed INR 1,00,000/-.

Except for the above, the Shareholders of the Company are not entitled to any other special direct tax benefits under the Act.

Notes:

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

2. *The above is as per the Tax Laws as on the date of this Certificate on Statement of possible special tax benefits.*

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.*

5. *These special direct tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.*

6. *The special direct tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.*

7. *Our Subsidiary company has adopted 15% income tax section 115BAB.*

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

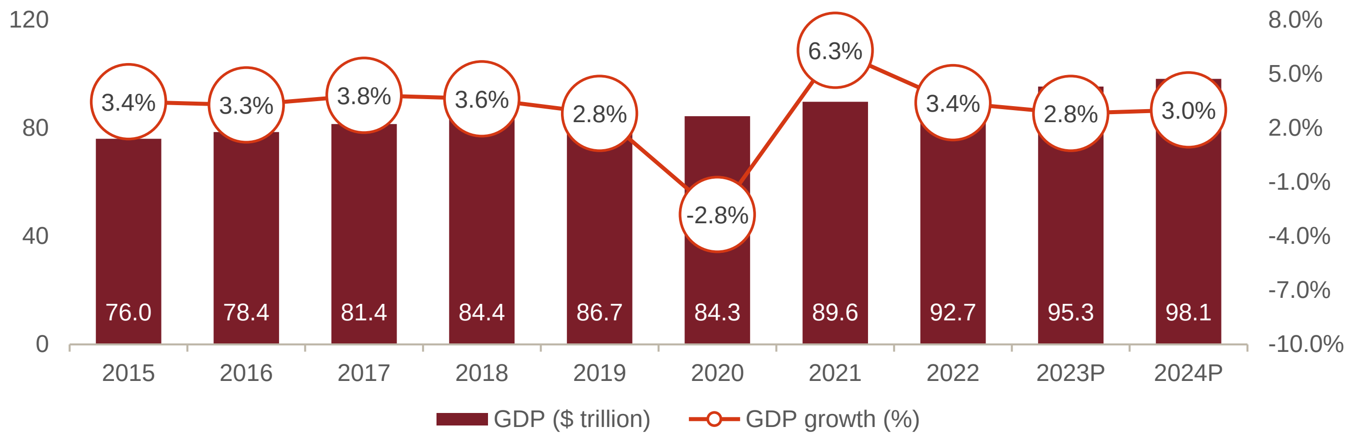
*The information in this section is derived from the report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023 ("**CRISIL Report**") prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, commissioned by us. Unless specified otherwise, all information in this section has been derived from CRISIL Report. CRISIL Market Intelligence & Analytics has prepared the CRISIL Report in an independent and objective manner and it has taken reasonable care to ensure its accuracy and completeness. A copy of the CRISIL Report is available on the website of our Company at www.valiantlabs.in. The data may have been re-classified by us for the purposes of presentation. Industry publications are also prepared on information as of specific dates and may no longer be current or reflect current trends. 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 financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in CRISIL 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. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Restated Financial Statements" and related notes beginning on page 38 and 226 respectively of this Prospectus.*

Global macroeconomic assessment

Global gross domestic product (GDP) growth estimated at 2.9% in 2023 and 3.0% in 2024 amid the Russia-Ukraine conflict, elevated inflation and financial sector distress

As per the International Monetary Fund's (IMF) April 2023 update, global growth is expected to moderate from 3.4% in 2022 and 2.8% in 2023 before settling at 3.0% in 2024. This is 0.1 percentage points lower for 2023 than projected in January 2023, the downward revision is mainly due to financial sector distress in major economies like US and Euro area. Economic slowdown is expected mainly due to financial systems instability, broadening inflation pressures, the Russia-Ukraine conflict and the slowdown in China. According to the IMF, The forecast of low growth in 2023 reflects the rise in central bank rates to fight inflation especially in advanced economies as well as the war in Ukraine. The decline in growth in 2023 from 2022 is driven by advanced economies; in emerging market and developing economies, growth is estimated to have bottomed out in 2022. Growth is expected to pick up in China with the full reopening in 2023. The expected pickup in 2024 in both groups of economies reflects gradual recovery from the effects of the war in Ukraine and subsiding inflation.

Trend and outlook for global GDP (2015-2023P, $ trillion)



Note: P: Projection
Source: IMF economic database, World Bank national accounts data, OECD national accounts data, CRISIL MI&A

Real GDP growth by geographies

Regions	2017	2018	2019	2020	2021	2022	2023P	2024P
US	2.3	2.9	2.3	-2.8	5.9	2.1	1.6	1.1
Euro area	2.6	1.8	1.6	-6.1	5.4	3.5	0.8	1.4
UK	2.4	1.7	1.6	-11.0	7.6	4.0	-0.3	1.0
China	6.9	6.8	6.0	2.2	8.4	3.0	5.2	4.5
Japan	1.7	0.6	-0.4	-4.3	2.1	1.1	1.3	1.0
India*	6.8	6.5	3.9	-5.8	9.1	6.8	5.9	6.3
World	**3.8**	**3.6**	**2.8**	**-2.8**	**6.3**	**3.4**	**2.8**	**3.0**

Note: P: Projection as per IMF update
**Numbers for India are for financial year (2020 is FY21 and so on) and as per IMF forecast. CRISIL GDP forecast for India: FY22: 8.7%, FY23: 7.0% and FY24: 6.0%*
Source: IMF economic database, World Bank national accounts data, OECD national accounts data, CRISIL MI&A

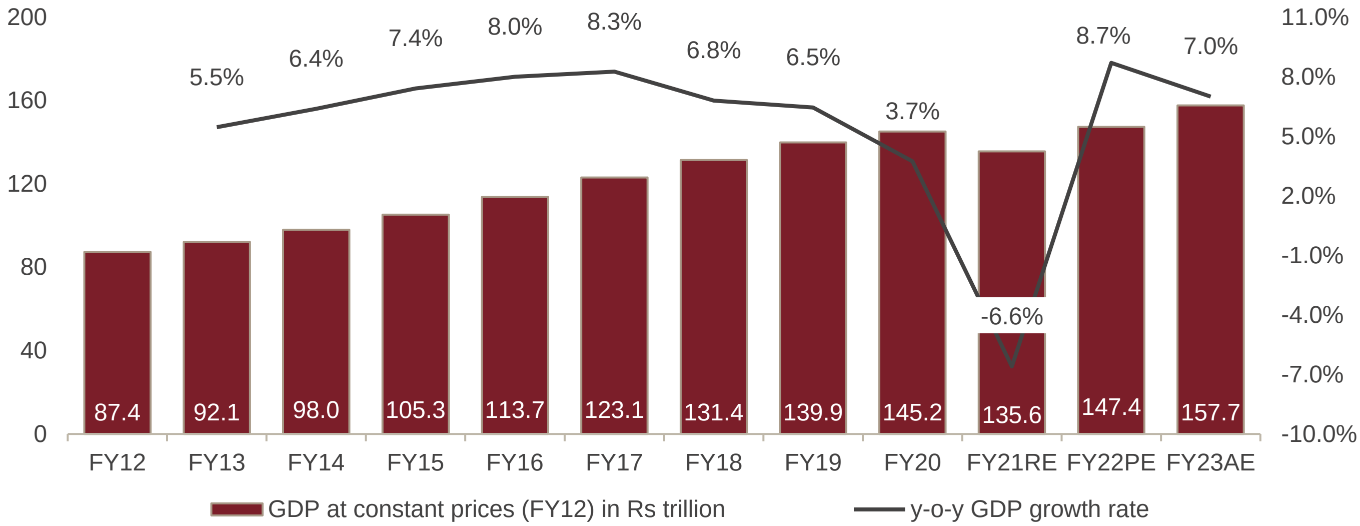
India's macroeconomic assessment

India's GDP logged 5.4% CAGR over fiscals 2012-2022

In 2015, the Ministry of Statistics and Programme Implementation (MoSPI) changed the base year for calculating India's GDP from fiscal 2005 to fiscal 2012. Based on this, the country's GDP logged an 10-year CAGR of 5.4%, reaching Rs 147 trillion in fiscal 2022 from Rs 87 trillion in fiscal 2012.

In fiscal 2022, the economy recovered from the pandemic-related stress, aided by the resumption of economic activities and less stringent restrictions related to Covid-19. The economy faced challenges in the last quarter of fiscal 2022 owing to geopolitical pressures, resulting in higher inflation levels. With the resumption of economic activities and healthy trade flow, GDP growth was at a healthy 8.7%, albeit on a low base.

Real GDP growth in India (new series)



Note: PE: Provisional estimates; RE: Revised estimates; AE: Advance estimates
Source: Provisional estimates of national income 2021-22, Central Statistics Office (CSO), MoSPI, CRISIL MI&A

Overview of global pharmaceutical API industry

The global API market is connected through supply chains across the different parts of the world. The supply chains for API are constantly evolving according to demand-supply trend in the industry. Price and regulatory compliances are also one of the key elements that affects the global API market. The global API market consists of regional hubs in which manufacturers specialize in producing different types of ingredients for different sections of the global pharma market. In Asia particularly in China, the API industry is known for low-cost, high-volume API manufacturing and it is one of the key global source for the global pharmaceutical industry. However with covid-19 related disruptions pharmaceutical players are looking for alternate sourcing destinations like India which has skilled workforce and low cost manufacturing capabilities. European API Manufacturing players on the other hand are specialized in production of specialized, highly potent, APIs for the global market.

As the pharmaceutical industry is evolving, various countries and regulators have implemented stringent regulations on developing high quality APIs, thus enhancing the potential clinical effectiveness of the final product and at the same time maintain the environmental safety standards. As a result, many companies are outsourcing API manufacturing and Asia-pacific region has witnessed strong growth in API manufacturing due to its cost-effectiveness. Large number of manufacturers have their bases located in China and India which is propelling many global pharmaceutical industries to seek partnerships with manufactures in these countries. The advantage of technical know-how and capabilities for largescale manufacturing, is expected to drive the growth in the Asia-pacific markets like India and China.

Overview of Indian pharmaceutical API industry

The pharmaceutical API industry in India is ranked third-largest globally in terms of volume, behind China and Italy – About 35 per cent of API and intermediaries produced in India are exported and the remaining API and intermediaries are sold in the domestic market, including captive consumption by several large formulation players. India is the largest provider of generics drugs globally contributing to ~20% in global supply by volume of generics drugs.

Bulk drugs are exported either under a contract manufacturing service between Indian manufacturers and global innovator companies or are merely supplied on a trading basis. The latter method is generally followed when exporting to semi-regulated markets or while supplying bulk drugs for manufacture of off-patent drugs in regulated markets. Typically, regulated markets offer higher profits than semi-regulated markets.

Exports to regulated markets also occur in the nature of contract manufacturing for on-patent and off-patent drugs. Besides, bulk drugs are also supplied (in smaller quantities) during drug development to innovator companies. Players operating in this segment earn higher margins as compared to other exporters. The margins vary according to the player's area of expertise; for example, custom synthesis carries very high margins compared to supply for manufacture of off-patent drugs.

In terms of imports, Indian API industry still relies on imports for specific products. High dependence on Chinese imports is a concern for the domestic pharmaceuticals industry. The covid outbreak has been detrimental in revealing the consequences of a supply disruption from China and its potential impact.

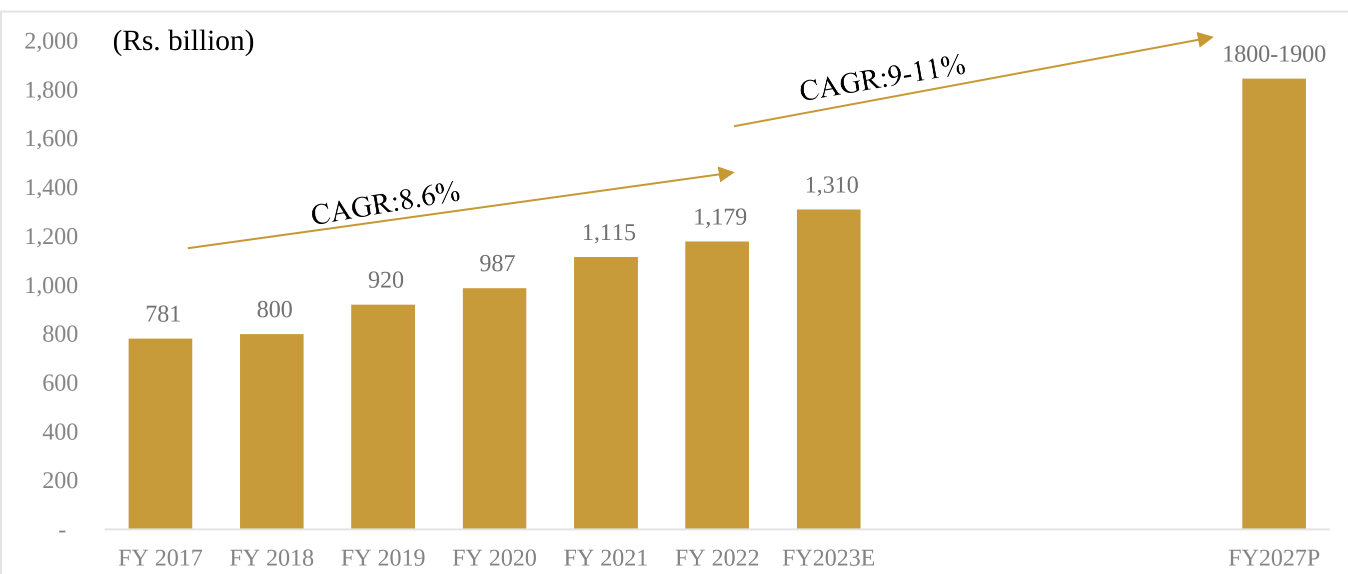
Therefore, the central government has earmarked ~Rs 100 billion for the bulk drug industry, including Rs 30 billion for promotion of bulk drug parks (for next five years) and Rs 69.4 billion towards production-linked incentive scheme for promotion of domestic manufacturing of critical KSMs/Drug Intermediates and APIs in the country (for next eight years).

API industry in India to grow at 9-11% CAGR between fiscal 2022 and 2027

The overall API industry in India grew from Rs. 781 billion in fiscal 2017 to Rs. 1179 billion in fiscal 2022 registering a CAGR of 8.5% in rupee terms. Growth in the industry was supported by growth in formulation manufacturing in India. The formulation industry also grew at healthy pace during the same period and API imports grew at a tepid pace during the period under consideration. Thus the domestic API and intermediaries industry was supported by demand in formulation, manufacturing by local players and backward integration by large formulation players.

Going forward the API industry is expected to clock a CAGR of 9-11% between fiscal 2022 and fiscal 2027, largely driven by growth in API exports, which is expected to deliver a healthy growth during the period under consideration.

Overview of API industry in India (incl. exports)



Note: E-Estimated, P: Projected
Source: DGCIS, CRISIL Research

Overview of paracetamol API industry in India

Paracetamol (Acetaminophen-$C_8H_9NO_2$), is the most commonly taken analgesic worldwide and is recommended as first-line therapy in pain conditions by the World Health Organization (WHO). It is also used for its antipyretic effects, helping to reduce fever. This drug was initially approved by the U.S. FDA in 1951 and is available in a variety of forms including syrup form, regular tablets, effervescent tablets, injection, suppository, and other forms. Paracetamol is often found combined with other drugs in many over the counter (OTC) allergy medications, cold medications, sleep medications, pain relievers, and other products.

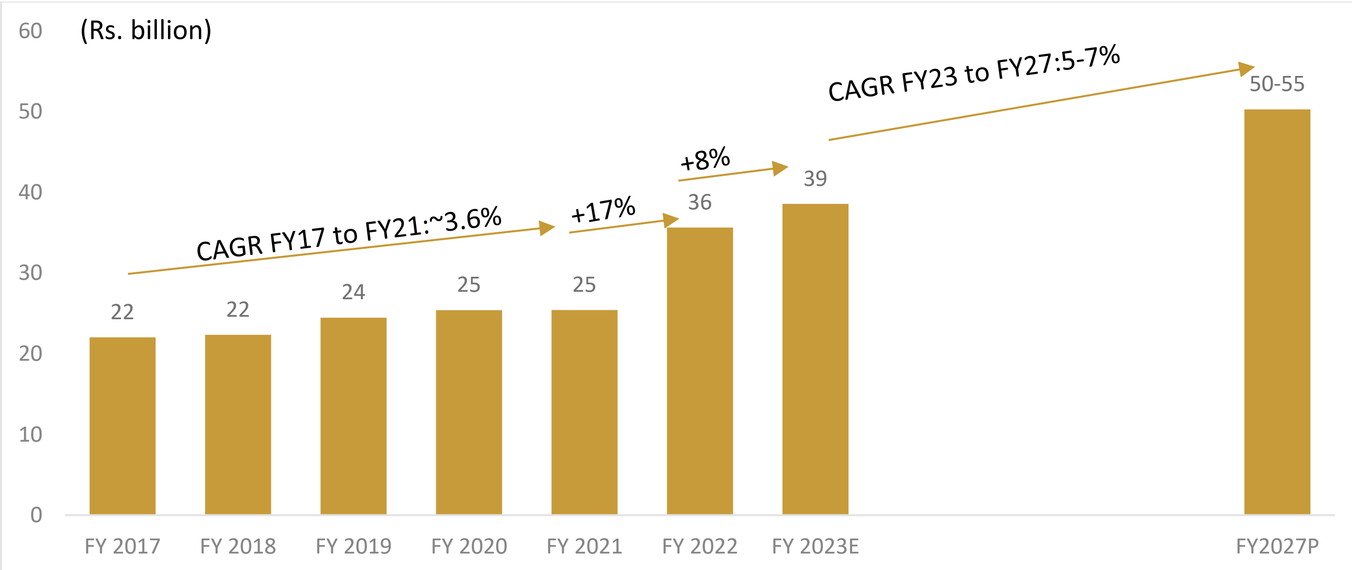
Paracetamol API industry in India to grow at 5-7% CAGR between fiscal 2023 and 2027

The paracetamol API industry (Domestic consumption+ exports) grew from Rs. 22 billion in fiscal 2017 to Rs.39 billion in fiscal 2023.The paracetamol API market growth was mainly supported by growth in pain and analgesics therapy area which focuses on treatment of common fever, cough and cold as well as volume rise coupled with strong realization levels for players. The paracetamol API demand saw uptick in fiscal 2022 owing to pent up demand due to covid-19 and extensive usage of common cold and fever drugs during the second wave of covid-19. Also, the boost in export demand due to supply restrictions in China gave opportunities for Indian manufacturers to tap the potential export market.

Some of the paracetamol API based products saw huge demand during the pandemic giving rise to the strong demand in the domestic market. Increased sales of these fever medicines saw demand for domestically manufactured APIs in fiscal 2021 and fiscal 2022.The past growth in the paracetamol API has been supported by moderate increase in the volume consumption coupled with the price rise.

Going forward the paracetamol API industry is expected to clock a CAGR of 5-7% between fiscal 2023 and fiscal 2027, largely driven by the demand from domestic formulation manufacturers as well as export markets. The demand in the domestic market can be attributed to rise of OTC segment and self-care for some of the common ailments like fever and cold which are key application areas for paracetamol API as well as price rise caused by the rising raw material costs for manufacturing paracetamol API. The price rise in the paracetamol API space is often reflected in the formulation price rise of formulations which is often revised to the tune of wholesale price index for the year 2022 the WPI was ~10% and hence going forward price rise is expected in paracetamol formulations market which will also see similar price rise trend in the paracetamol API market.

Overview of paracetamol API industry (incl. Exports)



Note: E-Estimated, P: Projected
Source: DGCIS, CRISIL Research

In coming years India is expected to see traction of manufacturing capacities for some of the key APIs majorly owing to the PLI scheme introduced by the government to reduce the import dependency from China. In the paracetamol API space as well, which is one of the key APIs for manufacturing finished dosage formulations there has been capacity addition by players to cater to the domestic as well as export demand. Players are augmenting their capacities for paracetamol API mainly to cater to the export demand from some of the regulated markets like USA and Europe. Formulation players in these regulated markets opting for China plus one strategy to diversify their supply chains and India being one of the key destinations for pharmaceutical manufacturing, there has been thrust in domestic API manufacturing to cater to this demand.

Overview of Pain and analgesics therapy are in Indian domestic formulation industry

Analgesics are medications used in the management and treatment of pain. They include several classes of medications (acetaminophen, nonsteroidal anti-inflammatory drugs, antidepressants, antiepileptics, local anaesthetics, and opioids). Some of the key molecules in pain and analgesics therapy area in Indian domestic formulation market includes Paracetamol, Aceclofenac + Paracetamol + Serratiopeptidase and Ibuprofen + Paracetamol, Paracetamol + Tramadol, Diclofenac + Paracetamol.

Pain and analgesics therapy area have seen traction in recent years owing to covid-19 related demand with common fever medications generating healthy demand in the Indian domestic market. The pain and analgesics therapy area have grown at 4.1% CAGR from fiscal 2017 to fiscal 2022.

Formulations sales in Indian domestic formulation industry (Rs. billion)

Therapy Name	FY17	FY18	FY19	FY20	FY21	FY22	CAGR FY17-FY22
Pain and Analgesics	80.4	83.1	89.9	98.2	95.5	98.5	4.1%

Source: AIOCD AWACS, CRISIL Research

Growth drivers and recent trends for Indian bulk drugs industry

India enjoys cost advantage over regulated markets

API and intermediaries manufacturing costs are significantly lower in India than in the regulated markets of the United States (US) and Europe, as illustrated in the chart below. China is a major exporter of API and intermediaries intermediates globally as it enjoys competitive advantage due to government support, coupled with low power and labour costs. On the other hand, India is a preferred destination for the procurement of active pharmaceutical ingredients (APIs), especially in regulated markets, compared with China. This is on account of its advanced process chemistry skills, which aid the manufacture of API and intermediaries and complex intermediaries.

Cost of manufacturing drugs in India, China, Europe and US

Country/Region	Costs in units
USA	100
Europe	85-90
India	
-US FDA approved plants	45-50
-Others	35-40
China	35-40

Note: Costs indexed to US
Source: CRISIL Research

Highest number of US FDA-approved facilities outside the US, leads US DMF submissions

India has the highest number of US Food and Drug Administration (FDA) approved facilities outside the US. The country also has skilled manpower and advanced process chemistry skills. Some API and intermediaries manufacturers have forward-integrated into pre-formulations (pelletisation / granularisation of API and intermediaries before they are converted into finished dosages) as well.

Though China is a major destination for API and intermediaries manufacturing, it has a major share primarily in the manufacturing of API and intermediaries intermediates. India has consistently maintained its leadership in drug master file (DMF) submissions. India had approximately 40% share in the DMFs filed in the year 2020 which proves the capability of Indian players to meet required export quality standards for regulated markets.

Products to aid growth

A focus on speciality products and niche molecules would aid the growth of API and intermediaries players. Players have a healthy pipeline of complex generics and limited competition products, which are difficult to manufacture but command a higher premium. The pricing pressure is also expected to normalise in regulated markets in the coming years.

Further, the supply disruption from China is expected to aid business opportunities for API and intermediaries players in the global market. Also, recent quality issues related to Chinese APIs have slightly dented the country's image globally, which would in turn boost business for India, the next largest and cost-effective API supplier after China. Some multinational corporations (MNCs) are looking at alternative sources for API and intermediaries procurement following Chinese issues.

New technology adoption a key monitorable in the Indian pharmaceutical industry

Indian pharmaceutical industry still adopting when it comes to employing newer technologies in the research and manufacturing processes. Automation and artificial intelligence are some of the key technological trends in the industry. World health organization also recommends application of automated systems right from documentation to the manufacturing of formulations. Moreover, pharmaceutical companies place a premium on working with API manufacturers that can ensure a high degree of regulatory compliance, which decreases execution risk. Newer technology helps in process efficiencies which can aid Indian API players but implementing those changes will be a key monitorable for Indian API industry.

Outsourcing of API and intermediaries from MNCs to continue

In view of high operating expenses, CRISIL Research believes MNCs will look at API and intermediaries outsourcing to control cost and improve profitability. Margins of global innovator players dipped substantially from 2015 to 2018. Going ahead as well, MNCs are likely to continue outsourcing API and intermediaries manufacturing to India as India is one of the key destination for low cost pharmaceutical manufacturing and also has substantial manufacturing capabilities in the pharmaceutical manufacturing space.

Regulatory boost for domestic industry

The Union Cabinet, on March 21, 2020, approved the below schemes for the development of the Indian API and intermediaries sector. These schemes are aimed at providing regulatory boost to the sector by reducing manufacturing cost of API and intermediaries. One of the major factors for China's dominance in API and intermediaries is the regulatory support it gets from its government, with common facilities across plants and various subsidies being provided, which helps them bring down the cost considerably. With the newly announced schemes, the Indian government is also looking at creating common infrastructure facilities and reduce dependence on some critical drugs.

Name of the scheme	Details
Production-Linked Incentive	Tenure: FY21 to FY30 Financial outlay: Rs. 69.4 billion Scheme applicable for greenfield projects Financial incentive to be provided for 41 identified key products which cover all 53 identified API's The net worth of applicant (including that of group companies) as on date of application >=30% of total proposed investment Maximum number of selected applicants: 136 The incentive under scheme shall be applicable only on sales of eligible product to domestic manufacturers

Name of the scheme	Details
Creation of API and intermediaries parks	Tenure: FY21 to FY25 Financial outlay: Rs. 30 billion Three API and intermediaries parks will be supported under the scheme Maximum grand-in-aid for one API and intermediaries park will be limited to Rs. 10 billion Minimum 50% of land area for API and intermediaries manufacturing units 3 states to be selected through challenge method

Source: PIB, CRISIL Research

Competitive landscape for Indian pharmaceutical API industry

In this section, CRISIL has compared key competitors in the Indian pharmaceutical API Industry. CRISIL has considered some of the key players operating in Indian pharmaceutical API industry and who have comparatively similar product portfolio. Data in this section is obtained from publicly available sources, including annual reports and investor presentations of listed players, regulatory filings, rating rationales, and/or company websites. The financials used in the competitive section are re-classified by CRISIL based on the annual report and financial fillings by the players.

The manufacturing landscape for paracetamol API industry in India is concentrated with presence of few players. Sri Krishna Pharmaceuticals Ltd., Granules India Ltd., Farmson Pharmaceuticals Gujarat Pvt. Ltd., Meghmani LLP, Para Products Pvt. Ltd. and Valiant Laboratories Ltd. are some of the paracetamol API manufacturers in the Indian market. The overall capacity for paracetamol manufacturing in India is approximately 6,000 metric tonnes per month as per industry estimates.

Company name	Date of incorporation	Registered office/ Headquarters
Farmson Pharmaceutical Gujarat Private Ltd.	1974	Gujarat, India
Granules India Ltd.	1991	Hyderabad, India
Meghmani LLP	2010	Gujarat, India
Para Products Private Ltd.	1998	Gaziabad, India
Sri Krishna Pharmaceuticals Ltd.	1974	Hyderabad, India
Valiant Laboratories Ltd.*	1980	Mumbai, India

Note: The list above is an indicative list and not an exhaustive list,
**-Company converted from Bharat chemicals (Founded in 1980) to Valiant Laboratories Ltd in 2021*
Source: CRISIL MI&A

Operational overview

Company name	Key geographies catered	Manufacturing facilities	Business Segments/ Services offered
Farmson Pharmaceutical Gujarat Private Ltd.	NA	3	Active pharmaceutical Ingredients (API)
Granules India Ltd.	India, Europe, Latin America, North America	6	Active pharmaceutical Ingredients (API), Formulations
Meghmani LLP	NA	1	Active pharmaceutical Ingredients (API),
Para Products Private Ltd.	NA	1	Active pharmaceutical Ingredients (API), Formulations
Sri Krishna Pharmaceuticals Ltd.	NA	5	Active pharmaceutical Ingredients (API)
Valiant Laboratories Ltd.	NA	1	Active pharmaceutical Ingredients (API)

Note: NA: Not available. The list above is an indicative list and not an exhaustive list
Source: Company reports, company websites, CRISIL MI&A

Financial overview

Financial snapshot key competitors considered (FY22)

Company name	Operating Income		OPBDIT		PAT	
	INR million	CAGR FY2020-FY2022	INR million	CAGR FY2020-FY2022	INR million	CAGR FY2020-FY2022
Valiant Laboratories Ltd.	2,905.0	78.3%	420.5	145.5%	273.1	187.1%
Para Products Private Ltd.	1,765.1	60.8%	106.9	61.4%	36.2	92.1%
Sri Krishna Pharmaceuticals Ltd.	8,757.3	40.0%	703.4	29.9%	352.2	46.5%
Granules India Ltd.	32,384.4	18.4%	6,488.2	13.1%	3,865.1	-6.7%
Farmson Pharmaceutical Gujarat Private Ltd.	20,103.4	67.0%	7,055.5	113.1%	4,934.7	112.8%

Note: The list above is an indicative list and not an exhaustive list, The latest financials for Meghmani LLP is not available on MCA and hence it is not considered in the financial analysis.
Source: Company reports, company websites, CRISIL MI&A

Financial ratios of key competitors considered (FY22)

Company name	Operating profit margin (%)	Net profit margin (%)	ROCE (%)	Gearing (Times)	Interest coverage ratio (Times)	Current ratio
Valiant Laboratories Ltd.	14.5	9.4	38.0	0.8	72.6	3.6
Para Products Private Ltd	6.1	2.0	39.2	0.5	1.9	1.3
Sri Krishna Pharmaceuticals Ltd.	8.0	4.0	12.5	0.7	11.7	1.6
Granules India Ltd.	20.0	11.9	16.5	0.4	40.5	1.5
Farmson Pharmaceutical Gujarat Private Ltd.	35.1	24.5	80.6	0.0	119.0	3.1

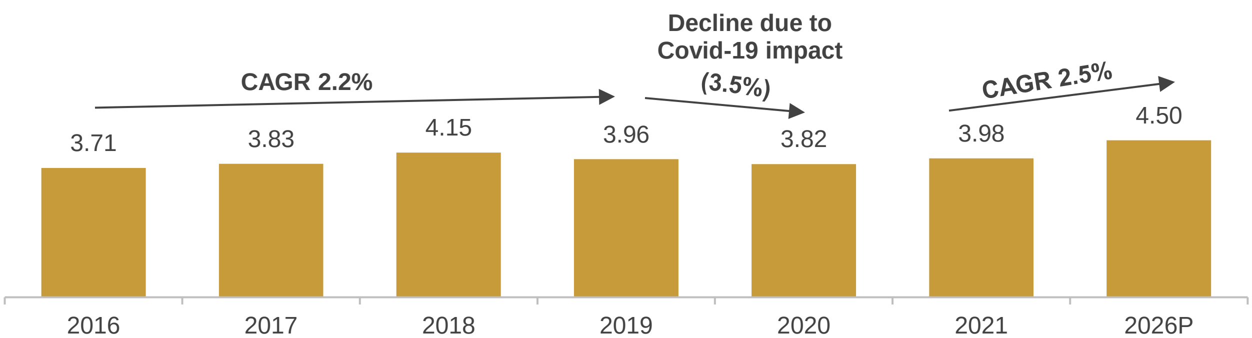
Note: n.m.- Not meaningful, The list above is an indicative list and not an exhaustive list, The latest financials for Meghmani LLP is not available on MCA and hence it is not considered in the financial analysis.
Ratios calculated as per CRISIL MI&A standards are described below:

OPBDIT margin = OPBDIT / operating income
Net profit margin = Profit after tax / operating income
RoCE = Profit before interest and tax (PBIT) / [total debt + adjusted net worth (includes only goodwill as part of intangible net worth) + deferred tax liability]
Gearing ratio = Adjusted Debt / Adjusted Net worth
Interest coverage ratio = Profit before depreciation, interest and tax / (interest + finance charges)
Current ratio = Current assets / Current liabilities

Source: Company reports, company websites, CRISIL MI&A

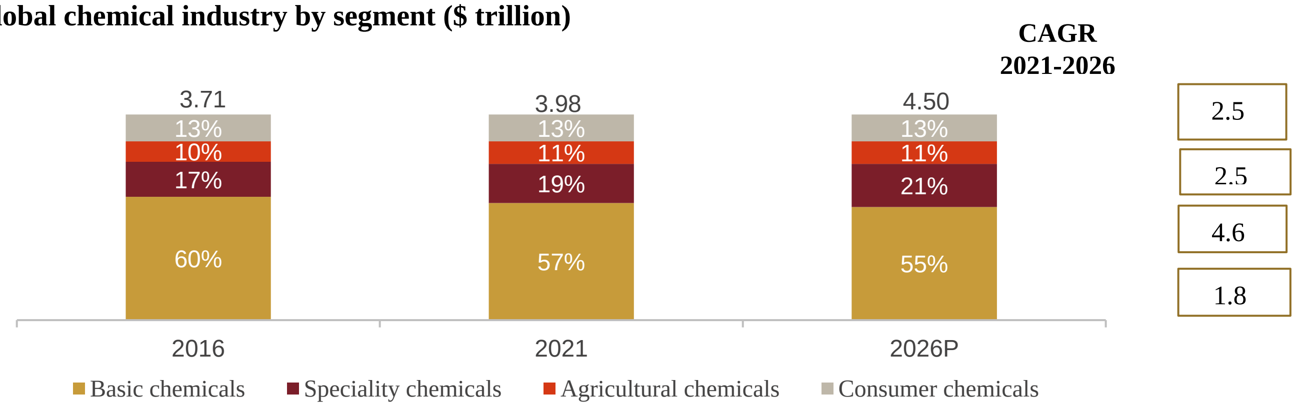
Global chemical and speciality chemical industries

Global chemical industry size ($ trillion)



P: projected , Data for each calendar year
Note: Industry size excluding pharmaceuticals
Source: CRISIL MI&A Consulting

Global chemical industry by segment ($ trillion)



P: projected , Data for each calendar year
Source: CRISIL MI&A Consulting

India's positioning in the global chemical industry

As of 2020, the Indian chemical industry had a share of ~3% in the global chemical industry. It is ranked sixth at the global level and fourth in Asia. The country ranks eighth in global export of chemicals (excluding pharmaceutical products) and seventh in global import of chemicals (excluding pharmaceutical products).

Chemical exports

Exporters	Exports ($ bn)	Share in world exports (%)		
Regions/ countries	**2021**	**2005**	**2010**	**2021**
EU	1,263	50.0%	46.0%	45.6%
US	270	10.9%	11.2%	9.7%
China	260	3.2%	5.2%	9.4%
Switzerland	144	4.0%	4.3%	5.2%
South Korea	101	2.5%	2.9%	3.6%
Japan	95	4.8%	4.6%	3.4%
UK	70	5.2%	4.3%	2.5%
India	**62**	**1.0%**	**1.4%**	**2.2%**
Singapore	60	2.4%	2.3%	2.3%
Saudi Arabia	46	1.0%	1.3%	1.6%
Above 10	**2,371**	**85.0%**	**83.4%**	**85.6%**

Source: World Trade Organization (WTO Statistical Review, 2022)

Chemical imports

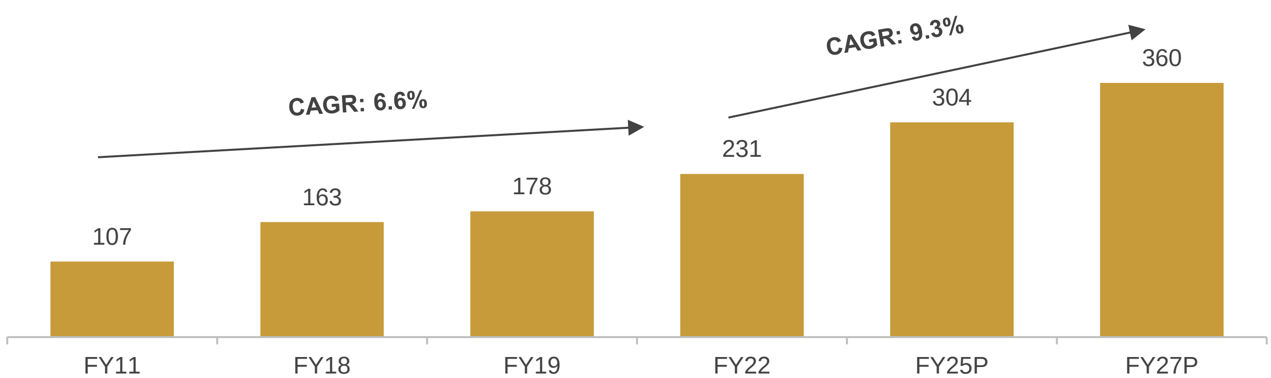
Exporters	Imports ($ bn)	Share in world imports (%)		
Regions/ countries	**2021**	**2005**	**2010**	**2021**
EU	1,038	41.4%	37.9%	36.2%

US	329	11.4%	10.1%	11.5%
China	262	6.7%	8.5%	9.2%
Japan	88	3.3%	3.5%	3.1%
UK	81	4.7%	4.0%	2.8%
India	**78**	**1.2%**	**2.0%**	**2.7%**
South Korea	65	2.1%	2.3%	2.3%
Brazil	64	1.3%	1.8%	2.2%
Switzerland	62	2.3%	2.1%	2.2%
Canada	62	2.8%	2.4%	2.2%
Above 10	2,130	**77.1%**	**74.6%**	**74.4%**

Source: World Trade Organization (WTO Statistical Review, 2022)

The size of the Indian chemical industry, excluding fertilisers and pharmaceuticals, was $115-120 billion in fiscal 2021. Including fertilisers and pharmaceuticals, it was $160-180 billion.

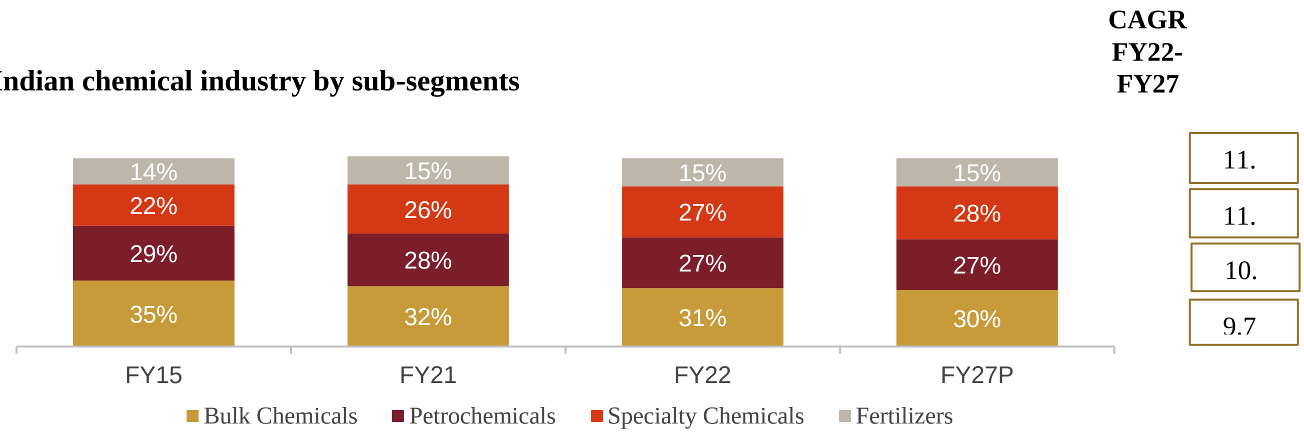
Indian chemical industry development ($ billion)



Note: Market size including (Biotech, Pharmaceuticals), Market size is based on consumption
P: Projected
Source: Department of chemicals and petrochemicals

The Indian chemical industry is a key constituent of the country's economy, accounting for 2.28% of the GVA (including pharmaceuticals) for all economic activities in fiscal 2020 compared with 2.23% in fiscal 2015. In 2020, it ranked sixth in the world in terms of revenue (excluding pharmaceuticals) and accounted for 2.7% of the global chemical industry compared with 2.5% in fiscal 2010. The Indian chemical industry is expected to double at 9.3% CAGR over fiscals 2019-25.

Indian chemical industry by sub-segments



Note: Segments excluding Pharmaceuticals
P: Projected
Source: CRISIL MI&A Consulting

Key growth drivers for the Indian chemicals industry

- Per capita consumption of chemicals in India is lower compared with western countries. Hence, there is considerable scope for new investment
- A large population, huge dependence of the domestic market on agriculture, and strong export demand are the industry's key growth drivers
- The shift in the geopolitical landscape and global supply chain preference from China can provide India with a platform for converting challenges into opportunities
- The domestic market has significant growth potential with rising GDP and purchasing power
- *World-class engineering and strong R&D capabilities*

Global speciality chemical market to log 4-5% CAGR by 2026

Speciality chemicals are low-volume, high-value chemicals with specific applications classified based on end-user industries. They can be single-chemical formulations or entities whose composition affects how the end-product performs and is processed. The major distinction between speciality chemicals and commodity chemicals is that speciality chemicals are produced through extensive R&D and typically are synthesized using multiple step reactions as compared to one or two steps in the case of commodity chemicals. A speciality chemical has only one or two primary applications, whereas a commodity chemical may have hundreds of varied applications. These high-value compounds are created via speciality chemistry and are employed in a variety of essential goods for consumers and business, including medications, agricultural chemicals, and performance chemicals. In the speciality chemical industry, custom synthesis is a common service provided to customers.

Barriers to entry in the speciality chemical industry are typically high. The specialised nature of products leads to significant differentiation. Substantial R&D requirements, technical know-how, capital intensity service capabilities, customer relationships, and engineered or regulated specifications also create important barriers to entry. Although these barriers are not homogeneous across the industry, most speciality chemical companies enjoy the benefits of one or more of them.

The speciality chemicals industry was valued at $750-770 billion at the global level in 2021. The segment clocked 3-4% Compound annual growth rate (CAGR) over 2016-21. Agrochemicals and performance chemicals contribute the highest to the global speciality chemical revenue pie, accounting for 8-10% share each in 2021. The use of agrochemicals is rising because of increasing demand for agro products, led by population growth and improving propensity to buy owing to rapid industrialisation globally.

Global speciality chemical industry classification (2021)

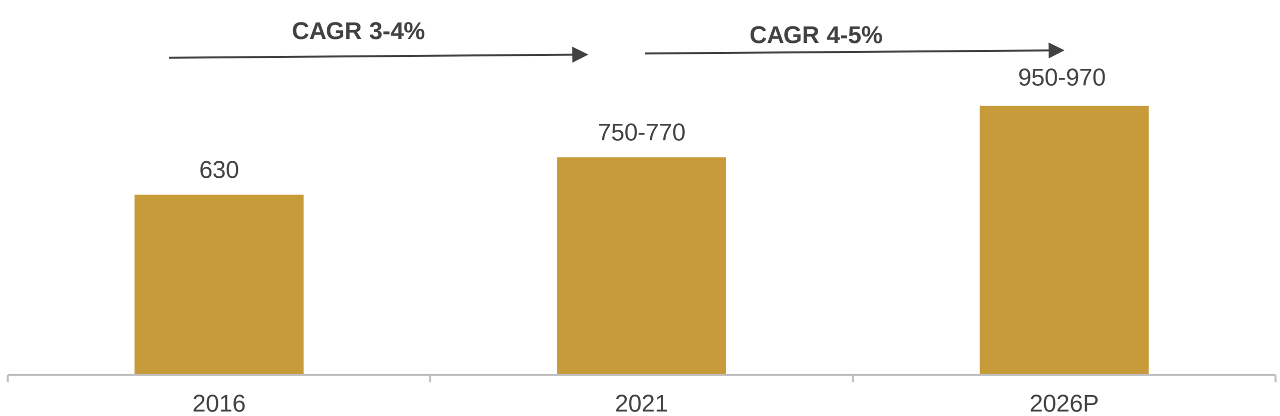
Speciality chemical classification	(% share in global market)
Agrochemicals	8-10%
Performance chemicals (includes multiple sub-segments)	8-10%
Construction chemicals	7-8%
Home and personal care chemicals	6-7%
Electronic chemicals	6-7%
Dyes and pigments	6-7%
Flavours and fragrances	5-6%
Polymer and plastic additives	4-5%
Food additives	4-5%
Pharma intermediates	4-5%
Textile chemicals	3-4%
Speciality coatings	3-4%
Oilfield chemicals	3-4%
Others	18-33%

Note: The performance chemical segment includes various sub-segments, such as antioxidants, anti-wear additives, flotation agents, solvents, surfactants, emulsifier, solvents, and chemical intermediates

Source: CRISIL MI&A Consulting

In 2020, the global speciality chemicals space declined 3-4% on-year because of the outbreak of Covid-19. However, the segment is estimated to have recovered in 2021. Between 2021 and 2026, the market is expected to grow at 4-5% CAGR to $950-970 billion.

Global speciality chemical market size ($ billion)

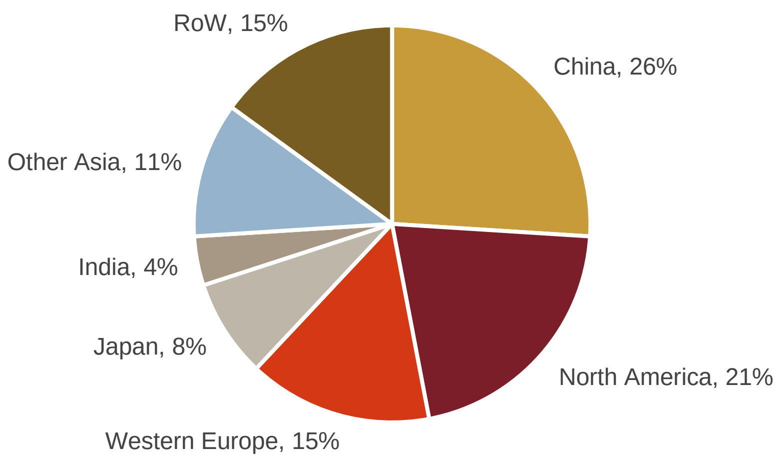


P: projected | Data for each calendar year
Source: CRISIL MI&A Consulting

APAC – key contributor to global speciality chemical market in 2021

Developed countries (particularly the US) and emerging countries in Asia-Pacific (APAC) have seen a significant shift in the speciality chemical industry in the past two decades. This has mainly been due to stricter environmental norms in western countries, coupled with cost advantages enjoyed by companies in emerging markets in terms of logistics and labour. The shift is also because companies are relocating closer to demand centres and optimising their supply chains. In 2021, APAC accounted for majority of the global speciality chemical market, with a share of 48-50%, followed by North America and Western Europe.

Market share of key countries in speciality chemicals in 2021

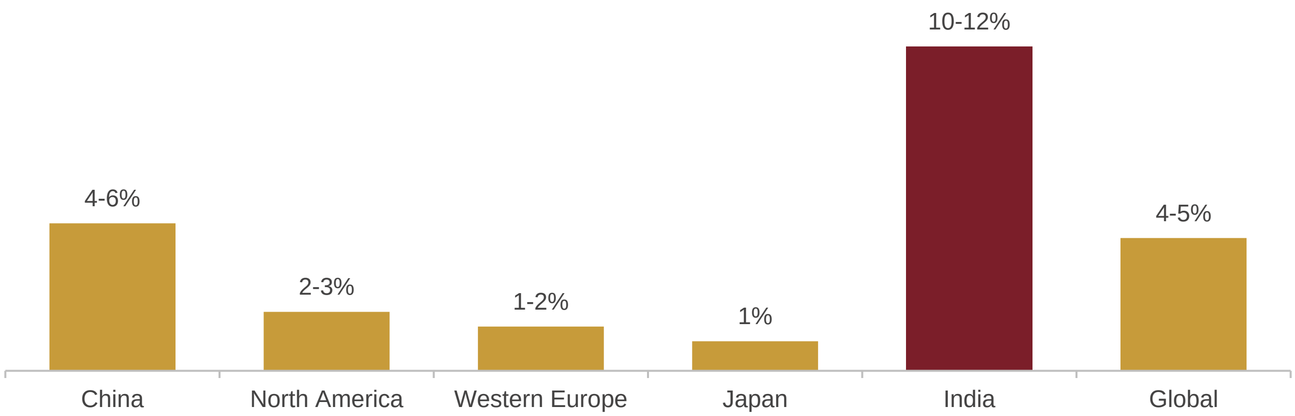


Source: CRISIL MI&A Consulting

Indian market expected to grow sharply as compared to other regions

By region-wise demand, India's speciality chemical industry is expected to post 10-12% CAGR over 2021-26 owing to rising demand from end-user industries, along with tight global supply on account of stringent environmental norms in China. In contrast, markets such as the North America, Europe and Japan are expected to clock less than 3% CAGR over the next five years because of industry saturation in these regions. China's speciality chemical industry saw historic growth rates of ~20% and above until 2013, driven by a low-base effect. It exhibited a moderate CAGR of 9-10% over 2013-21 and is expected to witness a relatively slow CAGR of 4-6% over 2021-26.

Region-wise growth in speciality chemicals (2021-26, CAGR)

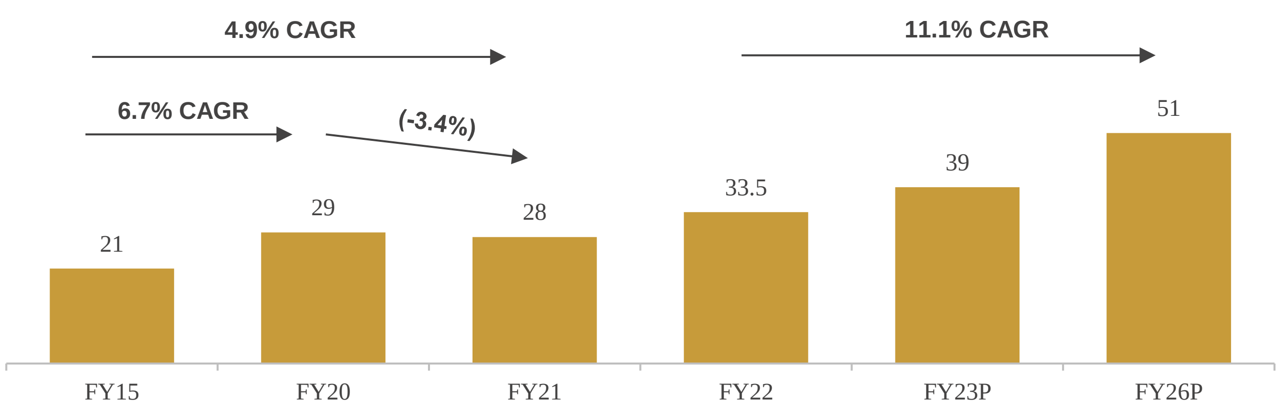


Source: CRISIL MI&A Consulting

Indian speciality chemical industry

The Indian speciality chemicals industry, accounting for ~26% of the overall chemicals industry (excluding pharmaceuticals), was worth $29 billion in fiscal 2020. The industry expanded at 6.7% CAGR over fiscals 2015-20, driven by an increase in domestic offtake from various end-user industries and rising exports. However, in fiscal 2021, the industry declined 3.4% on-year because of a slowdown in economic activity and the consequent decline in demand from end-user industries. The industry exhibited recovery in fiscal 2022 with an estimated worth of $33.5 billion. The Indian speciality chemical industry is expected to reach $51 billion by fiscal 2026, growing at 11.1% CAGR over 2022-26.

Indian speciality chemicals industry's trajectory ($ billion)



P: Projected
Note: Market size is based on consumption
Source: CRISIL MI&A Consulting

Major sub-segments within the speciality chemicals market (value terms) in fiscal 2022

Segments	Market value ($ billion)	Market share %
Dyes and pigments (colorants)	5.36	16.0%
Paints and coatings	4.52	13.5%

Agrochemicals	4.86	14.5%
Speciality polymers	2.85	8.5%
Plastic additives	1.34	4.0%
Home care surfactants	1.34	4.0%
Construction chemicals	1.01	3.0%
Textile chemicals	1.01	3.0%
Flavours and fragrance	0.67	2.0%
Water chemicals	0.67	2.0%
Cosmetic chemicals	0.67	2.0%
Paper chemicals	0.67	2.0%
Others	8.38	25.0%

Source: CRISIL MI&A Consulting
Note: CRISIL MI&A Consulting considers personal care ingredients, polymer additives, water chemicals, textile chemicals, construction chemicals, surfactants, and flavours and fragrances as speciality chemical categories.

The speciality chemicals industry presents significant entry barriers, including customer validation and approvals, expectation from customers for process innovation and cost reduction, high quality standards and stringent specifications, as well as various client and regulatory approvals that are required to be obtained.

Favourable global factors

China, a major player in commodity chemicals, has seen reduced focus on speciality chemicals. China's speciality chemicals market has seen a downturn in recent years due to various factors. Most prominent being the introduction of stringent environmental norms, which has led to the shutdown of several chemical plants. Also, the Chinese government has mandated the construction of compulsory effluent treatment plants and imposed green tax on the chemicals industry to combat pollution. This coupled with increasing wage costs are pushing the capex and opex costs upwards, making Chinese chemical companies less competitive in the export market. Going forward, these factors are expected to play out in favor of India's speciality chemicals industry, since exports will trend up over the next few years.

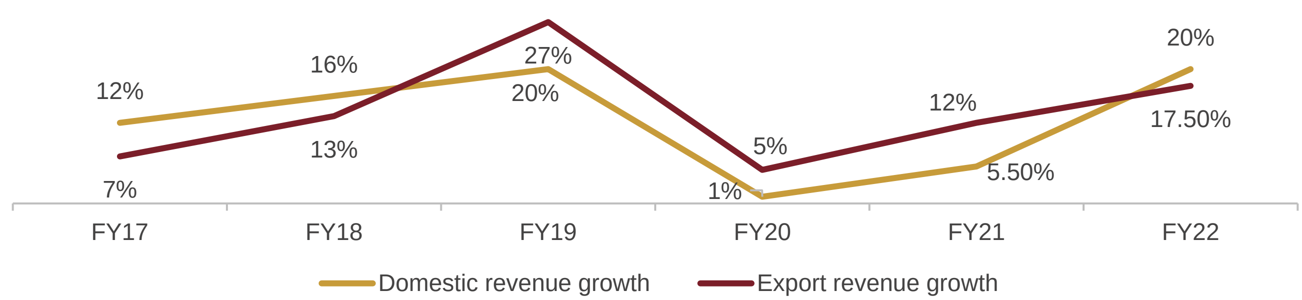
India is well-positioned to drive growth in the speciality chemicals industry, given its abundant supply of labour, land, feedstock, and established legal and regulatory framework. Indian companies with strong safety, health and environment measures, robust R&D and project management, and integration are well-poised to leverage opportunities in this space.

Capex in speciality chemicals to increase 50% on-year in FY23

A revival in domestic demand and continuing robust exports will spur a 50% on-year increase in the capex of speciality chemicals manufacturers in FY23 to Rs 6,000-6,200 crore. That would also be well above the Rs 5,000 crore spent before the pandemic in fiscal 2020, a CRISIL Ratings study of 106 rated speciality chemicals manufacturers, which account for a fourth of the sector's annual revenue of ~Rs 3 lakh crore, shows.

Export growth is expected to accelerate to 17-18% from 12-13% in fiscal 2021, owing to the competitive positioning of players, recovery in global demand, and the China-plus-one strategy of customers. In addition, owing to the impact of the pandemic on the global supply chain and geopolitical tensions, suppliers are looking to diversify and expand sourcing of products from different manufacturers across economies, including India, to minimise disruption on their operations. Domestic growth is likely to surge to ~20%, riding on strong demand from agrochemicals, fast-moving consumer goods (FMCGs), pharmaceutical and textile sectors, as well as a rise in discretionary spend.

Figure 1: Domestic and export revenue growth development of Indian speciality chemical companies



Notes: Based on 106 CRISIL-rated players (25% of sector's annual revenue)
Source: CRISIL MI&A Consulting

Competitive landscape for Indian speciality chemicals industry

Low in volume but high in value, speciality chemicals are a critical input for a range of industries. Apart from being utilized as raw material by textile companies and being added for formulations by pharmaceutical players, these are used in agriculture, plastics, construction, paints, and packaging, among others.

The speciality chemicals sector is an important part in the overall functioning of the Indian economy, producing various intermediaries that form raw material for numerous important end usage industries. From furniture used by the direct consumers to thermo-plastics used in automotive sectors, the speciality chemicals sector forms critical linkages for multiple key end-use sectors such as agriculture, textiles, plastics, construction, paints, packaging etc. The table below shows brief overview of some of the key listed players in the Indian speciality chemicals sector.

Brief overview of speciality chemicals players in India

Company name	Key geographies catered	Manufacturing facilities	Products/business segments
Atul Ltd	USA, Europe, Middle East, Asia Pacific and South America	6	Aromatics, Bulk Chemicals and Intermediates, Colors, Crop Protection, Floras, Pharmaceuticals, Polymers
Alkyl Amines Chemicals Ltd (AACL)	North America, Europe, Middle East, Asia Pacific and South America	3	Aliphatic Amines, Amine Derivatives, other speciality chemicals
Navin Fluorine International Ltd.	North America, Europe, Middle East and Asia Pacific	2	Refrigerants, Inorganic and organic fluorides and CDMO services

Vinati Organics Ltd.	US, Europe and Asia	2	Speciality Aromatics, Speciality monomers, Butyl phenols, other polymers
Laxmi Organics Ltd	America, Europe, Africa, Asia Pacific, Middle East	2	Acetyl Intermediates, Speciality Intermediates, Emerging Chemistries

Note: The list above is an indicative list and not an exhaustive list
Source: Company reports, company websites, CRISIL MI&A

Overview of ketene and diketene derivatives industry

Introduction to ketene and diketene derivatives

Ketene (systematic name ethenone) is a colorless, toxic gas with a “penetrating” odor, according to the Merck Index. It is soluble in essentially all organic solvents, but it decomposes in water to form acetic acid. It is only reasonably stable at low temperatures (−80 °C). It must therefore always be prepared for each use and processed immediately, otherwise a dimerization to diketene occurs or it reacts to polymers that are difficult to handle. In industrial chemistry, ketene is produced by the dehydration reaction of acetic acid. Ketenes are used in the production of various chemical compounds such as acetic anhydride and diketene.

Diketene is a colorless liquid produced by dimerization of ketene. It is a highly reactive building block that can be combined with numerous other chemical compounds to make a wide range of products. Based on derivatives, the diketene market is segmented into various class of compounds such as arylamides, alkylamides, dihydroacetic acid (DHS) and salt and others. Diketene esters are expected to maintain their dominance because they are used extensively in both agrochemicals and pharmaceutical products, mainly as intermediaries.

Ketene and diketene derivatives application

Diketene derivatives have a wide range of applications in high-growth sectors such as pharmaceuticals (including vitamins), agrochemicals, cosmetics, plasticizers, dyes, and pigments. The agrochemical and pharmaceutical industries collectively account for 70–75% of the diketene derivatives applications.

Ketene and Diketene derivatives usage across applications

Application	Brief usage overview
Pharmaceutical products	Ketene and diketenes derivatives are used as intermediates in the synthesis of many drugs such as acetaminophen (paracetamol), ibuprofen, and naproxen and are also used in the manufacturing of a wide range of antimicrobial and chemotherapeutic products
Agrochemicals	In the agrichemical sector, ketene and diketene derivatives are widely used for soil fertilization, weed and pest control, and crop protection. Acetoacetanilides is a type of diketene derivative that has antibacterial, antifungal, and antiprotozoal properties.
Dyes and Pigments (colorants)	Preparation of azo dyes- arylide yellow and diarylide pigments, diketenes react with amines to form acetoacetanilides which are important precursors for mostly yellow, orange, red azo dyes, and azo pigments.
Food and Feed	Used in food preservatives, food (sweeteners) and feed additives (olaquindox)
Polymer	Used as co-promoters in the production and modification of polymers
Cosmetics & beauty products	Ketene and diketene derivatives are used as intermediates in the

	production of various skin care products, such as anti-aging creams, moisturizers, and lotions. Some ketene and diketene derivatives, such as 2,3-Butanedione, are used in the production of hair dyes. Diketene derivative, Dehydroacetic acid (DHS) is used as stabilizer for cosmetic products due to its fungicide and bactericide activity.
Coatings and Adhesives	Diketene derivatives are used as co-promoter used in the polymerization of unsaturated polyester resins for coatings and adhesive applications.
PVC stabilizer	Diketene derivative, dehydroacetic acid (DHS), is also used as an additive for PVC-stabilizers

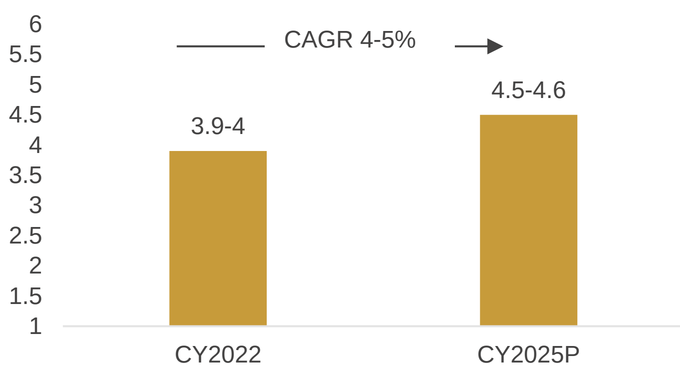
Source: CRISIL MI&A Consulting

Market size of ketene, diketene and derivatives industry

Global ketene, diketene and derivatives market is between 3.9-4 billion USD in CY2022

Global market for ketene, diketene derivatives is 3.9 to 4.0 billion USD in CY2022 and is estimated to grow at 4-5% CAGR to reach 4.5 to 4.6 billion USD by CY2025. The global market for only diketene and derivatives is estimated between $1.3 to $1.4 billion in CY2022 and is anticipated to expand at a 4-5% CAGR to reach $1.5 to 1.6 billion by CY2025. Increasing adoption of agrochemicals in developing countries is fueling the growth of the diketene derivatives market across the globe. With rising population, demand across the industries including food and beverages, pharmaceuticals, aromatics, and agrochemicals have increased, which in turn has triggered the demand for diketene derivatives.

Global ketene, diketene and derivatives market (USD billion)



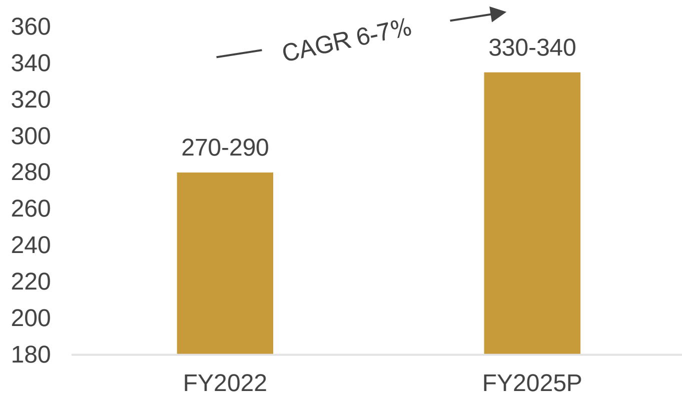
P: Projected
Source: CRISIL MI&A Consulting

Indian market for ketene, diketene and derivatives to reach 270-290 million USD by fiscal 2025

India market for ketene, diketene and derivatives is estimated at 270-290 million USD in fiscal 2022 which is projected to increase at 6-7% CAGR to reach 330-340 million USD by fiscal 2025. India market for only diketene and diketene derivatives is estimated at ~180 million USD in fiscal 2022. The market is projected to increase at 6-7% CAGR to reach 210-220 million USD by fiscal 2025. India consumes about ~28,000 TPA of diketene, out of which ~40% is imported. Imports are made from US, China, and Europe. Key companies which are exporting diketene derivatives to India include Lonza and Nantong Acetic Acid.

Growth of the pharmaceutical industry and the increasing number of API units in India, as well as demand from the agrochemical industry, are collectively expected to boost demand for diketene derivatives and, as such, drive their market growth.

India ketene, diketene and derivatives market (USD million)



P: Projected
Source: CRISIL MI&A Consulting

Player landscape

Global manufacturing landscape

Global ketene derivative market is highly fragmented due to the nature of the product. Some of the key manufacturers in the global diketene derivatives market include Lonza, Celanese, Eastman Chemicals, Daicel Corporation, Nantong Acetic Acid Chemical, Ningbo Wanglong Tech, Xinhua Pharmaceuticals, Anhui JinHe Industrial and Laxmi Organic Industries.

India manufacturing landscape

In India, the domestic manufacturing landscape is characterised by the presence of two manufacturers. Laxmi Organic Industries is the leading manufacturer of ketene, diketene, and their derivatives, with a market share of 55% in the domestic market. The company has a portfolio of 34+ products in this segment, which includes diketene derivatives, including esters, acetic anhydride, amides, arylides, and others.

Jubilant Ingrevia, another marquee player in the speciality chemicals industry, has commissioned its Phase 1 facility, with a 7,000 TPA Diketene derivatives facility at its manufacturing site in Gajraula, in fiscal 2022 (Q4). The company achieved utilization of 40–50% in Q2 of FY23 and plans to increase its utilization by FY24. Presently, the company has launched two derivatives (esters and amides), which are building blocks for molecules that find applications in pharmaceuticals, agrochemicals, nutraceuticals, and dyes.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 26 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 38, 226 and 303, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Prospectus. For further information, see "Restated Financial Statements" beginning on page 226. Unless the context otherwise requires, in this section, references to "we", "us", "our", "our Company" or "the Company", refers to Valiant Laboratories Limited. Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of "*Pharmaceutical API and speciality chemicals Industry in India"* dated May 2023 prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited commissioned by us in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview

We are an Active Pharmaceutical Ingredient ("**API**") / Bulk Drug manufacturing company having focus on manufacturing of Paracetamol. Bulk drugs/Active Pharmaceutical Ingredients (API) serve as raw materials for manufacturing finished dosage forms or formulations. Paracetamol (Scientific name: Acetaminophen or para-hydroxyacetanilide - $C_8H_9NO_2$), is one of the most commonly taken analgesic worldwide and is recommended as the first-line therapy in pain conditions by the World Health Organization (WHO). Paracetamol has several applications such as usage in treatment of headaches, muscle aches, arthritis, back aches, toothaches, cold and fever. We manufacture Paracetamol in various grades such as IP/BP/EP/USP, as per the pharmacopeia requirements of our customers.

Paracetamol was initially approved by the U.S. Food and Drug Administration ("**US FDA**") in 1951 and is available in a variety of forms including syrup form, regular tablets, effervescent tablets, injection, suppository, and other forms. Paracetamol is often found combined with other drugs in many over the counter ("**OTC**") allergy medications, cold medications, sleep medications, pain relievers, and other products. (Source: *CRISIL Report*)

The pharmaceutical API industry in India is ranked third-largest globally in terms of volume, behind China and Italy – About 35 per cent of API and intermediaries produced in India are exported and the remaining API and intermediaries are sold in the domestic market, including captive consumption by several large formulation players. India is the largest provider of generic drugs, globally contributing to ~20% in global supply by volume of generics drugs. The overall API industry in India grew from Rs. 781 billion in Fiscal 2017 to Rs. 1,179 billion in Fiscal 2022 registering a CAGR of 8.5% in rupee terms. Going forward the API industry is expected to clock a growth rate of 9-11% between Fiscal 2022 and Fiscal 2027, largely driven by growth in API exports, which is expected to deliver a healthy growth during the period under consideration. The paracetamol API industry (Domestic consumption+ exports) grew from Rs. 22 billion in Fiscal 2017 to Rs. 39 billion in Fiscal 2023. The paracetamol API market growth was mainly supported by growth in pain and analgesics therapy area which focuses on treatment of common fever, cough and cold as well as volume rise coupled with strong realization levels for players. The paracetamol API demand saw uptick in fiscal 2022 owing to pent up demand, due to covid-19 and extensive usage of common cold and fever drugs during the second wave of covid-19. Also, the boost in export demand due to supply restrictions in China gave opportunities for Indian manufacturers to tap the potential export market. Going forward the paracetamol API industry is expected to clock a CAGR of 5-7% between fiscal 2023 and fiscal 2027, largely driven by the demand from domestic formulation manufacturers as well as export markets. (Source: *CRISIL Report*).

We were originally formed in year 1980 as a partnership firm under the Indian Partnership Act, 1932 under the name and style of "M/s. Bharat Chemicals" and gradually, commenced manufacturing of Paracetamol by late 1982. In August 2021, our partnership firm was converted into a public limited company registered under the Companies Act.

Our manufacturing facility is located at Plot nos. L-13 and L-30, Tarapur Industrial Area, Boisar, Palghar - 401506, in the state of Maharashtra, India which is spread over an aggregate parcel of land admeasuring about 2,000 sq. mts. ("**Manufacturing Facility**") with an aggregate annual total installed capacity of 9,000 MT per annum. Our Manufacturing Facility employs modern machinery and equipment to ensure smooth flow of operations. As on date of this Prospectus, we are holding certificate of good manufacturing practices (GMP) for manufacture and sale of bulk drugs / API and ISO 9001:2015 certification. Our quality control team monitors the manufacturing process at all stages from initial testing stage for incoming raw material to the final product prior to packing.

Within our Manufacturing Facility located at Tarapur Industrial Area, Palghar, Maharashtra we also have an in-house R&D infrastructure ("**R&D Facility**"). Our R&D Facility is equipped with analytical laboratory and infrastructure for developmental activities in existing product. We believe that our focus on R&D, compliance with regulatory standards, quality systems and continuous process improvement has positioned us as a long-standing supplier to our customers.

Our Company is promoted by Shantilal Shivji Vora, Santosh Shantilal Vora and Dhanvallabh Ventures LLP ("**DVL**"). Shantilal Shivji Vora has over 45 years of experience in chemical and pharmaceutical industry. Our Company has grown rapidly over the last few years primarily due to the vision, commitment and dynamism demonstrated by our promoter Shantilal Vora and he continues to be the driving force for our Company.

Our Company is managed by our Managing Director, Santosh Shantilal Vora who has been instrumental in the growth of our Company. Santosh Vora has experience of over seven years in the chemical industry and is responsible for looking after potential new product development, infusion and upgradation of technology in operations and production process of our Company with the support of professional executives. Our management team has demonstrated the ability to successfully build and integrate our businesses with various operating activities through their cumulative years of work experience. In particular, they have led the process through which we have created value through organic growth, built brand recognition and loyalty and identified new business opportunities.

We, through our wholly owned subsidiary, Valiant Advanced Sciences Private Limited intend to establish a greenfield project at Saykha Industrial Area, Bharuch, Gujarat, which shall be spread over an aggregate parcel of land admeasuring about 57,766 sq. mtrs. ("**Proposed Facility**") which shall venture into manufacture of speciality chemicals such as ketene and diketene derivative products. One of these products namely, acetic anhydride is used as a raw material in the process of manufacture of paracetamol and will thus, assist us in the backward integration process leading to better operational efficiencies and competitive pricing. Speciality chemicals have varied applications in agrochemical, pharma intermediary, dyes, pigments, food and fragrance industries. Production and supply of speciality chemicals would help us diversify our customer portfolio and increase our growth. For further information, see "Objects of the Issue" on page 118.

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Financial Parameters			
Revenue	3,339.10	2,915.23	1,823.69
Revenue growth (%)	14.54	59.85	95.77
EBITDA	350.91	423.18	500.02
EBITDA margin (%)	10.51	14.52	27.42
Profit before tax (PBT)	381.36	417.04	470.23
PBT margin (%)	11.42	14.31	25.78
Profit after tax (PAT)	289.98	274.96	305.93
PAT margin (%)	8.56	9.37	16.65
Capital employed	1,622.39	1,323.85	904.27
ROCE (%)	22.76	35.75	70.86
ROE (%)	33.73	34.36	48.10
Debt-to-Equity ratio	0.59	0.85	0.00
Operational Parameters			
Inventory Turnover Ratio	19.21	2.17	3.69
Working Capital as a % of Revenue from Operation	39.37	16.86	57.87
Total Quantity Sold (MT)	5,932.84	4,212.49	4,249.02
Average Revenue Per Quantity Sold (in ₹ per MT)	5,62,816.83	6,92,044.01	4,29,202.72

Note:

1. *Inventory Turnover Ratio is calculated by dividing the cost of goods sold from average inventory.*
2. *Working Capital as a percentage of Revenue from Operations is calculated by dividing the working capital (current assets minus current liabilities) by revenue from operations.*
3. *Total Quantity Sold (MT) refers to the overall quantity of a product that has been sold, measured in metric tons (MT)*
4. *Average revenue per Quantity Sold is calculated by dividing the total revenue generated from the sale of a specific quantity of a product by the quantity sold in metric tons.*

The table set forth below are contribution of our top 10 customers towards our revenue from operations:

(₹ in Millions, except stated in %)

Period	Revenue from operations	Revenue contribution of our top 10 customers	% Revenue contribution of our top 10 customers
Fiscal 2023	3,339.10	1,422.74	42.61
Fiscal 2022	2,915.23	1,074.96	36.87
Fiscal 2021	1,823.69	875.56	48.01

For the financial year ended March 31, 2023, March 31, 2022, March 31, 2021, our revenue from sales outside India contributed 0.39%, 0.60 % and 0.33 %, respectively of our total revenue from operations.

Strengths

- **Experienced promoters and strong management team**

  Shantilal Shivji Vora, Promoter and Non-Executive Director of our Company and a first-generation entrepreneur has been associated with our Company (including as partner of M/s. Bharat Chemicals) since 1998. He has a rich experience of over 45 years in chemical and pharmaceutical industry. Our Company has grown rapidly over the last few years primarily due to the vision, commitment and dynamism demonstrated by our promoter Shantilal Shivji Vora and he continues to be the driving force for our Company.

  Santosh Shantilal Vora, Promoter and Managing Director of our Company and has been associated with our Company for the past 7 years (including as partner of M/s. Bharat Chemicals) and is a second-generation entrepreneur with a sharp business acumen and passion to achieve great milestones.

  Our board of directors comprise of a combination of industry specialists, management executives and independent members who bring significant value, maturity and their experience in our Company.

  Our management team consists of professionals with several years of experience and knowledge in the industry and their respective fields such as sales, marketing, technical support, R&D, supply chain, production and finance.

- **Strong financial performance**

  We strive to maintain a strong financial position with emphasis on having a strong balance sheet and increased profitability. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our revenue from operations were ₹ 3,339.10 million, ₹ 2,915.23 million and ₹ 1,823.69 million, respectively. Our revenue from operations grew at a CAGR of 23.90% between Fiscal 2017 and Fiscal 2023. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our restated profit after tax was ₹ 289.98 million, ₹ 274.96 million and ₹ 305.93 million, respectively. Our restated profit after tax, grew at a CAGR of 26.81% between Fiscal 2017 and Fiscal 2023.

  In Fiscal 2023, Fiscal 2022 and Fiscal 2021, we have also had strong cash flows from operations. Our net cash flow from operations was ₹ 91.09 million, ₹ 22.51 million and ₹ 229.56 million, respectively, reflecting our strong financial operations. Our RONW for equity shareholders in Fiscal 2023, Fiscal 2022 and Fiscal 2021 was 28.86%, 38.48% and 34.54%, respectively while our ROCE *(Average of beginning and end of year)* was 70.86%, 35.75% and 22.76%, respectively. As of March 31, 2023, our long-term debt equity ratio was 0.59 while it was Negligible on March 31, 2021. Our debtor holding period was 85, 139 and 97 days in Fiscal 2023, Fiscal 2022 and Fiscal 2021 respectively.

  Our balance sheet strength, high ROCE, positive operating cash flows, shorter debtor holding period, enable us to fund our strategic initiatives, pursue opportunities for growth and better manage unanticipated cash flow variations.

- **Reducing dependence on import of raw materials**

  Our Company imports Para Amino Phenol, being raw material for manufacture of Paracetamol from China and Cambodia. The below table shows our decreasing trend of import of said raw material and purchasing the same through our promoter group company i.e. Valiant Organics Limited which leads to better coordination, competitive pricing, eliminating hefty transportation and reduced delivery transit time:

Period	% of imports to total purchase
Fiscal 2023	11.87
Fiscal 2022	31.17
Fiscal 2021	74.86

- **Strategically located Manufacturing Facility**

  Our Manufacturing Facility is strategically located at a distance of about 150 Kms. from JNPT (Nhava Sheva) Port, Navi Mumbai, Maharashtra and approximately 110 kms from our registered office at Mulund West, Mumbai, Maharashtra, which ensures that we have ready access to port facilities and are able expediently import our raw materials and export our products thereby providing us with a cost and logistical advantage. Further, our Proposed Facility will be located close to the southern and western regions of India, where some of the major pharmaceutical manufacturers are located.

Strategies

- **Diversification into new chemistries and industry**

  We, through our wholly owned subsidiary Valiant Advanced Sciences Private Limited, intend to establish a greenfield project at Saykha Industrial Area, Bharuch, Gujarat, which shall be spread over an aggregate parcel of land admeasuring about 57,766 sq. mts ("**Proposed Facility**") which shall venture into the speciality chemicals industry by manufacturing ketene and diketene derivative products. Speciality chemicals are low-volume, high-value chemicals with specific applications classified based on end-user industries. They can be single-chemical formulations or entities whose composition affects how the end-product performs and is processed. Speciality chemicals have varied applications in agrochemical, pharma intermediary, dyes, pigments, food and fragrance industries. This Proposed Facility at Saykha Industrial Area, Bharuch, Gujarat shall be undertaken by our wholly owned subsidiary which would help us to diversify our customer portfolio and mitigate risk of being a single product manufacturer. For further information, see "Objects of the Issue" on page 118.

- **Increase in market share**

  The paracetamol API industry (Domestic consumption+ exports) grew from ₹ 22 billion in Fiscal 2017 to ₹ 39 billion in Fiscal 2023. The paracetamol API market growth was mainly supported by growth in pain and analgesics therapy area which focuses on treatment of common fever, cough and cold as well as volume rise coupled with strong realization levels for players. The paracetamol API demand saw uptick in fiscal 2022 owing to pent up demand due to Covid-19 and extensive usage of common cold and fever drugs during the second wave of covid-19. Also, the boost in export demand due to supply restrictions in China gave opportunities for Indian manufacturers to tap the potential export market.

  Going forward the paracetamol API industry is expected to clock a CAGR of 5-7% between fiscal 2023 and fiscal 2027, largely driven by the demand from domestic formulation manufacturers as well as export markets. The demand in the domestic market can be attributed to rise of OTC segment and self-care for some of the common ailments like fever and cold which are key application areas for paracetamol API as well as price rise caused by the rising raw material costs for manufacturing paracetamol API. The price rise in the paracetamol API space is often reflected in the formulation price which is often revised to the tune of wholesale price index for the year 2022 the WPI was ~10% and hence going forward price rise is expected in paracetamol formulations market which will also see similar price rise trend in the paracetamol API market. (Source: *CRISIL Report*)

Accordingly, we intend to increase the market share in paracetamol API industry and our focus will remain on acquiring new customers and retaining existing customers.

- **Improve operational efficiencies through backward integration of Proposed Facility:**

  In order to improve our operational efficiencies, we intend to implement backward integration measures by manufacturing ketene and diketene derivative products. Our Company will consume one of such derivative products as a raw material i.e. acetic anhydride which is used in the process of manufacturing paracetamol. Remaining products which will be manufactured at Proposed Facility will be sold to external customers, include agrochemical, pharma intermediary, dyes, pigments, food and fragrance industries. These backward integration measures will allow us to gain competitive advantage by reducing in product costs, control over supply of raw materials, minimising supply failure risk and reduce our dependency on third parties. With backward integration, we will have greater control on the manufacturing process, quality standards and benefit from cost efficiencies. As a result, we expect to fulfil our customers' needs in a timely manner, increase our sales per customer and improve our working capital and supply chain processes.

- **Increase our penetration into international markets including regulated markets**

  We seek to enhance our presence in international geographies, including regulated markets where our strategy is primarily to become the preferred supplier of Paracetamol API to pharmaceutical companies. We intend to obtain approvals to be able to sell in the regulated markets. Our growth strategy will vary from country to country depending on applicable regulatory norms. We have relationship with our existing customers; we would work to strengthen our relationship further with these companies. Our existing Manufacturing Facility at Tarapur Industrial area, Palghar, Maharashtra operates a management system in accordance with the requirements of ISO 9001:2015. We will continue to evaluate additional markets and relationships which we believe will be beneficial to increase our presence in domestic markets as well as export markets.

Product Portfolio

Our Company manufactures single product i.e. Paracetamol which has several applications like treatment of conditions such as headache, muscle ache, arthritis, back ache, tooth ache, cold and fever. Our manufacturing operations involve the production of Paracetamol through the process Acetylation of para–amino phenol and acetic anhydride. We do not manufacture para–amino phenol and acetic anhydride at our Manufacturing Facility and the same are acquired from external sources. We manufacture paracetamol in various grades and sizes as per the specifications of our customers like powder, fine powder, dense, free flowing, etc. We manufacture paracetamol as per the required pharmacopeia like IP/BP/USP/EU as per the requirement of the customers. These grades represent different pharmacopeia standards. End users of our products are pharmaceutical companies who manufacture finished products such as medicines, tablets, capsules etc. We sell our products through our existing set of customers and new customers acquired by either our management or our sales and marketing team. For further details, please see "*Our Business- Approach to marketing*" on page 178 of this Prospectus.

Details of our sales turnover for the periods indicated below are as follows:

(₹ In Million)

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Sales Turnover	**Sales Turnover (%)**	**Sales Turnover**	**Sales Turnover (%)**	**Sales Turnover**	**Sales Turnover (%)**
From sale of manufactured products	3,317.48	99.35	2,892.89	99.23	1805.51	99.00
Other income*	21.62	0.65	22.34	0.77	18.18	1.00
Total	**3,339.10**	**100.00**	**2,915.23**	**100.00**	**1,823.69**	**100.00**

* *Comprises of trading income on purchase order basis and lease rental income of ₹18.00 million for each FY*

Manufacturing Facility

We operate out of a single location Manufacturing Facility situated at Plot nos. L-13 and L-30, Tarapur Industrial Area, Boisar, Palghar – 401506, in the state of Maharashtra, India, having an aggregate installed capacity of 9000 MT per annum.

Our facility is well equipped with instruments and equipment to meet the requirements of our customers and we also offer different grades and sizes of Paracetamol API, as per requirements of the customer. Our Manufacturing Facility is strategically located, at a distance of 150 Km from JNPT (Nhava Sheva) Port, Navi Mumbai, Maharashtra and approximately 110 kms from our registered office in Mulund West, Mumbai, Maharashtra.

Capacity and Capacity utilization

The following table sets forth certain information relating to capacity utilization of our Manufacturing Facility calculated on the basis of total installed production capacity and actual production as of for the periods indicated below:

Product	Unit	FY 2022-23			FY 2021-22			FY 2020-21		
		Capacity	**Production**	**Utilization (%)**	**Capacity**	**Production**	**Utilization (%)**	**Capacity**	**Production**	**Utilization (%)**
Paracetamol	MTPA	9,000	6,015.00	66.83	6,000	4,266.39	71.11	6,000	4,212.91	70.22

As certified by M/s. Orbit Consultants & Valuers, Independent Chartered Engineers vide their certificate dated April 10, 2023

The information relating to the installed production capacity of our Manufacturing Facility, as included above and elsewhere in this Prospectus are based on various assumptions and estimates that have been considered by the chartered engineer for calculation of our capacity. These assumptions and estimates include the standard capacity calculation practice of the pharmaceutical industry after examining the calculations and explanations provided by us. The assumptions and estimates taken into account include the following: (i) Number of working days: 26; (ii) Batch per day is considered on 24 hours working of the plant per day for the manufacturing facility at Tarapur Industrial Area, Palghar, Maharashtra.

Actual production levels and utilization rates may vary from the capacity information of our Manufacturing Facility included in this Prospectus and undue reliance should not be placed on such information. Please see *"Risk Factor No. 42 – Information relating to the installed production capacity* *and capacity utilization of our production units included in this Prospectus are based on various assumptions and estimates and future production and capacity may vary."* on page 62 of this Prospectus.

Proposed Facility

To aid our growth efforts and expand our presence in the markets we propose to set up a new facility in Saykha Industrial Area, Bharuch, Gujarat for manufacturing speciality chemical products. This Proposed Facility shall be set up through our wholly owned subsidiary, Valiant Advanced Sciences Private Limited. For this purpose, Valiant Advanced Sciences Private Limited has taken on lease a parcel of land admeasuring 57,766.34 sq. mtrs. situated at Plot Nos. 540 & 541, Saykha Industrial area, Taluka Vagra, District Bharuch - 392140, Gujarat on leasehold basis from GIDC for a term of 99 years from January 05, 2023.

Post completion of our Proposed Facility, the new unit is expected to have an estimated installed capacity of 5,224 MT per month and is expected to commence commercial operations by the end of last quarter of Fiscal 2024. Also see, "Objects of the Offer" on pages 118 of this RHP.

The information on our Proposed Facility is indicative and remain subject to the potential difficulties and uncertainties that construction projects face including cost overruns or delays. We are in the process of obtaining various consents, approvals and acknowledgements from regulatory authorities that are routine in nature in relation to the proposed facility at the new unit.

Also see, "Risk Factor no. 5 -*Majority of the Net Proceeds are intended to be invested in our subsidiary, Valiant Advanced Sciences Private Limited which is yet to commence its commercial operation. Further, the objects of the Issue include funding working capital requirements of VASPL which are based on certain assumptions and management estimates*" on page 42 of this Prospectus.

Procurement of Raw Materials

The primary raw materials used in the manufacture of our products include para amino phenol and acetic anhydride. The raw materials used in the manufacture of Paracetamol (except Para Amino Phenol) are procured locally whereas Para Amino Phenol is procured both locally as well imported from China and Cambodia. The imports of Para Amino Phenol have substantially reduced from 78.06 % for the Fiscal 2020 to 11.92 % for Fiscal 2023. Our dependence of import of the said raw materials is on the decline as the procurement of the said raw materials is being done through our promoter group company, Valiant Organics Limited.

Further acetic anhydride which is one of the raw materials for manufacture of Paracetamol is proposed to be manufactured at the Proposed Facility in addition to the manufacture of other ketene and diketene derivative products.

Manufacturing Process

Below are the steps for manufacturing paracetamol:

A. **Acetylation:** Para amino phenol is acetylated with Acetic Anhydride to produce crude Paracetamol.

B. **Purification and filtration**: This crude Paracetamol is thereafter dissolved in hot water and treated with activated carbon to remove colored impurities. This mass is hot filtered and sent to crystallizer.

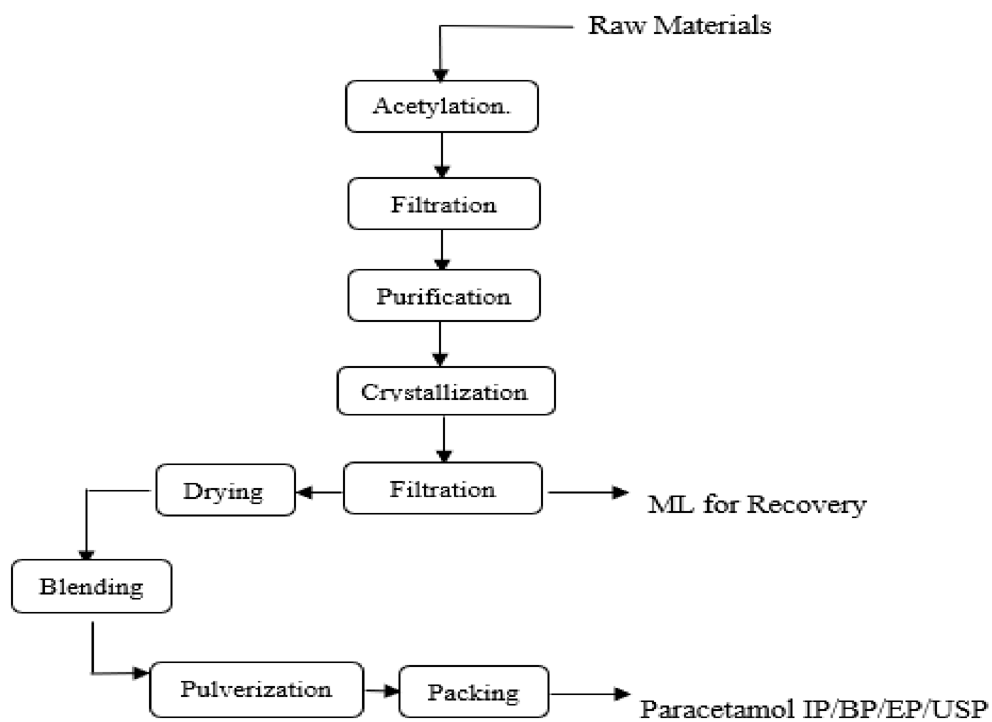
C. **Crystallization and Centrifuge**: Filtered mass is cooled in the crystallizer, thereafter centrifuged and washed with purified water to derive centrifuged pure paracetamol in its pure form. The same is thereafter sent to FBD for drying.

D. **Drying**: Centrifuged pure paracetamol is dried in FBD and sent for blending.

E. **Blending**: **-** Total one batch dried pure Paracetamol is taken into the blender where it is blended and thereafter, it is sent to the receiver for pulverizing through powder transfer system.

F. **Pulverizing and packing**: Paracetamol is fed into the pulverizer from the receiver where the pulverized paracetamol is packed in bags/drums or as per customers' requirement.

PARACETAMOL PROCESS FLOW CHART



Inventory Management

We have a storage area for finished goods and based on customer requirements the product grades and quantities are manufactured in order to optimize the inventory. There is a daily stock report of both finished goods and raw materials that indicates the inventory levels and any deviation from minimum stock levels is flagged for action. Care is taken to strictly follow the inventory levels and balance it with market trends, customer requirements, sales projections and production planning.

Summary on business of Valiant Advanced Sciences Private Limited

Overview

Incorporated on July 8, 2022, Valiant Advanced Sciences Private Limited ("**VASPL**") is a wholly owned subsidiary of the issuer company Valiant Laboratories Limited ("VLL"). As part of VLL's strategy to diversify into new chemistries and new industry and achieve operational efficiencies through backward integration, VLL proposes to venture into the speciality chemicals business through its wholly owned subsidiary VASPL. The Proposed Facility is being set up at a vacant land at Plot Nos. 540 & 541, Saykha Industrial Area, Taluka Vagra, District Bharuch 392140, Gujarat, admeasuring about 57,766.34 sq. mtrs. VASPL has acquired the land for the Proposed Facility from GIDC on leasehold basis for a term of 99 years from February 19, 2019.

The Proposed Facility is strategically located close to the ports of Hazira and Kandla in Gujarat. The primary raw material required in the manufacture of VASPL's products will include acetic acid which can be procured domestic as well as overseas market.

Strengths

- **<u>Low volume and high margin product</u>**

  Specialty chemicals are chemical compounds that are procured and consumed in smaller quantities and are generally based on customer specifications. Specialty chemicals are low-volume and high-value products, sold based on their quality or utility. They are made with extensive research and development, which is the main difference between them and commodity chemicals. This gives speciality chemicals an edge, in terms of profitability, customer loyalty and product differentiation.

- **<u>Industry tailwinds</u>**

  Specialty chemicals companies benefit from strong demand from global clients as they look beyond China and increase domestic consumption. In future, strong demand uptick from domestic and international markets will continue to aid revenue growth for Indian specialty chemical players. This growth will result in strong earnings in the medium term and sustain high valuations. The fast-paced growth of the Indian specialty chemicals industry is inevitable. This will provide industry tailwinds to the Indian specialty chemicals industry.

- **<u>Diversified end usage industry</u>**

  Our products will have a wide range of applications across diverse industries, such as pharmaceuticals, agrochemicals, and dyes and pigments etc. This diversification ensures that we are not reliant on any single industry for our products.

- **<u>Forward integration</u>**

  One of the objective behind venturing into new chemistries and new industry was to achieve performance and productivity through forward integration. The products proposed to be manufactured by VASPL are anticipated to be partially consumed within the group itself.

Strategies

- **Focus on innovation and research and development**

  We intend to focus on research and development activities in order to increase our product portfolio in both the domestic market and international markets and improve our operational efficiencies.

- **Supply Chain Optimization**

  We intend to have a stable supply chain network for cost-efficiency and reliability. For this, we intend to establish strategic partnerships with suppliers and distributors to secure raw materials and expand our market reach.

- **Global Expansion**

  We intend to explore international markets to diversify our customer base so that we are less dependent on domestic markets. For this, we will have to understand local regulations and cultural nuances in the target markets.

- **Risk Management**

  We intend to develop a comprehensive risk management strategies to mitigate potential disruptions in the supply chain, regulatory changes, or economic downturns. For this, we intend to maintain a crisis management plan to address unexpected challenges swiftly and effectively.

Products and Manufacturing process

VASPL will be engaged in manufacturing ketene and diketene derivative products.

Manufacturing process of Acetic Anhydride (Ketene Derivative):

A. Pyrolysis / Cracking: Acetic Acid is vaporized and super-heated along with another raw material and pyrolyzed/ cracked in the ketene furnace at high temperature and pressure to produce ketene gas and water. Unconverted acetic acid, reaction water are separated out using extractive distillation, recovered and then recycled.
B. Condensation: Ketene gas along with decomposed gas is condensed with chilled glacial acetic acid in the absorber at low temperature to produce crude acetic anhydride.
C. Distillation: Crude acetic anhydride is distilled out under vacuum
D. Storage: Pure acetic anhydride is stored in finished product storage tanks

Manufacturing process of Diketene and its Derivatives:

A. Pyrolysis / Cracking: Acetic Acid is vaporized and super-heated along with another raw material and pyrolyzed/ cracked in the ketene furnace at high temperature and pressure to produce ketene gas and water. Unconverted acetic acid, reaction water are separated out using extractive distillation, recovered and then recycled.

B. Dimerization / Crude Diketene Generation: Purified ketene gas along with decomposed gas is absorbed and dimerized to give crude diketene and stored in the crude storage tanks
C. Distillation: Crude diketene is purified under vacuum through a distillation column. The pure diketene gas is distilled out from the top and collected in the storage tank for conversion into various derivatives
D. Diketene Derivatives: Derivatives of diketene can be manufactured depending on various reactions and specific raw materials as required.

Approach to marketing

At present, we do marketing and selling of our products through our long-term relationships with our customers. We provide quality products at competitive rate. The management team stays in touch with our customers to gain insights on their specific needs. Our Company has been focusing on acquiring new customers through various channels including trade exhibitions. Our top management plays a vital role in creating and expanding our existing clientele.

Pricing

All product grades pricing are event based, depending on the raw material pricing, demand/supply and market trends. We have a pricing policy offering volume discounts and other incentives to customers on the basis of volume of business provided by them to our Company.

Logistics

Our raw materials and finished products are primarily transported by road or sea. Our suppliers directly deliver our raw materials to our Manufacturing Facility based on order terms. We outsource the delivery of our products to third-party logistics companies. We do not have long-term contractual relationships with the logistics providers or freight forwarders.

Utilities

Our business operations require use of power. The power requirement for our Manufacturing Facility is sourced from Maharashtra State Electricity Distribution Co. Ltd. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture quality products. To ensure uninterrupted supply of power we have also installed back-up diesel generators at our manufacturing facility. We require water for our manufacturing activities and rely on the government water supply system i.e. Maharashtra Industrial Development Corporation (MIDC).

Marketing

Our sales and marketing strategy seeks to increase our revenues from new and existing customers. Our expenditure on sales promotion for the Fiscal 2023 and Fiscal 2022 and Fiscal 2021 were ₹ 28.68 million, ₹ 25.37 million and ₹ 14.76 million, respectively, which represents 0.86%, 0.87% and 0.82% of our revenue from operations during the relevant periods.

Technical Collaborations

Our Company does not have any technical collaborations as on the date of this Prospectus.

Information technology

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods and orders from distributors. We utilize accounting and Tally software which covers sales, purchase, inventory and financial reporting, across our office and the manufacturing facility.

Customers

We are supplying our products to established players in the pharmaceutical industry and we have established trust and long-standing relations with our customers.

Competition

We compete with different companies depending on the market and type of products. We compete with large multinational pharmaceutical companies and smaller regionally based competitors. 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.

Quality Control

We place significant emphasis on quality control in all activities of the organization. Our management system with respect to our manufacturing facility and head office has been certified to conform to ISO 9001:2015. Further, we are holding good manufacturing practices (GMP) certificate for manufacture and sale of bulk drugs / API for exports.

We have quality check protocols and measures in place which aid us to ensure that all raw materials, work-in-progress and final products conform to the desired quality. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw material, production to inventory storage. Our analytical laboratory is equipped with the required testing equipment.

Health and Safety

Our activities are subject to environmental laws and various regulations which govern, among other matters, the storage and handling of raw materials and finished goods. For further information, please refer to the chapter titled *"Key Industry Regulations and Policies"* beginning on page 183 of this Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

Insurance

Our Company has purchased insurance policies in order to manage the risk of losses from potentially harmful events, including: (i) insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods); (ii) policy covering damage to stocks at our go downs. The said insurance policies are renewed periodically to ensure that the coverage is adequate. Insurance covers both manufacturing facility and registered office.

Human Resources

As on July 31, 2023, we have an employee base of 91 employees.

The following table sets forth a breakdown of our employees by function:

Department - Wise Employee Break – Up		
Sr. No.	**Department**	**No. of employees**
1.	Management	11
2.	Administration	4
3.	Accounts	2
4.	Production	39
5.	R&D	3
6.	QC/ QA	11
7.	Store and Purchase	5
8.	Sales and Marketing	3
9.	Maintenance & Engineering	11
10.	Other staff	2
	Total	**91**

In addition, for production we have a contract with third- party manpower firms and independent contractors for the supply of contract labour. The number of contract labourer varies from time to time based on the nature and extent of work contracted to third- party manpower firms and independent contractors.

Intellectual Property

As of the date of this Prospectus, our Company does not have any registered trademarks.

Material Properties

Our registered office is situated at 104, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai, Maharashtra - 400080 which has been taken on leave and license basis from Sheetal Prabhakar Rane for the period March 01, 2022 to February 28, 2027.

Our Manufacturing Facility located at Plot nos. L-13 and L-30, Tarapur Industrial Area, Boisar, Palghar – 401506, which is spread over an aggregate parcel of land admeasuring in aggregate 2000 sq. mts. or thereabouts has been taken from Maharashtra Industrial Development Corporation on long term lease basis which will be valid till December 31, 2075 and January 31, 2076, respectively.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled "Government and Other Approvals" on page 333 of this Prospectus.

The Drugs and Cosmetics Act, 1940 ("DCA") and the Drugs and Cosmetics Rules, 1945 ("DC Rules")

The DCA and its associated regulations, the DC Rules, govern the import, manufacture, distribution, and sale of drugs and cosmetics in India. These regulations cover aspects such as labeling, packaging, and testing of drugs, as well as matters related to drug formulations and the use of active pharmaceutical ingredients ("**APIs**").

The Central Government is authorized under the DCA to prescribe rules for testing and licensing new drugs. The procedures for obtaining approvals at different stages of drug testing are set out in these rules, culminating in the granting of a license by the Drug Controller General of India ("**DCGI**") for the drug to be manufactured and marketed. To obtain approval from the DCGI, the applicant must submit an application along with medical and chemical data and toxicity information about the drug. The DCGI issues a no objection certificate after examining the application, which allows the manufacturer to move on to the next stage of testing at the central drug laboratories. If the drug passes the required tests for chemical integrity and analytical purity, the central drug laboratories issue a certificate in that respect. The DCGI then grants a manufacturing and marketing license for APIs, which must be submitted to the relevant state drug control administration for approval.

Under the DCA, every licensee is required to maintain prescribed records, registers, and other documents, which may be subject to inspection by relevant authorities. The DC Rules provide further guidance on the submission of drug samples for analysis, the forms of central drug laboratory certificates, and the fees payable for such reports. They also set out the drugs or cosmetics for which an import license is required, the conditions and form of such licenses, the authority empowered to issue them, and the fees payable. The DC Rules allow for the suspension or cancellation of such licenses for contravention of applicable provisions or rules, or non-compliance with license conditions.

The DC Rules prescribe the manner of labelling and packaging of drugs, and the Central Drugs Standard Control Organization is responsible for testing and approving APIs and formulations in consultation with the DCGI. The approval process for conducting clinical trials, manufacturing, and marketing of a drug depends on whether the drug is a new chemical entity or a Recombinant Deoxyribonucleic Acid ("**RDNA**") product.

The DC Rules provide the mechanics and guidelines for clinical trials, including the procedure for obtaining approval for clinical trials. Informed and written consent must be obtained from each study subject, and the rules provide for compensation and free medical management in case of injury or death during clinical trials. The Central Drugs Standard Control Organization has issued guidelines for the submission of clinical trial applications for evaluating safety and efficacy, as required under the DC

Rules. The Indian Council of Medical Research has also issued National Ethical Guidelines for Biomedical Research Involving Human Participants, 2017, which ensure that such research is conducted in a manner consistent with the dignity and well-being of human participants and subject to evaluation at all stages.

Drugs (Control) Act, 1950 (the "Drugs Control Act")

The Drugs Control Act provides for control of sale, supply, and distribution of drugs. Under the Drugs Act, any drug may be declared by the Central Government by notification to be a drug within its purview. The authorities may also prohibit the disposal or direct the sale of any specified drug.

Drugs, Medical Devices and Cosmetics Bill, 2022 (the "Drugs Bill, 2022")

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, inter alia, import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

The Essential Commodities Act, 1955 ("ECA")

The Essential Commodities Act, 1955 empowers the Central Government to regulate the production, supply, anddistribution of certain essential commodities to ensure their equitable availability and fair prices, as well as for the defence of India or military operations. 'Drug' (as defined under the DCA) has been classified as an essential commodity under the ECA. In pursuance of ECA, several control orders have been issued by various ministries or departments of the Central Government to regulate different aspects of essential commodities such as their production, distribution, quality, movement, and prices. The State Governments havealso issued control orders to regulate the trading of essential commodities like food grains, edible oils, sugar, and drugs. The ECA provides for penalties in the form of fines and imprisonment for any violation of its provisions.

The Drugs (Price Control) Order, 2013 ("DPCO 2013")

The DPCO 2013 was issued by the Central Government under Section 3 of the ECA and in supersession of the Drugs (Prices Control) Order, 1995, thereby giving effect to the National Pharmaceuticals Pricing Policy, 2012. The DPCO 2013, inter alia, provides that the Central Government may issue directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturer of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency, procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, method of implementation of prices fixed by the Government and penalties for contravention of its provisions. The Government has the power under the DPCO 2013 to recover amounts charged in excess of the notified price from the manufacturer, importer or distributor and the said amounts are to be deposited in the Drugs Prices Equalization Account. The DPCO 2013 prescribes certain instances in which case the provision of the DPCO 2013 will not be applicable. These provisions are applicable to all scheduled drugs and other drugs may be regulated, if warranted in public interest.

The Narcotic Drugs and Psychotropic Substances Act, 1985 ("Narcotic Act")

The Narcotic Act sets out the statutory framework for drug law enforcement in India. It prohibits cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, trans-shipment and import and export of narcotic drugs and psychotropic substances, except for medical or scientific purposes. It also controls and regulates selected chemicals, commonly known as precursors, which can be used in the illicit manufacture of narcotic drugs and psychotropic substances. Offences under the Narcotic Act are essentially related to violations of the various prohibitions imposed under it, punishable by both imprisonment and monetary fines. The Narcotic Act was amended in 1989 to mandate death penalty for offences after previous conviction relating to contraventions involving more than certain quantities of specified narcotic drugs and psychotropic substances.

The Customs Act, 1962

All the laws relating to customs are consolidated under the Indian Customs Act, 1962. The provisions relating to appointment of customs ports, airports, warehousing stations are laid down under the Act. There shall be absolute or partial prohibition on import or export of goods by the Central Government for maintenance of security in India. The interest on levy of or exemption of customs duty is laid down under Chapter V of the Act. The clearance of imported goods and export shall not apply to baggage and goods imported or to be exported by post.

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. 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 regulate the pre-packing and the sale of commodities in a packaged form, and provide 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. The Packaged Commodity Rules were amended in the year

2017 to increase protection granted to consumers. Some recent additions include increased visibility of retail price, removal of dual MRP and bringing e-commerce within the ambit of these rules.

Environment Protection Laws

Environment Protection Act, 1986 ("**EPA**") the Environment Protection Rules, 1986 and Environment Impact Assessment Notification, 2006 (the "**EIA**")

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the Government of India is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues beyond a period of one year after the date of conviction. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of government analysts. The responsibility of primary environmental oversight authority is given to the Ministry of Environment and Forest ("**MoEF**"), the Central Pollution Control Board and the State Pollution Control Board ("**SPCB**"). In addition, the MoEF looks into Environment Impact Assessment, wherein it assesses the impact that proposals for Proposed Facility, modernization and setting up of projects would have on the environment before granting clearances. Additionally, under the EIA Notification and its subsequent amendments, new projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act mandates that the previous consent of the SPCB be taken before establishing any industry, operation or process, or any treatment and disposal system or an extension or addition thereto, which is likely to discharge waste or trade effluents into a stream, well, sewer or onto land, bring into use any new or altered outlet for the discharge of sewage, or begin to make any new discharge of sewage. In addition, to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution has been done by the Water (Prevention and Control of Pollution) Cess Act, 1977.

The Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act was enacted for the prevention, control and abatement of air pollution. The State Government may declare any area as an "air pollution control area" and the previous consent of the SPCB is required for establishing or operating any industrial plant in an area so declared. Further, no person operating any industrial plant in any such area is permitted to discharge any air pollutant in excess of the standard laid down by the SPCB. The persons managing industry are to be penalized if they produce emissions of air pollutants in excess of the standards laid down by the SBCB. The SPCB may also apply to the Court to restrain persons causing air pollution. Whoever contravenes any of the provisions of the Air Act or any order or direction issued is punishable with imprisonment for a term which may extend to 3 months or with a fine of ₹10,000 or with both, and in case of a continuing offence, with an additional fine which may extend to ₹5,000 for every day during which such contravention continues after initial conviction.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("HWM Rules")

The HWM Rules allocate the responsibility to the occupier and operator of any facility that treats hazardous wastes to collect, treat, store or dispose them without adverse effects accruing to the environment. Moreover, theoccupier and the operator must take steps to ensure that persons working at the site are given adequate training and equipment for performance of their work. Hazardous wastes can be collected, treated, stored and disposed ofonly in such facilities as may be authorised for this purpose. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste, and any fine that may be levied by the respective SPCB.

The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("MSIHC Rules")

The MSIHC Rules, as amended, stipulate that an occupier in control of an industrial activity has to provide evidence for having identified major accident hazards and having taken adequate steps to prevent such accidentsand limiting their consequences to persons and the environment. Further, the occupier has an obligation to show that he has provided necessary information, training and equipment, including antidotes, to the persons workingon the site to ensure their safety. They are also under an obligation to notify the concerned authority on the occurrence of a major accident on the site or pipeline within 48 hours of occurrence.

Public Liability Insurance Act, 1991 ("Public Liability Act") and the Public Liability Insurance Rules, 1991 (the "PLI Rules")

The Public Liability Act, as amended, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such substances. A list of 'hazardous substances' covered by the legislation has been enumerated by the Government by way of a notification under the EPA. The owner or handler is also required to take out an insurance policy that insures against liability under the legislation. The PLI Rules made under the Public Liability Act mandate that the employer has to contribute towards the Environmental Relief Fund a sum equal to the premium payable to the insurer on the policies taken.

Labour law legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws other than state-wise shops and establishments acts, which may be applicable to our Company due to the nature of our business activities:

- Factories Act, 1948;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- Code on Wages, 2019*;
- Code on Social Security, 2020*;

- The Employee's Compensation Act, 1923;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- The Minimum Wages Act, 1948;
- The Employees' State Insurance Act, 1948;
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Payment of Wages Act, 1936;
- The Industrial Disputes Act, 1947;
- Industrial Employment (Standing Orders) Act, 1946;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Equal Remuneration Act, 1976; and
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

**Certain provisions of the Code on Wages and the Code on Social Security have been notified as on date.*

In order to rationalize and reform labour laws in India, the Government of India has notified four labour codes which are yet to come into force as on the date of this Prospectus, namely:

(i) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, Motor Transport Workers Act, 1961 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government;

(ii) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government;

(iii) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976; and

(iv) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Tax Laws

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "*Residential Status*" and "*Type of Income*" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Service Tax ("GST")

GST is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST is levied as Dual GST separately but concurrently by the Union (central tax CGST) and the States (including Union Territories with legislatures) (State tax SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament has exclusive power to levy GST (integrated tax IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India.

Central Goods and Services Tax Act, 2017 ("CGST Act")

CGST Act regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs.

Maharashtra Goods and Services Tax Act, 2017 ("GGST Act")

The Maharashtra Goods and Services Tax Act, 2017 regulates the levy and collection of tax on the supply of goods and services within the state by the state government. The MGST Act covers all the transaction occurring within the geographical boundaries of Maharashtra. The MGST mandates every supplier providing the goods and services to be registered within the state, within 30 days from which it becomes liable for such registration.

The Integrated Goods and Services Tax Act, 2017 ("IGST Act")

The IGST Act regulates the levy and collection of tax on the inter-State supply of goods and services by the Central Government or State Governments. It also includes the import and export of goods and services. The IGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration.

HISTORY AND CERTAIN CORPORATE MATTERS

History and background

Our Company was originally formed as a partnership firm under Indian Partnership Act, 1932, under the name and style of “M/s Bharat Chemicals” pursuant to the deed of partnership dated October 17, 1980. Subsequently, the partnership firm, M/s. Bharat Chemicals was converted into a public limited company under the provisions of the Companies Act with the name “Valiant Laboratories Limited” pursuant to certificate of incorporation dated August 16, 2021 issued by Central Registration Centre, Registrar of Companies. The corporate identity number of our Company is U24299MH 2021PLC365904.

Corporate profile of our Company

For details in relation to our corporate profile including details of our business, activities, services and managerial competence, please refer to the chapters titled “*Our Management*”, “*Our Business*” and “*Industry Overview*” beginning on pages 196, 169 and 147, respectively of this Prospectus.

Changes in the Registered Office of our Company since incorporation

The registered office of our Company is situated at 104, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai- 400080, Maharashtra. There have been no changes in the registered office of our Company since the date of its incorporation.

Key events and milestones

The table below sets forth certain major events in the history of our Company:

Year	Key Events/ Milestone/ Achievements
1980	Formed M/s. Bharat Chemicals (a partnership firm)
1981	Acquired plot No. L-30 in the Tarapur Industrial Area, Palghar, Maharashtra on leasehold basis admeasuring about 1,000 sq. mtrs
1982	Commenced manufacture of Paracetamol
2004-05	Acquired additional Plot Nos. L-28, L-28 (part), L-29 and L-13 at Tarapur Industrial Area, Palghar, Maharashtra collectively admeasuring about 3,000 sq. mtrs
2015	Our annual revenue from operations crossed ₹500 million
2021	Converted from partnership firm into a public limited company
2021	Our annual revenue from operations crossed ₹1,000 million
2022	Our annual revenue from operations crossed ₹2,000 million
2022	Formed our wholly owned subsidiary, VASPL to diversify our business activities

Key awards, accreditations & recognitions

Set forth below are some of the key awards, accreditations and recognitions received by our Company:

Sr. No.	Certification/Awards	Issuing Authority	Certificate No.	Date of Issue	Validity
1.	Certificate of good manufacturing practices (“**GMP**”)	Foods & Drugs Administration, Konkan Division, Maharashtra	6109510	October 21, 2022	October 20, 2023

Main objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

a. *"To own and assume by way of conversion the entire business of M/s BHARAT CHEMICALS an Indian Partnership under Indian Partnership Act, 1932, everything in its entirety, including but not limited to tangible and intangible assets, Trade Marks, copyrights, Design and Patents (India as well as Overseas), rights, licenses, & permits, etc. from Central Governments, Semi- Government authorities, Local authorities, or any other concerned department(s).*

b. *To carry on the Business as manufacturers, traders, processors, formulators, buyers, sellers, importers, exporters, suppliers and dealers of all kinds of chemicals, chemical intermediates, (organic and inorganic) drugs, drug intermediates, pharmaceuticals, active pharmaceutical ingredients of any nature and kind whatsoever, and all chemical by products, joint products and intermediates thereof and in particular manufacturers of drug Paracetamol."*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to our Memorandum of Association in the last ten years

Except as stated below, there has been no change in the Memorandum of Association of our Company, in the last ten years:

Sr. No.	Date of Shareholders' Resolution	Details of Amendment
1	January 20, 2023	Clause V was amended to reflect the increase in authorised share capital of our Company. The authorised share capital of our Company was increased from ₹ 230,000,000/- comprising of 23,000,000 Equity Shares of ₹10/- each to ₹ 450,000,000/- comprising of 45,000,000 Equity Shares of ₹10/- each.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets etc. in last ten years

There have been no mergers, amalgamation, revaluation of assets etc. with respect to our Company in the last 10 years.

Defaults or rescheduling/restructuring of borrowings with financial institutions/ banks

There have been no instances of defaults or rescheduling/restructuring of borrowings with any financial institutions/ banks as on the date of this Prospectus.

Number of shareholders of our Company

Our Company has seven (07) equity shareholders as on the date of this Prospectus.

Shareholders' agreement and other agreements

As on date of this Prospectus, our Company does not have any subsisting shareholders agreement.

Shareholders Agreement dated June 15, 2022 ("SHA") executed by and amongst our Company and Dhanvallabh Ventures LLP ("DVL"), Santosh Shantilal Vora, Shantilal Shivji Vora, Kanchan Shantilal Vora, Rachi Santosh Vora, Paresh Shashikant Shah and Varsha Paresh Shah ("Parties / Shareholders"), as amended by the Amendment Agreement to the Shareholders Agreement executed on May 30, 2023 ("Amendment Agreement").

Our Company has entered into a Shareholders' Agreement dated June 15, 2022 with DVL, Santosh Shantilal Vora, Shantilal Shivji Vora, Kanchan Shantilal Vora, Rachi Santosh Vora, Paresh Shashikant Shah and Varsha Paresh Shah.

Through this agreement, the aforesaid Shareholders have undertaken that they shall endeavour to promote and develop the business to the best advantage of the Company. For this purpose, the Parties have set up the terms and conditions governing and regulating their relationship as well as their mutual rights, duties, responsibilities and obligations as Shareholders of the Company by way of a Shareholders Agreement.

Under the terms of the Shareholders' Agreement, the Shareholders have been granted certain rights including certain customary rights to protect their interest in our Company which *inter alia* include (i) Management rights; (ii) Board representation; (iii) Pre-emptive rights; and (iv) Non-compete qua the shareholders.

The Parties to the SHA have agreed that till such time that the SHA is in force, they will not, without taking prior written consent of each shareholder, (i) carry on, directly or indirectly, or otherwise be concerned with or interest in any business competitive with the business of our Company; (ii) solicit any customer/client in respect of our Company's business, to cease doing business with our Company or render services to businesses that compete with our business or attempt to reduce the amount of business which the customers/clients would normally carry out with our Company; (iii) not to disclose the trade secrets, product information or confidential information of our Company's business in the market place.

The Parties have subsequently executed Amendment Agreement to the Shareholders Agreement which provides that the aforesaid terms of the SHA such as (i) Management right; (ii) Board representation to appoint director; (iii) Pre-emptive rights shall stand suspended till the termination of the Amendment Agreement in accordance with Clause 4.2 thereof (if the Consummation of the IPO does not take place). The Amendment Agreement further provides notwithstanding anything to the contrary contained in the Amendment Agreement or in Clause 8 of the SHA, upon Consummation of the IPO, the SHA shall stand automatically terminated forthwith without any Party being required to take any further action or furnish any notice under the SHA or under the Amendment Agreement.

The Amendment Agreement further provides that it shall stand automatically terminated without any further act or deed required on the part of any Party, if the Consummation of the IPO does not take place before the occurrence of the earlier of the following dates: (a) IPO Long Stop Date (i.e. December 31, 2023); or (b) the date on which the Board/ Shareholders of the Company decide to withdraw, or not to undertake the IPO for any reason whatsoever; or (c) the date on which the Amendment Agreement is mutually terminated by the Parties in writing. In the event of such termination of the Amendment Agreement due to non-Consummation of the IPO, the Parties have agreed that all provisions of the SHA (as existing prior to the execution of this Amendment Agreement) shall immediately and automatically stand reinstated, with full force and effect, without any further act or deed required on the part of any Party.

Inter-se agreements between Shareholders

As on the date of this Prospectus, our Company, Promoters and Shareholders do not have any inter-se agreements, agreements and clauses / covenants which are material in nature and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. Also, there are no other agreements, deed of assignments, acquisition agreements, shareholders' agreement, inter-se agreements, agreements of like nature.

Special Rights

None of the special rights available to the Promoters / Shareholders would survive post listing of the Equity Shares of the Company and the Shareholders Agreement shall stand automatically terminated forthwith without any Party being required to take any further action or furnish any notice under the SHA or under the SHA Amendment Agreement upon Consummation of the IPO.

Other agreements

Neither our Promoters nor any of the Key Managerial Personnel, Senior Management Personnel, 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 sin connection with dealings in the securities of our Company.

Capacity/facility creation, location of plants

For details regarding capacity/facility creation and location of plants of our Company and its Subsidiary, see "Our Business" beginning on page 147.

Non-Compete agreement

Our Company has not entered into any non-compete agreement as on the date of filing this Prospectus.

Material Agreements with strategic partners, joint venture partners and/ or financial partners and other agreements

Except as disclosed above, there are no other agreements, deed of assignments, acquisition agreements, shareholders agreements, inter-se agreements, agreements of like nature other than disclosed in this Prospectus.

Details of holding company

Dhanvallabh Ventures LLP, our corporate Promoter, is holding majority stake in our Company as on the date of this Prospectus. For details with respect to Dhanvallabh Ventures LLP, see "*Our Promoters and Promoter Group*" on page 212.

Joint Ventures of our Company

As on the date of this Prospectus, our Company does not have any joint venture.

Associate

As on the date of this Prospectus, our Company does not have any associate company.

Subsidiary of our Company

Except as disclosed below, our Company does not have any subsidiary:

Corporate Information

VASPL was incorporated as a private limited company on July 8, 2022 in the state of Maharashtra, India under the Companies Act within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai. The corporate identity number of VASPL is U24290MH2022PTC386388 and its registered office is situated at 109, Udyog Kshetra, Mulund Goregaon Link Road, Mulund West, Mumbai - 400080.

VASPL is authorised to carry on the business of *inter alia* manufacturing, producing, processing, sale and distribution of chemicals, chemical intermediaries (organic and inorganic), dyes pigments, agro intermediaries and chemical by-products, joint products and intermediaries thereof, food addictive used in chemicals, including carrying out research in relation to such chemical. For further details, please see "*Our Business - Summary on business of Valiant Advanced Sciences Private Limited*" on page 178 of this Prospectus.

Capital Structure

As on the date of this Prospectus, the authorized share capital of VASPL is ₹15,00,000 divided into 150,000 shares with face value of ₹ 10/- each.

VASPL has issued, subscribed and paid-up share capital of ₹ 1,00,000 divided into 10,000 shares of ₹ 10 each.

Shareholding of VASPL

Sr. No.	Name of the Shareholders	No. of equity shares of ₹ 10 each held	Percentage of total shareholding
1.	Valiant Laboratories Limited	9,999	99.99
2.	Santosh Shantilal Vora*	1	0.01
	Total	**10,000**	**100.00**

**As nominee of Valiant Laboratories Limited*

Amount of accumulated profits or losses

As on the date of this Prospectus, there are no accumulated profits or losses of VASPL that have not been accounted for by our Company.

Listing

Our Subsidiary is not listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiary has been refused listing during the last 10 years by any stock exchange in India or abroad, nor have any of our Subsidiary has failed to meet the listing requirements of any stock exchange in India or abroad.

Business Interest

As on the date of this Prospectus, our Subsidiary does not have any business interest in our Company.

Common Pursuits

As on the date of this Prospectus, our Subsidiary has common pursuits with our Company and is authorized to engage in similar business to that of our Company. Our Company will adopt the necessary procedure and practices as permitted by law to address any conflict situation, if and when they arise.

Time and cost overruns in setting-up projects

There have been no instances of time and cost over-runs in respect of our business operations.

Launch of key products or services, entry in new geographies or exit from existing markets

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the chapter *"Our Business"* on page 169 of this Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in the activities of our Company during the last five years

There has been no change in the business activities of our Company during the last five years from the date of this Prospectus which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Changes in the management

For details of change in management, please see the section *'Changes in our Board during the last three years'* in the chapter titled *"Our Management"* on page 196 of this Prospectus.

Changes in accounting policies in last three (3) years

There have been no changes in accounting policies of our Company in last three years.

Guarantees provided by our Promoters

Except as disclosed in the chapter titled *"Financial Indebtedness"* on page 324 of this Prospectus our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Prospectus.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

As on the date of the Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

OUR MANAGEMENT

In terms of the Companies Act and our AoA, our Company is required to have not less than three Directors and not more than fifteen Directors.

As on the date of this Prospectus, our Company currently has six Directors on its Board, including two Independent Directors, two Executive Directors and two Non-Executive Directors. One of our Directors is a woman Independent Director. For details on the strength of our Board, as permitted and required under the AoA, see *"Main Provisions of Articles of Association"* on page 391 of this Prospectus.

Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and Companies Act in relation to the composition of our Board and its committees thereof.

Our Board

The following table sets forth details regarding our Board as on the date of filing of this Prospectus:

Name, designation, address, occupation, period of directorship, nationality, current term, date of birth and DIN	Age (years)	Other Directorships
Velji Karamshi Gogri Designation: Chairman and Independent Director Address: F-703, Ashok Nagar, L.T. Road, Vazira Naka, Borivali (West), Mumbai 400091 Occupation: Business Period of Directorship: Since February 06, 2022 Term: 5 years with effect from February 06, 2022, not liable to retire by rotation Date of Birth: October 14, 1951 DIN: 02714758	71	*Public Limited Companies:* Nil *Private Limited Companies:* Nil *Foreign Companies:* Nil *Limited Liability Partnerships:* Nil
Santosh Shantilal Vora Designation: Managing Director Address: B/304, Dadar Manish Market, Senapati Bapat Marg, Old Tulsi Pipe Road, Dadar West Mumbai 400028	29	*Public Limited Companies:* Valiant Organics Limited *Private Limited Companies:*

Occupation: Business Period of Directorship: Since incorporation Term: 5 years w.e.f. February 06, 2022 Date of Birth: July 25, 1994 DIN: 07633923		Valiant Advanced Sciences Private Limited *Foreign Companies:* Nil *Limited Liability Partnerships:* Shantilal Vora & Sons LLP*
Shantilal Shivji Vora Designation: Non-Executive & Non-Independent Director Address: B/304, Dadar Manish Market, Senapati Bapat Marg, Old Tulsi Pipe Road, Kohinoor Technicals, Dadar West Mumbai 400028 Occupation: Business Period of Directorship: Since incorporation Term: Liable to retire by rotation Date of Birth: November 05, 1952 DIN: 07633852	71	*Public Limited Companies:* Nil *Private Limited Companies:* Nil *Foreign Companies:* Nil *Limited Liability Partnerships:* Shantilal Vora & Sons LLP*
Paresh Shashikant Shah Designation: Executive Director Address: 503, Jamuna Vihar, C.D Barfiwala Lane, Opp. Zalawad Nagar, Andheri West, Mumbai, Andheri Railway station, Mumbai – 400058 Occupation: Business Period of Directorship: since incorporation Term: Liable to retire by rotation Date of Birth: May 07, 1960	63	*Public Limited Companies:* Nil *Private Limited Companies:* - Empeef Chemicals Private Limited - Valiant Advanced Sciences Private Limited *Foreign Companies:* Nil

DIN: 08291953		*Limited Liability Partnerships:* Nil
Sonal Amit Vira Designation: Independent Director Address: 1702, 17th Floor, Tower no. 1, Crescent Bay, Near Mahatma Phule Educational Society, Jerbai Wadia Road, Bhoiwada, Mumbai 400012. Occupation: Professional Period of Directorship: February 16, 2022 Term: 5 years with effect from February 16, 2022 Date of Birth: October 20, 1982 DIN: 09505883	41	*Public Limited Companies:* - Valiant Organics Limited *Private Limited Companies:* Nil *Foreign Companies:* Nil *Limited Liability Partnerships:* Nil
Sandeep Gupta Designation: Non-Executive Director Address: B-804, Gardenia CHS Ltd., Thakur Village, Near Gundecha Education Academy, Kandivali East, Mumbai - 400101 Occupation: Professional Period of Directorship: February 23, 2023 Term: Liable to retire by rotation Date of Birth: December 08, 1970 DIN: 09245060	52	*Public Limited Companies:* Nil *Private Limited Companies:* - Alchemie Finechem Private Limited *Foreign Companies:* Nil *Limited Liability Partnerships:* Nil

* *Under Process of liquidation*

Brief profiles of our Directors:

Velji Karamshi Gogri aged 71 years, is the Independent and Non-Executive Director of our Company. He holds a Bachelor of Technology in Chemical Engineering from Indian Institute of Technology, Bombay (IIT Mumbai). He has experience of more than 45 years in the Chemical Industry involved in setting up and operating bulk drugs intermediates and fine chemicals manufacturing units and handling different chemical processes and equipment. He has been on our Board since February 06, 2022 to guide the Board *inter alia* on manufacturing and business strategies.

Santosh Shantilal Vora aged 29 years, is the Managing Director of our Company. He holds a Bachelor's degree in Commerce from University of Mumbai. He has also successfully completed the Post Graduate Programme in Management for Family Business from The Indian School of Business, Hyderabad. He has experience of over 7 years in the chemical industry. He has been associated with us since 2016 (as partner of M/s. Bharat Chemicals) and subsequently, became the first director of our Company on August 16, 2021 post conversion of M/s. Bharat Chemicals into Valiant Laboratories Limited. He is one of the founding members of our Company and looks after the day-to-day affairs of our Company. He handles the responsibility of looking after new product development, infusion and upgradation of technology in operations and production process of our Company.

Shantilal Shivji Vora, aged 71 years, is the Non-Executive Director of our Company. He has completed his secondary education from Maharashtra State Board and has been associated with our Company since 1998 (as partner of M/s. Bharat Chemicals) and is acting as our Non-Executive Director. He has a rich experience in the chemical and pharma industry. He is a member one of the founding families of our Company and a director on the Board since our incorporation.

Paresh Shashikant Shah, aged 63 years, is the Executive Director and Chief Financial Officer of our Company. He has been associated with the Company since 1985 (as partner of M/s. Bharat Chemicals). He holds a Bachelor's degree in Chemical Engineering from University of Mumbai. He has also been awarded the degree of Master of Science in Chemical Engineering from Washington State University. He has experience of over four decades in the chemical industry. He is also one of the founding members of our Company and a director on our Board since incorporation. He looks after the new product development, factory operations, financial matters including budgeting and forecasting of our Company.

Sonal Amit Vira, aged 41 years, is the Independent Director of the Company. She is a Commerce graduate from University of Mumbai and qualified Chartered Accountant. She has experience of over 15 years in corporate banking having handled clients across from large domestic conglomerates to MNCs. Her skill set includes financial analysis and credit evaluation techniques. She has been on our Board of Directors since February 16, 2022 and plays a vital role in guiding the Board on taking strategic decisions in banking and financial matters.

Sandeep Gupta aged 52 years, is the Non-Executive Director of our Company. He is a Chemical Engineer with Masters in Polymer Science and Engineering from Lehigh University (USA). He has over two decades of experience of working in the chemical industry. His experience spans across business development, engineering and market research. He has been appointed as the Additional Non-Executive Director of the Company with effect from February 23, 2023.

Arrangements or understanding with major shareholders, customers, suppliers or others

Santosh Shantilal Vora has been appointed as Managing Director, Shantilal Shivji Vora has been appointed as Non-Executive Director and Paresh Shashikant Shah has been appointed as Executive Director on our board pursuant to Shareholders Agreement dated June 15, 2022. For further details, please see "*History and Certain Corporate Matters- Shareholders' agreement and other agreements"* on page 192.

Except as stated above, there are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the directors or KMPs were selected as a director or KMP or member of a senior management as on the date of this Prospectus.

Relationships between our Directors and Key Managerial Personnel and Senior Management

Except Shantilal Shivji Vora who is the father of Santosh Shantilal Vora, none of our Directors are related to each other, or to any of the Key Managerial Personnel or Senior Management.

Terms of Appointment of our Executive Directors:

Santosh Shantilal Vora

Santosh Shantilal Vora is the Managing Director of our Company. He has been associated as an Executive Director of our Company since our incorporation i.e. August 16, 2021. On February 06, 2022, Santosh Vora was designated as the Managing Director of the Company.

Santosh Shantilal Vora has entered into an MD Agreement effective from February 06, 2022. Pursuant to the resolution passed by our Board on May 20, 2022 and the resolution adopted by our Shareholders on September 27, 2022 Santosh Shantilal Vora is entitled to the following remuneration and other employee benefits with effect from April 1, 2022:

Particulars	**Remuneration (₹)**
Salary	₹ 1.20 million p.a.*
**Other benefits like Contribution to Gratuity, Superannuation fund or Annuity Fund, leave encashment etc. as applicable to the employees of the Company*	

He has received an aggregate compensation of ₹ 2.63 million (including ₹1.20 million as salary and ₹1.43 million as commission in the financial year 2022-23 in the capacity of Managing Director of our Company.

Paresh Shashikant Shah

Paresh Shashikant Shah is the Executive Director and Chief Financial Officer of our Company. He was appointed as our first director with effect from August 16, 2021. Pursuant to the resolution passed by our Board on May 20, 2022 and the resolution adopted by our Shareholders on September 27, 2022 Paresh Shah is entitled to the following remuneration and other employee benefits with effect from April 1, 2022:

Particulars	**Remuneration (₹)**
Salary	₹ 1.5 million p.a.*
**Other benefits like Contribution to Gratuity, Superannuation fund or Annuity Fund, leave encashment etc. as applicable to the employees of the Company*	

He has received a remuneration of ₹ 2.93 million (including ₹1.50 million as salary and ₹ 1.43 million as commission) in the financial year 2022-23 in the capacity of Executive Director and Chief Financial Officer of our Company.

Sitting Fees and Commission to Non-Executive Directors and Independent Directors

Pursuant to a resolution passed by our Board on February 16, 2022, our non-executive directors are entitled to receive a sitting fee of ₹ 5,000/- for attending each meeting of our Board and ₹ 2,500/- for attending each meeting of our Committees.

Further, pursuant to a resolution passed by our Board on May 20, 2022 Shantilal Shivji Vora, Non-Executive Director, is entitle to commission of 0.5% of our Company's net profit computed in accordance with the Companies Act.

The details of sitting fees paid to our Independent Directors and Non-Executive during Fiscal 2023 are as follows:

Sr. No.	**Name of Director**	**Sitting fees paid (₹ in million)**
1.	Velji Karamshi Gogri	0.05
2.	Shantilal Shivji Vora	0.05
3.	Sonal Amit Vira	0.05
4.	Sandeep Gupta	Nil

The details of commission paid to Non-Executive Director during Fiscal 2023 are as follows:

Sr. No.	**Name of Director**	**Commission paid (₹ in million)**
1.	Shantilal Shivji Vora	1.43

Contingent and deferred compensation payable to our Directors, Key Managerial Personnel and Senior Management

None of our Directors, Key Managerial Personnel and Senior Management were entitled for any contingent or deferred compensation for the Fiscal 2023.

Remuneration paid or payable from our Subsidiary

None of our Directors were entitled to receive any remuneration, sitting fees or commission from our Subsidiary, including any contingent or deferred compensation accrued for Fiscal 2023.

Loans to Directors

None of our Directors have availed any loan from our Company.

None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Bonus or profit-sharing plan for the Directors

Except as stated in ***"- Terms of Appointment our Executive Directors"*** and ***"- Sitting Fees and Commission to Non-Executive Directors and Independent Directors"*** on pages 200 and 201 respectively, our Company does not have any bonus or profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles do not require our Directors to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Prospectus:

Particulars	**Pre-Issue**	
	Number of Shares	**Percentage (%) holding**
Shantilal Shivji Vora	3,259,190	10.01
Santosh Shantilal Vora	3,259,190	10.01
Paresh Shashikant Shah	4,067,690	12.49
Total	**10,586,070**	**32.51**

Service contracts with Directors

There are no service contracts entered into with any of our Directors which provide for any benefit upon termination of employment.

Payment or benefits to officers of our Company (non-salary related)

Except as stated under *"Remuneration details of our directors"*, *"Remuneration details of our non-executive directors and independent directors"*, and "*Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management"* no amount or benefit has been paid or given in the last two (2) years preceding the date of this Prospectus to any officer of our Company including our Directors, Key Managerial Personnel and Senior Management.

For further details, please refer to the chapter titled *"Financial Information- Note 40 – Related Party Transactions"* on page 252 of this Prospectus.

Appointment of relatives of our Directors to any office or place of profit

Other than as disclosed in this Prospectus, none of the relatives of our directors currently hold any office or place of profit in our Company.

Interest of our directors

Our Directors are interested in our Company in the following manner:

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them, as well as sitting fees and commission, if any, payable to them for attending meetings of our Board and committees thereof.

Our Directors may be deemed as interested in our Company to the extent of the Equity Shares held by them or any Equity Shares that may be subscribed by or allotted to them from time to time. The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue. For further details, please refer to chapter titled *"Our Management – Shareholding of directors in our Company"* and *"Capital Structure"* beginning on pages 196 and 98 respectively of this Prospectus. Our Directors may also be deemed to be interested to the extent of any dividend, if any, payable and other distributions in respect of the equity shares held by them.

Some of our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business, including for purchase of packaging materials. For further details, please see "*Financial Information- Note 40 – Related Party Transactions"* on page 252.

Except for Shantilal Shivji Vora, Santosh Shantilal Vora and Paresh Shashikant Shah who may be deemed to be interested in the promotion or formation of our Company, none of our Directors have any interest in promotion or formation of our Company. For further details, please refer to chapter titled *"Our Promoter and Promoter Group"* beginning on page 216 of this Prospectus.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in land and property

None of our Directors are interested in any property acquired by our Company or proposed to be acquired by our Company.

None of our Directors have any interest in any transaction with our Company for acquisition of land, construction of building and supply of machinery, etc. except to the extent of ₹ 180.00 million paid by our wholly owned subsidiary VASPL to VOL for assignment/acquisition of Plot Nos. 540 & 541, Saykha Industrial area, Taluka Vagra, District Bharuch 392140, Gujarat pursuant to Memorandum of Understanding dated November 4, 2022.

Business Interest

Except as stated in *"Financial Information- Note 40 – Related Party Transactions"* on page 252 and otherwise disclosed in this section, our Directors do not have any other business interest in our Company.

Confirmations

None of our Directors are not and were not, during the five years preceding the date of this Prospectus, a Director on the board of any listed company whose shares have been or were suspended from being traded on the BSE or NSE during their term of directorship in such company.

None of our Directors were or are directors on the board of listed companies which have been or were delisted from any stock exchange(s) during their term of directorship in such company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Prospectus are as follows:

Name of Director	Date of Appointment / Change / Cessation	Reason for Change
Sandeep Gupta	September 13, 2023	Change in designation from Additional Non-Executive Director to Non-Executive Director
Sandeep Gupta	February 23, 2023	Appointment as Additional Non-Executive Director
Sonal Amit Vira	February 21, 2022	Change in designation from Additional Director to Independent Director
Velji Karamshi Gogri	February 21, 2022	Change in designation from Additional Director to Independent Director
Santosh Shantilal Vora	February 21, 2022	Appointment as Managing Director
Shantilal Shivji Vora	February 21, 2022	Change in designation from Executive to Non-Executive Director
Sonal Amit Vira	February 16, 2022	Appointment as Additional Independent Director
Velji Karamshi Gogri	February 06, 2022	Appointment as Additional Independent Director

Borrowing Powers

Pursuant to our Articles of Association, resolution passed by our Board at their meeting held on February 06, 2022 and resolution passed by our Shareholders at their meeting held on February 21, 2022, our Board is authorized to borrow, enhance and grant facility for the general, working capital and such other corporate purposes, from time to time as deemed by it to be requisite and proper, such that the monies to be borrowed together with the monies already borrowed by our Company do not exceed ₹ 2,000 million in excess of the aggregate of the paid share capital and free reserves of our Company as per its latest annual audited financial statements, apart from temporary loans obtained from the bankers of our Company in the ordinary course of business.

Further, pursuant to the resolution passed by our Board at their meeting held on February 06, 2022 and resolution passed by our Shareholders at their meeting held on February 21, 2022, the Board has been authorized to mortgage/ charge/ hypothecate all or any of the immoveable or moveable properties of the Company including under hire purchase scheme both present and future and/ or whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board may deem fit, for securing any loans and/or advances already obtained or that may be obtained from bank(s), financial institution(s), others, entities or any combination thereof from time to time and at any time and in one or more tranches. However, the total underlying charge created/to be created shall not exceed ₹ 2,000 million at any time.

Corporate Governance

In addition to the Companies Act, the provisions of SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. Our Company is in compliance with the corporate governance requirements prescribed under SEBI Listing Regulations and the Companies Act, particularly, in relation to composition of our Board of Directors and constitution of board level committees.

Our Board of Directors is constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

As on the date of this Prospectus, our Board has 6 (six) Directors. In compliance with the requirements of the Companies Act and Regulation 17 of the SEBI Listing Regulations, we have 2 (two) executive Directors one of whom is a Managing Director, 2 (two) non-executive & non-independent directors and 2 (two) independent Directors one of whom is the Chairman and the other one is a woman Director.

Committees of the Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act or other applicable laws, our Company has constituted the following Board committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee

Audit Committee

The Audit Committee was constituted by our Board at its meeting held on February 16, 2022 and at the same meeting the terms of reference of the Audit Committee were approved by our Board. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Name	Position in the Committee	Designation
Velji Karamshi Gogri	Chairman	Independent Director
Sonal Amit Vira	Member	Independent Director

Shantilal Shivji Vora	Member	Non-Executive Director

Scope and terms of reference:

The Audit Committee shall be responsible for, among other things, as may be required by the Stock Exchange(s) from time to time, the following:

Powers of Audit Committee:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee of our Company;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. 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.

Role of Audit Committee:

The role of the Audit Committee shall include the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and fixation of the audit fee;
3. approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinion(s) in the draft audit report;
5. review, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
6. review, 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 or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. 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;
9. subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto and omnibus approval for related party transactions proposed to be entered into by our Company, subject to conditions as may be prescribed;

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 Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.*

10. subject to review by our Board, review on quarterly basis, of related party transactions entered into by our Company pursuant to each omnibus approval given pursuant to 8 above;

    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 Clause 2(zc) of the SEBI LODR Regulations and/or the applicable Accounting Standards and/or the Companies Act.*
11. approval of related party transactions to which the subsidiary(ies) of the Company is a 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;
12. scrutinize inter-corporate loans and investments;
13. valuation of undertakings or assets of the Company, wherever it is necessary;
14. evaluation of internal financial controls and risk management systems;
15. review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. review 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;
17. discussion with internal auditors of any significant findings and follow up there on;
18. review 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;
19. 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;
20. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. to review the functioning of the whistle blower mechanism;
22. monitoring the end use of funds through public offers and related matters;
23. oversee the vigil mechanism established by our Company, with the chairman of Audit Committee directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns in appropriate and exceptional cases;
24. approve the appointment of chief financial officer (i.e the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
26. consider and comment on rationale, cost-benefit and impact of schemes involving merger, de-merger, amalgamation etc., on the Company and its shareholders;

27. carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of references as may be decided by the board of directors of our company or specified/provided under the Companies Act or by the SEBI LODR Regulations or by any other regulatory authority.
28. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.
29. oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors or by any other person;
30. Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;

The Audit Committee shall mandatorily review the following information:

a) management discussion and analysis of financial condition and results of operations;
b) management letters / letters of internal control weaknesses issued by the statutory auditors;
c) internal audit reports relating to internal control weaknesses; and
d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
e) statement of deviations:
    - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board at its meeting held on February 16, 2022 and at the same meeting the terms of reference of the Nomination and Remuneration Committee were approved by our Board. The Nomination and Remuneration Committee is in compliance with Section 178 and other applicable provisions of the Companies Act and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Name	Position in the Committee	Designation
Sonal Amit Vira	Chairperson	Independent Director
Velji Karamshi Gogri	Member	Independent Director
Shantilal Shivji Vora	Member	Non-Executive Director

Scope and terms of reference:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees

2. for appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. the Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that -
   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.
9. perform such functions as required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
   a. administering the employee stock option plans of our Company, as may be required;
   b. determining the eligibility of employees to participate under the employee stock option plans of our Company;
   c. granting options to eligible employees and determining the date of grant;
   d. determining the number of options to be granted to an employee;
   e. making allotment pursuant to the employee stock option plans;
   f. determining the exercise price under the employee stock option plans of our Company; and
   g. construing and interpreting the employee stock option plans of our Company and any agreements defining the rights and obligations of our Company and eligible employees under the employee stock option plans of our Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of our Company.
10. frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
   a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.

11. performing such other activities as may be delegated by the Board or specified or provided under the Companies Act or the SEBI LODR Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board at its meeting held on February 16, 2022. The Stakeholders' Relationship Committee is in compliance with Section 178 and other applicable provisions of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

Name	Position in the Committee	Designation
Velji Karamshi Gogri	Chairman	Independent Director
Sonal Amit Vira	Member	Independent Director
Santosh Shantilal Vora	Member	Managing Director

Scope and terms of reference:

The Stakeholders' Relationship Committee shall be responsible for, among other things, the following:

a) consider and look into various aspects of interest of shareholders, debenture holders and other security holders;
b) consider and resolve the grievances of security holders of the Company including compliance related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meetings etc;
c) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
d) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
e) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
f) monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;
g) reference to statutory and regulatory authorities regarding investor grievances;
h) reviewing the measures taken for effective exercise of voting rights by the shareholders,
i) reviewing adherence to the service standards adopted by the Company with respect to all the services rendered by the Registrar and Share Transfer Agent;
j) to dematerialize or rematerialize the issued shares;
k) reviewing the measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends;
l) Ensuring timely receipt of dividend warrants/ Annual Reports/ Statutory Notices by the Shareholders of the Company; and

m) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted pursuant to a resolution passed our Board at its meeting held on February 16, 2022 and its composition along with the terms of reference are in compliance with section 135 and other applicable provisions of the Companies Act. Our Corporate Social Responsibility Committee currently comprises:

Name	Position in the Committee	Designation
Velji Karamshi Gogri	Chairman	Independent Director
Paresh Shashikant Shah	Member	Executive Director
Shantilal Shivji Vora	Member	Non-Executive Director

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act.

1. 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;
2. To identify corporate social responsibility policy partners and corporate social responsibility policy programs;
3. To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
    a. the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act;
    b. the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
    c. the modalities of utilization of funds and implementation schedules for the projects or programmes;
    d. monitoring and reporting mechanism for the projects or programmes; and
    e. details of need and impact assessment, if any, for the projects undertaken by the company.

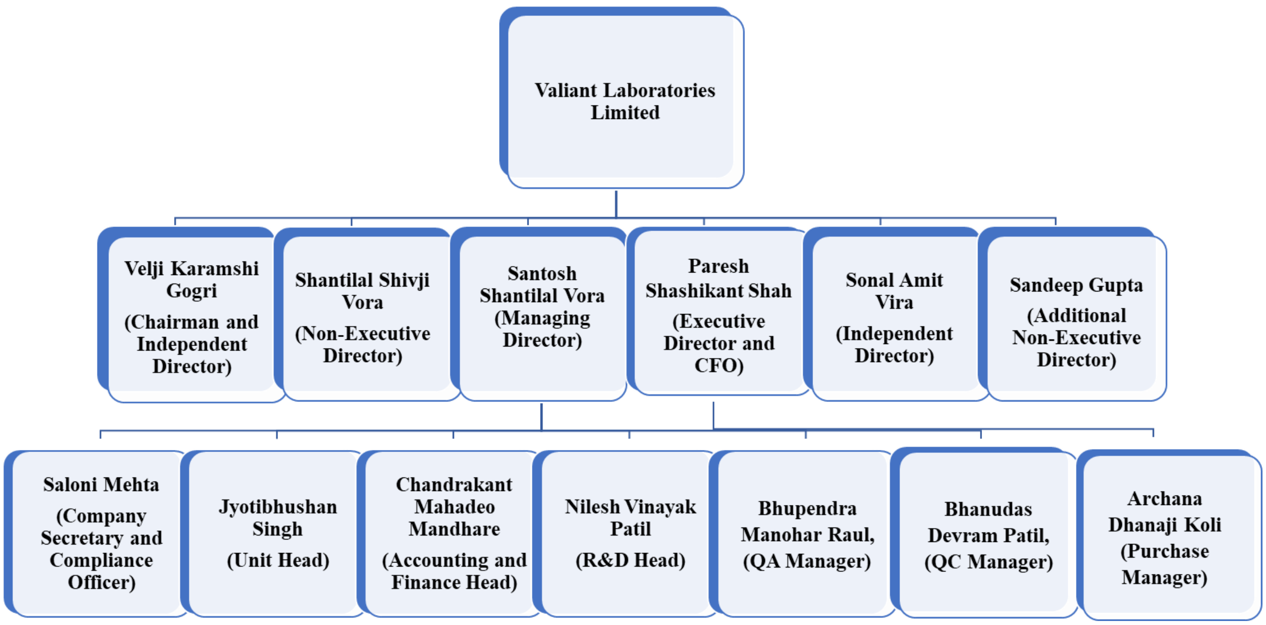
    Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
4. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
5. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
6. To review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs; and

7. 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.

Other committees

In addition to the committees of our Board detailed above, our Board may, from time to time, constitute committees for various functions.

Management Organization Structure



Key Managerial Personnel and Senior Management

Santosh Shantilal Vora, Managing Director, Paresh Shashikant Shah, Executive Director and Chief Financial Officer and Saloni Mehta, Company Secretary & Compliance Officer are the Key Managerial Personnel of our Company as on the date of this Prospectus.

In addition to Saloni Mehta, the Company Secretary and Compliance Officer who is also a Key Managerial Personnel of our Company, (i) Jyotibhushan Singh, Unit Head, (ii) Chandrakant Mahadeo Mandhare, Accounting and Finance Head, (iii) Nilesh Patil, R&D Head, (iv) Bhupendra Manohar Raul, QA Manager, (v) Bhanudas Devram Patil, QC Manager and (vi) Archana Dhanaji Koli, Purchase Manager are the Senior Management Personnel of our Company as on date of this Prospectus.

Brief profiles of our Key Managerial Personnel

For a brief profile of Santosh Shantilal Vora and Paresh Shashikant Shah, please see *"Our Management - Brief Profiles of our Directors"* on page 198 of this Prospectus.

Saloni Mehta, aged 28 years, is the Company Secretary & Compliance Officer of our Company. She holds a Bachelor's degree in Commerce from Savitribai Phule Pune University. She is a qualified Company Secretary and is an associate member of the Institute of Company Secretaries of India. She has over two years of experience in the field of company law and SEBI Listing Regulations related compliance. She has been associated with our Company since November 30, 2021. During the financial year 2022-23, she has earned a remuneration of ₹ 0.43 million.

Brief Profiles of our Senior Management Personnel:

In addition to Saloni Mehta, the Company Secretary and Compliance Officer of our Company, whose details are provided in above under "*- Brief profiles of our Key Managerial Personnel*", the details of other Senior Management Personnel of our Company, as on the date of this Prospectus are set forth below:

Jyotibhushan Singh, aged 51 years, is the unit head of our Company. He has been associated with our Company since 1995 and currently is responsible for managing the manufacturing unit. He holds a Bachelor's of Science in Chemistry from Bihar university. He has over 28 years of experience in the chemical industry. He has experience in handling operations matters, administration and liaising with local authorities. In Fiscal 2023, he received a remuneration of ₹ 0.71 million from our Company.

Chandrakant Mahadeo Mandhare, aged 45 years, is the Accounts and Finance head of our Company. He has been associated with our Company since 2018 and currently is responsible for accounts and finance. He has experience in financial forecasting, statutory audit and internal audit. In Fiscal 2023, he received a remuneration of ₹ 0.48 million from our Company.

Nilesh Vinayak Patil, aged 41 years, is the Research and Development head of our Company. He has been associated with our Company since eight years and currently is responsible for supervising R&D activities. He holds a Bachelor's of Science from North Maharashtra University, Jalgaon. He has got technical staff approval from FDA for Instrumentation and chemical. He has over 14 years of working experience in QC and R&D department of API manufacturing companies. In Fiscal 2023, he received a remuneration of ₹ 0.55 million.

Bhupendra Manohar Raul, aged 47 years, is the Quality Assurance Manager of our Company. He has been associated with our Company since 2017 and currently is responsible for Quality Assurance. He holds a master's degree in science from Vinayaka Missions University, Salem, Tamil Nadu and Bachelor's of Science from University of Mumbai, Maharashtra. He has over 25 years of experience in chemical, intermediate and API manufacturing industry. In Fiscal 2023, he received a remuneration of ₹ 0.98 million.

Bhanudas Devram Patil, aged 59 years, is the Quality Control Manager of our Company. He has been associated with our Company since 1990 and currently is responsible for Quality Control. He holds a Bachelor's of Science from University of Pune, Maharashtra. He has over 35 years of experience in QC department of chemical, intermediate and API manufacturing company. In Fiscal 2023, he received a remuneration of ₹ 1.00 million.

Archana Dhanaji Koli, aged 44 years, is the Purchase Manager of our Company. She has been associated with our Company since 2000 and currently is responsible for Purchases. She holds a Bachelor's degree in Commerce from Mumbai University. She has over 20 years of experience in Supply Chain Management and Purchases with vendors. In Fiscal 2023, she received a remuneration of ₹ 0.38 million.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management

Except as disclosed in *"-Relationships between our Directors and Key Managerial Personnel* and *Senior Management"* on page 200 of this Prospectus, none of our Key Managerial Personnel or Senior Management are related to each other or any of our Directors.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed in "- *Remuneration details of our directors" and "Remuneration details of our non-executive directors and independent directors"*on page 200 and 201, none of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management were entitled for any contingent or deferred compensation for Financial Year 2023.

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Prospectus.

Sr. No.	Name of the Key Managerial Personnel	Shareholding	Percentage of Shareholding
1.	Santosh Shantilal Vora	3,259,190	10.01%
2.	Paresh Shashikant Shah	4,067,690	12.49%
	Total	**7,326,880**	**22.50%**

Service Contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management, other than our Managing Director and Chief Financial Officer, are governed by the terms of their respective appointment letters/resolutions of our Board in relation their terms of appointment and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

Interest of Key Managerial Personnel and Senior Management

Except as provided in "– Interest of our Directors" on page 202 and to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares held by them, if any, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP-2023 Scheme and other employee stock option schemes that may be formulated by our Company from time to time.

Certain of our Key Managerial Personnel and Senior Management may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they are members or any partnership firm in which they are partners in the ordinary course of business. For further details, please see *"Other Financial Information – Related Party Transactions"* on page 252.

Arrangements and understanding with major shareholders, customers, suppliers or others

Except as provided in "– Arrangement or understanding with major shareholders, customers, suppliers or others" on page 199, none of our Key Managerial Personnel and Senior Management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Employee stock option scheme

For details of the ESOP Scheme implemented by our Company, see *"Capital Structure – Employee Stock Option Schemes"* on page 112 of this Prospectus

Changes in Key Managerial Personnel and Senior Management during the last three years

Changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of this Prospectus are set forth below.

Name	Date of Change	Reasons for Change
Santosh Shantilal Vora	February 06, 2022	Appointment as Managing Director
Paresh Shashikant Shah	February 06, 2022	Appointment as Chief Financial Officer
Saloni Mehta	November 30, 2021	Appointment as Company Secretary
Meghana Shivpal Wasnik	January 01, 2021	Appointment as R&D head

The attrition of the Key Managerial Personnel and Senior Management Personnel of our Company is not high as compared to the industry.

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTER AND PROMOTER GROUP

As on the date of this Prospectus, our Promoters are Shantilal Shivji Vora, Santosh Shantilal Vora and Dhanvallabh Ventures LLP.

As on the date of this Prospectus, our Promoters collectively hold an aggregate of 26,868,380 Equity Shares, equivalent to 82.52% of the issued, subscribed and paid-up pre-Issue Equity Share capital of our Company. For further details of shareholding of our Promoters and Promoter Group, see "*Capital Structure – Details of shareholding of our Promoters and members of the Promoter Group in our Company*" on page 110.

Individual Promoter

1. **Shantilal Shivji Vora**

	Shantilal Shivji Vora, aged 71 years, is the Promoter and Non-Executive Director of our Company. He is an Indian national. For a complete profile of Shantilal Shivji Vora, i.e. his date of birth, residential address, educational qualification, professional experience, positions held in the past and other directorships, special achievements, please see *"Our Management - Brief Profiles of our Directors"* on page 198 of this Prospectus. Other than the entities forming part of the Promoter Group, Shantilal Shivji Vora is not involved in any other ventures. PAN: AAAPV5951D
	Santosh Shantilal Vora, aged 29 years, is the Promoter and Managing Director of our Company. He is an Indian national. For a complete profile of Santosh Shantilal Vora, i.e. his date of birth, residential address, educational qualification, professional experience, positions held in the past and other directorships, special achievements, please see *"Our Management - Brief Profiles of our Directors"* on page 198 of this Prospectus. Other than the entities forming part of the Promoter Group, Santosh Shantilal Vora is not involved in any other ventures. PAN: AFDPV5303H

Our Company confirms that the details of the PAN, Bank Account *Number(s), Aadhar card number, driving license number and passport number of our Promoter shall be submitted to the Stock Exchange(s) at the time of filing the Red Herring Prospectus.*

Corporate Promoter

Dhanvallabh Ventures LLP (DVL)

Corporate Information

DVL was incorporated as a limited liability partnership on May 15, 2012 under the Limited Liability Partnership Act, 2008. The registered office of DVL is situated at 2nd Floor, Udyog Kshetra, 71, Mulund Goregaon Link Road, Mulund (West), Mumbai- 400080, Maharashtra.

DVL is indirectly engaged in the business of manufacturing and dealing in chemicals, chemical compounds (organic and inorganic) in all forms, chemical products and all by-products and joint products thereof.

The designated partners of DVL are:

i. Rajendra Vallabhaji Gogri
ii. Rashesh Chandrakant Gogri
iii. Hetal Gogri Gala

Our Company confirms that the permanent account number, bank account number, LLP registration number and the address of the Registrar of Companies, Maharashtra *at Mumbai where DVL is registered, shall be submitted to the Stock Exchange(s) at the time of filing this Prospectus.*

Details of change in* control *of DVL

There has been no change in the control or management of DVL during the last three years preceding the date of this Prospectus. There has been no change in the activities of DVL since the date of its incorporation.

Details of the promoter of our Promoter (DVL):

The promoter of DVL is Valiant Organics Limited (**"VOL"**). As on March 31, 2023, VOL is holding 73.15% of the partnership interest of our Promoter.

The details of VOL are as follows:

VOL (CIN: L24230MH2005PLC151348) was incorporated as a private limited company on February 16, 2005, under the Companies Act, 1956, having its registered office at 109 Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund (W), Mumbai 400080. In 2015, VOL was converted into a public limited company.

VOL is a listed company having its equity shares listed on BSE and NSE.

The following persons are the promoters of VOL as on March 31, 2023:

Sr. No.	Name of the Promoters	Details of shareholding in VOL
1.	Arti Rajendra Gogri	7.28 %
2.	Manisha Rashesh Gogri	5.85 %
3.	Mirik Rajendra Gogri	2.47 %
4.	Vicky Hemchand Gala	1.75 %
5.	Arvind Kanji Chheda	1.60 %
6.	Hiral Arvind Chheda	1.49 %
7.	Hemchand Lalji Gala	0.43 %
	Total	**20.87 %**

Interests of our Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company, any dividends payable to them and any other distributions in respect to their shareholding in our Company. For details pertaining to our Promoter's shareholding, please see *Details of shareholding of our Promoters and members of the Promoter Group in our Company*" on page 110 of this Prospectus.

Interest other than in promotion of our Company

Our Promoter, Shantilal Shivji Vora and Santosh Shantilal Vora, may also be considered interested to the extent of commission, sitting fees payable and reimbursement of expenses payable to him by virtue of being a Non-Executive Director of our Company. For further information, please refer to chapter titled *"Our Management"* beginning on page 196 of this Prospectus.

Interest in property, land, construction of* building *and supply of machinery, etc.

Except as stated under "*Note 40 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 252, our Promoters have no interest in any property acquired by our Company in the three years preceding the date of this Prospectus or proposed to be acquired by our Company.

Further, our Promoters have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest of our Promoters in our Company arising* out *of being a member of a firm or company

Our Promoters are not interested as a member in any firm or company which has any interest in our Company, except to the extent of our individual Promoters, Shantilal Shivji Vora, Santosh Shantilal Vora and their relatives' shareholding in VOL. Further, no sum has been paid or agreed to be paid to our Promoters or to such firm or company in which our Promoters are interested as members, in cash or shares or otherwise by any person either to induce our Promoters to become, or qualify them as a director or promoter, as applicable or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

***Other Interest and* Disclosures**

Except as stated under "*Note 40 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 252 of this Prospectus, our Company has not entered into any contract, agreements or arrangements or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to him in respect of the contracts, agreements or arrangements which are proposed to be made with him.

Our Promoters are not related to any sundry debtors of our Company except as disclosed in Restated Financial Statements.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

All our Shareholders are interested to the extent of their equity shareholding, direct or indirect, in VOL to the extent of 2.69%. None of our Shareholders are holding any partnership interest in DVL.

Some of the promoters and promoter group members of VOL namely, Aarti Gogri, Chandrakant Gogri, Hetal Gala, Jaya Gorgi, Manisha Gogri, Mirik Gogri, Pooja Gogri, Rashesh Gogri are collectively holding 21.07% partnership interest in DVL.

Promoter Group of our Company

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

(a) Natural Persons who are part of the Promoter Group

(i) Immediate Relatives of our Promoters

Relationship with the Promoter	Shantilal Shivji Vora	Santosh Shantilal Vora
Spouse	Kanchan Shantilal Vora	Rachi Santosh Vora
Father	Late Shivji Ravji Vora	Shantilal Shivji Vora
Mother	Late Sunderben Shivji Vora	Kanchan Shantilal Vora
Brother	Narshi Shivji Vora	-
Brother	Chetan Shivji Vora	-
Sister	Amrutben Fulchand Shah	-
Sister	Late Nirmalaben Mavji Shah	-
Sister	Kalpana Rajesh Shah	-
Children	Santosh Shantilal Vora	-
Spouse's Father	Jivraj Dharshi Saiya	Manoj Heerachand Jain
Spouse's Mother	Late Laxmiben Jivraj Saiya	Sangeeta Manoj Jain
Spouse's Brother	Ramnik Jivraj Saiya	-
Spouse's Brother	Paresh Jivraj Saiya	-
Spouse's Sister	Chanchal Himmatlal Chheda	Astha Manoj Jain

(ii) *In addition to the individuals mentioned above, persons whose shareholding is aggregated under the heading "shareholding of the promoter group":*

1. Paresh Shashikant Shah
2. Varsha Paresh Shah

(b) Entities forming a part of Promoter Group

As on the date of filing of this Prospectus, the following entities form part of our Promoter Group:

Sr. No.	Name of Entities	PAN
1.	Hemsons Retail Trading	AAFPS3565F
2.	Sona Enterprises	AAAFS1140B
3.	Chetan Dresses	AAAFC1643D
4.	Sagar Chemicals	AAAFS3447B
5.	Santosh Shantilal Vora HUF	ABGHS6800M
6.	Shantilal Shivji Vora HUF	AAFHS9756L
7.	Shantilal Vora and Sons LLP*	ADEFS5112L
8.	Valiant Organics Limited	AACCV0024A
9.	Valiant Laboratories Limited Employees Group Gratuity Fund	AAETT3190N
10.	Manoj Heerachand Jain HUF	AAGHM5201H
11.	Bhimraj Heerachand & Co.	AAAPJ7620D
12.	Manaal Fabrics	AAXFM8401A

* *In the process of dissolution*

Other than as disclosed above, our Company has no other companies or entities that form part of our Promoter Group.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our promoter group as on the date of this Prospectus please see "*Details of shareholding of our Promoters and members of the Promoter Group in our Company*" on page 110 of this Prospectus.

Confirmations

The Company hereby confirms that:

- Our Promoters have not been declared as a Wilful Defaulters or Fraudulent Borrower

- Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

- Our individual Promoter have not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offender Act, 2018.

- Our Promoters are not a promoter, director or person in control of any other company which is prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Related Party Transactions

For details of related party transactions entered into by our Promoters, Promoter Group and our Company during the last financial three years and financial reporting period, the nature of transactions and the cumulative value of transactions, please refer to "*Note 40– Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 252 of this Prospectus.

Payment or benefits to our Promoters and Promoter Group

Except as stated otherwise under "*Note 40 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 252 of this Prospectus about the related party transactions entered into during the last three (3) financial years and stub period as per IND AS 24 and in "*Interest of our Promoters*" disclosed in this Chapter, there has been no other payment or benefit to our Promoter or Promoter Group nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Prospectus.

Disassociation by the Promoters from entities in last three (3) years

Our Promoters have not disassociated themself from any company or firm in the three years immediately preceding the date of this Prospectus.

Change in the management and control of our Company

There has been no change in management and control of our Company during the last five years immediately preceding the date of filing of this Prospectus.

Material Guarantees

There are no material guarantees given to third parties by the Promoters with respect to Equity Shares of the Issuer.

Outstanding Litigation

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 327 of this Prospectus.

OUR GROUP COMPANIES

In accordance with 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 in this Prospectus, as covered under applicable accounting standards, and (ii) any other company, as considered material by our Board.

Subsequently, for (i) above, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in this Prospectus, as covered under the applicable accounting standards.

In addition, for the purposes of (ii) above, the Board pursuant to the materiality policy adopted by the Board pursuant to its resolution dated May 15, 2023 has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Statements) shall be considered ‘material’ and will be disclosed as a ‘group company’ in the draft offer document and offer documents, if (i) it is a member of the Promoter Group (companies) (other than the Promoters) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations; and (ii) our Company has entered into one or more transactions with such company during the last completed Fiscal (or relevant Stub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of our Company for the last completed Fiscal as per the Restated Financial Statements.

Accordingly, as based on the parameters outlined above, as on date of this Prospectus, our Company has the following Group Companies:

Sr. No.	Group Companies	Registered Office
1.	Valiant Organics Limited	109, Udyog Kshetra, 1st Floor, Mulund Goregaon Link Road, Mulund (W), Mumbai- 400080
2.	Aarti Pharmalabs Limited	Plot No. 22/C/1 & 22/C/2, 1st Phase, G.I.D.C. Vapi, Valsad, Gujarat - 396195
3.	Aarti Industries Limited	Plot No. 801/23 GIDC Estate, Phase III, Vapi, Valsad, Gujarat - 396195

Details of our top Group Companies:

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top Group Companies determined on the basis of their annual turnover, based on their respective audited financial statements for the preceding three years shall be hosted on their respective websites or the website of our Company as indicated below Our Group Companies on the basis of market capitalization / turnover, as the case may be, are as follows:

S. No.	Top Group Companies	Website
1	Aarti Industries Limited ("AIL")	https://www.aarti-industries.com/investors/financial-information
2	Aarti Pharmalabs Limited ("APL")	https://www.aartipharmalabs.com/financialinformation
3	Valiant Organics Limited ("VOL")	https://valiantorganics.com/investors.php?action=showSubcat&id=2

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations.

Neither our Company nor the Book Running Lead Manager ("**BRLM**") nor any of our Company's or BRLM's respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Outstanding Litigation involving the Group Companies

As on the date of this Prospectus, our Group Companies are not party to any pending litigation which will have a material impact on our Company.

Common Pursuits of Group Companies

Our Group Companies have common pursuits with our Company and are authorized to engage in similar business to that of our Company as on the date of this Prospectus. Our Company will adopt the necessary procedure and practices as permitted by law to address any conflict situation, if and when they arise.

Related business transactions within our Group Companies and significance on the financial performance of the Company

Other than the transactions as disclosed under *Note 40 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 252, there are no other related business transactions between our Company and our Group Companies which are significant for the financial performance of our Company.

Nature and extent of interests of our Group Companies

As on the date of this Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company. Other than as disclosed under *"Note 40 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 252, our Group Companies do not have any interest in the properties acquired by our Company in the three years preceding the filing of this Prospectus or proposed to be acquired by it as on the date of this Prospectus. Other than as disclosed under *"Note 40 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 252, our Group Companies do not have any interest in any transaction for the acquisition of land, construction of building, or supply of machinery. Except as disclosed under *"Note 40 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 252 and in the ordinary course of business, our Group Companies do not have or currently propose to have any business interest in our Company.

Utilization of Offer Proceeds

There are no material existing or anticipated transactions with our Group Companies in relation to utilization of the Offer Proceeds.

DIVIDEND POLICY

As on the date of this Prospectus, the Company does not have a formal dividend policy. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year/Fiscal, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see "Financial Indebtedness" on page 324.

There is no guarantee that any dividends will be declared or paid. For details, see "Risk Factors 61 –*Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*" on page 70 of this Prospectus.

Our Company has not declared any dividends in the last three fiscals and till the date of filing of this Prospectus.

For further details, please refer to section titled *"Financial Information"* beginning on page 226 of this Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

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Independent Auditors' Examination Report on Restated Standalone Financial Statements as at and for the years ended 31 March 2023, 31 March 2022, and 31 March 2021 in connection with the Initial Public Offering (IPO) of Valiant Laboratories Limited

To,
The Board of Directors
Valiant Laboratories Limited
104, Udyog Kshetra, Mulund Goregaon Link Road,
Mulund West, Mumbai, Maharashtra - 400080

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Statements of **Valiant Laboratories Limited** ("the Company"), which comprise of the Restated Standalone statement of assets and liabilities as at 31 March 2023, 31 March 2022 and 31 March, 2021, the Restated Standalone statements of profit and loss (including other comprehensive income), the Restated Standalone statement of cash flows and the Restated statement of changes in equity for the years ended 31 March 2023, 31 March 2022 and 31 March 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Standalone Financial Statements"), as approved by the Board of Directors of the Company at their meeting held on May 23, 2023 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus"), (RHP and Prospectus, collectively the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Ind As Summary Statements

2. The Company's Board of Directors are responsible for the preparation of the Restated Standalone Financial Statements for the purpose of inclusion in the RHP to be filed with Securities and Exchange Board of India (the "SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, with BSE Limited, the "Stock Exchanges") in connection with the IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Note 2.1 to the Restated Standalone Financial Statements. The responsibility of the respective board of directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The respective board of directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.

Auditors' Responsibilities

3. We have examined such Restated Standalone 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 30 2023 in connection with the proposed IPO of equity shares of the Issuer;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Standalone Financial Statements Information; and

   d) The requirements of Section 26 of the Company Act 2013 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 read with SEBI Communication, as applicable in connection with the IPO.

Restated Ind AS Summary Statements as per Audited Financial Statements

4. These Restated Standalone Financial Statements have been compiled by the management from: -

   i. The special purpose Ind AS financial statements of the Company as at and for the period ended March 31, 2021 prepared in accordance with Indian Accounting Standard (Ind AS) "Financial Reporting" specified under section 133 of the Act and other accounting principles generally accepted in India (the "special purpose audited financial statements") which have been approved by the Board of Directors at their meeting held on 15th May, 2023;

   ii. Audited Restated Standalone Financial Statements of the Company for each of the years ended 31 March 2023, 31 March 2022 and 31 March 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India.

5. For the purpose of our examination, we have relied on:

   Auditors' report issued by us dated 15 May 2023, 20 May 2022 and 04 May 2021 on the Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2023, 31st March 2022, and 31st March 2021, respectively as referred in Paragraph 4 above.

6. The audit reports on the Financial Statements as mentioned in paragraph 4 and 5 above issued by us and erstwhile statutory auditors are unmodified.

7. The Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:

a. There have been no adjustments required to be made for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in each of the financial years ended 31 March 2023, 31 March 2022 and 31 March 2021.

b. Do not require any adjustment for modification as there is no modification in the underlying audit reports; and

c. There have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Standalone Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Financial Statements as mentioned in paragraph 5 above.

9. 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.

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 the SEBI, the National Stock Exchange of India Limited, BSE Limited and the ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed to 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 or prior consent in writing.

For Raman S Shah & Co,
Chartered Accountants
FRN No.: 111919W

CA RAMAN S SHAH
Proprietor
Membership No: 033272
Place: Mumbai
Date: 29th August, 2023
UDIN: 23033272BGUQCY1366

VALIANT LABORATORIES LIMITED — ANNEXURE I

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES — (Rs In Mn.)

	Particulars	Notes	March 31, 2023	March 31, 2022**	March 31, 2021**
I.	**ASSETS**				
	Non-Current assets				
	(a) Property, plant & equipment	4	291.41	217.73	195.70
	(b) Capital Work-in-Progress	4	0.46	14.45	-
	(c) Right to Use-Assets	5	8.28	4.54	2.19
	(d) Goodwill		-	-	-
	(e) Other Intangible Assets		-	-	-
	(f) Financial Assets				
	(i) Investment in Subsidiaries	6.1	0.10	-	-
	(ii) Other Financial Assets	7.1	7.02	6.10	5.96
	(g) Other non-current assets	8	0.68	7.33	0.39
	Total Non-Current assets		**307.95**	**250.14**	**204.24**
	Current assets				
	(a) Inventories	9	130.42	158.04	60.73
	(b) Financial Assets				
	(i) Investments	6.2	340.19	4.02	-
	(ii) Trade Receivables	10	885.68	1,107.69	425.12
	(iii) Cash and Cash Equivalents	11	3.76	1.31	39.37
	(iv) Bank Balances Other than Cash & Cash Equivalents	12	0.80	200.00	150.00
	(v) Loans	13	324.03	0.01	0.21
	(vi) Other Financial Assets	7.2	7.22	7.30	-
	(c) Other Current assets	14	108.57	73.61	183.47
	(d) Current Tax Assets (Net)	15	18.95	15.99	-
	Total Current assets		**1,819.63**	**1,567.98**	**858.90**
	Total Assets		**2,127.58**	**1,818.12**	**1,063.14**
II.	**EQUITY AND LIABILITIES**				
	EQUITY				
	(a) Equity Share Capital	16	325.60	162.80	105.00
	(b) Other Equity	17	679.30	551.80	780.82
	Total Equity		**1,004.90**	**714.60**	**885.82**
	Liabilities				
	Non-Current liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	18.1	594.00	594.00	2.74
	(ii) Lease Liabilities	19.1	6.42	2.67	0.58
	(iii) Other financial liabilities	20	9.61	9.61	9.61
	(b) Provisions	21.1	0.78	-	-
	(c) Deferred Tax Liabilities (net)	22	6.66	2.96	5.51
	Total non-current liabilities		**617.48**	**609.25**	**18.45**
	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	18.2	-	12.81	0.77
	(ii) Lease Liabilities	19.2	1.75	1.78	1.95
	(iii) Trade Payables	23			
	A) Total Outstanding Dues of Micro enterprises and and small enterprises		0.06	0.18	-
	B) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises		472.90	464.19	122.92
	(iv) Other Financial Liabilities	24	20.18	13.07	8.62
	(b) Other Current liabilities	25	9.11	0.68	1.14
	(c) Provisions	21.2	1.18	1.56	1.26
	(d) Current Tax Liabilities (Net)	26	-	-	22.21
	Total current liabilities		**505.19**	**494.27**	**158.87**
	Total Equity and Liabilities		**2,127.58**	**1,818.12**	**1,063.14**

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021

Significant accounting policies and Key accounting estimates and judgements.

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached

For and on behalf of the Board of Directors

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director & CFO
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDIN -

Ms. Saloni Mehta
Company Secretary
ICSI M. No.- A65706

VALIANT LABORATORIES LIMITED

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

ANNEXURE II

(Rs In Mn. Except EPS)

Sr No.	Particulars	Notes	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021**
				16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022**	
I	Revenue from operations	27	3339.10	2091.44	823.79	2915.23	1823.69
II	Other Income	28	48.63	7.95	11.53	19.49	14.12
III	**Total Income**		**3387.72**	**2099.40**	**835.32**	**2934.72**	**1837.81**
IV	**EXPENDITURE**						
	Cost of Materials Consumed	29	2772.77	1690.45	673.85	2364.30	1208.73
	Changes in Inventories of Finished Goods & Work-in-Progress	30	-2.41	-14.39	-5.34	-19.74	-1.27
	Purchase of stock in trade	31	2.83	3.22	0.38	3.60	0.11
	Employee Benefits Expense	32	46.13	22.29	8.35	30.64	27.08
	Finance Costs	33	2.54	0.24	0.49	0.73	17.84
	Depreciation and Amortization	34	15.63	16.18	8.72	24.90	26.07
	Other Expenses	35	168.87	79.33	33.91	113.24	89.02
IV	**Total Expenditure**		**3006.36**	**1797.32**	**720.36**	**2517.68**	**1367.59**
V	**Profit Before Tax**		**381.36**	**302.08**	**114.96**	**417.04**	**470.23**
VI	**Tax Expenses**			-			
	Current Tax	22	88.00	77.25	67.42	144.68	164.60
	Deferred Tax	22	3.38	(2.60)	0.00	(2.60)	-0.30
VI	**Total Tax Expense**		**91.38**	**74.65**	**67.42**	**142.08**	**164.30**
VII	**Profit for the year**		**289.98**	**227.42**	**47.54**	**274.96**	**305.93**
VIII	**Other Comprehensive Income**						
	(i) Items that will not be reclassified to profit or loss in subsequent year			-		-	-
	Re-measurement of the net defined benefit plan		0.64	(1.45)	-	(1.45)	-
	Fair value changes of various Financial intruments				-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit & loss			-		-	
	Re-measurement of the net defined benefit plan	22	(0.32)	(0.05)	-	(0.05)	-
	Fair value changes of various Financial intruments				-	-	-
VIII	Total other comprehensive income for the year, net of tax		**0.32**	**-1.50**	**0.00**	**-1.50**	**0.00**
IX	**Total comprehensive income for the year (VII + VIII) (Total of profit and other comprehensive income for the year)**		**290.30**	**225.92**	**47.54**	**273.46**	**305.93**
	Earnings per equity share of Rs. 10/- each (PY: Rs. 10/- each)	**36.1**					
	(1) Basic		**8.91**	**7.87**	1.68	9.52	10.83
	(2) Diluted		**8.91**	7.87	1.68	9.52	10.83

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021

The above statement of Profit and Loss should be read in conjunction with the accompanying notes.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For and on behalf of the Board of Directors

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director & CFO
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDIN -

Ms. Saloni Mehta
Company Secretary
ICSI M. No.- A65706

VALIANT LABORATORIES LIMITED ANNEXURE-III

RESTATED SUMMARY STATEMENT OF CASH FLOW (Rs In Mn.)

	PARTICULARS	March 31, 2023	March 31, 2022**	March 31, 2021**
A.	**CASH FLOW FROM OPERATING ACTIVITIES ;**			
	Net Profit before tax and extra ordinary items	381.36	417.04	470.23
	Adjusted for:			
	Depreciation	15.63	24.90	26.07
	Interest Paid	2.54	6.15	17.84
	Gain/(Loss) on disposal of Property, Plant and Equipment (PPE)	-	0.40	-
	Operating Profit /(Loss) before Working Capital Changes	**399.53**	**447.69**	**514.14**
	Adjusted for:			
	(Increase)/Decrease in Trade Receivables	222.01	(682.72)	(207.01)
	(Increase)/Decrease in Inventories	27.61	(97.31)	(22.04)
	(Increase)/Decrease Other Current Assets	(325.53)	(17.39)	(64.99)
	(Increase)/Decrease Other non-Current Assets	2.01	(0.15)	(0.08)
	Increase/(Decrease) in Trade Payable	68.39	353.35	14.43
	Increase/(Decrease) in Lease Liabilities	3.72	1.92	(1.85)
	Increase/(Decrease) in Other Current Liabilities	8.43	62.52	22.11
	Increase/(Decrease) in Financial Liabilities	(88.62)	99.26	0.98
	Cash generated from operations	**317.56**	167.18	255.69
	Income Tax Paid	(88.00)	(144.68)	(164.60)
	Net cash from operating activities	**229.56**	**22.51**	**91.09**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**			
	Purchase of property, plant & equipment (including capital advances)	(70.68)	(68.76)	(16.69)
	Sale of property, plant & equipment	-	0.40	0.00
	Bank Balances not considered as Cash and Cash Equivalents	199.20	(50.00)	(150.00)
	Other Investment	(340.29)	(4.02)	0.00
	Net Cash used in investing activities	(211.77)	(122.38)	(166.69)
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Interest Paid	(2.54)	(6.15)	(17.84)
	Proceeds / (Repayments) of Borrowings	(12.81)	(420.72)	132.14
	Exp for issue of Share capital	-	(0.31)	-
	Proceeds / (Repayments) of share capital	-	488.99	-
	Net Cash used in financing activities	(15.34)	61.81	114.30
	Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	2.45	(38.06)	38.69
	Cash and Cash Equivalents at the beginning of the year	1.31	39.37	0.68
	Cash and Cash Equivalents at the end of the year	3.76	1.31	39.37

Cash and cash equivalents comprise

Particulars	March 31, 2023	March 31, 2022**	March 31, 2021**
Balances with banks	3.21	0.11	38.69
Cash on hand	0.55	1.20	0.69
Total cash and cash equivalents at end of the year	3.76	1.31	39.37

** Restated financials includes period of Partnership Firm from 01/04/2020 to 15/08/2021
The accompanying notes are an integral part of the Ind AS financial statements.
Previous Year's figures are regrouped / rearranged wherever required.
Figures in brackets indicate cash outgo.
The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind AS 7 Statement of Cash Flow.
As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For and on behalf of the Board of Directors

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDINo-

Ms. Saloni Mehta
Company secretary
ICSI M. No.- A65706

VALIANT LABORATORIES LIMITED
Standalone Statement of Changes in Equity as restated

A. Equity Share Capital

Current Reporting Period (Rs. in Mn)

Particulars	Balance as on April 1, 2022	Changes in equity share capital due to prior period errors	Reststated Balance at the current reporting periods	Changes in equity share capital during the period	Balance as on 31-03-2023
Ordinary Equity Shares	162.80	-	162.80	162.80	325.60
Total	**162.80**	**-**	**162.80**	**162.80**	**325.60**

Previous Reporting Period (Rs. in Mn)

Particulars	Balance as on April 1, 2021	Changes in equity share capital due to prior period errors	Reststated Balance at the current reporting periods	Changes in equity share capital during the period	Balance as on 31-03-2022
Ordinary Equity Shares	105.00	-	105.00	-	105.00
Issue of Shares - Right issue	-	-	-	43.00	43.00
Bonus Share Issue	-	-	-	14.80	14.80
Total	**105.00**	**-**	**105.00**	**57.80**	**162.80**

(Rs. in Mn)

Particulars	Balance as on April 1, 2020	Changes in equity share capital during the period	Balance as on March 31, 2021	Changes in equity share capital during the period	Balance as on 31-03-2021
Ordinary Equity Shares	105.00	-	105.00	-	105.00
Total	**105.00**	**-**	**105.00**	**-**	**105.00**

B. Other Equity

(Rs. in Mn)

Particulars	Reserve and surplus		Total other equity
	Security Reserve	Retained Earnings	
Restastated balance as at 1st April 2020	**-**	**281.24**	**281.24**
Net profit for the year	-	305.93	305.93
Add / (Less): Transactions in Current Capital Accounts **	-	193.65	193.65
Balance as at 31st March, 2021	**-**	**780.82**	**780.82**
Changes in accounting policies and prior periods errors	-	-	-
Restastated balance as at 1st April 2021	**-**	**780.82**	**780.82**
Net profit for the year	-	274.96	274.96
Add / (Less): Transactions in Current Capital Accounts **	-	(487.37)	(487.37)
Add / (Less): Transfer to secueity premium from partner's capital	-	(340.99)	(340.99)
Security premium during the year	340.99	-	340.99
Remeasurement Gain/(Loss) on defined benefit plan (net of tax)	-	(1.50)	(1.50)
Expenses incurred for issuance of Bonus Shares	-	(0.31)	(0.31)
Issuance of Bonus Shares	(14.80)	-	(14.80)
Balance as at 31st March, 2022	**326.19**	**225.61**	**551.80**
Changes in accounting policies and prior periods errors	-	-	-
Restastated balance as at 31st March, 2022	**326.19**	**225.61**	**551.80**
Net profit for the year	-	289.98	289.98
Remeasurement Gain/(Loss) on defined benefit plan (net of tax)	-	0.32	0.32
Issuance of Bonus Shares	(162.80)		(162.80)
Balance as at 31st March, 2023	**163.39**	**515.91**	**679.30**
	-	-	-

1. The accompanying notes are an integral part of the Ind AS financial statements.
2. Previous Year's figures are regrouped / rearranged wherever required.
3.Retained Earnings include Remeasurement Loss (net of tax) on Defined Benefit Plans to the extent of Rs. 1.18 Mn. (P.Y. of Rs. 1.5 Mn)

Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For and on behalf of the Board of Directors

Mr. Santosh S Vora
Managing Director
DIN - 07633923

Mr. Paresh S Shah
Director
DIN - 08291953

Mr. Raman S Shah
Proprietor
M. No.033272
Place : Mumbai
Date - August 29th, 2023
UDINo-

Ms. Saloni Mehta
Company secretary
ICSI M. No.- A65706

1 **VALIANT LABORATORIES LIMITED**

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER RELATED NOTES

A **Corporate Information**

The Company was formed by conversion of a partnership firm, under the provisions of Companies Act, 2013. The Firm was formed and registered as a partnership firm under the provisions of Indian Partnership Act, 1932, pursuant to a deed of partnership, as amended and supplemented from time to time. The Firm was converted to a Public limited Company on August 16, 2021 and the name of our Company was changed to 'VALIANT LABORATORIES LIMITED ("VLL" or "The Company")'. Consequently, a fresh certificate of incorporation was issued by the RoC on August 16, 2021.

VALIANT LABORATORIES LIMITED ("VLL" or "The Company") is public limited entity incorporated in India. The registered office of the Company is located at 104 UDYOG KSHETRA 1ST FLOOR MULUND GOREGAON LINK ROAD MULUND (W) MUMBAI MH 400080 INDIA bearing CIN No : U24299MH2021PLC365904.

The Company is engaged in manufacturing and dealing in Pharmaceuticals and specility chemicals.

General Principal

The Company Valiant Laboratories Ltd was converted from Partnership Firm (Bharat Chemicals) to Public Ltd. The Company has prepared the opening Balance Sheet as per Ind AS as of 1st April, 2019 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

However, this principle is subject to certain mandatory exceptions and certain optional exemptions availed by the Company as detailed below

Classification of debt instruments:

The Company has determined the classification of debt instruments in terms of whether they meet the amortised cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.

2 **SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, AND CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS**

Basis of Compliance

The company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 issued by Ministry of Corporate Affairs in respect of Section 133 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except if compliance with other statutory promulgations require a different treatment.

The date of transition to Ind AS is April 1, 2019. The financial statements upto the year ended March 31, 2020 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("I-GAAP") and other relevant provisions of the Act. The figures for the year ended March 31, 2020 have now been restated as per Ind AS to provide comparability

Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India (referred to as "IND AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

These Financial statement are prepared under the historical cost convention on an accrual basis except for certain financial instrument, which are measured at fair value, which are disclosed in the financial statement.

The classification of assets and liabilities of the company is done into current and non-current based on the operating cycle of the company. The Operating cycle of the business of the company is less than twelve months and therefore all current and non-current classification are done on the status of reliabity and expected settlement of the respective assets and liability within a period of twelve months from the reporting date as required by Schedule III to the companies Act 2013.

Accounting policies have been consistently applied except whereas newly issued accounting standard is initially adopted or revision to an existing accounting standard required a change in the accounting policy hitherto in use.

The financial statements are presented in Indian rupees ('INR ') and all valued are rounded to the nearest rupees in Million except otherwise indicated

3 **Significant accounting judgement, estimates, and assumption**

The preparation of financial statements requires management judgements, estimates and assumptions that impacts the reported amounts of revenues, expenses, assets and liabilities, and the accompanying notes thereon. Uncertainty about these assumptions and estimates could result in outcomes that might require a material adjustment to the carrying amount of assets and liabilities in future periods.

Estimates

The preparation of the financial statements in conformity with IND AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which chnages are made and if material, their effects are disclosed in the notes to the financial statements.

Judgments

The company's management has made the following judgement, which have the most significate effect on the amounts recognised in the separate financial statements, while formulating the company's accounting policies.

a **Taxes**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

b **Defined Benefit Plans (Gratuity Benefits)**

The cost of the defined benefit gratuity plan 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 highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Discount rate: - The said parameter is subject to change. In determining the appropriate discount rate (for plans operated in India), the management considers the interest rates of government bond in currencies which are consistent with post- employment benefit obligation. The underlying bonds are reviewed periodically for quality. Those having excessive credit spreads are excluded from the analysis since that they do not represent high quality corporate bonds.

Mortality rate: It is based on publicly available mortality tables. Those mortality tables tend to change at an interval in response to demographic changes. Prospective increase in salary and gratuity are based on expected future inflation rates.

c **Useful lives of property, plant and equipment**

The company reviews the useful life of property, plant & equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods

d Impairment of property, plant and equipment

For property, plant and equipment and intangibles an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

e Inventories

The Company estimates the net realisable value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

f Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstance known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

D Summary of Significant accounting policies

I Current and non-current classification

All assets and liabilities have been classified as current or non-current as per company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act, 2013 Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

An asset is treated as current when : -

It is expected to be realised or intended to be sold or consumed in normal operating cycle;
It is held primarily for the purpose of trading
It is expected to be realised within 12 months after the reporting period; or
It is cash and cash equivalent unless restricted from being exchange or used to settle a liability for at least twelve months after the reporting period

The company's classifies all other assets as Non-Current

A Liability is treated as 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 12 months after the reporting period.

The company's classifies all other assets as Non-Current

Deferred tax assets and liabilities are classified as non -current assets and liabilities respectively.

II Property, plant and equipment (PPE)

i Property, plant and equipment are stated at cost net of tax /duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes, commissioning expenses, etc. up to the date the asset is ready for its intended use. when significant parts of property, plant and equipment are required to be replaced at intervals, the company derecognizes the replace part. and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance cost are recognised in the statement of profit and loss as incurred.

ii Long term lease arrangements of land are treated as property, plant and equipment, in case such arrangements result in transfer of control and the present value of the lease payments is likely to represent substantially all of the fair value of the land.

iii Capital Work In Progress represents expenditure incurred on capital assets that are under construction or are pending capitalisation and includes Project expenses pending allocation. Project expenses pending allocation are apportioned to the property, Plant and equipment of the project proportionately on capitalisation.

iv Borrowing cost on property, plant and equipment's are capitalised when the relevant recognition criteria specified in IND AS 23 Borrowing cost is met.

v Decommissioning costs, if any, on property, plant and equipment are estimate at their present value and capitalised as part of such assets.

vi An item of property, plant and equipment and any significate part initially recognised is derecognised upon disposal or when no future economic benefits are expected with the carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repair and maintenance are charge to profit or loss during the reporting period in which they are incurred.

vii The residual value and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

viii The Property, plant and equipment existing on the date of transition are accounted on deemed cost basis by applying para D7AA in accordance with the exemption provided in IND AS 101 "First-time Adoption of Indian Accounting Standards" at previous GAAP carrying value (Deemded Cost).

III Depreciation methods, estimated useful lives and residual value

Depreciation on Fixed Assets is provided on Straight Line Method (SLM) method as per rates prescribed in Schedule II of the Companies Act, 2013, except in the respect of the following assets, where useful life of asset is different than those prescribed in Schedule II of the Act.

Particulars	Depreciation
Factory Building (Useful 30 Years)	Over its useful life as assessed
Plant & Machinery (Useful life 19 years)	Over its useful life as assessed
Vehicle (Useful life 10 years)	Over its useful life as assessed
Leasehold Land	Over the period of lease term

IV Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an assets that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

V Inventories

Items of inventories are valued lower of cost or estimated net realisable value as given below.

i Raw Materials and Packing Materials:

Raw Materials and packing materials are valued at Lower of Cost or market value, (Cost is net of taxes duty and wherever applicable). However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on Weighted Average method

ii Work in process:

Work in process are valued at the lower of cost and net realizable value. The cost is computed on weighted average method.

iii Finished Goods and Semi finished goods :-

Finished Goods and Semi finished goods are valued at lower of cost and net realised value. The cost is computed on weighted average method and includes cost of materials, cost of conversion and other cost incurred in acquiring the inventory and bringing them to their present location and condition. Taxes is considered as cost for finished goods, whenever applicable.

iv Stores and Spares:

Stores and spare parts are valued at lower of purchase Costs are determined on Weighted Average method and net realisable value.

v Traded Goods:

Traded Goods are valued at lower of purchase cost and net realisable value.

VI Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposit with banks, which are short term, highly liquid investment, that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

VII Equity investment

All equity investment in scope of INDAS 109 are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL . For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by instrument basis. the classification is made on initial recognition and is irrevocable. if the company decides to classify an equity instrument as at FVTOCI, then all fair value change on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, The company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit & loss.

VIII Foreign Currency Translation:

The company's financial statements are presented in INR, which is also the company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.

IX Provisions, Contingent Liabilities and Contingent Assets

i Provisions

The Company recognizes a provision when: it has a present legal or constructive obligation as a result of past events, it is likely that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

ii Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past event, whose existence would be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

iii Contingent Assets

A contingent assets is not recognised unless it become virtually certain that an inflow of economic benefit will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Contingent liabilities and contingent assets are reviewed at each balance sheet date

X Onerous contracts

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the assets with the contract.

XI Fair Value Measurement

The company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: -

In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest."

A fair measurement of a non financial assets takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significate to the fair value measurement as a whole :-

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly and indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly and indirectly unobservable.

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re assessing categorization (based on the lowest level input that is significate to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

XII Revenue Recognition

i Revenue from Operations :

Ind AS 115 is effective from 1st April 2018 and it replaces Ind AS 18. It applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to

contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured , regardless of when the payment is being made.

Revenue is recognized at point in time when the performance obligation with respect to Sale of goods or rendering of services to the Customer which is the point in time when the customer receives the goods and services.

Revenue from related parties is recognized based on transaction price which is at arm's length.

Revenue is measured at the fair value of the consideration received or receivable, after the deduction of any trade discounts, volume rebates , sales return on transfer of control in respect of ownership to the buyer which is generally on dispatch of goods and any other taxes or duties collected on behalf of the Government which are levied on sales such as Goods and Services Tax (GST). Discounts given include rebates, price reductions and other incentive given to customers. No element of financing is deemed present as the sales are made with a payment term which is consistent with market practice.

Revenue from services is recognised when all relevant activities are completed and the right to receive income is established. This is applicable in case of Job Work services given by the Company to the Customers.

The Company disaggregates revenue from sale of goods or rendering of services with customers by product classification, geographical region and customer category.

Use of significate judgements in revenue recognition

The company assesses the service promised in a contract and identifies distinct performance obligation in the contract. Identification of distinct preformation obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, price concessions. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financial component.

The company used judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct service promised in the contract.

ii Other Operating Income / Other Income

Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability. In respect of incentives attributable to the export of goods, the Company following the accounting principle of matching revenue with the cost has recognised export incentive receivable when all conditions precedent to the eligibility of benefits have been satisfied and when it is reasonably certain of deriving the benefit. since these schemes are meant for neutralisation of duties and taxes on inputs pursuant to exports, the same are grouped under material costs.

The other export incentives that do not arise out of neutralisation of duties and taxes are disclosed under other operating revenue

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

. Revenue in respect of Insurance / other claims, commission etc. are recognised only when it is reasonably certain that the ultimate collection will be made.

- Dividend income is recognised when the right to receive the same is established
- Current investments are marked to market at the end of the relevant period and the resultant gains or losses are recognised in the Income statement.
- For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments
- Insurance Claim are accounted when the right to receive is established and the claim is admitted by the surveyor

XIII Taxes

Tax expenses comprise Current Tax and Deferred Tax.:

i Current Tax

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/ appeals.

Current income tax relating to item recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

i Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount in the standalone financial statement for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting and are recognized to the extent that it has become probable that future taxable profits will the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability settled, based on the tax rates (tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of major components of deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws. For items recognised in OCI or equity, deferred / Current tax is also recognised in OCI or Equity.

XIV Leases :

At the inception of each lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

operating lease

Lease in which a significant portion of the risk and reward of ownership are not transferred to the company as lessee are classified as operating lease.

Payments made under operating leases (net of any incentives received from the lessor) are charge to statement of profit and loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected general inflation to compensate for the lessor's expected inflationary cost increase.

Finance Lease

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the company are classified as finance lease. A Finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments.

Minimum lease payments made under finance lease are apportioned between the finance expense and the reduction of the outstanding liability. The Finance expenses is allocated toeach period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Leasehold lands are amortized over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in Schedule II to the companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold lands are amortized over the primary lease period of the lands.

As a lessor

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 increase. The respective leased assets are included in the balance sheet based on their nature. The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

XV Research and Development :

Revenue expenditure on Research and Development is charged to statement of profit and loss in the year in which it is incurred. Capital expenditure on research and development is considered as an addition to property, plant and equipment/intangible assets.

XVI Dividend Distribution :

Dividend distribution to the company's equity holders is recognized as a liability in the company's annual accounts in the year in which the dividends are approved by the company's equity holders.

XVII Trade Payables & Trade Receivables

A Payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

A receivable is classified as a 'trade receivable' if it is in respect of the amount due to account of goods sold or services rendered in the normal course of business.

XVIII Government Grants :

Government grants 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 the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to the statement of profit and loss in a systematic basis over the expected life of the related assets and presented within other 'income.

Government grants relating to income are deferred and recognised in the statement of profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

XIX EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

XX Measurement of EBITDA

The Company has opted to present earnings before interest (finance cost), tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the period. The company measures EBITDA based on profit/(loss) from continuing operations.

XXI **Previous Year Figures**

Previous Year's figures are regrouped / rearranged wherever required.

VALIANT LABORATORIES LIMITED

4 Property, Plant and Equipment

Particulars	Leasehold	Buildings	Plant & Equipments	Plant & Equipments Energy Saving Device	Electric Installation	Laboratory Testing Equipments	Furniture & Fixture	Vehicles	Office Equipments	Computers	Total	Capital Work in Progress (CWIP)
Year ended March 31, 2021 Gross carrying amount											-	
Opening gross carrying amount as at April 1, 2020	32.00	80.70	105.61	0.01	1.32	0.29	0.40	7.93	0.46	0.05	228.77	
Addition	-	5.02	10.92	-	0.05	0.34	0.14	0.10	-	0.12	16.69	
Assets capitalised during the year from CWIP											-	
Disposals	-	-	-	-	-	-	-	-	-	-	-	
Closing gross carrying amount	**32.00**	**85.72**	**116.53**	**0.01**	**1.37**	**0.63**	**0.54**	**8.03**	**0.46**	**0.17**	**245.46**	**-**
Accumulated depreciation												
Opening accumulated depreciation	-	8.07	15.85	0.00	0.20	0.04	0.04	1.19	0.05	0.02	25.46	
Depreciation charge during the year	-	7.76	15.10	0.00	0.18	0.09	0.05	1.03	0.04	0.06	24.31	
Disposals	-	-	-	-	-	-	-	-	-	-	-	
Closing accumulated depreciation	**-**	**15.84**	**30.95**	**0.00**	**0.37**	**0.13**	**0.09**	**2.22**	**0.09**	**0.08**	**49.77**	**-**
Net carrying amount year ended March 31, 2021	**32.00**	**69.88**	**85.58**	**0.00**	**1.00**	**0.50**	**0.45**	**5.82**	**0.38**	**0.09**	**195.70**	**-**
Year ended March 31, 2022Gross carrying amount												
Opening gross carrying amount as at April 1, 2021	32.00	85.72	116.53	0.01	1.37	0.63	0.54	8.03	0.46	0.17	245.46	
Addition	12.99	11.32	22.06	-	0.24	0.03	0.07	3.21	0.10	0.18	50.20	14.45
Assets capitalised during the year from CWIP											-	
Disposals	-	1.80	4.00	-	0.47	-	-	1.70	-	-	7.96	
Closing gross carrying amount	**44.99**	**95.24**	**134.59**	**0.01**	**1.15**	**0.66**	**0.61**	**9.54**	**0.57**	**0.35**	**287.70**	**14.45**
Accumulated depreciation												
Opening accumulated depreciation	-	15.84	30.95	0.00	0.37	0.13	0.09	2.22	0.09	0.08	49.77	
Depreciation charge during the year	8.40	4.97	8.52	0.00	0.11	0.07	0.05	0.90	0.06	0.06	23.13	
Disposals	-	(0.61)	(0.98)	-	0.00	(0.00)	(0.00)	(1.27)	(0.05)	(0.00)	(2.93)	
Closing accumulated depreciation	**8.40**	**20.19**	**38.49**	**0.00**	**0.49**	**0.19**	**0.14**	**1.84**	**0.09**	**0.14**	**69.96**	**-**
Net carrying amount year ended March 31, 2022	**36.59**	**75.05**	**96.11**	**0.00**	**0.66**	**0.47**	**0.47**	**7.70**	**0.48**	**0.22**	**217.73**	**14.45**
Year ended March 31, 2023 Gross carrying amount												
Opening gross carrying amount as at April 1, 2022	44.99	95.24	134.59	0.01	1.15	0.66	0.61	9.54	0.57	0.35	287.70	14.45
Addition	-	5.59	50.36	-	1.45		0.52	-	0.39	0.29	58.60	15.05
Assets capitalised during the year from CWIP			29.03								29.03	- 29.03
Disposals			2.96								2.96	
Closing gross carrying amount	**44.99**	**100.82**	**211.02**	**0.01**	**2.60**	**0.66**	**1.13**	**9.54**	**0.95**	**0.64**	**372.37**	**0.46**
Accumulated depreciation												
Opening accumulated depreciation	8.40	20.19	38.49	0.00	0.49	0.19	0.14	1.84	0.09	0.14	69.96	
Depreciation charge during the year	0.73	3.09	8.68		0.16		0.08	0.91	0.17	0.14	13.95	
Disposals			(2.96)								(2.96)	
Closing accumulated depreciation	**9.12**	**23.28**	**44.21**	**0.00**	**0.65**	**0.19**	**0.22**	**2.75**	**0.26**	**0.28**	**80.96**	**-**
Net carrying amount year ended March 31, 2023	**35.87**	**77.55**	**166.81**	**0.00**	**1.95**	**0.47**	**0.91**	**6.79**	**0.70**	**0.36**	**291.41**	**0.46**

5- Right-of-Use Asset- (Rs In Mn.)

Particulars	ROU
Year ended March 31, 2021 Gross carrying amount	
Opening gross carrying amount as at April 1, 2020	5.72
Addition	-
Assets capitalised during the year from CWIP	-
Disposals	-
Closing gross carrying amount	**5.72**
Accumulated depreciation	
Opening accumulated depreciation	1.76
Depreciation charge during the year	1.76
Disposals	-
Closing accumulated depreciation	**3.53**
Net carrying amount year ended March 31, 2021	**2.19**
Year ended March 31, 2022Gross carrying amount	
Opening gross carrying amount as at April 1, 2021	5.72
Addition	4.11
Assets capitalised during the year from CWIP	-
Disposals	-
Closing gross carrying amount	**9.83**
Accumulated depreciation	
Opening accumulated depreciation	3.53
Depreciation charge during the year	1.77
Disposals	-
Closing accumulated depreciation	**5.30**
Net carrying amount year ended March 31, 2022	**4.54**
Year ended March 31, 2023 Gross carrying amount	
Opening gross carrying amount as at April 1, 2022	9.83
Addition	5.42
Assets capitalised during the year from CWIP	
Disposals	
Closing gross carrying amount	**15.25**
Accumulated depreciation	
Opening accumulated depreciation	5.30
Depreciation charge during the year	1.68
Disposals	
Closing accumulated depreciation	**6.97**
Net carrying amount year ended March 31, 2023	**8.28**

Amortisation includes impact of Incremental Rent and additional Lease agreement executed during the relevant period.

Investment

6.1 **Non Current Investments as restated**

(Rs In Mn.)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Investments carried at cost/deemed cost:		-	-
Equity Shares of Subsidiary Companies (Unquoted)	-		-
Valiant Advanced Sciences Private Limited	0.10	-	-
Total	**0.10**	**-**	**-**

Disclosure pursuant to Ind AS 27 - Separate Financial Statements
Investments in the following subsidiaries are accounted at cost

Name of the Subsidiary	Principal Activity	Country of Incorporation	% of equity interest		
			As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Valiant advanced sciences private limited	Manufacturing -	India	100.00	-	-

6.2 **Current Investments as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Short Term Investment			
Other Investments - in Equity share (Quoted)		-	-
Investment in Equity Shares (Quoted) - Measured at FVOCI			
- Benchmark Bankbees	-	4.02	-
Mutual Fund -measured at FVTPL			
- Kotak Liquid Regular growth fund	165.95	-	-
- SBI Liquid Regular growth fund	174.24	-	-
Total	**340.19**	**4.02**	**-**

	No of Shares/Units of Mutual Funds	March 31, 2023	No of Shares/Units of Mutual Funds	March 31, 2022	No of Shares/Units of Mutual Funds	March 31, 2021
Investments - in Equity Shares (Quoted)						
Other Companies - measured at FVOCI						
- Benchmark Bankbees	-	-	11,000	4.02	-	-
Mutual Fund -measured at FVTPL						
- Kotak Liquid Regular growth fund	35,441	165.95	-	-	-	-
- SBI Liquid Regular growth fund	48,236	174.24	-	-	-	-
Total	**83,677**	**340.19**	**11,000**	**4.02**	**-**	**-**

1. Aggregate value of quoted investments and its market value is Rs. 340.19 lakhs (PY 4.02 lakhs).

7 **Financial Assets**

7.1 **Other Non-current Financial Assets as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Security Deposits			
Unsecured, Considered Good	7.02	6.10	5.96
Total	**7.02**	**6.10**	**5.96**

7.2 **Current Financial Assets as restated**

Particulars	-	-	-
Insurance Receivable	7.22	7.30	
Total	**7.22**	**7.30**	**-**

8 **Other Non Current Assets as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Other Non Current Assets			
(Unsecured, unless otherwise stated)			
(a) Capital Advances	0.68	7.33	0.39
Total	**0.68**	**7.33**	**0.39**

9 **Inventories as restated (at lower of cost and net realisable value)**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Inventories*			
Raw Material (incl In-transit stock)	78.74	108.87	30.66
Work-in-Progress	20.58	26.78	19.90
Finished Goods	30.28	21.68	8.82
Packing Materials	0.24	0.60	1.23
Stores & Spares	0.58	0.12	0.12
Total	**130.42**	**158.04**	**60.73**

Goods in Transit

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Raw Material (In Transit Stock)	4.87	21.64	-
Total	**4.87**	**21.64**	**-**

10 **Trade Receivable as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Trade receivables	888.12	1,107.69	425.12
Less: Impairment Allowance	(2.44)	-	-
Trade Receivables (net)	**885.68**	**1,107.69**	**425.12**
Break-up of security details			
(i) Unsecured, considered good	885.68	1,107.69	425.12
(ii) Unsecured, credit impaired	2.44	-	-
	888.12	**1,107.69**	**425.12**
Less: Impairment Allowance	(2.44)		
TOTAL	**885.68**	**1,107.69**	**425.12**

Notes
1. Due to the short nature of credit period given to customers, there is no financing component in the contract.
2. Trade receivables has been taken as certified by the management of the company.
3. Provisioning for expected credit loss has been done as per the guidance of Ind AS 109.
4. For details of Trade Receivables with related party, refer note no. 40 Related Party disclosure.
5. Trade receivables are generally non interest bearing

6. Movement in impairment allowance on trade receivables

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Balance at the beginning of the year	-	-	-
Allowances / (write back) during the year	24.41	16.69	-
Written off against past provision	-	(16.69)	-
Balance at the end of the year	**24.41**	**-**	**-**

Trade receivables (current) ageing :

As at 31 March, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 Month	6 Month to 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) Undisputed Trade Receivables - considered good	880.35	4.60	1.00	-	-	2.17	888.12
(ii) Undisputed Trade Receivables – credit impaired							
(iii) Disputed Trade Receivables– considered good							
(iv) Disputed Trade Receivables – credit impaired							
	880.35	**4.60**	**1.00**	**-**	**-**	**2.17**	**888.12**
Unbilled Trade Receivables							
Less: Impairment Allowance							- 2.44
Total Trade Receivables							**885.68**

As at 31 March, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 Month	6 Month to 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) Undisputed Trade Receivables - considered good	988.77	96.65	17.71	-	-	4.56	1,107.69
(ii) Undisputed Trade Receivables – credit impaired							
(iii) Disputed Trade Receivables– considered good							
(iv) Disputed Trade Receivables – credit impaired							
	988.77	**96.65**	**17.71**	**-**	**-**	**4.56**	**1,107.69**
Unbilled Trade Receivables							-
Less: Impairment Allowance							-
Total Trade Receivables							**1,107.69**

As at 31 March, 2021

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 Month	6 Month to 1 Year	1-2 Year	2-3 Year	More than 3 Year	
(i) Undisputed Trade Receivables - considered good	385.69	32.57	0.96	0.12	0.52	5.25	425.12
(ii) Undisputed Trade Receivables – credit impaired							
(iii) Disputed Trade Receivables– considered good							
(iv) Disputed Trade Receivables – credit impaired							
	385.69	**32.57**	**0.96**	**0.12**	**0.52**	**5.25**	**425.12**
Unbilled Trade Receivables							
Less: Impairment Allowance							
Total Trade Receivables							**425.12**

11 Cash and Cash Equivalents as restated

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Cash and Cash Equivalents		-	
(a) Balances with banks	3.21	0.11	38.69
(b) Cash on hand	0.55	1.20	0.69
Total	**3.76**	**1.31**	**39.37**

12 Bank Balances Other than Cash & Cash Equivalents as restated

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Other Balances with Banks			
Balances with Banks	0.80	200.00	150.00
Total	**0.80**	**200.00**	**150.00**

13 **Current Financial Assets - Loans as restated (at amortised cost)**

Particulars	March 31, 2023	As at 31st March, 2022	As at 31st March, 2021
Unsecured, Considered Good			
Loan to Employees	0.70	0.01	0.21
Advance to Related Parties	323.33	-	-
Total	**324.03**	**0.01**	**0.21**

14 **Other Current Assets as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Other Current Assets			
Balance with Statutory / Government Authorities	63.20	5.35	21.48
Prepaid Expenses	5.19	1.52	1.42
Advances to Suppliers	40.17	66.74	80.09
Receivable - Others	-	-	80.48
Total	**108.57**	**73.61**	**183.47**

15 **Current Tax Assets as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Other Current Assets			
Advance Tax and Tax Deducted at Source (Net of Provision)	18.95	15.99	-
Total	**18.95**	**15.99**	**-**

16 DETAILS OF SHARE CAPITAL AS RESTATED

Authorised Share Capital as Restated **(Rs In Mn.)**

	Particulars	March 31, 2023	March 31, 2022**	March 31, 2021**
I.	(a) Authorised			
	4,50,00,000 Equity Shares of Rs. 10/- each	450.00	230.00	230.00
	(b) Issued			
	3,25,60,000 Equity Shares of Rs. 10 each	325.60	162.80	105.00
	(c) Subscribed and fully paid up			
	3,25,60,000 Equity Shares of Rs. 10 each	325.60	162.80	105.00
	Total	**325.60**	**162.80**	**105.00**

Rights, Preferences and Restrictions attached to equity shares:
Equity Shares are issued consequent to conversion of Partnership firm to Company formed as per provisions of Companies Act,2013. Wherein Partners of firm has subscribed to Equity Shares of the Company. The Company has one class of equity shares having a par value of Rs.10 each. The Shareholders are entitled to receive dividend in proportion to the amount of paid up equity shares held by them. The Company has not declared any dividend during the year. Each shareholder is entitled to vote in proportion to his share of paid up equity share capital of the Company, except in case of voting by show of hands where each shareholder present in person shall have one vote only. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion of the number of shares held by the shareholders.

Issued, Subscribed & Paid Up: **(Rs In Mn.)**

Particulars	March 31, 2023	March 31, 2022**	March 31, 2021**
Equity Share Capital	162.80	105.00	105.00
Add: Issue of Shares - Right issue	-	43.00	-
Add: Issue of Bonus shares (1:1) (P.Y. Bonus issue (1:10))	162.80	14.80	-
3,25,60,000 Equity Shares of Rs. 10 each	**325.60**	**162.80**	**105.00**

Reconciliation of Shares outstanding at the beginning and at the end of the period (No of share)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
No. of Share outstanding at the beginning of the period/year	1,62,80,000	1,05,00,000	1,05,00,000
Add: Issue of Shares - Right issue	-	43,00,000	-
Add: Issue of Bonus shares (1:1) (P.Y. Bonus issue (1:10))	1,62,80,000	14,80,000	-
No of Share outstanding at the end of the period/year	**3,25,60,000**	**1,62,80,000**	**1,05,00,000**

Details of shareholders holding more than 5% of aggregate shares capital (In terms of number of shares)

(No of share)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Name of Shareholders	No of Share Held	No of Share Held	No of Share Held
-Dhanvallabh Ventures LLP	2,03,50,000	1,01,75,000	71,92,500
- Paresh Shashikant Shah	40,67,690	20,33,845	11,01,450
- Shantilal Shivji Vora	32,59,190	16,29,595	7,33,950
- Santosh Shantilal Vora	32,59,190	16,29,595	7,33,950
-Kanchan Shantilal Vora	16,14,690	8,07,345	7,33,950
Total	**3,25,50,760**	**1,62,75,380**	**1,04,95,800**

Details of shareholders holding more than 5% of aggregate shares capital (In terms of number of % holding)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Name of Shareholders	% Holding	% Holding	% Holding
-Dhanvallabh Ventures LLP	62.50%	62.50%	68.50%
- Paresh Shashikant Shah	12.49%	12.49%	10.49%
- Shantilal Shivji Vora	10.01%	10.01%	6.99%
- Santosh Shantilal Vora	10.01%	10.01%	6.99%
-Kanchan Shantilal Vora	4.96%	4.96%	6.99%
Total	**100%**	**100%**	**100%**

Details of promoters holding shares (No of share)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Name of Shareholders	**Number**	**Number**	**Number**
-Dhanvallabh Ventures LLP	2,03,50,000	1,01,75,000	71,92,500
- Shantilal Shivji Vora	32,59,190	16,29,595	7,33,950
- Santosh Shantilal Vora	32,59,190	16,29,595	7,33,950
Total	**2,68,68,380**	**1,34,34,190**	**86,60,400**

Details of promoters holding shares

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Name of Shareholders	% Holding	% Holding	% Holding
-Dhanvallabh Ventures LLP	62.50%	62.50%	68.50%
- Shantilal Shivji Vora	10.01%	10.01%	6.99%
- Santosh Shantilal Vora	10.01%	10.01%	6.99%
Total	**82.52**	**82.52**	**82.48**

▪ Promoters do not hold any class of shares other than stated above.

17 Other Equity **(Rs In Mn.)**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
a. Security Reserve	163.39	326.19	-	-
b. Retained Earning	515.91	225.61	780.82	281.24
Total, Other Equity	**679.30**	**551.80**	**780.82**	**281.24**

a. Security Reserve

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Opening Balance	326.19	-		
Add - Security premium during the year	-	340.99	-	-
Less - Bonus Issue during the year	(162.80)	(14.80)		
Closing Balance	**163.39**	**326.19**	**-**	**-**

b. Retained Earning

Particulars	March 31, 2023	March 31, 2022	March 31, 2021	March 31, 2020
Retained Earning				
Opening Balance (Surplus in Profit & Loss)	**225.61**	**780.82**	**281.24**	**223.56**
Add: Net Profit for the year	289.98	274.96	305.93	33.13
Add / (Less): Transactions in Current Capital Accounts **	-	(487.37)	193.65	24.56
Add / (Less): Transfer to secueity premium from partner's capital		(340.99)		
Less: Remeasurement (Loss) on defined benefit plan (net off tax)	0.32	(1.50)	-	-
Amount available for appropriation	**515.91**	**225.92**	**780.82**	**281.24**
Appropriation:				
Expenses incurred for issuance of Bonus Shares	-	(0.31)	-	-
Closing Balance	**515.91**	**225.61**	**780.82**	**281.24**

** The transactions in Partners Capital Accounts other than transfer of Profits have been shown in Adjustment in statement of Profit and Loss to make the Ind AS statements comparable

. The figures disclosed above are based on the restated summary of assets and liabilities of the company.

The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

18 **Borrowings**

18.1 **Non-current Borrowing as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Non-Current Liabilities-Financial Liabilities			
Borrowings-Non Current			
a- Secured			
TERM LOANS			
'- Foreign currency loan			
'- Indian currency loan- Bank of baroda*	-	-	2.74
b- Unsecured			
From Related Party			
'- Indian currency loan	594.00	594.00	-
c- Unsecured			
From Other Party			
'- Indian currency loan	-	-	-
Total	**594.00**	**594.00**	**2.74**

Terms and conditions:
Secured Loan
* Bank of Baroda

Lender	Nature of facility	Sanction Amount	Amount o/s as at 31-12-2022	Rate of Intere st	Repayment terms	Principle terms & conditions
Bank of Baroda	Vehicle loan	49,92,000.00	-	8.75%	Rs 80,316 and 84 Month	NA

vehicle loan from April 2019 to August 2021

18.2 **Current Borrowing as restated**

Particulars	As at March 31, 2023	March 31, 2022	March 31, 2021
Borrowings-Current			
Repayable on demand from Banks (secured)			
- Cash Credit Facility	-	12.81	-
Current Maturity of Long Term Debt (secured)			
- Indian currency loan	-	-	0.77
Total	**-**	**12.81**	**0.77**

Footnotes:

Working capital facilities from banks as at March 31, 2022 amounting to Rs. Nil (P.Y - 128.07 Lakhs) were secured by a first pari passu charge on the stock of raw materials, finished goods, stock in process, consumable stores ,book debts of the Company & Immovable Property - Factory Land & Building at L-13 , L-28 , L-28PT , L-29 and L-30 at MIDC Tarapur. These credit facilities carry average interest rates in the range of 6.50% to 9.50% (31 March, 2022: 6.50% to 9.50%).

The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

There are no material differences between the quarterly statements of stock filed by the company with banks and the books of accounts.

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

19 Lease Liability

19.1 **Non-current as restated**

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Lease Liability			
Lease Liability	6.42	2.67	0.58
Total	**6.42**	**2.67**	**0.58**

19.2 **Current as restated**

Particulars	As at March 31, 2023	March 31, 2022	March 31, 2021
		-	
Lease Liability	1.75	1.78	1.95
Total	**1.75**	**1.78**	**1.95**

Footnotes:

The Company has lease contracts for its office premises and godowns with lease term between 1 year to 3 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. The Company also has certain leases of office premises and godowns with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

The movement in lease liabilities during the year ended as follows:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Balance at the beginning	4.45	2.54	4.39
Additions	5.23	3.92	
Accretion of interest	0.52	0.18	0.34
Payment of lease liabilities	2.03	2.18	2.19
Balance at the end	**8.18**	**4.45**	**2.54**
Non-current	6.42	2.67	0.58
Current	1.75	1.78	1.95

The following are the amounts recognised in profit or loss:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Depreciation on right-of-use assets	1.65	1.77	1.76
Interest expense on lease liabilities	0.52	0.18	0.34
Expense relating to short-term leases	1.20	1.20	1.20
Total amount recognised in statement of profit and loss	**3.38**	**3.14**	**3.30**

20 Other financial liabilities as restated

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Other Financial Liabilities			
Security Deposit Received	9.61	9.61	9.61
Total	**9.61**	**9.61**	**9.61**

21 **Provisions**

21.1 **Non-current**

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision for Leave Salary	0.78		
Total amount recognised in statement of profit and loss	**0.78**	**-**	**-**

21.2 **Current**

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Provision			
Provision for Gratuity	- 0.46	-	-
Provision for Leave Salary	0.05	-	-
Provision for Bonus	1.59	1.56	1.26
Total	**1.18**	**1.56**	**1.26**

INCOME TAXES

22 **Deferred Tax**

Major components of deferred tax liabilities/(assets) arising on account of timing difference:

As at 31st March, 2023

Particulars	As on 1st April, 2022	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to Other Comprehensive Income	As on 31st March, 2023
Deferred tax liabilities, on account of:				
Difference between WDV of depreciable fixed assets as per the books of	2.80	4.88		7.69
Deferred tax assets, on account of:	-			-
Provision for expense allowed for tax purpose on payment basis (Net)	-	(4.95)		(4.95)
Remeasurement of the defined benefit plans through OCI	0.05	(0.32)		(0.27)
Difference in carrying value and tax base of investments in equity	-	4.09		4.09
Difference in Right-of-use asset and lease liabilities	0.10	-		0.10
Deferred tax expense/(benefit) for the year		**3.70**	**-**	**-**
Net Deferred tax liabilities	**2.96**			**6.66**

As at 31st March, 2022

Particulars	As on 1st April, 2021	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to Other Comprehensive Income	As on 31st March, 2022
Deferred tax liabilities, on account of:				
Difference between WDV of depreciable fixed assets as per the books of accounts and Income Tax Act, 1961	5.45	(2.65)		2.80
Deferred tax assets, on account of:	-			-
Provision for expense allowed for tax purpose on payment basis (Net)	-			-
Remeasurement of the defined benefit plans through OCI	-	0.05		0.05
Difference in carrying value and tax base of investments in equity instruments measured at FVTOCI	-			-
Difference in Right-of-use asset and lease liabilities	0.06	0.04		0.10
Deferred tax expense/(benefit) for the year	-	**(2.54)**	**-**	**-**
Net Deferred tax liabilities	**5.51**			**2.96**

As at 31st March, 2021

Particulars	As on 1st April, 2020	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to Other Comprehensive Income	As on 31st March, 2021
Deferred tax liabilities, on account of:				-
Difference between WDV of depreciable fixed assets as per the books of accounts and Income Tax Act, 1961	5.79	(0.34)		5.45
Deferred tax assets, on account of:				-
Provision for expense allowed for tax purpose on payment basis (Net)				-
Remeasurement of the defined benefit plans through OCI	-	-		-
Difference in carrying value and tax base of investments in equity instruments measured at FVTOCI	-			-
Difference in Right-of-use asset and lease liabilities	0.02	0.04		0.06
Deferred tax expense/(benefit) for the year		**(0.30)**	**-**	
Net Deferred tax liabilities	**5.81**			**5.51**

The major components of Income Tax Expense for the year:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
(i) Income tax recognised in the Statement of Profit and Loss			
Current tax:			
For current year	88.00	144.68	165
Deferred tax:			
For current year	3.38	(2.60)	(0.30)
Income tax expense recognised in the Statement of Profit and Loss	**91.38**	**142.08**	**164.30**
(ii) Income tax expense recognised in Other Comprehensive Income			
Deferred tax:			
Income tax (expense) /benefit on remeasurement of defined benefit plans	0.32	(0.05)	-
Income tax benefit / (expense) recognised in OCI	**0.32**	**(0.05)**	**-**

Reconciliation of tax expense and accounting profit for the year:

	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Profit before tax	**381.36**	**417.04**	470.23
Income tax expense calculated at 25.168% and partnership Rate 34.32%	95.98	116.65	161.38
Tax effect on non-deductible expenses	5.52	4.07	2.91
Effect of Income which is taxed at special rates	2.83	-	-
Effect of concessions (depreciation under income tax act)	(7.34)	8.55	-
Others	(8.99)	15.40	0.30
Total	**88.00**	**144.68**	**164.60**
Tax expense as per Statement of Profit and Loss	88.00	144.68	164.60
	-	- -	0.00

The tax rate used for reconciliation above is the corporate tax rate of 25.168% payable by corporate entities in India on taxable profits under Indian tax law and earier this is partnership firm rate applicable @34.32%

This rate is applicable subject to certain conditions, including that the total income should be computed without claiming specific deduction or exemptions.

23 DETAILS OF TRADE PAYABLES AS RESTATED

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Trade & Non-Trade Payables			
(a) Total Outstanding Dues of Micro enterprises and Small Enterprises; and	0.06	0.18	-
(b) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises	472.90	464.19	122.92
Total	**472.96**	**464.37**	**122.92**

(a) Principal amount remaining unpaid to any supplier	0.06	0.18	-
(b) Interest on (i)(a) above	-	-	-
The amount of interest paid along with the principal payment made to	-	-	-
Amount of interest due and payable on delayed payments	-	-	-
Amount of further interest remaining due and payable for the earlier years	-	-	-
Total outstanding dues of Micro and Small Enterprises	-	-	-
- Principal	0.06	0.18	-
- Interest			

* The disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 have been made in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the Company.

Trade payables ageing:

As at 31st March, 2023

Particulars	Outstanding for the following periods from due date of payment						
	Unbilled	Not Due	< 1 year	1 Year - 2 Years	2-3 Years	> 3 Years	TOTAL
(i) MSME	-	0.06	0	0			0.06
(ii) Others		471.77	0.67	0.26	0.20	0.00	472.90
(iii) Disputed Dues - MSME							
(iv) Disputed Dues - Others							
	-	**471.83**	**0.67**	**0.26**	**0.20**	**0.00**	**472.96**

As at 31st March, 2022

Particulars	Outstanding for the following periods from due date of payment						
	Unbilled	Not Due	< 1 year	1 Year - 2 Years	2-3 Years	> 3 Years	TOTAL
(i) MSME		0.179169					0.18
(ii) Others		462.57	1.22	0.33	0.03	0.04	464.19
(iii) Disputed Dues - MSME							
(iv) Disputed Dues - Others							
	-	**462.75**	**1.22**	**0.33**	**0.03**	**0.04**	**464.37**

As at 31st March, 2021

Particulars	Outstanding for the following periods from due date of payment						
	Unbilled	Not Due	< 1 year	1 Year - 2 Years	2-3 Years	> 3 Years	TOTAL
(i) MSME							
(ii) Others		121.56	0.73	0.37	0.24	0.02	122.92
(iii) Disputed Dues - MSME							
(iv) Disputed Dues - Others							
	-	**121.56**	**0.73**	**0.37**	**0.24**	**0.02**	**122.92**

24 OTHER FINANCIAL LIABILITIES AS RESTATED

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Other Financial Liabilities			
Creditors for Capital Goods	4.52	6.94	1.46
Salaries and Wages Payable	5.99	1.90	1.59
Outstanding Expenses	9.67	4.23	5.58
Total	**20.18**	**13.07**	**8.62**

25 OTHER CURRENT LIABILITIES AS RESTATED

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Other Current Liabilities			
Advance from customers	8.41	-	0.15
Statutory Dues	0.70	0.68	0.99
Total	**9.11**	**0.68**	**1.14**

26 CURRENT TAX LIABILITIES AS RESTATED

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Tax Liabilities (Net)			
Provision for Taxes (Net of Tax paid)	-	-	22.21
Total	**-**	**-**	**22.21**

27 DETAILS OF REVENUE FROM OPERATIONS AS RESTATED **(Rs In Mn)**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Revenue from Operations					
Sale of Manufactured Products	3,317.48	2,078.92	813.96	2,892.89	1,805.51
Sale of Traded Products	3.62	3.52	0.82	4.34	0.18
Other revenue from operation	18.00	9.00	9.00	18.00	18.00
Total	**3,339.10**	**2,091.44**	**823.79**	**2,915.23**	**1,823.69**
	-	-	-	-	-
Footnotes:	3,31,74,75,087.55	2,07,89,22,600.60		2,89,28,85,581.60	1,80,55,14,929.90

Reconciliation of revenue as per contract price and as recognised in the Statement of Profit and Loss:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Revenue as per contract price	3,339.10	2,091.44	823.79	2,915.23	1,823.69
Less: Discount	-	-	-	-	-
Revenue as per the Statement of Profit and Loss	3,339.10	2,091.44	823.79	2,915.23	1,823.69

Notes

In case of Domestic Sales, payment terms range from 60 days to 100 days based on geography and customers. In case of Export Sales these are either against documents at sight, documents against acceptance or letters of credit - 60 days to 120 days. There is no significant financing component in any transaction with the customers.

The Company does not provide performance warranty for products, therefore there is no liability towards performance warranty.
The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.

28 DETAILS OF OTHER INCOME AS RESTATED

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Interest Income					
Investments in debt instruments measured at fair value	0.06	0.03	0.03	0.06	0.08
Other financial assets carried at amortised cost	2.59	2.80	2.592455	5.39	3.615071
	2.65	**2.83**	**2.62**	**5.45**	**3.70**
Dividend Income					
Dividends from quoted equity investments measured at fair value through OCI	-	-	-	-	-
	-	**-**	**-**	**-**	**-**
Other Non-operating Income					
Net gains (Losses) on fair value changes through FVTPL	38.37	0.30	-	0.30	-
Foreign Exchange gain /(loss)	5.83	1.31	7.32	8.63	10.09
Insurance claims	-	-	0.96	0.96	-
Sale of Scrap	-	0.09	-	0.09	-
Miscellaneous Income	1.77	3.02	0.64	3.66	0.33
	45.97	**4.73**	**8.91**	**13.64**	**10.43**
Other Gains and Losses					
Net gain on sale of property, plant and equipment	-	0.40	-	0.40	-
	-	**0.40**	**-**	**0.40**	**-**
Total	**48.63**	**7.95**	**11.53**	**19.49**	**14.12**
	-	-	-	-	-

29 DETAILS OF COST OF MATERIAL CONSUMEDAS RESTATED

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Cost of Materials Consumed					
Raw Material					
Opening Stock (including goods-in-transit)	108.16	137.31	30.66	30.66	10.94
Add: Purchases	2,735.35	1,658.04	778.49	2,436.53	1,224.90
	2,843.51	**1,795.35**	**809.15**	**2,467.19**	**1,235.85**
Less: Closing Stock (including goods-in-transit)	78.74	108.87	137.31	108.87	30.66
	2,764.77	**1,686.48**	**671.84**	**2,358.32**	**1,205.18**
Packing Materials Consumed					
Opening Stock (including goods-in-transit)	0.60	0.67	1.23	1.23	0.17
Add: Purchases	7.65	3.90	1.44	5.34	4.60
	8.24	**4.57**	**2.67**	**6.57**	**4.78**
Less: Closing Stock (including goods-in-transit)	0.24	0.60	0.67	0.60	1.23
	8.00	**3.97**	**2.00**	**5.98**	**3.55**
TOTAL	**2,772.77**	**1,690.45**	**673.85**	**2,364.30**	**1,208.73**

30 Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress as restated

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Changes in Inventories of Finished Goods & Work in Progress					
Stock at the end of the year		-	-	-	-
Finished Goods	30.28	21.68	24.78	21.68	8.82
Work-in-Process	20.58	26.78	9.28	26.78	19.90
Total	**50.86**	**48.45**	**34.06**	**48.45**	**28.71**
Less : Stock at the beginning of the year					
Finished Goods	21.68	24.78	8.82	8.82	20.95
Work-in-Process	26.78	9.28	19.90	19.90	6.50
	48.45	**34.06**	**28.71**	**28.71**	**27.45**
(Increase)/decrease in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	**-2.41**	**-14.39**	**-5.34**	**-19.74**	**-1.27**

31 **Purchase of stock in trade**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Purchase of stock in trade	2.83	3.22	0.38	3.60	0.1056
	2.83	**3.22**	**0.38**	**3.60**	**0.11**

32 **DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Employee Benefits Expense					
Salaries & Wages	41.19	20.64	7.12	27.76	24.20
Contribution to Provident and Other Funds	3.32	1.25	1.23	2.48	2.48
Staff welfare expenses	1.62	0.40	0.00	0.40	0.40
TOTAL	**46.13**	**22.29**	**8.35**	**30.64**	**27.08**

A. Defined benefit plans

(ii) Post-employment benefits (Gratuity)

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognized funds in India. The company maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, salary risk and longevity risk.

(i) Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit.

(ii) Interest risk: A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the value of plan's debt investments.

(iii) Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

(iv) Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Details of defined benefit obligations and plan assets (Gratuity)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Change in defined benefit obligations:		
Obligation at the beginning of the year	9.12	7.86
Current Service Cost	0.45	0.32
Interest Cost	0.66	0.54
Acturial (Gain)/Loss	(0.65)	1.46
Benefits Paid	(1.40)	(1.06)
Obligation at the end of the year	**8.18**	**9.12**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Change in plan assets:		
Fair value of plan assets at the beginning of the year	9.20	7.77
Interest income	0.67	0.53
Remeasurement gain/(loss) excluding amount included within employee benefit expense	(0.01)	0.01
Contributions by the Employer	0.19	1.95
Benefits Paid	(1.40)	(1.06)
Fair value of plan assets at the end of the year	**8.64**	**9.20**

Amounts recognised in the balance sheet consist of:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Present Value of Obligation	8.18	9.12
Fair Value of Plan Assets	(8.64)	(9.20)
	(0.46)	**(0.08)**
Recognised as:		
Provision for Gratuity (non-current)	-	-
Provision for Gratuity (current)	(0.46)	(0.08)

Expense/(gain) recognised in the statement of profit and loss consists of:

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Employee benefits expenses:		
Current service cost	0.45	0.32
Net interest expense	(0.01)	0.01
	0.45	**0.33**
Other comprehensive income		
Return on plan assets excluding amount included in employee benefits expense	0.01	(0.01)
Actuarial (gain)/loss arising from changes in experience adjustments	(0.65)	1.46
	(0.64)	**1.45**
Expense/(gain) recognised in the statement of profit and loss	**(0.19)**	**1.77**

The major categories of plans assets are as follows:

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Asset category		
Insurance fund	8.64	9.20
Total	**8.64**	**9.20**

Key assumptions used in the measurement of retiring gratuity is as below:

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Financial Assumptions:		
Discount Rate	7.50%	7.50%
Rate of escalation in Salary	5.50%	5.50%
Demographic Assumptions:		
Rate of Employee Turnover	3.00%	3.00%
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Maturity profile of projected benefit obligation (from fund) :

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
1st following year	0.53	1.61
2nd following year	1.07	0.66
3rd following year	0.63	1.05
4th following year	0.72	0.58
5th following year	0.76	0.67
Sum of year 6 To 10	4.00	4.17
Sum of year 6 To 10	7.00	6.63

Footnotes

(i) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other

(ii) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(iv) There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(v) The Company is expected to contribute Rs. 1.92 Lakhs (PY Rs 19.48 lakhs) to defined benefit plan obligations funds for the year ended March 31, 2023.

(vi) Expected return on assets is determined by multiplying the opening fair value of the plan assets by the expected rate of return determined at the start of the annual reporting period, taking account of expected contributions & expected settlements during the reporting period.

(vii) The Weighted Average Duration of the Plan works out to 8 years.

(viii) Asset Liability matching strategy:

The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance Company. The insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy. There is no compulsion on the part of the Company to fully prefund the liability of the Plan.

B. Defined contribution plans

Provident Fund

The company has certain defined contribution plans. Contributions are made to provident fund 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 recognized during the period towards defined contribution plan are Rs 16.84 lakhs (PY Rs 13.14 lakhs).

33 **DETAILS OF FINANCE COSTS AS RESTATED**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Interest Expense	2.01	0.15	0.40	0.55	17.50
Interest on finance lease obligations	0.52	0.09	0.09	0.18	0.34
TOTAL	**2.54**	**0.24**	**0.49**	**0.73**	**17.84**

Note: Finance costs incurred on various projects being qualifying assets is capitalised in accordance with Ind AS 23.

On adoption of Ind AS 116 Leases, the Company has recognised Right-of-use assets and created lease obligation representing present value of future minimum lease payments.

34 **DETAILS OF DEPRECIATION AND AMORTIZATION AS RESTATED**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Depreciation on property plant and equipment	13.98	15.14	7.99	23.13	24.31
Depreciation on Right-of-use assets	1.65	1.03	0.74	1.77	1.76
TOTAL	**15.63**	**16.18**	**8.72**	**24.90**	**26.07**

35 DETAILS OF OTHER EXPENSES AS RESTATED 0

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Manufacturing and Operating Costs					
Consumption of stores and spare parts	1.27	0.25	0.36	0.62	1.03
Consumption of Power & Steam	72.60	32.35	10.57	42.93	30.98
Water & Drainage Charges	1.11	0.78	0.06	0.84	0.67
Repairs & Maintenance-					
- Plant & Machinery	12.92	5.54	3.99	9.53	13.35
- Building	3.17	2.55	1.68	4.22	1.83
Insurance Charges	1.47	0.34	1.04	1.39	0.79
Labour Charges	21.80	10.56	4.70	15.26	14.90
Weighing Charges	0.09	0.05	0.02	0.07	0.07
Rent Paid	0.21	-	-	-	-
Analytical Fees	0.23	0.15	0.14	0.29	0.27
Lab Expenses	2.07	0.50	0.28	0.78	0.59
Loading & Unloading charges	0.24	0.22	0.09	0.31	0.21
Safety & Security Charges	0.62	0.34	0.15	0.48	0.43
Professional Fees	4.60	3.43	(0.36)	3.08	4.76
Auditor's Remuneration	0.46	0.30	-	0.30	-
Effluent Treatment Plant Charge	2.11	1.46	0.57	2.03	1.81
Commission and Incentives on sales	17.93	11.66	1.02	12.68	6.29
Freight Charges	11.18	4.82	2.50	7.32	8.32
Sundry Balance writeoff	2.20	1.67	-	1.67	-
Motor Car Expenses	0.50	0.40	0.14	0.54	-
Other Expenses	12.09	1.95	6.94	8.90	2.72
TOTAL	**168.87**	**79.33**	**33.91**	**113.24**	**89.02**

Footnotes:

35.1 **Details of payments to Auditors (excluding GST)**

particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
for Statutory Audit	0.15	0.15	-	0.15	-
for Other Services - Certification	0.30	0.15	-	0.15	-
Total payment to auditors	**0.46**	**0.30**	**-**	**0.30**	**-**

*Note : The following is the break-up of Auditor's remuneration (excluding input credit / GST availed, if any)

36 **OTHER FINANCIAL INFORMATION AS RESTATED**

36.1 **Reconciliation of restated net worth and return on restated net worth & Reconciliation of net asset value per equity share**

particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Restated PAT as per statement of profit & loss (Rs. In lacs) (For Basic EPS purpose) (A)	289.98	227.42	47.54	274.96	305.93
Restated Earnings before Interest, Tax, Depreciation and Amortisation	350.91	310.54	112.64	423.18	500.02
Weighted average number of Equity Shares for Basic Earnings Per Share* (nos.) (Previous year numbers include Bonus Shares issued during current year)	3,25,60,000	2,88,96,164	2,82,60,000	2,88,96,164	2,82,60,000
Weighted average number of Equity Shares for Diluted Earnings Per Share** (nos.) (Previous year numbers include Bonus Shares issued during current year)	3,25,60,000	2,88,96,164	2,82,60,000	2,88,96,164	2,82,60,000
Basic Earnings Per Share (in Rs)	8.91	7.87	1.68	9.52	10.83
Diluted Earnings Per Share (in Rs)	8.91	7.87	1.68	9.52	10.83

36.2 **Number of Shares for Computation of EPS - Numbers**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Basic and Diluted EPS (in Nos)					
Existing (Nos)	1,62,80,000	1,05,00,000	1,05,00,000	1,05,00,000	1,05,00,000
Right issue share	-	6,36,164	-	6,36,164	-
Total Number of shares after conversion	**1,62,80,000**	**1,11,36,164**	**1,05,00,000**	**1,11,36,164**	**1,05,00,000**
Bonus Issue in Previous year	-	14,80,000	14,80,000	14,80,000	14,80,000
Bonus Issue in current year	1,62,80,000	1,62,80,000	1,62,80,000	1,62,80,000	1,62,80,000
Total Number of shares after Bonus issue	**3,25,60,000**	**2,88,96,164**	**2,82,60,000**	**2,88,96,164**	**2,82,60,000**

Contingent Liabilities and Commitments (To the extent not provided for)

37 **Contingent Liabilities**

particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Claims against the Company not acknowledged as debts					
GST matters	-	-	-	-	-
Income tax matters	-	-	-	-	-
Labour laws related matters (ESIC)	-	-	-	-	-
Others- Bank guarantees	0.30	-	-	-	-
Total	**0.30**	**-**	**-**	**-**	**-**

38 **Commitments**

particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3.94	8.74	-	8.74	-
Letters of Credit and Bank guarantees issued by bankers towards procurement of good, services and other statutory bodies and outstanding as at year end	-	-		-	-
Total	**3.94**	**8.74**	**-**	**8.74**	**-**

39 **Segment Information**

The operating segments have been reported in a manner consistent with the internal reporting provided to the Board of Directors, who are the Chief Operating Decision Makers (CODM). The board responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. pharmaceuticals.

(a) -Revenue from Type of Product and Services

There is only one operating segment of the Company which is based on nature of product. Hence the revenue from external customers shown under geographical information is representative of revenue based on product and services.

(b) -Geographical Information

particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022**			For the year ended 31st March, 2021
		16th August 2021 to March 2022	1st April 2021 to 15th August 2021	For the year ended 31st March, 2022	
Segment Revenue - External Turnover				-	
Within India	3,326.06	2,077.68	820.19	2,897.86	1,817.62
Outside India	13.04	13.77	3.60	17.37	6.07
Total	**3,339.10**	**2,091.44**	**823.79**	**2,915.23**	**1,823.69**
Non-Current Assets*					
Within India	307.17	242.82	242.82	242.82	203.85
Outside India					
Total	**307.17**	**242.82**	**242.82**	**242.82**	**203.85**

* includes property plant and equipment, intangible assets, capital work-in-progress and other non-financial non-current assets.

	-	-	-	-	-

40 **Related Party Transactions**

Disclosure on Related Party Transactions as required by Ind AS 24 - Related Party Disclosures is given below:

Holding

Name of holding	**Relation**
Dhanvallabh Ventures LLP	Holding
Valiant Organics Limited	Ultimate holding
Valiant Advanced Sciences Private limited	Subsidiary company

Subsidiaries (where control exists):

	Name of the entity	Country of Incorporation	% of Holding as at 31-03-2023	% of Holding as at 31-03-2022	% of Holding as at 31-03-2021
(i)	Valiant Advanced Sciences Private limited	India	100.00%	0.00%	0.00%

(a) **Key Managerial Personnel:**

Name	Designation
Mr Santosh Vora	Managing Director
Mr Shantilal Vora	Non Executive Director
Mr Paresh Shah	Executive Director & Chief Financial Officer
Mrs. Sonal Vira	Independent Director
Mr Velji K Gogri	Independent Director
Mr Sandeep Gupta - effective from 23rd Feb, 2023	Non Executive Director
Ms Saloni Mehta	Company Secretary

(b) **Other entities where significant influence exist:**

(i) Post employment-benefit plan entity:

The Trustee Valiant Laboratories Limited Employee Group Gratuity Fund

Compensation of key management personnel of the Company: (Rs In Mn.)

		March 31, 2023	March 31, 2022	March 31, 2021
(i)	Short-term employee benefits	5.96	2.73	1.23
(ii)	Post-employment benefits#	-	-	-
(iii)	Director Sitting fees	0.16	0.30	-
Total compensation paid to key management personnel		**6.12**	**3.03**	**1.23**

Excluding

Details of transactions with and balances outstanding with related parties (Companies / body corporates)

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Dhanvallabh Ventures LLP	Investment (Share Capital)	-	-	101.75	-	-	-
	Investment Unsec Loan)	-	486.16	589.22	486.16	-	-
	Partner Capital	-	-	-	-	20.00	577.26
Aarti Industries Limited	Rent Received	-	-	3.54	-	21.24	1.77
	Sale of Goods	-	-	5.31	-	13.00	
	Purchase of Goods	-	-	5.11	-	16.91	0.77
	Deposit	-	-	-	-	9.61	9.61
	Others - Reimbursement	-	-	9.07	-	27.86	
Aarti Pharma Lab Limited	Rent Received	21.24	6.32	17.70	-	-	-
	Sale of Goods	2.44	-	-	-	-	-
	Purchase of Goods	41.95	-	20.83	1.59	-	-
	Deposit	-	9.61	-	9.61	-	-
	Others - Reimbursement	39.45	-	18.18	-	-	-
Valiant organics limited	Purchase of Goods	2,264.69	460.49	917.55	444.60	29.38	21.88
Valiant Advanced Sciences Private limited	Investment (Share Capital)	0.10	-	-	-	-	-
	Investment Unsec Loan)	323.33	323.33	-	-	-	-

Details of transactions with and balances outstanding of Key Managerial Personnel (KMP) / Close Family Memberof Key Managerial Personnel:

	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Mr Santosh Vora	Remuneration	1.20	0.10	0.57	-	0.57	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	36.00	102.87	36.00	-	-
Mr Shantilal vora	Commission to Director	1.43	1.43	-	-	-	-
	Sitting Fees	0.05	0.00	0.10	0.10	-	-
	Remuneration	-	-	0.66	-	0.66	-
	Unsecured Loan	-	35.89	102.87	35.89	-	-
Mr Paresh Shah	Remuneration	1.50	0.13	0.66	-	0.66	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	35.94	102.86	35.94	-	-
Mrs. Sonal Vira	Sitting Fees	0.05	0.01	0.10	0.10	-	-
Mr Velji K Gogri	Sitting Fees	0.05	0.01	0.10	0.10	-	-
Ms Saloni Mehta	Salary	0.40	0.04	1.50	-	-	-

Details of transactions with and balances outstanding of Entities Controlled/Significantly influenced by Directors/Close Family Members of Directors:

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Balance as on 31.03.2023	Transaction value	Balance as on 31.03.2022	Transaction value	Balance as on 31.03.2021
The Trustee Valiant Laboratories Limited Employee Group Gratuity Fund	Contribution to the Gratuity Funds	0.19	8.64	1.95	9.20	1.53	7.67

Notes

41 Financial Instruments - Accounting Classification and Fair values

Disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures"

Category-wise classification for applicable financial assets:

(Rs In Mn.)

	Current/ Non-Current	As at 31st March'2023				As at 31st March'2022				As at 31st March'2021			
		Carrying Amount	Fair Value			Carrying Amount	Fair Value			Carrying Amount	Fair Value		
			Level 1	Level 2	Level 3		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets													
Financial assets measured at cost													
Investment in Subsidiaries	Non-Current	0.10	N.A	N.A	N.A	-	N.A	N.A	N.A	-	N.A	N.A	N.A
Financial assets measured at amortised cost													
Security Deposits	Non-Current	7.02	N.A	N.A	N.A	6.10	N.A	N.A	N.A	5.96	N.A	N.A	N.A
Trade Receivables	Current	885.68	N.A	N.A	N.A	1,107.69	N.A	N.A	N.A	424.97	N.A	N.A	N.A
Balance with Banks	Current	3.21	N.A	N.A	N.A	0.11	N.A	N.A	N.A	0.69	N.A	N.A	N.A
Cash on hand	Current	0.55	N.A	N.A	N.A	1.20	N.A	N.A	N.A	38.69	N.A	N.A	N.A
Other Fixed Deposits	Current	0.80	N.A	N.A	N.A	200.00	N.A	N.A	N.A	150.00	N.A	N.A	N.A
Loans to employees	Current	0.70	N.A	N.A	N.A	0.01	N.A	N.A	N.A	0.21	N.A	N.A	N.A
Other Receivables	Current	7.22	N.A	N.A	N.A	7.30	N.A	N.A	N.A	80.48	N.A	N.A	N.A
		905.30				**1,322.42**				**700.99**			
Financial assets measured at fair value through other comprehensive income (FVTOCI)													
Investments in Equity Shares	Non-Current	-	-	-	-	-	-	-	-	-	-	-	-
Investments in Equity Shares	Current	340.19	340.19	-	-	4.02	4.02	-	-	-	-	-	-
		340.19	**340.19**	**-**	**-**	**4.02**	**4.02**	**-**	**-**	**-**			
Total Financial Assets		**1,245.48**	**340.19**	**-**	**-**	**1,326.44**	**4.02**	**-**	**-**	**700.99**			
Financial Liabilities													
Financial liabilities measured at amortised cost													
Long term borrowings - Term Loans from Banks	Non-Current	-	N.A	N.A	N.A	-	N.A	N.A	N.A	2.74	N.A	N.A	N.A
Unsecured Loans	Non-Current	594.00	N.A	N.A	N.A	594.00	N.A	N.A	N.A	-	N.A	N.A	N.A
Long-term maturities of lease obligations	Non-Current	6.42	N.A	N.A	N.A	2.67	N.A	N.A	N.A	0.58	N.A	N.A	N.A
Short term borrowings - Working capital loans from Banks	Current	-	N.A	N.A	N.A	12.81	N.A	N.A	N.A	0.77	N.A	N.A	N.A
Trade Payables			N.A	N.A	N.A								
- Due to Micro, Small and Medium Enterprises	Current	0.06	N.A	N.A	N.A	0.18	N.A	N.A	N.A	-	N.A	N.A	N.A
- Due to Others	Current	472.90	N.A	N.A	N.A	464.19	N.A	N.A	N.A	122.92	N.A	N.A	N.A
Creditors for Capital Goods	Current	4.52	N.A	N.A	N.A	6.94	N.A	N.A	N.A	1.46	N.A	N.A	N.A
Current maturities of finance lease obligations	Current	1.75	N.A	N.A	N.A	1.78	N.A	N.A	N.A	1.95	N.A	N.A	N.A
Other Current Liabilities	Current	15.66	N.A	N.A	N.A	6.13	N.A	N.A	N.A	7.17	N.A	N.A	N.A
Total Financial Liabilities		**1,095.33**				**1,088.70**	**-**	**-**	**-**	**137.59**			

Fair value hierarchy

Level 1 : Hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments

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

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level followed is given in the table above.

42 Financial risk management objectives and policies

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's Risk Management framework. The Board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's Risk Management policies. The Committee reports regularly to the Board of Directors on its activities.

The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, trade receivables and other receivables and financial liabilities comprise mainly of borrowings, trade payables and other payables.

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses derivative financial instruments, such as cross currency swaps and interest rate swaps to hedge foreign currency risk and interest rate risk exposure . Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

A. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, investments, trade payables, trade receivables and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate due to changes in market interest rates. Company's interest rate risk arises from borrowings.

The following table demonstrates the sensitivity on the Company's profit before tax, to a reasonably possible change in interest rates of variable rate borrowings on that portion of loans and borrowings affected, with all other variables held constant:

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following impact on Profit before Tax

	March 31, 2023	March 31, 2022	March 31, 2021
Outstanding Borrowing Amount - Variable	-	12.81	0.77
50 BPS increase would (decrease) the Profit before Tax by	-	0.06	0.00
50 BPS decrease would increase the Profit before Tax by	-	(0.06)	(0.00)

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts in several currencies and consequently the Company is exposed to foreign exchange risk through its sales outside India, and purchases from overseas suppliers in various foreign currencies. The company also has borrowings in foregin currency. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates / depreciates against these currencies. Foreign currency exchange rate exposure is partly balanced by purchase of raw materials and services in the respective currencies.

As at the end of the reporting period, the carrying amounts of the material foreign currency denominated monetary assets and liabilities (Rs In Mn.)

	As at March 2023		As at March 2022		As at March 2021	
	Amount in foreign currency - USD	Amount in Rupees- INR	Amount in foreign currency - USD	Amount in Rupees- INR	Amount in foreign currency - USD	Amount in Rupees- INR
Liabilities						
United States Dollar (USD)	-	-	-	-	-	-
		-		-	-	-
Assets						
United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44
	0.48	**39.07**	**0.85**	**64.66**	**1.04**	**76.44**
Net foreign currency denominated monetory liability/(asset)						
United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44
Foreign exchange derivatives						
USD (Hedged) - Currency swaps against foreign currency	-	-	-	-	-	-
Net foreign currency denominated monetory liability/(asset) (unhedged)						
United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44

Foreign Currency Risk Sensitivity

The following tables demonstrate foreign currency sensitivity on unhedged exposure (1% increase / decrease in foreign exchange rates will have the following impact on profit before tax).

	FY 2022-23		FY 2021-22		FY 2020-21	
	+ 100 BPS	- 100 BPS	+ 100 BPS	- 100 BPS	+ 100 BPS	- 100 BPS
United States Dollar (USD)	0.39	(0.39)	0.65	(0.65)	0.76	(0.76)

(iii) Equity Price Risk

The Company's investments in listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company's Board of Directors reviews and approves all equity investment decisions.

The following table summarises the sensitivity to change in the price of equity securities held by the Company on the Company's Equity and OCI. These changes would not have an effect on profit or loss.

Particulars	Impact on other components of equity	Impact on other components of equity (OCI)	Impact on other components of equity
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
5% increase	17.01	0.20	-
5% decrease	17.01	0.20	-

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily for trade receivables and deposits with banks and other financial assets. The Company ensures that sales of products are made to customers with appropriate creditworthiness. Outstanding customer receivables are regularly monitored by the management. An impairment analysis is performed at each reporting date on an individual basis for major customers. Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks.

Refer footnotes (d) and (e) below note no. 7 for ageing of trade receivables and movement in credit loss allowance.

C. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its financial obligations without incurring unacceptable losses. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company have access to undrawn lines of committed borrowing/facilities. The Company invests its surplus funds in bank fixed deposits and in mutual funds, which carry no or low market risk. The company consistently generates sufficient cash flows from operations or from cash and cash equivalents to meet its financial obligations including lease liabilities as and when they fall due.

(i) Financing arrangements

	March 31, 2023	March 31, 2022	March 31, 2021
Secured borrowing facilities			
- Amount used	-	12.81	3.51
- Amount unused	520.00	180.44	197.00
Total	**520.00**	**193.25**	**200.51**

(ii) Maturity profile of financial liabilities

Particulars	March 31, 2023			March 31, 2022			March 31, 2021		
	Less than 1 year	Between 1 to 5 years	Over 5 years	Less than 1 year	Between 1 to 5 years	Over 5 years	Less than 1 year	Between 1 to 5 years	Over 5 years
As on 31st March, 2022									
Borrowings	-	594.00	-	12.81	594.00	-	0.77	2.74	-
Lease Liabilities	1.75	6.42	-	1.78	2.67	-	1.95	0.58	-
Trade Payables	472.96	-	-	397.24	-	-	122.92	-	-
Other Financial Liabilities	20.18	-	-	7.69	-	-	8.62	-	-
	494.90	**600.43**	**-**	**419.52**	**596.67**	**-**	**134.27**	**3.33**	**-**

D. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value, safeguard business continuity and support the growth of the Company. The Company manages its capital structure and makes suitable adjustments in light of changes in economic conditions.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company includes within net debt outstanding liabilities towards Borrowings, obligations towards lease less cash and cash equivalents, other unrestricted balances with banks and current investments.

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Borrowings - Current and Non-Current	594.00	606.81	3.51
Long-term maturities of Lease obligations	6.42	2.67	0.58
Current maturities of Lease obligations	1.75	1.78	1.95
Less: cash and cash equivalent	(3.76)	(1.31)	(39.37)
Less: other balances with banks	(0.80)	(200.00)	(150.00)
Less: current investments	(340.19)	(4.02)	-
Net Debts	**257.43**	**405.93**	**(183.33)**
Total Equity	1,004.90	714.60	885.82
% Net debt to equity ratio	**25.62%**	**56.81%**	**-20.70%**

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

To,
The Board of Directors
Valiant Laboratories Limited
104, Udyog Kshetra, Mulund Goregoan Link Road,
Mulund west, Mumbai-400080

Dear Sirs,

1. This report is issued in accordance with the terms of our engagement letter dated 30th January 2023.

2. We have examined the attached Restated Ind AS Consolidated Financial Information of Valiant Laboratories Limited (the "Company" or "Issuer") and its subsidiary (collectively "the Group") comprising the Restated Ind AS Consolidated Financial of Assets and Liabilities as at 31 March 2023, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity and the Restated Cash Flow Statement for the year ended 31 March 2023, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 23 May 2023 for the purpose of inclusion in the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus"), (RHP and Prospectus, collectively the "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Company's Board of Directors are responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the RHP to be filed with Securities and Exchange Board of India **(the "SEBI")**, BSE Limited and National Stock Exchange of India Limited **(collectively, with BSE Limited, the "Stock Exchanges")** in connection with the IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Note 2.1 to the Restated IndAS Consolidated Financial Information. The responsibility of the respective board of directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated IndAS Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that

the Group complies with the Act, ICDR Regulations and the Guidance Note read with SEBI Communication, as applicable.

4. We have examined such Restated IndAS Consolidated Financial Information taking into consideration:
   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 30 January 2023 in connection with the proposed IPO of equity shares of the Issuer;

   b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d. The requirements of Section 26 of the company Act 2013 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 read with SEBI Communication, as applicable in connection with the IPO.

   e. 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 of equity shares of the Company.

5. These Restated Consolidated Financial Information have been compiled by the management from Audited consolidated financial statements of the Group as at and for the year ended 31 March 2023 prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 23 May 2023.

6. For the purpose of our examination, we have relied on Auditors’ reports issued by us dated 15 May 2023 on the consolidated financial statements of the Group as at and for the year ended 31 March 2023 as referred in Paragraph 4 above.

7. As indicated in our audit reports referred above:

   a. We did not audit the financial statements of a subsidiary, whose share of total assets, net assets, total revenue and net cash flows included in the audited consolidated financial statements for the relevant year is tabulated below, which have been audited by Rishabh S Vora & Co, Chartered Accountant; and whose reports have been furnished to us by the Company’s management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the reports of the Other Auditor:

(₹ in million)

Particulars	**As at and for the year ended 31 March 2023**
Total assets	325.53
Net assets	187.84
Total revenue	NIL
Net cash inflow/ (outflow)	88.53

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditor.

Details of entity audited by another auditor:

Name of the entity	**Auditor**	**Period covered – for the year ended**	**Date of audit report**
Rishabh S Vora & Co	Rishabh S Vora	FY 2022-23	24-04-2023

8. The Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information as under:

   a) There have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended 31 March, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March, 2023;

   b) Do not require any adjustment for modification as there is no modification in the underlying audit reports; and

   c) There have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. 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.

10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 4 above.

11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors for inclusion in the RHP to be filed with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited 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 Raman S Shah & Co,
Chartered Accountants

CA RAMAN S SHAH
Proprietor
FRN No.: 111919W
Membership No: 033272
Place: Mumbai
Date: 29th August 2023
UDIN: 23033272BGUQCX4604

Valiant Laboratories Limited

Consolidated Balance Sheet as at March 31, 2023

Rs in Mn

Particula		Note No.	As at March 31, 2023
I.	**ASSETS**		
	Non-current assets		
	(a) Property, Plant and Equipment	4	472.90
	(b) Right to Use assets	5	8.28
	(c) Capital work-in-progress	4	6.80
	(d) Other Intangible Assets		-
	(e) Goodwill on consolidation		-
	(f) Financial Assets		
	(i) Other Investments	6A	-
	(ii) Other Financial Assets	7A	12.35
	(g) Other non-current assets	8A	123.54
	Total Non-Current Assets		**623.87**
	Current assets		
	(a) Inventories	9	130.42
	(b) Financial Assets		
	(i) Investments	6B	340.19
	(ii) Trade Receivables	10	885.68
	(iii) Cash and Cash Equivalents	11	12.62
	(iv) Bank Balances Other than Cash & Cash Equivalents	12	0.80
	(v) Loans	13	0.70
	(v) Other Financial Assets	7B	7.22
	(c) Other Current Assets	8B	109.20
	(d) Current Tax Assets (Net)	14	18.95
	Total Current Assets		**1,505.79**
	TOTAL ASSETS		**2,129.66**
II.	**EQUITY AND LIABILITIES**		
	EQUITY		
	(a) Equity Share Capital	15	325.60
	(b) Other Equity	16	679.31
	(c) Non Controlling Interests		-
	Total Equity		**1,004.91**
	LIABILITIES		
	Non-Current Liabilities		
	(a) Financial Liabilities		
	- Borrowings	17A	594.00
	- Lease Liabilities	18A	6.42
	- Other non financial liabilities	19	9.61
	(b) Provisions	20A	0.78
	(c) Deferred Tax Liabilities (net)	21	6.66
	Total non-current liabilities		**617.49**
	Current liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	17B	-
	(ii) Lease Liabilities	18B	1.75
	(iii) Trade Payables	22	
	Enterprises; and		0.06
	B) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises		472.90
	(iii) Other Financial Liabilities	23	20.95
	(b) Other Current Liabilities	24	10.42
	(c) Provisions	20B	1.18
	(d) Current Tax Liabilities (Net)		-
	Total Current Liabilities		**507.26**
	TOTAL EQUITY AND LIABILITIES		**2,129.66**

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

The above statement of Balance Sheet should be read in conjunction with the accompanying notes.
Previous Year's figures are regrouped / rearranged wherever required.
As per our report of even date attached

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

Ms. Saloni Mehta
Company secretary
ICSI - A65706

Valiant Laboratories Limited

Statement of Consolidated Profit and Loss for the year ended March 31, 2023

Rs in Mn

	Particulars	Note No.	For the Period Ended 31-Mar-2023
I	Revenue from operations	25	3,339.10
II	Other income	26	48.63
III	**Total Revenue (I + II)**		**3,387.72**
IV	**Expenses**		
	Cost of materials consumed	27	2,772.77
	Purchase of stock-in-trade	28	2.83
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(2.41)
	Employee benefits expense	30	46.13
	Finance costs	31	2.54
	Depreciation, Amortization and Impairment Expenses	32	15.63
	Other expenses	33	168.87
IV	**Total Expenses**		3,006.36
V	**Profit before tax (III - IV)**		381.36
VI	Tax expense:		
	Current tax		88.00
	(Excess) / Short Provision of earlier year		-
	Deferred tax charge / (credit)		3.38
	Total tax Expense		91.38
VII	**Profit for the year (V - VI)**		289.98
VIII	**Other comprehensive income:**		
a)	Items that will not be reclassified to profit or loss in subsequent year		
	Re-measurement of the net defined benefit plan		0.64
	Fair value changes of various Financial intruments		-
	(ii) Income tax relating to items that will not be reclassified to profit & loss		
	Re-measurement of the net defined benefit plan		(0.32)
	Tax on various Financial intruments		-
	Fair value changes of various Financial intruments		-
VIII	**Total other comprehensive income / (loss) for the year, net of tax**		**0.32**
IX	**Total comprehensive income for the year (VII + VIII)** **(Total of profit and other comprehensive income for the year)**		**290.30**
	Profit for the year		
	Attributable to:		
	Non-controlling interests		-
	Owners of the Parent		289.98
			(0)
	Total other comprehensive income for the year		
	Attributable to:		
	Non-controlling interests		-
	Owners of the Parent		290.30
			0
	Earnings per equity share of Rs. 10/- each (Previous Year: Rs. 10/- each)	**34**	
	(1) Basic		8.91
	(2) Diluted		8.91

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

Previous Year's figures are regrouped / rearranged wherever required.

As per our report of even date attached.

Our Valiant advance science private limited are incorporate dated 8th July 2022 so previous year figure are not available

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

Ms. Saloni Mehta
Company secretary
ICSI - A65706

Valiant Laboratories Limited

Consolidation Cash Flow Statement As on March 31, 2023

Rs in Mn

Particulars	As on March 31, 2023
(A) Cash Flow from Operating Activities	
Net Profit Before Tax	381.36
Adjustments	
Finance Cost	2.54
Depreciation and Amortization and Impairment Expense	15.63
Interest Income	2.61
Operating Profit Before Working Capital Changes	**396.93**
Adjustments	
Add/(Less):	
(Increase) / Decrease in Trade Receivables	222.01
(Increase) / Decrease in Inventories	27.61
(Increase) / Decrease Loans	(6.93)
(Increase) / Decrease other Current Assets	2.39
(Increase) / Decrease other non-Current Assets	(43.72)
Increase / (Decrease) in Trade Payable	80.24
Increase / (Decrease) in Provisions	(1.04)
Increase / (Decrease) in Other Current Liabilities	9.73
Increase / (Decrease) in Financial Liabilities	(38.70)
Cash Generated from Operation	**648.51**
Direct Taxes Paid	(88.00)
Net Cash From Operating Activities (A)	**560.51**
(B) Cash Flow From Investing Activities	
Acquisition of Property, Plant and Equipment and CWIP (net)	(376.81)
Bank Balances not considered as Cash and Cash Equivalents	199.20
Investment in mutual fund	(336.17)
Capital Goods	(38.17)
Interest Income	0.26
Net Cash from Investing Activities (B)	**(551.68)**
(C) Cash Flow From Financing Activities	
Proceeds / (Repayment) from Short Term Borrowings	(12.81)
Proceeds / (Repayment) from Long Term Borrowings	(0.00)
Payment for Short Term Lease Liability	3.72
Interest Paid	(0.25)
Net Cash from /(Used) in Financing Activities (C)	**(9.34)**
Net Increase / (Decrease): in Cash and Cash Equivalents (A+B+C)	(0.51)
Opening Balance of Cash and Cash Equivalents	13.13
Closing Balance of Cash and Cash Equivalents	**12.62**

1. The above statement of Cash Flows should be read in conjunction with the accompanying
2. Previous Year's figures are regrouped / rearranged wherever required.
3. Figures in brackets indicate cash outgo.
4. The above Cash Flow Statement has been prepared under "Indirect Method" set out in Ind
5. Cash flows from operating activities include Rs. 62.91 lakhs being expenses towards

6. Cash and Cash Equivalents comprises of:

Particulars	As on March 31, 2023
a. Cash on Hand	0.72
b. Balances with Banks	11.90
Total	**12.62**

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

As per our report of even date attached.

For Raman S Shah & Co

Chartered Accountants
(Firm Regn No. 111919W)

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

For Valiant Laboratories Limited

Mr. Santosh Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Ms. Saloni Mehta
Company secretary
ICSI - A65706

Valiant Laboratories Limited
Consolidation Statement of Changes in Equity
for the year ended on March 31, 2023

A. Equity Share Capital

Current Reporting Period (Rs. in mn)

Particulars	Balance as on April 1, 2022	Changes in equity share capital due to prior period errors	Reststated Balance at the current reporting periods	Changes in equity share capital during the period	Balance as on 31-03-2023
Ordinary Equity Shares	162.80		162.80	162.80	325.60
Optionally Convertible Equity Shares (Instruments entirely equity in nature)	-		-	-	-
Share Capital Pending Allotment	-		-	-	-
Total	**162.80**	**-**	**162.80**	**162.80**	**325.60**

B. Other Equity

(Rs. in mn)

Particulars	Reserve and surplus		Total other equity
	Security Premium	Retained earnings	
Balance as at 31st March 2022	**326.19**	**225.62**	**551.81**
Net profit for the year		289.98	289.98
Fair value changes of various Financial intruments (net off tax)			-
Remeasurement Gain / (Loss) on defined benefit plan (net off tax)		0.32	0.32
Amount utilized for Dividend and Dividend Distribution Tax		-	-
Issuance of Bonus Shares	**(162.80)**		(162.80)
Stamp Duty paid on Equity share		-	-
Balance as at March 31, 2023	**163.39**	**515.92**	**679.31**
	-	**-**	-

1. The accompanying notes are an integral part of the Ind AS financial statements.
2. Previous year figures have been recasted/restated wherever necessary including those as required in keeping with revised Schedule III amendments.
3. Retained Earnings include Remeasurement Loss (net of tax) on Defined Benefit Plans to the extent of Rs. 11.80 Lakhs (PY Rs. 15.00 Lakhs).

C. Notes forming part of the financial statement.

As per our report of even date.

For Raman S Shah & Co
Chartered Accountants
(Firm Regn No. 111919W)

Mr. Raman Shah
Propreitor
M. No.033272
Place : Mumbai
Date - 29th August, 2023
UDIN -

For Valiant Laboratories Limited

Mr. Santosh
Shantilal Vora
Managing Director
DIN - 07633923

Mr. Paresh Shashikant Shah
Director and CFO
DIN - 08291953

Ms. Saloni Mehta
Company secretary
ICSI - A65706

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. CORPORATE INFORMATION

VALIANT LABORATORIES LIMITED ("VLL" or "The Company") is public limited entity incorporated in India. The registered office of the Company is located at 104 UDYOG KSHETRA 1ST FLOOR MULUND GOREGAON LINK ROAD MULUND (W) MUMBAI MH 400080 INDIA, The Company is engaged in manufacturing and dealing in Pharmaceuticals and specility chemicals.

The Company and its subsidiaries are referred to as the Group here under. The Group is engaged in manufacturing and dealing in specialty chemicals and pharma intermediates in India and abroad.

Details of Subsidiaries

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest
VALIANT ADVANCED SCIENCES PRIVATE LIMITED	India	100%

2. SUMMARY OF BASIS OF COMPLIANCE, BASIS OF PREPARATION AND PRESENTATION, AND CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGMENTS

2.1 Basis of Compliance

The company's consolidated financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 issued by Ministry of Corporate Affairs in respect of Section 133 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except if compliance with other statutory promulgations require a different treatment.

These Restated Consolidated financial statements have been approved by the Board of Directors at their meeting held on 23rd May, 2023

Our wholly owned subsidiary Valiant Advanced Sciences Private Limited is incorporated on dated July 08, 2022, so previous year figures are not available.

2.2 Basis of Preparation and Presentation of Financials Statements

The Consolidated Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows".

The disclosure requirements with respect to items in the Balance Sheet and the Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Ind AS and in accordance with guidelines issued by the Securities and Exchange Board of India ("SEBI").

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

(i) Certain financial instruments measured at fair value (refer accounting policy regarding financial instruments); and
(ii) Employee's Defined Benefit Plan as per actuarial valuation.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique.

Basis of Consolidation

The Consolidated Financial Statements comprise the Financial Statements of the Company and its subsidiaries as at the reporting date.

Subsidiaries

Subsidiaries include all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Consolidated Financial Statements have been prepared on the following basis:

The financial statements of the Company and its Subsidiaries have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra group transactions and resulting unrealised profit or losses, unless cost cannot be recovered, as per the applicable Indian Accounting Standards. Accounting Policies of the respective subsidiaries are aligned wherever necessary, so as to ensure consistency with the accounting policies that are adopted by the Group under Ind AS.

The results of subsidiaries acquired or disposed during the year are included in the Consolidated Financial Statements from the effective date of acquisition and up to the effective of disposal, as appropriate.

The Consolidated Financial Statements are presented, to the extent applicable, in accordance with the requirements of Schedule III of the Companies Act, 2013 as applicable to the Company's Standalone Financial Statements.

Non-Controlling Interest ('NCI') in the net assets of the subsidiaries that are consolidated consists of the amount of equity attributable to non-controlling investors at the reporting date.

Goodwill on Consolidation is measured as the excess of the sum of the consideration transferred, the amount of NCI in the subsidiary and any previous interest held by the holding company over the net of acquisition date fair value of identifiable assets acquired and liabilities assumed.

Profit and Loss and each component of OCI are attributed to the equity holders of the holding company and to the NCI, even if this results in the NCI having a deficit balance.

Changes in Ownership Interest

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 interest in the subsidiaries. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate because of loss of control, any retained interest in the entity is remeasured to its fair value with the change of subsequent accounting for the retained interest as an associate, joint venture, or financial asset, as appropriate.

Functional & Presentation Currency:

The consolidated financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All values in the financial statements are rounded off to the nearest rupees in lakhs except otherwise indicated.

2.3 Critical Accounting Estimates, Assumptions and Judgments:

The preparation of the consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented along with the accompanying disclosures.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised, and future periods are affected.

The following are the critical estimates, assumptions and judgments that the management has made in the process of applying the Group's accounting policies and that have a significant effect on the amounts recognized in the financial statements:

2.3.i. Provision for Income Tax and Deferred Tax Assets:

The management uses estimates and judgements based on the relevant rulings in the areas of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the management exercises its judgement to reassess the carrying amount of deferred tax at the end of each reporting period.

2.3.ii. Useful Lives of Property, Plant and Equipment ("PPE"):

Property, plant and equipment represents a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the Management at the time the asset is acquired and reviewed periodically at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

2.3.iii. Defined Benefit Plans (Gratuity):

A liability in respect of defined benefit plans is recognised in the balance sheet and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets and is 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.

2.3.iv. Provisions and Contingent Liabilities:

The management estimates the provisions that have present obligations as a result of past events, and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The management uses significant judgements to disclose contingent liabilities. Contingent liabilities are 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 management or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.3.v. Provision against Obsolete and Slow-Moving Inventories:

The management reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use at each balance sheet date. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions.

2.3.vi. Fair Value Measurement of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as market risk, liquidity risk and credit risk.

2.3.vii. Allowance for Credit Losses on Receivables

The management determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The management considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates.

2.3.viii. Impairment of Non-Financial Assets

The management 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 management estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. It is determined for an individual asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by other available fair value indicators.

2.3.ix. Leases:

The management evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. The management uses significant judgment in assessing the lease term and the applicable discount rate.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The management makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the management considers factors such as any significant improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the management has concluded that no changes are required to lease period relating to the existing lease contracts.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Classification of Current versus Non-Current:

All assets and liabilities in the consolidated financial statements have been classified as current or non-current as per the normal operating cycle of the entities included in the Group up to twelve months.

For the purpose of Consolidated Balance Sheet, an asset is classified as current if:

(i) It is expected to be realised, or is intended to be sold or consumed, in the normal operating cycle; or
(ii) It is held primarily for the purpose of trading; or
(iii) It is expected to realise the asset within twelve months after the reporting period; or
(iv) The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

(i) It is expected to be settled in the normal operating cycle; or
(ii) It is held primarily for the purpose of trading; or
(iii) It is due to be settled within twelve months after the reporting period; or
(iv) The management does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

3.2 Property, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use less accumulated depreciation and accumulated impairment losses, if any. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs is capitalised in accordance with the Group's accounting policy.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they were incurred.

Long term lease arrangements of land are treated as PPE, in case such arrangements result in transfer of control and the present value of the lease payments is likely to represent substantially all of the fair value of the land.

An item of PPE and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected with the carrying amount of any component accounted for as a separate asset is derecognised when replaced. Gains or losses arising from de-recognition of a PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

Depreciation methods, estimated useful lives and residual value:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided using straight line method, so as to write off the cost of the assets (other than freehold land and capital work-in-progress) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation on additions/ disposals is provided on a pro-rata basis i.e. from/ upto the date on which asset is ready for use/ disposed.

The management uses different useful lives than those prescribed in Schedule II to the Act for some of the assets. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets. The estimated useful life is reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

The management has used the following useful lives to provide depreciation on the following assets:

PARTICULARS	DEPRECIATION
Factory Building	Over a period of 30 years
Plant & Machinery	Over its useful life as technically assessed, i.e over a period of 19 years
Vehicle	Over a period of 10 years
Computers	Over a period of 3 years
Furniture and Fixtures	Over a period of 10 years
Office Equipment	Over a period of 5 years
Leasehold Land	Over the tenure of lease

3.3 Capital Work-in-Progress

Capital Work-in-Progress represents expenditure incurred on capital assets that are under construction or are pending capitalisation and includes project expenses pending allocation. The same is carried at cost, comprising of direct costs, related incidental expenses and attributable borrowing costs. Project expenses pending allocation are apportioned to the PPE of the project proportionately on capitalisation.

3.4 Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and cost of the assets can be measured reliably.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets with finite life are carried at cost less any accumulated amortisation and cumulative impairment losses. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Internally generated intangibles, excluding capitalised development cost, are not capitalised and the related expenditure is charged to the statement of profit or loss in the period in which the expenditure is incurred.

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the management can demonstrate technical and commercial feasibility of making the asset available for use or sale.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an item of intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of such item of intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation:

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the assets are considered to modify the amortisation period or method, as appropriate, and are treated as change in accounting estimates. Amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another assets.

Intangible Assets without finite life are tested for impairment at each Balance sheet date and impairment provision, if any are debited to profit and loss.

The estimated useful lives of the amortisable intangible assets are as follows:

PARTICULARS	AMORTISATION
Computer Software	3 years

3.5 Business Combinations and Goodwill:

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the management elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. The consideration transferred does not include amount related to the settlement of pre-existing relationships with the acquiree.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in statement of profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the relevant Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and any difference subsequent to its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of identifiable assets acquired net of fair value of liabilities assumed. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence, of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise, the gain is recognised directly in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units belonging to the Group that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than it's carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash generating unit retained.

3.6 Impairment of Non-Financial Assets:

The management assesses at each reporting date, whether there is an indication that a non-financial asset may be impaired. If any indication exists, or when annual impairment testing for such asset is required, the management estimates the asset's recoverable amount in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the management estimates the recoverable amount of the cash-generating unit to which the asset belongs. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount which is higher of asset's (or cash generating unit's) net selling price or the value in use. The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset (or cash generating unit) and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the entities included in the Group suitably adjusted for risks specified to the estimated cash flows of the asset (or cash generating units).

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit). A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

3.7 Inventories:

Inventories are valued, after providing for obsolescence as given below:

Raw Materials, Packing Materials and Stores and Spares:

Raw materials, packing materials and stores and spares are valued at lower of Cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Costs are determined on First in First out method.

Work-in-process:

Work-in-process is valued at the lower of cost and net realizable value. The cost is computed on First in First out method.

Finished Goods, Semi-Finished Goods and Traded Goods:

Finished goods, Semi-finished goods and traded goods are valued at lower of cost and net realisable value. The cost is computed on First in First out method.

Cost is determined on First in First out basis which includes expenditure incurred for acquiring inventories like purchase price, import duties, taxes (net of tax credit), cost of conversion and other costs incurred in acquiring the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3.8 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid financial instruments, which are readily convertible into known amounts of cash, that are subject to an insignificant risk of change in value with an original maturity of three months or less.

3.9 Employee Benefits:

(a) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences, expected cost of bonus, etc. are recognised in the period in which the employee renders the related services.

(b) Post-employment benefits:

(i) Defined Contribution Plan:

The Group makes defined contribution to Employee Provident Fund, Employee Pension Fund, Employee Deposit Linked Insurance, and Superannuation Schemes. The contribution paid/payable under these schemes is recognised during the period in which the employee renders the related service which are recognised in the Statement of Profit and Loss on accrual basis during the period in which the employee renders the services.

(ii) Defined Benefit Plan

The gratuity liability of the Group is funded through a Group Gratuity Scheme with Life Insurance Corporation of India (LIC) under which the annual contribution is paid to LIC. The Group's liability under Payment of Gratuity Act is determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities where the terms of government securities are consistent with the estimated terms of the defined benefit obligations at the Balance Sheet date. The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

(c) Long term employee benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability. The cost of providing benefits is actuarially determined using the projected unit credit method, actuarial valuations being carried out at each Balance Sheet date.

3.10 Provisions, Contingent Liabilities and Contingent Assets

Provisions

The Group recognizes a provision when it has a present legal or constructive obligation as a result of past events, it is likely that an outflow of resources will be required to settle the obligation; and the amount has been reasonably estimated. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost.

Contingent Liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the management or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Contingent Assets

A contingent asset is not recognised unless it becomes virtually certain that an inflow of economic benefit will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

Onerous Contracts:

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Group recognizes impairment on the assets with the contract.

3.11 Taxes:

The tax expenses comprise of current tax and deferred income tax charge or credit. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in Equity, in which case, the tax is also recognised in Other Comprehensive Income or Equity.

Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/ appeals. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax liabilities are recognised for all taxable temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets are recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will be available against which the deferred tax assets to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the management expects, at the end of reporting period, to recover or settle the carrying amount of the assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded in other comprehensive income or in equity along with the tax as applicable.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set-off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

3.12 Revenue Recognition:

Revenue from Operations:

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services.

To recognise revenues, the Group applies the following five step approach in accordance with Ind AS 115:

(a) identify the contract with a customer
(b) identify the performance obligations in the contract
(c) determine the transaction price
(d) allocate the transaction price to the performance obligations in the contract and
(e) recognise revenues when a performance obligation is satisfied.

Sale of Goods:

The Group recognises revenue from sale of goods measured upon satisfaction of performance obligation which is at a point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Depending on the terms of the contract, which differs from contract to contract, the goods are sold on a reasonable credit term. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

Sale of Services:

Revenue from services is recognised when the performance obligation is met and the right to receive income is established.

Interest Income:

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the management estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example prepayment, extension and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend Income:

Dividend income is recognized when the right to receive the payment is established, which is generally when shareholders approve the dividend.

Export Incentives:

Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

Other Income:

Revenue with respect to Other Operating Income and Other Income including insurance and other claims are recognised when a reasonable certainty as to its realisation exists.

3.14 Leases:

The management evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

As a Lessee:

The management assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to –

(a) control the use of an identified asset,
(b) obtain substantially all the economic benefits from use of the identified asset, and
(c) direct the use of the identified asset

The management determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the entity is reasonably certain to exercise that option.

The Group at the commencement of the lease contract, recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, 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, plant and equipment. In addition, the Right-of-Use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

For lease liabilities at the commencement of the lease, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate is not readily determinable, the lease payments are discounted using the incremental borrowing rate that the relevant entities in the Group would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Lease payments included in the measurement of the lease liability comprises fixed payments, including amounts expected to be payable under a residual value guarantee and the exercise price under a purchase option that the relevant entity in the Group are reasonably certain to exercise, lease payments in an optional renewal period if the relevant entities in the Group are reasonably certain to exercise an extension option. The lease liability is subsequently measured at amortised cost using the effective interest method.

Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period. Finance charges are recognised as finance costs in the statement of profit and loss.

As a lessor:

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the concerned entity to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the concerned entity'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.

3.15 Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred. Borrowing costs consist of interest and other costs that are incurred in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

In determining the amount of borrowing costs eligible for capitalization, any income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

3.16 Foreign Currency Transactions:

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

3.17 Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders of the holding company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to the equity shareholders of the holding company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.18 Exceptional items:

When items of income or expense within the statement of profit & loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Group for the period, the nature and amount of such material items are disclosed separately as exceptional items.

3.19 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity to another entity. The management determines the classification of the financial assets and liabilities at initial recognition.

Initial Recognition:

Financial assets and/or financial liabilities are recognised when any of the Group Entities becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the transaction values, at fair values. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from as the case may be, from the fair value on initial recognition.

Classification and Subsequent Measurement of Financial Assets:

The Group classifies financial assets, subsequently at amortised cost, Fair Value through Other Comprehensive Income ("FVTOCI") or Fair Value through Profit or Loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets, and
- the contractual cash flow characteristics of the financial asset.

(a) Financial Assets measured at Amortised Cost:

A Financial Asset is measured at amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represent solely payments of principal and interest on the principal amount outstanding.

(b) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI):

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

(c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL):

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

Classification and Subsequent Measurement of Financial Liabilities:

(a) Financial liabilities measured at Fair Value Through Profit or Loss (FVTPL):

Financial liabilities are classified as FVTPL when the financial liability is held for trading or is a derivative (except for effective hedge) or are designated upon initial recognition as FVTPL. Gains or Losses, including any interest expense on liabilities held for trading are recognised in the Statement of Profit and Loss.

(b) Other Financial liabilities:

Other financial liabilities (including loans and borrowings, bank overdraft and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and amounts 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 amortised cost on initial recognition.

Interest expense (based on the effective interest method), foreign exchange gains and losses, and any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Debt and Equity Instruments:

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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 Group Entities are recognised at the proceeds received, net of direct issue costs.

Equity Investments

All equity investments in the scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the management may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The management makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the management decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the cumulative gain or loss may be transferred within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

De-recognition of Financial Instruments:

The Group derecognises a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for de-recognition under Ind AS 109. In cases where Group has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Group continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Group also recognizes an associated liability. The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

A Financial liability (or a part of a financial liability) is derecognised from the Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability.

The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

Impairment of Financial Assets:

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of all Financial Assets subsequent to initial recognition other than financial assets measured at fair valued through profit and loss (FVTPL). For Trade Receivables and all lease receivables resulting from transactions within the scope of Ind AS 116 the Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The management uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. For other financial assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk since its initial recognition. If there is significant increase in credit risk since its initial recognition full lifetime ECL is used. The impairment losses and reversals are recognised in Statement of Profit and Loss.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the entity in accordance with the contract and all the cash flows that it expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and presented on net basis in the balance sheet when there is a legally enforceable right to set-off the recognised amounts and it is intended to either settle them on net basis or to realise the asset and settle the liability simultaneously.

Fair Value of Financial Instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices, where applicable. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Financial instruments by category are separately disclosed indicating carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivative Financial Instruments:

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

Consolidated -Notes to Accounts

4 Property, Plant and Equipment (PPE)

(Rs. in Mn)

Particulars	Land	Factory Building	Plant & Machinery	Electrical Installation	Furniture & Fixture	Vehicle	Computer	Office Equipment	Total	Capital Work in Progress (CWIP)
March 31, 2023 Gross carrying amount										
Opening gross carrying amount as at April 1, 2022	44.99	114.50	202.45	2.07	0.88	14.92	1.05	0.81	381.66	14.45
Addition during the year	181.49	5.59	79.39	1.45	0.52	-	0.29	0.39	269.12	21.39
Assets capitalised during the year from CWIP	-								-	(29.03)
Disposals during the year			(2.96)						(2.96)	-
Closing gross carrying amount	**226.48**	**120.09**	**278.88**	**3.52**	**1.40**	**14.92**	**1.33**	**1.20**	**647.82**	**6.80**
Accumulated depreciation										
Opening accumulated depreciation	8.40	39.45	105.87	1.40	0.41	7.23	0.83	0.34	163.93	-
Depreciation charge during the year	0.73	3.09	8.68	0.16	0.08	0.91	0.14	0.17	13.95	
Disposals during the year			(2.96)						(2.96)	
Closing accumulated depreciation	**9.12**	**42.54**	**111.60**	**1.56**	**0.49**	**8.13**	**0.97**	**0.51**	**174.92**	**-**
Net carrying amount year end of March 31, 2023	**217.36**	**77.55**	**167.29**	**1.95**	**0.91**	**6.79**	**0.36**	**0.70**	**472.90**	**6.80**

5 Right-of-Use Assets

(Rs. in mn)

Particulars	Right-of-Use Asset Building
Gross carrying amount	-
As at 1st April, 2022	9.83
Addition during the year	5.42
Disposals during the year	-
Gross amount as at 31st March 2023	**15.25**
Accumulated depreciation	
Opening accumulated depreciation	5.30
Depreciation charge during the year	1.68
Disposals during the year	-
Gross Depreciation amount as at 31st March 2023	**6.97**
Net carrying amount as at 31st March 2023	**8.28**

6 Investments

6A Other Investments (non-current)

(Rs in mn)

Particulars	**As at March 31, 2023**
Quoted Investments - FVTOCI	
Quoted Investments	
- Investments in Equity Shares	-
Unquoted Investments	
- Investments in Preference Shares	-
	-
Other Investments - Amortised Cost	
Unquoted Investments	
- Share in Co-operative Society	-
	-
Total	-

6B Investments (current)

Particulars	**As at March 31, 2023**
Quoted Investments	
- Investments In Shares & Mutual Funds Current Investment	340.19
Total	**340.19**

Other Investments

Particulars	**March 31, 2023**	
	No of Shares	**Amount**
Investments in Mutual Fund (Quoted)		
- Benchmark Bankbees (FV Rs.10)	-	-
- Kotak Liquid Fund Regular Growth Fund	35,440.88	165.95
- SBI Liquid Fund Regular Growth Fund	48,236.00	174.24
Total	**83,677**	**340.19**

7 Other Financial Assets

7A Non-current (at amortised cost)

Particulars	**As at March 31, 2023**
Security Deposit	
Unsecured, Considered Good :	12.35
Total	**12.35**

7B Current (at amortised cost)

Particulars	**As at March 31, 2023**
Unsecured, Considered Good	
- Insurance Receivable	7.22
Total	**7.22**

8 Other Assets

8A Non-current

(Unsecured, unless otherwise stated)

Particulars	**As at March 31, 2023**
Capital Advances	123.54
Total Other Assets (non-current)	**123.54**

8B Current

(Unsecured, considered good, unless otherwise stated)

Other Current Assets	**As at March 31, 2023**
Balance with Statutory / Government Authorities	63.83
Advances to Suppliers	40.17
Export Benefits Receivable	
Prepaid Expenses	5.19
Receivable - Others	
Total Other Assets (current)	**109.20**

9 Inventories (at lower of cost and net realisable value)

Particulars	**As at March 31, 2023**
Raw Material	78.74
Fuel	-
Stores & Spares	0.58
Packing Materials	0.24
Work-in-Progress	20.58
Finished Goods	30.28
Total	**130.42**
Included above, goods-in-transit:	
Raw Material	4.87
	4.87

10 Trade Receivables (current) (at amortised cost)

	As at March 31, 2023
TRADE RECEIVABLES	
Unsecured,	
Debts outstanding for more than six months from the date they are due for payment	
Considered Good	0.73
Considered Doubtful	2.44
	3.17
Less : Provision For bad Debts	(2.44)
	0.73
Other Debts - Considered Good	884.95
Sub 'Total Trade Receivabl	885.68
Unbilled Revenue	-
Total	**885.68**
Current Portion	885.68
Non-Current Portion	-

(a) Due to the short nature of credit period given to customers, there is no financing component in the contract.

(b) The Company applies the expected credit loss (ECL) model for measurement and recognition of impairment losses on trade receivables. The Company follows the simplified approach for recognition of impairment allowance on trade receivables. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment allowance based on lifetime ECLs at each reporting date. ECL impairment loss allowance (or reversal) recognised during the period is recognised in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

(c). Movement in impairment allowance on trade receivables

Particulars	**As at March 31, 2023**
Balance at the beginning of the year	-
Allowances / (write back) during the year	2.44
Written off against past provision	-
Balance at the end of the year	**2.44**

(d) Trade receivables (current) ageing :
As at 31 March, 2023

		Outstanding for following periods from due date of payment					
	Not Due	**Less than 6 Month**	**6 Month to 1 Year**	**1-2 Year**	**2-3 Year**	**More than 3 Year**	**Total**
(i) Undisputed Trade Receivables - considered good	880.35	4.60	1.00	-	-	2.17	888.12
(ii) Undisputed Trade Receivables – credit impaired		-	-	-	-	-	-
(iii) Disputed Trade Receivables– considered good		-	-	-	-	-	-
(iv) Disputed Trade Receivables – credit impaired		-	-	-	-	-	-
	880.35	**4.60**	**1.00**	**-**	**-**	**2.17**	**888.12**
Unbilled Trade Receivables							-
Less: Impairment Allowance							(2.44)
Total Trade Receivables							**885.68**

11 Current Financial Assets - Cash and Cash Equivalents

	As at March 31, 2023
Cash & Cash Equivalents	
Cash on hand	0.72
Balances with Banks	11.90
Total Cash & Cash Equivalents	**12.62**

12 Bank Balances Other than Cash & Cash Equivalents

	As at March 31, 2023
Fixed Deposits	0.80
Total Other Balances with Banks	**0.80**

13 Loans (current) (at amortised cost)

	As at March 31, 2023
Unsecured, Considered Good	
Loan to Employees	0.70
Advance to Related Parties	-
Total Loans (current)	**0.70**

14 Current Tax Assets (Net)

	As at March 31, 2023
Advance Tax and Tax Deducted at Source (Net of Provision)	18.95
Total Current Tax Assets (Net)	**18.95**

15 **Equity Share Capital**

A. **Authorized:**

Particulars	As at March 31, 2023
Authorized:	
4,50,00,000 Equity Shares of Rs. 10/- each	450.00
Total	**450.00**

B **Issued, Subscribed & Paid Up:**

Particulars	As at March 31, 2023
Equity Share Capital	**162.80**
Add: Equity Shares allotted to the year	-
Add: Conversion of Optionally Convertible Preference Shares	-
Add: Issue of Bonus Shares	162.80
Total	**325.60**

Rights, preferences and restrictions attached to equity shares

Ordinary Equity Shares

The Company has only one class of Shares referred to as Equity Shares having par value of ` 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

C **Reconciliation of Equity Shares Outstanding**

Reconciliation of number of ordinary equity shares outstanding (Rs in Mn)

	March 31, 2023	
	Number	Amount
Shares outstanding at the beginning of the year	1,62,80,000	162.80
Add: Issue of Bonus shares (1:1)	1,62,80,000	162.80
Shares outstanding at the end of the year	**3,25,60,000**	**325.60**

D. **Details of Shares held by each shareholder holding more than 5% shares** (No of share and %)

Ordinary Equity Shares		
	March 31, 2023	
	Number	% of Holding
- Dhanvallabh Ventures LLP	2,03,50,000	62.50%
- Paresh Shashikant Shah	40,67,690	12.49%
- Shantilal Shivji Vora	32,59,190	10.01%
- Santosh Shantilal Vora	32,59,190	10.01%

E. **Details of shares held by promoters**

Ordinary Equity Shares **(No of share**

	March 31, 2023	
	Number	% of Holding
- Dhanvallabh Ventures LLP	2,03,50,000	62.50%
- Shantilal Shivji Vora	32,59,190	10.01%
- Santosh Shantilal Vora	32,59,190	10.01%

16 **Other Equity** **(Rs In mn)**

Particulars	**As at March 31, 2023**
a. Capital Reserve	163.39
c. Retained Earning	515.92
Total, Other Equity	**679.31**

Nature and Purpose of Reserves

Securities Premium
Security Premium Reserve is the additional amount charged on the face value of any share when the shares are issued, redeemed, and forfeited.

Retained Earning
Retained earning are the profits that the Company has earned till date, less any transfers to general reserve, any transfers from or to other comprehensive income, dividends or other distributions paid to shareholders.

Securities Premium

Particulars	**As at March 31, 2023**
Opening Balance	326.19
Addition:	-
Deduction:	(162.80)
Closing Balance	**163.39**

Retained Earning

Particulars	**As at March 31, 2023**
Retained Earning	
Opening Balance (Profit & Loss Account)	225.62
Add - Net Profit for the year	289.98
Less: Remeasurement (Loss) on defined benefit plan (net off tax)	0.32
Amount available for appropriation	515.92
Closing Balance	**515.92**

17 **Non-current borrowings**

17A **Non-current borrowings**

Particulars	**As at March 31, 2023**
(a) Secured	
Term Loan from Banks	
- Foreign currency loan	-
- Indian currency loan	-
	-
(b) Unsecured	
From Others	
- Indian currency loan	594.00
	594.00
Total Borrowings (non-current)	**594.00**

17B **Current**

	As at March 31, 2023
(a) Repayable on demand from Banks (secured)	
- Cash Credit Facility	-
- Working Capital Demand Loan	-
- Packing Credit in foreign currency	-
	-
(b) Current Maturity of Long Term Debt (secured)	
- Foreign currency loan	-
- Indian currency loan	-
	-
(c) Unsecured	
From Others	
- Indian currency loan	-
	-
Total Borrowings (current)	**-**

Footnotes:
Working capital facilities from banks as at March 31, 2022 amounting to Rs. Nil (P.Y - 128.07 Lakhs) were secured by a first pari passu charge on the stock of raw materials, finished goods, stock in process, consumable stores ,book debts of the Company & Immovable Property - Factory Land & Building at L-13 , L-28 , L-28PT , L-29 and L-30 at MIDC Tarapur. These credit facilities carry average interest rates in the range of 6.50% to 9.50% (31 March, 2022: 6.50% to 9.50%).
The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
There are no material differences between the quarterly statements of stock filed by the company with banks and the books of accounts.

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

18 **Lease Liabilities**

18A **Lease Liabilities**

	As at March 31, 2023
Long term maturities of lease obligations	6.42
Total lease liabilities (non-current)	**6.42**

18B **Current**

	As at March 31, 2023
Current maturities of finance lease obligations	1.75
Total lease liabilities (current)	**1.75**

Footnotes:

(i) The Company has lease contracts for its office premises and godowns with lease term between 1 year to 3 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets. The Company also has certain leases of office premises and godowns with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

(a) The movement in lease liabilities during the year ended 31 March, 2023 is as follows:

	As at March 31, 2023
Balance at the beginning	4.45
Additions	4.40
Accretion of interest	0.52
Payment of lease liabilities	(1.20)
Balance at the end	**8.17**
Non-current	6.42
Current	1.75

(b) The following are the amounts recognised in profit or loss:

	As at March 31, 2022
Depreciation on right-of-use assets	16.54
Interest expense on lease liabilities	5.22
Expense relating to short-term leases	1.20
Total amount recognised in statement of profit and loss	**22.96**

(c) Details of carrying amount of right-of-use assets and movement during the period is disclosed under Note 5.

(ii) The maturity analysis of lease liabilities are disclosed in Note 38C (ii) 'Liquidity Risk Management'.

(iii) The effective interest rate for lease liabilities is 9%, with maturity between 2022-2024.

(iv) Expense relating to short-term leases are disclosed under the head rent in other expenses

19 **Other non financial Liability**

	As at March 31, 2022
Security Deposit	9.61
Total lease liabilities (current)	**9.61**

20 **Provisions**

20A **Non Current Provisions**

	As at March 31, 2023
Provision For Employees Benefit	
(a) Provision for Gratuity (Refer note no. 29)	-
(b) Provision for Leave Salary (Refer note no. 29)	0.78
Total Provisions (non-current)	**0.78**

20B **Current**

	As at March 31, 2023
Provision For Employees Benefits	
(a) Provision for Gratuity	(0.46)
(b) Provision for Leave Salary	0.05
(c) Provision for Bonus	1.59
Total Provisions (current)	**1.18**

Footnotes:

(i) The Company presents provision for gratuity and leave salaries as current and non-current based on actuarial valuation considering estimates of availment of leave, separation of employees, etc.

(ii) Detailed disclosure in respect of post-retirement defined benefit schemes is provided in note 29.

21 **Deferred Tax Liabilities (net)**

	As on 1st April, 2022	Charge / (Credit) to Statement of Profit and Loss	Charge / (Credit) to Other Comprehensive Income	As on 31st March, 2023
(a) Deferred tax liabilities, on account of:				
Difference between WDV of depreciable fixed assets as per the books of	2.93	4.88	-	7.81
(b) Deferred tax assets, on account of:	-		-	-
Provision for expense allowed for tax purpose on payment basis (Net)	-	- 4.95	-	(4.95)
Remeasurement of the defined benefit plans through OCI	0.05	- 0.32	-	(0.27)
Difference in carrying value and tax base of investments in equity	-	4.09	-	4.09
Difference in Right-of-use asset and lease liabilities	(0.02)	0	-	(0.02)
Deferred tax expense/(benefit) for the year	-	**0**	-	-
(c) Net Deferred tax liabilities	**2.96**	**3.70**	**-**	**6.66**

The major components of Income Tax Expense for the year:

		As on 31st March, 2023
(i)	**Income tax recognised in the Statement of Profit and Loss**	
	Current tax:	
	For current year	88.00
	Deferred tax:	
	For current year	3.38
	Income tax expense recognised in the Statement of Profit and Loss	**91.38**
(ii)	**Income tax expense recognised in Other Comprehensive Income**	
	Deferred tax:	
	Income tax (expense) /benefit on remeasurement of defined benefit plans	(0.32)
	Income tax benefit / (expense) recognised in OCI	**(0.32)**

Reconciliation of tax expense and accounting profit for the year:

	As on 31st March, 2023
Profit before tax	**381.36**
Income tax expense calculated at 25.168%	95.98
Tax effect on non-deductible expenses	5.52
Effect of Income which is taxed at special rates	2.83
Effect of concessions (depreciation under income tax act)	(7.34)
Others	(8.99)
Total	**88.00**
Tax expense as per Statement of Profit and Loss	**88.00**

22 Trade payables

Particulars	As on 31st March, 2023
Trade & Non-Trade Payables	
A) Total Outstanding Dues of Micro enterprises and Small Enterprises; and	0.06
B) Total Outstanding dues of Creditors other than Micro enterprises and small enterprises	472.90
Total	**472.96**

Trade payables ageing:

As at 31st March, 2023

Particulars	Outstanding for the following periods from due date of payment						TOTAL
	Unbilled	**Not Due**	**< 1 year**	**1 Year - 2 Years**	**2-3 Years**	**> 3 Years**	
(i) MSME	-	0.06	-	-	-	-	0.06
(ii) Others	-	471.77	0.67	0.26	0.20	0.00	472.90
(iii) Disputed Dues - MSME							
(iv) Disputed Dues - Others							
	-	**471.83**	**0.67**	**0.26**	**0.20**	**0.00**	**472.96**

Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

		As on 31st March,
(i)	(a) Principal amount remaining unpaid to any supplier	0.06
	(b) Interest on (i)(a) above	-
(ii)	The amount of interest paid along with the principal payment made to the supplier	-
(iii)	Amount of interest due and payable on delayed payments	-
(iv)	Amount of further interest remaining due and payable for the earlier years	-
(v)	Total outstanding dues of Micro and Small Enterprises	-
	- Principal	0.06
	- Interest	-

23 Other Current Financial Liabilities

Particulars	As on 31st March, 2023
Creditors for Capital Goods	5.08
Salaries and Wages	5.99
Other Current Liabilities	9.88
Total	**20.95**

24 Other Current Liabilities

Particulars	As on 31st March, 2023
Statutory Dues	2.01
Advance from Customers	8.41
Total	**10.42**

Notes to Profit & Loss

25 Revenue from operations **(Rs. in mn)**

REVENUE FROM OPERATION	For the Year Ended 31-Mar-2023
Revenue from Sale of Manufactured Products (Net)	3,317.48
Other revenue from operation	18.00
Sale of Traded Products	3.62
Total	**3,339.10**

Footnotes:

a Reconciliation of revenue as per contract price and as recognised in the Statement of Profit and Loss:

		For the Year Ended 31-Mar-2023
(a)	Revenue as per contract price	3,339.10
(b)	Less: Discount	
	Revenue as per the Statement of Profit and Loss	3,339.10

Disaggregate revenue information

(b) In case of Domestic Sales, payment terms range from 60 days to 100 days based on geography and customers. In

(c) The Company does not provide performance warranty for products, therefore there is no liability towards

(d) The Company does not have any remaining performance obligation as contracts entered for sale of goods are for

26 Other Income

		For the Year Ended
(a)	**Interest Income**	
	Investments in debt instruments measured at fair value	0.06
	Other financial assets carried at amortised cost	0.91
		0.97
(b)	**Other Non-operating Income**	
	Rent Income	-
	Foreign Exchange Gain/ (Loss)	5.83
	Sale of Scrap	0.80
	Miscellaneous Expenses	2.65
		9.28
(d)	**Other Gains and Losses**	
	Net gains (Losses) on fair value changes through FVTPL	38.37
	Total	**48.63**

Notes to Profit & Loss

27 Cost of Materials Consumed

		For the Year Ended 31-Mar-2023
(a)	**Raw Materials Consumed**	
	Opening Stock (including goods-in-transit)	**108.87**
	Add: Purchases	**2,734.64**
		2,843.51
	Less: Closing Stock (including goods-in-transit)	**78.74**
		2,764.77
(b)	**Packing Materials Consumed**	
	Opening Stock	**0.60**
	Add: Purchases	**7.65**
		8.24
	Less: Closing Stock	**0.24**
		8.00
	Total Cost of Materials Consumed	**2,772.77**

28 PURCHASE OF STOCK IN TRADE

Particulars	For the Year Ended 31-Mar-2023
Purchase of Trading Goods	2.83
Total	**2.83**

29 Changes in inventories of finished goods, work-in- progress and stock-in -trade

Particulars	For the Year Ended 31-Mar-2023
Opening Stock	
- Finished Goods	21.68
- Work-in-Progress	26.78
	48.45
Closing Stock	
- Finished Goods	30.28
- Work-in-Progress	20.58
	50.86
Total Change in Inventories	**(2.41)**

-

30 EMPLOYEE BENEFIT EXPENSES

Particulars	For the Year Ended 31-Mar-2023
Salaries & Wages	40.55
Contribution to Provident & Other Funds	3.96
Staff Welfare Expenses	1.62
Total	**46.13**

Notes to Profit & Loss

A. Defined benefit plans

(ii) Post-employment benefits (Gratuity)

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the company makes contributions to recognized funds in India. The company maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment

(i) Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit.

(ii) Interest risk: A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the value of plan's debt investments.

(iii) Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

(iv) Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Details of defined benefit obligations and plan assets (Gratuity)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

Particulars	For the Year Ended 31-Mar-2023
Change in defined benefit obligations:	
Obligation at the beginning of the year	9.12
Current Service Cost	0.45
Interest Cost	0.66
Acturial (Gain)/Loss	(0.65)
Benefits Paid	(1.40)
Obligation at the end of the year	**8.18**

Particulars	For the Year Ended 31-Mar-2023
Change in plan assets:	
Fair value of plan assets at the beginning of the year	9.20
Interest income	0.67
Remeasurement gain/(loss) excluding amount included within employee benefit expense	(0.01)
Contributions by the Employer	0.19
Benefits Paid	(1.40)
Fair value of plan assets at the end of the year	**8.64**

Notes to Profit & Loss

Amounts recognised in the balance sheet consist of:

Particulars	**For the Year Ended 31-Mar-2023**
Present Value of Obligation	8.18
Fair Value of Plan Assets	(8.64)
	(0.46)
Recognised as:	
Provision for Gratuity (non-current)	
Provision for Gratuity (current)	(0.46)

Expense/(gain) recognised in the statement of profit and loss consists of:

	For the Year Ended 31-Mar-2023
Employee benefits expenses:	
Current service cost	4.52
Net interest expense	(0.06)
	4.46
Other comprehensive income	
Return on plan assets excluding amount included in employee benefits expense	0.01
Actuarial (gain)/loss arising from changes in experience adjustments	(0.65)
	(0.64)
Expense/(gain) recognised in the statement of profit and loss	**3.82**

The major categories of plans assets are as follows:

	For the Year Ended 31-Mar-2023
Asset category	
Insurance fund	8.64
Total	**8.64**

Key assumptions used in the measurement of retiring gratuity is as below:

	For the Year Ended 31-Mar-2023
Financial Assumptions:	
Discount Rate	7.50%
Rate of escalation in Salary	5.50%
Demographic Assumptions:	
Rate of Employee Turnover	3.00%
Mortality Rate	Indian Assured Lives Mortality 2012-14 (Urban)

Notes to Profit & Loss

Maturity profile of projected benefit obligation (from fund) :

Particulars	For the Year Ended 31-Mar-2023
1st following year	0.53
2nd following year	1.07
3rd following year	0.63
4th following year	0.72
5th following year	0.76
Sum of year 6 To 10	4.00
Sum of year 6 To 10	7.00

Footnotes

(i) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

(ii) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(iii) Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

(iv) There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(v) The Company is expected to contribute Rs. 1.92 Lakhs (PY Rs 19.48 lakhs) to defined benefit plan obligations funds for the year ended March 31, 2023.

(vi) Expected return on assets is determined by multiplying the opening fair value of the plan assets by the expected rate of return determined at the start of the annual reporting period, taking account of expected contributions & expected settlements during the reporting period.

(vii) The Weighted Average Duration of the Plan works out to 8 years.

(viii) Asset Liability matching strategy:

The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to an insurance Company. The insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy. There is no compulsion on the part of the Company to fully prefund the liability of the Plan.

B. Defined contribution plans

Provident Fund

The company has certain defined contribution plans. Contributions are made to provident fund 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 recognized during the period towards defined contribution plan are Rs 16.84 lakhs (PY Rs 13.14 lakhs).

Notes to Profit & Loss

31 Finance Costs

Particulars	For the Year Ended 31-Mar-2023
Interest Expense	2.01
Interest on finance lease obligations	0.52
Exchange differences regarded as an adjustment to borrowing costs	-
Total	**2.54**
	-

32 DEPRECIATION & AMORTISATION EXPENSES

Particulars	For the Year Ended 31-Mar-2023
Depreciation	13.95
Depreciation on ROU Assets	1.68
Total	**15.63**
	0.00

33 OTHER EXPENSES **0.00**

Particulars	For the Year Ended 31-Mar-2023
Consumption of Store & Spare	1.27
Consumption of Power & Steam	72.60
Loading & Unloading charges	0.24
Repair & Maintenance	-
- Building	3.17
- Plant & Machinery	12.92
Insurance Charges	1.47
Water & Drainage Charges	1.11
Effluent Treatment Plant	2.11
Labour Charges	21.80
Laboratory Expenses	2.07
Professional Fees	4.60
Auditor's Remuneration	0.46
Freight & Forwarding Charges	11.18
- Corporate Social Responsibility (refer note no. 44)	6.29
Rent Paid	0.21
Weighing Charges	0.09
Analytical Fees	0.23
Safety & Security Charges	0.62
Commission and Incentives on sales	17.93
Sundry Balance writeoff	2.20
Motor Car Expenses	0.50
Miscellaneous Expenses	5.80
Total	**168.87**

<u>Notes to Profit & Loss</u>

Details of payments to Auditors -

Particulars	March 31, 2023
Payment to Auditors	
- For Statutory Audit	0.15
- For Other Services	0.30
Total	**0.46**

34- EARNING PER SHARE (EPS):

Basic EPS is calculated by dividing profit for the year attributable to equity shareholders of the Company by the

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders of the Company by

Particulars	March 31, 2023
Net Profit available for Equity Shareholders	289.98
No. of Equity Shares as per financial statement	3,25,60,000
Weighted average number of Equity Shares for Basic Earnings Per Share* (nos.) (Previous year numbers include Bonus Shares issued during current year)	3,25,60,000
Weighted average number of Equity Shares for Diluted Earnings Per Share** (nos.) (Previous year numbers include Bonus Shares issued during current year)	3,25,60,000
Basic Earnings Per Share (in Rs)	8.91
Diluted Earnings Per Share (in Rs)	8.91

Number of Shares for Computation of EPS

Particulars	March 31, 2023
Basic and Diluted EPS (in Nos)	
Existing (Nos)	1,62,80,000
Right issue share	-
Total Number of shares after conversion	**1,62,80,000**
Bonus Issue in Previous year	-
Bonus Issue in current year	1,62,80,000
Total Number of shares after Bonus issue	**3,25,60,000**

35 Contingent Liabilities and Commitments (To the extent not provided for)

Contingent Liabilities

	March 31, 2023
Claims against the Company not acknowledged as debts	
(i) GST matters	-
(ii) Income tax matters	-
(iii) Labour laws related matters (ESIC)	-
(iv) Others - Bank Guarantees	0.30
Total	**0.30**

(a) Commitments

	March 31, 2023
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3.94
(b) Letters of Credit and Bank guarantees issued by bankers towards procurement of goods and services and outstanding as at year end	

Notes to Profit & Loss

(b) Corporate Social Responsibility

		-
(A)	**Gross amount required to be spent by the Company during the year**	**6.29**
(B)	**Amount approved by the Board to be spent during the year**	
	Construction / acquisition of any asset	-
	On purposes other than above	6.50
	Total	
(C)	**Amount spent during the year**	
	Construction / acquisition of any asset	-
	On purposes other than above	6.29
	Total	
(D)	**Details of ongoing project and other than ongoing project**	
(i)	**In case of Section 135(6) (ongoing project)**	
	Opening Balance - With Company	-
	- In Separate CSR Unspent A/c	-
	Amount required to be spent during the year	-
	Amount spent during the year - From Company's bank A/c'	-
	- From Separate CSR Unspent A/c	-
	Closing Balance - With Company	-
	- In Separate CSR Unspent A/c	-
(ii)	**In case of Section 135(5) (other than ongoing project)**	
	Opening Balance	-
	Amount deposited in Specified Fund of Sch. VII within 6 months	-
	Amount required to be spent during the year	6.01
	Amount spent during the year	6.29
	Closing balance (Excess spent)	(0.28)

36 Segment Information

The operating segments have been reported in a manner consistent with the internal reporting provided to the Board

(a) Revenue from Type of Product and Services

There is only one operating segment of the Company which is based on nature of product. Hence the revenue

(b) Geographical Information

Particulars	**1,62,80,000.00**
Segment Revenue - External Turnover	
Within India	3,326.06
Outside India	13.04
Total	**3,339.10**
Non-Current Assets*	
Within India	500.33
Outside India	
Total	**500.33**

* includes property plant and equipment, intangible assets, capital work-in-progress and other non-financial non-current assets.

37 Related Party Transactions

Disclosure on Related Party Transactions as required by Ind AS 24 - Related Party Disclosures is given below:

Holding

Name of holding	Relation
Dhanvallabh Ventures LLP	Holding
Valiant organics limited	Ultimate holding

(a) Key Managerial Personnel:

Name	Designation
Mr Santosh Vora	Managing Director
Mr Shantilal Vora	Non Executive Director
Mr Paresh Shah	Executive Director & Chief Financial Officer
Mrs. Sonal Vira	Independent Director
Mr Velji K Gogri	Independent Director
Mr Sandeep Gupta - effective from 23rd Feb, 2023	Non Executive Director
Mr J B Singh -4th January, 2023	Executive Director in VASPL
Ms Saloni Mehta	Company Secretary

(b) Other entities where significant influence exist:

(i) Post employment-benefit plan entity:

The Trustee Valiant Laboratories Limited Employee Group Gratuity Fund

Compensation of key management personnel of the Company:

(i)	Short-term employee benefits	6.26
(ii)	Post-employment benefits#	-
(iii)	Director Sitting fees	0.16
Total compensation paid to key management personnel		**6.42**

Details of transactions with and balances outstanding with related parties (Companies / body corporates)

Name of related party	Nature of transaction	March 31, 2023	
		Transaction value	Outstanding amount
Dhanvallabh Ventures LLP	Investment (Share Capital)	-	-
	Investment (Unsec Loan taken)	-	4,861.61
Aarti Industries Limited	Rent Received	21.24	6.32
	Sale of Goods	2.44	
	Purchase of Goods	41.95	
	Deposit		9.61
	Others - Reimbursement	39.45	
Valiant organics limited	Purchase of Land	180.00	-
Valiant organics limited	Others - Reimbursement	1.10	-
Valiant organics limited	Purchase of Goods	2,264.69	460.49

Details of transactions with and balances outstanding of Key Managerial Personnel (KMP) / Close Family Memberof Key Managerial Personnel:

	Nature of transaction	March 31, 2023	
		Transaction value	Outstanding amount
Mr Santosh Vora	Remuneration	1.20	0.10
	Commission to Director	1.43	1.43
	Unsecured Loan	-	36.00
Mr Shantilal Vora	Commission to Director	1.43	1.43
	Sitting Fees	0.05	0.00
	Remuneration	-	-
	Unsecured Loan	-	35.89
Mr Paresh Shah	Remuneration	1.50	0.13
	Commission to Director	1.43	1.43
	Unsecured Loan		35.94
Mrs. Sonal Vira	Sitting Fees	0.05	0.01
Mr Velji Gogri	Sitting Fees	0.05	0.01
Mr J B Singh	Remuneration	0.30	-
Ms Saloni Mehta	Salary	0.40	0.04

Details of transactions with and balances outstanding of Entities Controlled/Significantly influenced by Directors/Close Family Members of Directors:

Name of related party	Nature of transaction	March 31, 2023	
		Transaction value	Balance as on 31.03.2022
The Trustee Valiant Laboratories Limited Employee Group Gratuity Fund	Contribution to the Gratuity Funds	1.92	8.64

38 Financial Instruments - Accounting Classification and Fair values

Disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures"

Category-wise classification for applicable financial assets:

	Current/ Non-Current	As at 31st March'2023			
		Carrying Amount	Fair Value		
			Level 1	Level 2	Level 3
Financial Assets					
Financial assets measured at cost					
Investment in Subsidiaries	Non-Current	-	N.A	N.A	N.A
Financial assets measured at amortised cost					
Security Deposits	Non-Current	12.35	N.A	N.A	N.A
Trade Receivables	Current	885.68	N.A	N.A	N.A
Cash on hand	Current	0.72	N.A	N.A	N.A
Balance with Banks	Current	11.90	N.A	N.A	N.A
Other Fixed Deposits	Current	0.80	N.A	N.A	N.A
Loans to employees	Current	0.70	N.A	N.A	N.A
Other Receivables	Current	-	N.A	N.A	N.A
		912.15			
Financial assets measured at fair value through other comprehensive income (FVTOCI)					
Investments in Mutual Fund	Current	340.19	340.19	-	-
		340.19	**340.19**	**-**	**-**
Total Financial Assets		**1,252.34**	**340.19**	**-**	**-**
Financial Liabilities					
Financial liabilities measured at amortised cost					
Unsecured Loans	Non-Current	594.00	N.A	N.A	N.A
Long-term maturities of lease obligations	Non-Current	6.42	N.A	N.A	N.A
Short term borrowings - Working capital loans from Banks	Current	-	N.A	N.A	N.A
Trade Payables					
- Due to Micro, Small and Medium Enterprises	Current	0.06	N.A	N.A	N.A
- Due to Others	Current	472.90	N.A	N.A	N.A
Creditors for Capital Goods	Current	5.08	N.A	N.A	N.A
Current maturities of finance lease obligations	Current	1.75	N.A	N.A	N.A
Other Current Liabilities	Current	10.37	N.A	N.A	N.A
Total Financial Liabilities		**1,090.59**	**-**	**-**	**-**

Fair value hierarchy

Level 1 : Hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities etc. included in level 3.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level followed is given in the table above.

39 Financial risk management objectives and policies

The Company’s Board of Directors has overall responsibility for the establishment and oversight of the Company’s Risk Management framework. The Board has established the Risk Management Committee, which is responsible for developing and monitoring the Company’s Risk Management policies. The Committee reports regularly to the Board of Directors on its activities.

The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, trade receivables and other receivables and financial liabilities comprise mainly of borrowings, trade payables and other payables.

The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company’s overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses derivative financial instruments, such as cross currency swaps and interest rate swaps to hedge foreign currency risk and interest rate risk exposure . Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

A. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, investments, trade payables, trade receivables and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate due to changes in market interest rates. Company’s interest rate risk arises from borrowings.

The following table demonstrates the sensitivity on the Company’s profit before tax, to a reasonably possible change in interest rates of variable rate borrowings on that portion of loans and borrowings affected, with all other variables held constant:

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following impact on Profit

	FY 2022-23
50 BPS increase would (decrease) the Profit before Tax by	-
50 BPS decrease would increase the Profit before Tax by	-

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts in several currencies and consequently the Company is exposed to foreign exchange risk through its sales outside India, and purchases from overseas suppliers in various foreign currencies. The company also has borrowings in foregin currency. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company’s operations are affected as the rupee appreciates / depreciates against these currencies. Foreign currency exchange rate exposure is partly balanced by purchase of raw materials and services in the respective currencies.

As at the end of the reporting period, the carrying amounts of the material foreign currency denominated monetary assets and liabilities are as follows:

	As at March 2023	
	Amount in foreign currency - USD	**Amount in Rupees- INR**
Liabilities		
United States Dollar (USD)	-	-
		-
Assets		
United States Dollar (USD)	0.48	39.07
	0.48	**39.07**
Net foreign currency denominated monetory liability/(asset) (total)		
United States Dollar (USD)	0.48	39.07
Foreign exchange derivatives		
USD (Hedged) - Currency swaps against foreign currency borrowings	-	-
Net foreign currency denominated monetory liability/(asset) (unhedged)		
United States Dollar (USD)	0.48	39.07

Foreign Currency Risk Sensitivity

The following tables demonstrate foreign currency sensitivity on unhedged exposure (1% increase / decrease in foreign exchange rates will have the following impact on profit before tax).

	FY 2022-23	
	+ 100 BPS	**- 100 BPS**
United States Dollar (USD)	0.39	(0.39)

(iii) Equity Price Risk

The Company's investments in listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company's Board of Directors reviews and approves all equity investment decisions.

The following table summarises the sensitivity to change in the price of equity securities held by the Company on the Company's Equity and OCI. These changes would not have an effect on profit or loss.

	Impact on other components of equity (OCI)
	As at 31st March 2023
5% increase	17.01
5% decrease	17.01

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily for trade receivables and deposits with banks and other financial assets. The Company ensures that sales of products are made to customers with appropriate creditworthiness. Outstanding customer receivables are regularly monitored by the management. An impairment analysis is performed at each reporting date on an individual basis for major customers. Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks.

Refer footnotes (d) and (e) below note no. 12 for ageing of trade receivables and movement in credit loss allowance.

C. Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its financial obligations without incurring unacceptable losses. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company have access to undrawn lines of committed borrowing/facilities. The Company invests its surplus funds in bank fixed deposits and in mutual funds, which carry no or low market risk. The company consistently generates sufficient cash

(i) Financing arrangements

	March 31, 2023
Secured borrowing facilities	
- Amount used	-
- Amount unused	520.00
Total	**520.00**

(ii) Maturity profile of financial liabilities

	March 31, 2023		
	Less than 1 year	**Between 1 to 5 years**	**Over 5 years**
As on 31st March, 2023			
Borrowings	-	594.00	-
Lease Liabilities	1.75	6.42	-
Trade Payables	472.96	-	-
Other Financial Liabilities	20.95	-	-
	495.67	**600.43**	**-**

D. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value, safeguard business continuity and support the growth of the Company. The Company manages its capital structure and makes suitable adjustments in light of changes in economic conditions.

Particulars	March 31, 2023
Borrowings - Current and Non-Current	594.00
Long-term maturities of Lease obligations	6.42
Current maturities of Lease obligations	1.75
Less: cash and cash equivalent	(12.62)
Less: other balances with banks	(0.80)
Less: current investments	(340.19)
Net Debts	**248.58**
Total Equity	1,004.91
% Net debt to equity ratio	**24.74%**

OTHER FINANCIAL INFORMATION

Particulars	For the Fiscal March 31, 2023	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Basic EPS (in ₹)	8.91	9.52	10.83
Diluted EPS (in ₹)	8.91	9.52	10.83
Return on net worth (%)	28.86	38.48	34.54
Net asset value per equity share (in ₹)	30.86	43.89	84.36
EBITDA (in ₹ million)	350.91	423.18	500.02

Notes: *The ratios have been computed as under:*

1. Basic and diluted EPS: Restated profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 - Earnings per share.

2. Return on Net Worth: Restated profit attributable to equity shareholders of parent for the relevant year / period as a percentage of Net Worth as of the last day of the relevant year / period.

3. Net assets value per share (in ₹): Net asset value per share is calculated by dividing Net Worth as of the end of relevant year/ period divided by the number of equity shares outstanding at the end of the year / period adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Prospectus.

4. EBDITA means Profit before depreciation, finance cost, tax and amortization.

5. Accounting and other ratios are derived from the Restated Financial Information.

6. Our Company have issued one bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on February 23, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2023, on the basis of the Restated Financial Statements, and as adjusted for the Issue. This table should be read in conjunction with "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 38, 226 and 303, respectively.

(in ₹ Million, except ratio)

Particulars	Pre-Issue as at March 31, 2023	As adjusted for the Issue
Total Borrowings		
Current Borrowing (A)	**-**	-
Non Current Borrowings (B)	594.00	594.00
Total Borrowings (C = A + B)	**594.00**	**594.00**
Equity		
Equity Share Capital	325.60	434.50
Other Equity	679.30	679.30
Total Equity (D)	**1,004.90**	1,113.80
Total Debt/total equity (C)/(D)	**0.59**	0.53

Notes:

The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same have not been provided in the above statement.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations, and our assessment of the factors that may affect our prospects and performance in future periods, together with our Restated Financial Statements for the Financial Years 2023, 2022 and 2021 including the notes thereto and reports thereon, each included *in this Prospectus. Unless otherwise stated, financial information used in this section is derived from the Restated Financial Statements.*

While we have historically prepared our financial statements in accordance with Indian GAAP, in accordance with applicable law, we have adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020. This section includes a discussion of financial results for the Financial Years 2023, 2022 and 2021 which were prepared under Ind AS. For the purposes of transition to Ind AS, we have followed the guidance prescribed in "Ind AS 101 - First Time adoption of Indian Accounting Standard". The Restated Financial Statements, prepared and presented in accordance with Ind AS and in accordance with the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the "Guidance Note on Reports in Company Prospectus (Revised 2019)" issued by the ICAI.

Ind AS differs in certain material respects from Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which our financial statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's *level of familiarity with Ind AS. As a result, the Restated Financial Statements may not be comparable to our historical financial statements.*

This discussion and analysis contain forward-looking *statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those* anticipated *in these forward-looking statements. You should also read "Forward-Looking Statements" and "Risk Factors" on pages* 26 *and 38, respectively, which discuss a number of factors and contingencies that could affect our business, financial condition and results of operations. Our Financial Year ends on March 31 of each year and accordingly, references to Financial Year, are to the 12-month period ended March 31 of the relevant year.*

Unless the context otherwise requires, in this section, references *to "we", "us", "our", "the Company" or "our Company" refers to Valiant Laboratories Limited.*

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023 (the "**CRISIL Report**"), prepared and issued by* CRISIL *and exclusively commissioned and paid for by us in connection with the Issue.* Unless *otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factor No. 37– Industry information included in this Prospectus has been derived from an industry report* exclusively *commissioned and paid for by us for such purpose at an agreed fee for the purpose of the Issue. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 147. Also see, "Currency Conventions, Currency of Presentation, Use of Financial Information, Industry and Market Data" on page* 22.

OVERVIEW

We are an Active Pharmaceutical Ingredient ("**API**") / Bulk Drug manufacturing company having focus on manufacturing of Paracetamol. Bulk drugs/Active Pharmaceutical Ingredients (API) serve as raw materials for manufacturing finished dosage forms or formulations. Paracetamol (Scientific name: Acetaminophen or para-hydroxyacetanilide - $C_8H_9NO_2$), is one of the most commonly taken analgesic worldwide and is recommended as the first-line therapy in pain conditions by the World Health Organization (WHO). Paracetamol has several applications such as usage in treatment of headaches, muscle aches, arthritis, back aches, toothaches, cold and fever. We manufacture Paracetamol in various grades such as IP/BP/EP/USP, as per the pharmacopeia requirements of our customers.

Paracetamol was initially approved by the U.S. Food and Drug Administration ("**US FDA**") in 1951 and is available in a variety of forms including syrup form, regular tablets, effervescent tablets, injection, suppository, and other forms. Paracetamol is often found combined with other drugs in many over the counter ("**OTC**") allergy medications, cold medications, sleep medications, pain relievers, and other products. (Source: *CRISIL Report*)

The pharmaceutical API industry in India is ranked third-largest globally in terms of volume, behind China and Italy – About 35 per cent of API and intermediaries produced in India are exported and the remaining API and intermediaries are sold in the domestic market, including captive consumption by several large formulation players. India is the largest provider of generic drugs, globally contributing to ~20% in global supply by volume of generics drugs. The overall API industry in India grew from Rs. 781 billion in Fiscal 2017 to Rs. 1179 billion in Fiscal 2022 registering a CAGR of 8.5% in rupee terms. Going forward the API industry is expected to clock a growth rate of 9-11% between Fiscal 2022 and Fiscal 2027, largely driven by growth in API exports, which is expected to deliver a healthy growth during the period under consideration. The paracetamol API industry (Domestic consumption+ exports) grew from Rs. 22 billion in Fiscal 2017 to Rs. 39 billion in Fiscal 2023. The paracetamol API market growth was mainly supported by growth in pain and analgesics therapy area which focuses on treatment of common fever, cough and cold as well as volume rise coupled with strong realization levels for players. The paracetamol API demand saw uptick in fiscal 2022 owing to pent up demand, due to covid-19 and extensive usage of common cold and fever drugs during the second wave of covid-19. Also, the boost in export demand due to supply restrictions in China gave opportunities for Indian manufacturers to tap the potential export market. Going forward the paracetamol API industry is expected to clock a CAGR of 5-7% between fiscal 2023 and fiscal 2027, largely driven by the demand from domestic formulation manufacturers as well as export markets. (Source: *CRISIL Report*).

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Sr No.	Metric	As of and for the Fiscal 2023	2022	2021
1	Revenue from operations (₹ in Millions)	3,339.10	2,915.23	1,823.69
2	Total revenue (₹ in Millions)	3,387.72	2,934.72	1,837.81
3	Operating EBITDA (₹ in Millions)	350.91	423.18	500.02
4	Operating EBITDA Margin (%)	10.51%	14.52%	27.42%
5	Profit/(loss) after tax for the year/ period (₹ in Millions)	289.98	274.96	305.93
6	Net profit Ratio/ Margin (%)	8.56%	9.37%	16.65%
7	Return on Equity (ROE) (%)	33.73%	34.36%	48.10%
8	Debt To Equity Ratio	0.59	0.85	0.00

9	Interest Coverage Ratio	151.32	573.93	27.36
10	ROCE (%)	22.76%	35.75%	70.86%
11	Current Ratio	3.60	3.17	5.41
12	Net Capital Turnover Ratio	2.54	2.72	2.61
13	Inventory Turnover Ratio	19.21	21.43	24.29
14	Working Capital as a % of Revenue from Operation	39.37	36.83	38.39
15	Total Quantity Sold (MT)	5,932.84	4,212.49	4,249.02
16	Average Revenue Per Quantity Sold (in ₹ per MT)	5,62,816.83	6,92,044.01	4,29,202.72

Notes:

a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
b) *Operating EBITDA refers to earnings before interest, taxes, depreciation, amortization, gain or loss from discontinued operations and exceptional items. Operating EBITDA excludes other income.*
c) *Operating EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
d) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.*
e) *Return on equity (RoE) is equal to profit for the year divided by the average total equity and is expressed as a percentage.*
f) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).*
g) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBIT by Finance cost.*
h) *RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by average Capital Employed. Capital Employed is calculated as Total Assets less Current Liabilities during the period.*
i) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
j) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*
k) *Inventory Turnover Ratio is calculated by dividing the cost of goods sold from average inventory.*
l) *Working Capital as a percentage of Revenue from Operations is calculated by dividing the working capital (current assets minus current liabilities) by revenue from operations.*
m) *Total Quantity Sold (MT) refers to the overall quantity of a product that has been sold, measured in metric tons (MT)*
n) *Average revenue per Quantity Sold is calculated by dividing the total revenue generated from the sale of a specific quantity of a product by the quantity sold in metric tons.*

SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 38 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

RESULTS OF OPERATIONS

The following table sets forth detailed total income data from our restated Standalone statement of profit and loss for the Fiscals 2023, 2022 and 2021, the components of which are also expressed as a percentage of revenue from operations for such years.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Rs. in Millions	%	Rs. in Millions	%	Rs. in Millions	%
i. Sale of Product						
Sale of Manufactured Products	3,317.48	97.93%	2,892.89	98.57%	1805.51	98.24%
Sale of Traded Products	3.62	0.11%	4.34	0.15%	0.18	0.01%
ii. Other operating revenues:						
Other operating revenue	18.00	0.53%	18.00	0.61%	18.00	0.98%
Total Revenue from Operations (i+ii)	**3,339.10**	98.56%	**2,915.23**	99.34%	**1,823.69**	99.23%
Other Income						
Interest income	2.65	0.08%	5.45	0.19%	3.70	0.20%
Net gains (Losses) on fair value changes through FVTPL	38.37	1.13%	0.30	0.01%	-	0.00%
Foreign Exchange gain /(loss)	5.83	0.17%	8.63	0.29%	-	0.00%
Insurance claims	-	0.00%	0.96	0.03%	10.09	0.55%
Sale of Scrap	-	0.00%	0.09	0.00%	-	0.00%
Miscellaneous Income	1.77	0.05%	3.66	0.12%	0.33	0.02%
Net gain on sale of property, plant and equipment	-	0.00%	0.40	0.01%	-	-
iii. Total Other Income	**48.63**	1.44%	**19.49**	0.66%	**14.12**	0.77%
Total Income (i+ii+iii)	**3,387.72**	100.00%	**2,934.72**	100.00%	**1,837.81**	100.00 %

Our Company's total income increased to ₹ 3,387.72 million in Fiscal 2023 from ₹ 2,934.72 million in Fiscal 2022 and ₹ 1,837.81 million in Fiscal 2021. The increase in Fiscal 2023 over Fiscal 2022 is 15.44%, while the growth in total income in Fiscal 2022 over Fiscal 2021 is 59.69%.

Product wise bifurcation of revenue:

Sr. No.	Type of Products	2023 (Rs. In Mn)	% of total income	2022 (Rs. In Mn)	% of total income	2021 (Rs. In Mn)	% of total income
1	Paracetamol	3317.48	99.35%	2892.89	99.23%	1805.51	99.00%
2	Others	21.62	0.65%	22.34	0.77%	18.18	1.00%

Geographical area wise bifurcation of revenue:

Revenue from operations by geography	2023 (Rs. In Mn)	% of total income	2022 (Rs. In Mn)	% of total income	2021 (Rs. In Mn)	% of total income
Within India	3,326.06	98.18%	2,897.86	98.74%	1,817.62	98.90%
Outside India	13.04	0.38%	17.37	0.59%	6.07	0.33%
Total revenue from operations	3,339.10	98.56%	2,915.23	99.34%	1,823.69	99.23%

The major products of our Company are Paracetamol which pegged a sales figure of ₹ 3317.48 million, ₹ 2892.89 million and ₹ 1805.51 million for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 respectively.

For Fiscal 2023, our Company has total income of ₹ 3387.72 million of which domestic sales, export sales, and other income contributed 98.18%, 0.38%, and 1.44% respectively. For The same figure for Fiscal 2022 stood at 98.74%, 0.59%, and 0.66% respectively of total income of ₹ 2934.72 million. The same figures for Fiscal 2021 stood at 98.90%, 0.33%, and 0.77% respectively of the total Income of ₹ 1837.81 million.

The following table sets forth select financial data from our restated standalone statement of profit and loss for the Financials years 2023, 2022 and 2021, the components of which are also expressed as a percentage of total income for such years.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Rs. in Millions	% of Total Income	Rs. in Millions	% of Total Income	Rs. in Millions	% of Total Income
Income						
Revenue from operations	3339.10	98.56%	2915.23	99.34%	1823.69	99.23%
Other income	48.63	1.44%	19.49	0.66%	14.12	0.77%
Total income	**3387.72**	**100.00%**	**2934.72**	**100.00%**	**1837.81**	**100.00%**
Expenditure						
Cost of materials consumed	2772.77	81.85%	2364.30	80.56%	1208.73	65.77%
Changes in inventories of finished goods and work- in-progress	(2.41)	(0.07%)	(19.74)	(0.67%)	(1.27)	(0.07%)
Purchase of stock in trade	2.83	0.08%	3.60	0.12%	0.11	0.01%
Employee benefit expenses	46.13	1.36%	30.64	1.04%	27.08	1.47%
Finance Cost	2.54	0.07%	0.73	0.02%	17.84	0.97%
Depreciation and Amortization	15.63	0.46%	24.90	0.85%	26.07	1.42%
Other Expenses	168.87	4.98%	113.24	3.86%	89.02	4.84%
Total expenses	**3006.36**	**88.74%**	**2517.68**	**85.79%**	**1367.59**	**74.41%**
Profit before tax	**381.36**	**11.26%**	**417.04**	**14.21%**	**470.23**	**25.59%**
- Current tax	88.00	2.60%	144.68	4.93%	164.60	8.96%
- Deferred tax	3.38	0.10%	-2.60	-0.09%	-0.30	-0.02%
Net Profit for the year	**289.98**	**8.56%**	**274.96**	**9.37%**	**305.93**	**16.65%**
Total other comprehensive income /(loss) for the year, net of tax	0.32	0.01%	-1.50	-0.05%	0.00	0.00%
Total comprehensive income for the year/period	**290.30**	**8.57%**	**273.46**	**9.32%**	**305.93**	**16.65%**

Cost of materials consumed

Cost of materials consumed comprises raw material costs incurred in production of Paracetamol, Dilute Acetic Acid (By Product). The primary raw materials used in the manufacture of our products para amino phenol and acetic anhydride. Raw materials consumed represent a significant majority of our total expenditure. Cost of materials consumed accounted for 83.04%, 81.10%, and 66.28% of our Revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 respectively.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress consists of costs attributable to an increase or decrease in inventory levels during the relevant financial period in finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress accounted for 0.07%, 0.68%, and 0.07% of our total income for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Employee benefits expense

Employee benefits expense includes (i) salaries and wages, including bonus; (ii) contribution to provident fund and other funds, (iii) staff welfare expenses amongst other expenses for staffers at plants and at office. Employee benefits expense accounted for 1.36%, 1.04% and 1.47% of our total income for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Finance costs

Finance costs include interest expense on borrowings and interest on finance lease obligations. Finance costs accounted for 0.07%, 0.02% and 0.97% of our total income for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Depreciation and amortization expenses

Depreciation represents depreciation on our property, plant and equipment. Amortization represents amortization of right of use assets. Depreciation is calculated on a written down value method over the estimated useful life of all assets, these lives are in accordance with Schedule II to the Companies Act, or as per the best estimation of the management. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation and amortization expense accounted for 0.46%, 0.85%, and 1.42% of total income for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Other expenses

Other expenses include factory expense such as, consumables and stores consumed, consumption of power & steam, repair & maintenance- plant & machinery and building, electricity expenses, other direct expenses, auditor's remuneration, insurance, legal & professional fees, rent, safety and security charges, effluent treatment plant charge, sundry balance write off, office expense, commission and incentives on sales, freight charges. Other expenses accounted for 4.98%, 3.86% and 4.84% of our total income for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Fiscal 2023 compared with Fiscal 2022

Total income

Our total revenue increased by ₹ 453.01 million, or by 15.44%, from ₹ 2934.72 million in the Fiscal 2022, to ₹ 3387.72 million in the Fiscal 2023. This was primarily due to an increase in our revenue from operations, and aided by increase in other income as well.

Revenue from Operations

Our revenue from operations increased by ₹ 423.87 million or by 14.54% from ₹ 2915.23 million in Fiscal 2022 to ₹ 3339.10 million in Fiscal 2023. This was primarily attributed to an increase in revenue from operations from paracetamol segment by 14.68% to ₹ 3317.48 million for Fiscal 2023 from ₹ 2892.89 million for Fiscal 2022, primarily due to increase in volume of products sold .

Other Income

Our other income increased by ₹ 29.14 million or by 149.55% from ₹ 19.49 million in Fiscal 2022 to ₹ 48.63 million in Fiscal 2023. This increase was driven by increase in net gains (losses) on fair value changes through FVTPL, which is ₹ 38.37 million for the Fiscal 2023 as compared to ₹ 0.30 million in the Fiscal 2022. This was partially offset by a decrease in interest income, foreign exchange losses, miscellaneous income, sale of scrap, insurance claims and net gain on sale of plant property and equipment which cumulatively account for ₹ 10.25 million for the Fiscal 2023 as compared to ₹ 19.18 million for the Fiscal 2022.

Total Expenditure

Total expenses increased by ₹ 488.69 million or by 19.41% from ₹ 2517.68 million in Fiscal 2022 to ₹ 3006.36 million in Fiscal 2023. This increase was primarily driven by ₹ 408.47 million or by 17.28% increase in cost of materials consumed and ₹ 55.63 million, ₹ 15.48 million increase in other expenses and employee benefit expenses respectively.

Cost of materials consumed.

Cost of material consumed increased by ₹ 408.47 million or by 17.28% from ₹ 2364.30 million in Fiscal 2022 to ₹ 2772.77 million in Fiscal 2023. This was primarily due to an increase in the raw material purchase from ₹ 2,436.53 million in Fiscal 2022 to ₹ 2,735.35 million in Fiscal 2023 and due to an increase in the purchase of packaging materials from ₹ 5.34 million in Fiscal 2022 to ₹ 7.65 million in Fiscal 2023 to produce the increase in demand for finished products and also due to rise in price of raw materials.

Changes in Inventories of Finished Goods & Work-in-Progress.

Change in inventories of finished goods, work in progress was a reduction from ₹ 19.74 million in Fiscal 2022 as compared to ₹ 2.41 million in Fiscal 2023, primarily attributable to a lower inventory of finished goods and work in progress at the end of Fiscal 2023.

Purchase of stock in trade.

Purchase of stock in trade declined by ₹ 0.77 million from ₹ 3.60 million in Fiscal 2022 to ₹ 2.83 million in Fiscal 2023.

Employee benefits expense

Employee benefits expense increased by ₹ 15.48 million or by 50.52% from ₹ 30.64 million in Fiscal 2022 to ₹ 46.13 million in Fiscal 2023. This was primarily due to a general increase in the salaries and wages, including profit-based commission paid to the directors. Employee benefit expenses contributed 1.04% of the total revenues for the Fiscal 2022 vis-à-vis 1.36% of the total revenues for the Fiscal 2023.

Finance costs

Finance costs increased by ₹ 1.81 million or by 248.55% from ₹ 0.73 million in Fiscal 2022 to ₹ 2.54 million in Fiscal 2023. This was due to increase in interest expenses and interest of finance lease obligations from ₹ 0.55 million and ₹ 0.18 million in Fiscal 2022 to ₹ 2.01 million and ₹ 0.52 million in Fiscal 2023 respectively.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by ₹ 9.27 million or 37.22%, from ₹ 24.90 million in Fiscal 2022 to ₹ 15.63 million in Fiscal 2023. The decrease in depreciation was primarily due to application of depreciation on written down value of asset.

Other expenses

Other expenses increased by ₹ 55.63 million or by 49.12% from ₹ 113.24 million in Fiscal 2022 to ₹ 168.87 million in Fiscal 2023. This was primarily due to

- an increase in consumption of power & steam to ₹ 72.60 million in Fiscal 2023 from ₹ 42.93 million in Fiscal 2022 primarily due to increase in our operations and rise in fuel cost.
- an increase in repair and maintenance of plant and machinery to ₹ 12.92 million in Fiscal 2023 from ₹ 9.53 million in Fiscal 2022 due to increase in volume of finished goods produce.
- an increase in Commission and Incentives on sales to ₹ 17.93 million in Fiscal 2023 from ₹ 12.68 million in Fiscal 2022 due to our focus on increasing our brand presence and increase the sales of product.

Tax expense

Our total tax expense decreased by ₹ 50.70 million or by 35.68% from ₹ 142.08 million in Fiscal 2022 to ₹ 91.38 million in Fiscal 2023. This was largely driven by a reduction in current tax by ₹ 56.68 million which was offset by increase in deferred tax by ₹ 5.98 million in Fiscal 2023.

Profit/(Loss) for the year

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in our profit by ₹ 15.02 million or by 5.46% from ₹ 274.96 million in Fiscal 2022 to ₹ 289.98 million in Fiscal 2023. Profit after tax as a percentage of total revenue stood at 8.56% for Fiscal 2023 versus 9.37% for Fiscal 2022.

Total other comprehensive income for the year, net of taxes

Our total other comprehensive income for the year, net of taxes, increased by 121.32% to ₹ 0.32 million for Fiscal 2023 from reduction of ₹ 1.50 million for Fiscal 2022. This was on account of a Re-measurement of the net defined benefit plan.

Total comprehensive income for the year

Our total comprehensive income for the year increased by 6.16% to ₹ 290.30 million for Fiscal 2023 from ₹ 273.46 million for Fiscal 2022.

Fiscal 2022 compared with Fiscal 2021

Total income

Our total revenue increased by ₹ 1096.90 million, or by 59.69%, from ₹ 1837.81 million in the Fiscal 2021, to ₹ 2934.72 million in the Fiscal 2022. This was primarily due to an increase in our revenue from operations aided by an increase in other income as well.

Revenue from Operations

Our revenue from operations increased by ₹ 1,091.54 million or by 59.85% from ₹ 1823.69 million in Fiscal 2021 to ₹ 2915.23 million in Fiscal 2022. This was primarily attributed to an increase in revenue from operations from paracetamol segment by 60.22% to ₹ 2892.89 million for Fiscal 2022 from ₹ 1,805.51 million for Fiscal 2021, primarily due to increase in prices of primary product sold by the company.

Other Income

Our other income increased by ₹ 5.36 million or by 37.98% from ₹ 14.12 million in Fiscal 2021 to ₹ 19.49 million in Fiscal 2022.

- This increase was driven by an increase in net gains (losses) on fair value changes through FVTPL, which is ₹ 0.30 million for Fiscal 2022 as compared to nil in the Fiscal 2021.
- an increase in interest income, which is ₹ 5.45 million for the Fiscal 2022 as compared to ₹ 3.70 million in the Fiscal 2021
- an increase in sale of scrap and miscellaneous income, which is ₹ 0.09 million and ₹ 3.66 million for the Fiscal 2022 respectively as compared to nil and ₹0.33 million in the Fiscal 2021.
- the above increase was offset by decrease in foreign exchange gain from ₹ 10.09 million in Fiscal 2021 to ₹ 8.63 million in the Fiscal 2022.

Total Expenditure

Total expenses increased by ₹ 1,150.09 million or by 84.10% from ₹ 1,367.59 million in Fiscal 2021 to ₹ 2,517.68 million in Fiscal 2022. This increase was primarily driven by ₹ 1,155.57 million or by 95.60% increase in cost of materials consumed and ₹ 24.22 million, ₹ 3.56 million increase in other expenses and employee benefit expenses respectively.

Cost of materials consumed.

Cost of material consumed increased by ₹ 1155.57 million or by 95.60% from ₹ 1208.73 million in Fiscal 2021 to ₹ 2364.30 million in Fiscal 2022. This was primarily due to an increase in the raw material purchase from ₹ 1,224.90 million in Fiscal 2021 to ₹ 2,436.53 million in Fiscal 2022 and due to an increase in the purchase of packaging materials from ₹ 4.60 million in Fiscal 2021 to ₹ 5.34 million in Fiscal 2022 to produce the increase in demand for finished products and due to rise in price of raw materials.

Changes in Inventories of Finished Goods & Work-in-Progress.

Change in inventories of finished goods, work in progress was a reduction from ₹ 1.27 million in Fiscal 2021 as compared to a reduction of ₹ 19.74 million in Fiscal 2022, primarily attributable to a higher inventory of finished goods and work in progress at the end of Fiscal 2022.

Purchase of stock in trade.

The purchase of stock in trade increased by ₹ 3.49 million from ₹ 0.11 million in Fiscal 2021 to ₹ 3.60 million in Fiscal 2022.

Employee benefits expense

Employee benefits expense increased by ₹ 3.56 million or by 13.14% from ₹ 27.08 million in Fiscal 2021 to ₹ 30.64 million in Fiscal 2022. This was primarily due to a general increase in the salaries and wages. However, employee benefit expenses contributed 1.47% of the total revenues for Fiscal 2021 vis-à-vis 1.04% of the total revenues for the Fiscal 2022.

Finance costs

Finance costs decreased by ₹ 17.11 million or 95.92% from ₹17.84 million in Fiscal 2021 to ₹ 0.73 million in Fiscal 2022. This decrease can be attributed to the fact that until August 15, 2021, the company operated as a partnership firm and incurred interest expenses on partners' capital. However, after the conversion of the company, it is no longer required to pay interest on partner's capital.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by ₹ 1.17 million or 4.50%, from ₹ 26.07 million in Fiscal 2021 to ₹ 24.90 million in Fiscal 2022. The decrease in depreciation was primarily due to the application of depreciation on written down value of asset.

Other expenses

Other expenses increased by ₹ 24.22 million or by 27.21% from ₹ 89.02 million in Fiscal 2021 to ₹ 113.24 million in Fiscal 2022. This was primarily due to

- an increase in consumption of power & steam to ₹ 42.93 million in Fiscal 2022 from ₹ 30.98 million in Fiscal 2021 primarily due to increase in our operations.
- an increase in repair and maintenance of building to ₹ 4.22 million in Fiscal 2022 from ₹ 1.83 million in Fiscal 2021.
- an increase in Commission and Incentives on sales to ₹ 12.68 million in Fiscal 2022 from ₹ 6.29 million in Fiscal 2021 due to our focus on increasing our presence and increase the sales of product.

Tax expense

Our total tax expense decreased by ₹ 22.22 million or by 13.52% from ₹ 164.30 million in Fiscal 2021 to ₹ 142.08 million in Fiscal 2022. This was largely driven by a reduction in current tax by ₹ 19.92 million and decrease in deferred tax by ₹ 2.30 million in Fiscal 2022 due to decrease in profit before tax because of reasons mentioned above.

Profit/(Loss) for the year

For the various reasons discussed above, and following adjustments for tax expense, we recorded an decrease in our profit by ₹ 30.97 million or by 10.12% from ₹ 305.93 million in Fiscal 2021 to ₹ 274.96 million in Fiscal 2022. Profit after tax as a percentage of total revenue stood at 9.37% for Fiscal 2022 versus 16.65% for Fiscal 2021.

Total other comprehensive income for the year, net of taxes

Our total other comprehensive income for the year, net of taxes, decrease by ₹ 1.50 million for Fiscal 2022 from nil for Fiscal 2021. This was on account of a Re-measurement of the net defined benefit plan.

Total comprehensive income for the year

Our total comprehensive income for the year decreased by 10.61% to ₹ 273.46 million for Fiscal 2022 from ₹ 305.93 million for Fiscal 2021.

Cash Flows

The following table sets forth certain information relating to our cash flows under Ind AS for the Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(All amounts in ₹million)

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021
Net cash (used in)/ generated from operating activities	229.56	22.51	91.09
Net cash (used in)/ generated from investing activities	(211.77)	(122.38)	(166.69)
Net cash (used in)/ generated from financing activities	(15.34)	61.81	114.30
Net increase/ (decrease) in cash and cash equivalents	2.45	(38.06)	38.69
Cash and Cash Equivalents at the beginning of the period	1.31	39.37	0.68
Cash and Cash Equivalents at the end of the period	3.76	1.31	39.37

Net cash generated from operating activities

Net cash generated from operating activities in the Fiscal 2023 was ₹ 229.56 million and our profit before tax that period was ₹ 381.36 million. The difference was primarily attributable to depreciation of ₹ 15.63 million, Finance costs of ₹ 2.54 million, and thereafter change in working capital of ₹ (81.97) million respectively, resulting in gross cash generated from operations at ₹ 317.56 million. We paid income tax of ₹ 88.00 million.

Net cash generated from operating activities in Fiscal 2022 was ₹ 22.51 million and our profit before tax that period was ₹ 417.04 million. The difference was primarily attributable to Depreciation of ₹ 24.90 million, Finance costs of ₹ 6.15 million, Gain/(Loss) on disposal of Property, Plant and Equipment (PPE) of ₹ 0.40 million and thereafter change in working capital of ₹ (280.51) million respectively, resulting in gross cash generated from operations at ₹ 167.18 million. We paid income tax of ₹ 144.68 million.

Net cash generated from operating activities in the Fiscal 2021 was ₹ 91.09 million and our profit before tax that period was ₹ 470.23 million. The difference was primarily attributable to Depreciation of ₹ 26.07 million, Finance costs of ₹ 17.84 million, and thereafter change in working capital of ₹ (258.45) million respectively, resulting in gross cash generated from operations at ₹ 255.69 million. We paid income tax of ₹ 164.60 million.

Net cash used in investing activities

In the Fiscal 2023, our net cash used in investing activities was ₹ 211.77 million, which was primarily for Purchase of property, plant & equipment (including capital advances) of ₹ 70.68 million. We also received

Bank deposits matured (having original maturity of more than 3 months) of ₹ 199.20 million and other investments of ₹ 340.29 million during the said year.

In the Fiscal 2022, our net cash used in investing activities was ₹ 122.38 million, which was primarily for Purchase of property, plant & equipment (including capital advances) of ₹ 68.76 million. Sales of property, plant & equipment of ₹ 0.40 million. We have increased Bank deposits (having original maturity of more than 3 months) of ₹ 50.00 million and other investments of ₹ 4.02 million during the year.

In the Fiscal 2021, our net cash used in investing activities was ₹ 166.69 million, which was primarily for Purchase of property, plant & equipment (including capital advances) of ₹ 16.69 million. We have invested in Bank deposits (having original maturity of more than 3 months) of ₹ 150.00 million during the year.

Net cash generated from/ used in financing activities

In the Fiscal 2023, our net cash used in financing activities was ₹ 15.34 million. This was primarily due to repayment of ₹ 12.81 million as borrowing (net), and payment of interest of ₹ 2.54 million.

In the Fiscal 2022, our net cash from financing activities was ₹ 61.81 million. This was primarily due to repayment of ₹ 420.72 million as borrowing (net). Proceeds from issuance of share capital of ₹ 488.99 million, payment of share issue expenses of ₹ 0.31 million and payment of interest of ₹ 6.15 million.

In the Fiscal 2021, our net cash from financing activities was ₹ 114.30 million. This was primarily due to proceeds from borrowings of ₹ 132.14 million, offset by payment of interest ₹ 17.84 million.

LIQUIDITY AND CAPITAL RESOURCES

We fund our operations primarily with cash flow from operating activities and borrowings / credit facilities from banks. Our primary use of funds has been to pay for our working capital requirements and capital expenditures and for expansion of our manufacturing facilities. We evaluate our funding requirements regularly in light of our cash flow from our operating activities and market conditions. In case our cash flows from operating activities do not generate sufficient cash flows, we may rely on other debt or equity financing activities, subject to market conditions.

Our Company had Standalone cash and cash equivalents of ₹ 3.76 million as of March 31, 2023, ₹ 1.31 million as of March 31, 2022 and ₹ 39.37 million as of March 31, 2021.

We only have long term borrowings of ₹ 594.00 million as of March 31, 2023 as per restated standalone financial statement.

The following table sets forth certain information relating to our outstanding indebtedness as of March 31 2023, on a Standalone basis:

(All amounts in ₹ million)

Category of borrowing	Sanctioned amount as at March 31, 2023	Outstanding amount as at March 31, 2023 (Including interest accured)
Unsecured Loan		
-Related parties	0	594.00

For further and detailed information on our indebtedness, see “Risk Factor” on page to 38 and “Financial Indebtedness” on page 324.

CONTINGENT LIABILITIES

As of March 31, 2023, the estimated amount of contingent liabilities are as follows:

Particulars	Amount (₹ in Million)
GST matters	Nil
Income tax matters	Nil
Labour laws related matters (ESIC)	Nil
Others – Bank Guarantees	0.30
Total	**0.30**

COMMITMENTS:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	3.94	8.74	-
Letters of Credit and Bank guarantees issued by bankers towards procurement of good, services and other statutory bodies and outstanding as at year end	-	-	-
Total	**3.94**	**8.74**	**-**

For further information on our contingent liabilities and commitments, see *"Notes 37 & 38 – Contingent Liabilities and Commitments"* under the chapter *"Restated Standalone Financial Statements"* on page 251.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related in the ordinary course of business. For further information relating to our related party transactions, see "Related Party Transactions" on page 252.

(All amounts in ₹ million)

Compensation of key management personnel of the Company:

(₹ In Million.)

		March 31, 2023	March 31, 2022	March 31, 2021
(i)	Short-term employee benefits	5.96	1.38	1.23
(ii)	Post-employment benefits	-	-	-
(iii)	Director Sitting fees	0.16	0.30	-
Total compensation paid to key management personnel		**6.12**	**1.41**	**1.23**

Details of transactions with and balances outstanding with related parties (companies / body corporates)

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Dhanvallabh Ventures LLP	Investment (Share Capital)	-	-	101.75	-	-	-
	Investment Unsec Loan)	-	486.16	589.22	486.16	-	-
	Partner Capital	-	-	-	-	20.00	577.26
Aarti Industries Limited	Rent Received	-	-	3.54	-	21.24	1.77
	Sale of Goods	-	-	5.31	-	13.00	-
	Purchase of Goods	-	-	5.11	-	16.91	0.77
	Deposit	-	-	-	-	-	9.61
	Others-Reimbursement	-	-	9.07	-	27.86	-
Aarti Pharmalabs Limited	Rent Received	21.24	6.32	17.70	-	-	-
	Sale of Goods	2.44	-	-	-	-	-
	Purchase of Goods	41.95	-	20.83	1.59	-	-
	Deposit	-	9.61	-	9.61	-	-
	Others - Reimbursement	39.45	-	18.18	-	-	-
Valiant organics limited	Purchase of Goods	2,264.69	460.49	917.55	444.60	29.38	21.88
Valiant Advanced Sciences Private limited	Investment (Share Capital)	0.10	-	-	-	-	-
	Investment Unsec Loan)	323.33	323.33	-	-	-	-

Details of transactions with and balances outstanding of Key Managerial Personnel (KMP) / Close Family Member of Key Managerial Personnel:

Particulars	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Outstanding amount	Transaction value	Outstanding amount	Transaction value	Outstanding amount
Santosh Vora	Remuneration	1.20	0.10	0.57	-	0.57	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	36.00	102.87	36.00	-	-
Shantilal Vora	Commission to Director	1.43	1.43	-	-	-	-

	Sitting Fees	0.05	-	0.01	0.01	-	-
	Remuneration	-	-	0.66	-	0.66	-
	Unsecured Loan	-	35.89	102.87	35.89	-	-
Paresh Shah	Remuneration	1.50	0.13	0.66	-	0.66	-
	Commission to Director	1.43	1.43	-	-	-	-
	Unsecured Loan	-	35.94	102.86	35.94	-	-
Sonal Vira	Sitting Fees	0.05	0.01	0.01	0.01	-	-
Velji Gogri	Sitting Fees	0.05	0.01	0.01	0.01	-	-
Saloni Mehta	Salary	0.40	0.04	0.15	-	-	-

Details of transactions with and balances outstanding of Entities Controlled/Significantly influenced by Directors/Close Family Members of Directors:

Name of related party	Nature of transaction	March 31, 2023		March 31, 2022		March 31, 2021	
		Transaction value	Balance as on 31.03.2023	Transaction value	Balance as on 31.03.2022	Transaction value	Balance as on 31.03.2021
The Trust Valiant Laboratories Limited	Contribution to the Gratuity Funds	0.19	8.64	1.95	9.20	1.53	7.67

Non-GAAP Measures

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because 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. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Reconciliation of Profit/(loss) for the period/year to our EBITDA

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Restated profit/(loss) for the period/year attributable to equity shareholders (I)	289.98	274.96	305.93
Add:			
Finance Cost (II)	2.54	0.73	17.84
Total Tax Expense/(income) (III)	91.38	142.08	164.30
Depreciation (IV)	15.63	24.90	26.07
Less:			

Other Income	(48.63)	(19.49)	(14.12)
EBITDA (VII=I+II+III+IV)	**350.91**	**423.18**	**500.02**

EBITDA is calculated as the sum of restated profit/ (loss) for the period, total tax expenses, finance costs, depreciation and amortization expense reduced and other income.

Reconciliation of Restated Profit/(loss) for the period from continuing operations to EBITDA Margin

Particulars	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**	**For the year ended 31st March, 2021**
EBITDA (I)	350.91	423.18	500.02
Revenue from Operations (II)	3,339.10	2,915.23	1,823.69
EBITDA margin (I/II)	10.51%	14.52%	27.42%

EBITDA Margin is calculated by dividing EBITDA by revenue from operations.

Reconciliation of Capital Turnover Ratio

Particulars	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**	**For the year ended 31st March, 2021**
Equity Share capital as per Restated Ind AS financial statements (I)	325.60	162.80	105.00
Securities Premium as per Restated Ind AS financial statements (II)	163.39	326.19	-
Revenue from Operations (III)	3,339.10	2,915.23	1,823.69
Capital Turnover Ratio {IV=III/(I+II)}	6.83	5.96	17.37

Capital Turnover ratio is calculated by dividing Revenue from operations by Equity share capital and security premium.

Reconciliation of Total Debt to Equity Ratio attributable to equity holders ratio

Particulars	**For the year ended 31st March, 2023**	**For the year ended 31st March, 2022**	**For the year ended 31st March, 2021**
Total Borrowings	594.00	606.81	3.51
Equity attributable to equity holders	1,004.90	714.60	885.82
Total borrowings/Equity attributable to equity holders ratio	0.59	0.85	0.004

Total Debt to Equity Ratio is calculated by dividing Total borrowing by Equity attributable to equity shareholders.

Reconciliation of Restated Profit/(Loss) margin

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Restated Profit/(loss) for the period/year (I)	289.98	274.96	305.93
Revenue including other income	3,387.72	2,934.72	1,837.81
Restated Profit/(Loss) margin (III=I/II) (in%)	8.56%	9.37%	16.65%

Profit Margin Ratio is calculated by dividing Profit/(loss)for the period/year by Total income.

Reservations, Qualifications and Adverse Remarks by the statutory auditors

There are no reservations, qualifications and adverse remarks by our Statutory Auditors since incorporation.

Details of Default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of debentures or repayment of deposits or repayment of loans from any bank or financial institution

There have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company for the Fiscal 2023, Fiscal 2022 and Fiscal 2021.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, since incorporation.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: foreign currency risk, interest risk and other price risk such as commodity risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts in several currencies and consequently the Company is exposed to foreign exchange risk through its sales outside India, and purchases from overseas suppliers in various foreign currencies. The company also has borrowings in foreign currency. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are affected as the rupee appreciates / depreciates against these currencies. Foreign currency exchange rate exposure is partly balanced by purchase of raw materials and services in the respective currencies.

As at the end of the reporting period, the carrying amounts of the material foreign currency denominated monetary assets and liabilities are as follows:

(₹ In Million)

Particulars	As at March 2023		As at March 2022		As at March 2021	
	Amount in foreign currency - USD	Amount in Rupees-INR	Amount in foreign currency - USD	Amount in Rupees-INR	Amount in foreign currency - USD	Amount in Rupees-INR
Liabilities United States Dollar (USD)	-	-	-	-	-	-
		-		-	-	-
Assets United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44
	0.48	**39.07**	**0.85**	**64.66**	**1.04**	**76.44**
Net foreign currency denominated monetary liability/(asset) (total) United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44
Foreign exchange derivatives USD (Hedged) - Currency swaps against foreign currency borrowings	-	-	-	-	-	-
Net foreign currency denominated monetary liability/(asset) (unhedged) United States Dollar (USD)	0.48	39.07	0.85	64.66	1.04	76.44

Foreign Currency Risk Sensitivity

The following tables demonstrate foreign currency sensitivity on unhedged exposure (1% increase / decrease in foreign exchange rates will have the following impact on profit before tax).

Particulars	Fiscal 2022-23		Fiscal 2021-22		Fiscal 2020-21	
	+ 100 BPS	- 100 BPS	+ 100 BPS	- 100 BPS	+ 100 BPS	- 100 BPS
United States Dollar (USD)	0.39	(0.39)	0.65	(0.65)	0.76	(0.76)

Interest risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate due to changes in market interest rates. A company's interest rate risk arises from borrowings.

The following table demonstrates the sensitivity on the Company's profit before tax, to a reasonably possible change in interest rates of variable rate borrowings on that portion of loans and borrowings affected, with all other variables held constant:

Interest Rate Sensitivity

A change of 50 bps in interest rates would have following impact on Profit before Tax

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Outstanding Borrowing Amount - Variable	-	12.81	0.77
50 BPS increase would (decrease) the Profit before Tax by	-	0.06	0.00
50 BPS decrease would increase the Profit before Tax by	-	(0.06)	(0.00)

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its financial obligations without incurring unacceptable losses. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company have access to undrawn lines of committed borrowing/facilities. The Company invests its surplus funds in bank fixed deposits and in mutual funds, which carry no or low market risk. The company consistently generates sufficient cash flows from operations or from cash and cash equivalents to meet its financial obligations including lease liabilities as and when they fall due.

Financing arrangements

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Secured borrowing facilities			
- Amount used	-	12.81	3.51
- Amount unused	520.00	180.44	197.00
Total	**520.00**	**193.25**	**200.51**

Maturity profile of financial liabilities

Particulars	March 31, 2023			March 31, 2022			March 31, 2021		
	Less than 1 year	Between 1 to 5 years	Over 5 years	Less than 1 year	Between 1 to 5 years	Over 5 years	Less than 1 year	Between 1 to 5 years	Over 5 years
As on 31st March, 2022									
Borrowings	-	594.00	-	12.81	594.00	-	0.77	2.74	-
Lease Liabilities	1.75	6.42	-	1.78	2.67	-	1.95	0.58	-
Trade Payables	472.96	-	-	397.24	-	-	122.92	-	-
Other Financial Liabilities	20.18	-	-	7.69	-	-	8.62	-	-
	494.90	**600.43**	**-**	**419.52**	**596.67**	**-**	**134.27**	**3.33**	**-**

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily for trade receivables and deposits with banks and other financial assets. The Company ensures that sales of products are made to customers with appropriate creditworthiness. Outstanding customer receivables are regularly monitored by the management. An impairment analysis is performed at each reporting date on an individual basis for major customers. Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks.

Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value, safeguard business continuity and support the growth of the Company. The Company manages its capital structure and makes suitable adjustments considering changes in economic conditions.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company includes within net debt outstanding liabilities towards Borrowings, obligations towards lease less cash and cash equivalents, other unrestricted balances with banks and current investments.

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Borrowings - Current and Non-Current	594.00	606.81	3.51
Long-term maturities of Lease obligations	6.42	2.67	0.58
Current maturities of Lease obligations	1.75	1.78	1.95
Less: cash and cash equivalent	-3.76	-1.31	-39.37
Less: other balances with banks	-0.80	-200.00	-150.00
Less: current investments	-340.19	-4.02	-
Net Debts	**257.43**	**405.93**	**-183.33**
Total Equity	1,004.90	714.60	885.82
% Net debt to equity ratio	**25.62%**	**56.81%**	**-20.70%**

General

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, investments, trade payables, trade receivables and derivative financial instruments.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. ***Unusual or infrequent events or transactions***

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

Apart from the risks as disclosed under Section *"Risk Factors"* beginning on page 38, there are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section *"Risk Factors"* beginning on page 38, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Future changes in relationship between costs and revenues***

Our Company's future costs and revenues will be determined by demand/supply situation, both of the end products as well as the raw materials, government policies and budget constraints of our customer(s).

5. ***Increases in net sales or revenue and Introduction of new products or services or increased sales prices***

Increases in revenues are by and large linked to increases in volume of business and also dependent on the price realization on our products.

6. Status of any publicly announced New Products or Business Segment

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

7. Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our business is primarily into manufacturing of viz. pharmaceutical API industry and is a single reportable segment. Details of the industry turnover and other relevant information is disclosed in the section *"Industry Overview"* beginning on page 147.

8. Seasonality of business

Our Company's business is not seasonal in nature.

9. Any Major Dependence on a single or few suppliers or customers

The % of contribution of our Company's customer vis-à-vis the total revenue from operations respectively as of for the Fiscal 2021, 2022 and 2023 is as follows:

Particulars	**Top Suppliers as a percentage (%) of total purchases**		
	Fiscal 2023	**Fiscal 2022**	**Fiscal 2021**
Top 5	98.83%	90.67%	90.36%
Top 10	99.62%	93.97%	96.76%

The % of contribution of our Company's supplier vis-à-vis the total revenue from operations respectively as of for the Fiscal 2021, 2022 and 2023 is as follows:

Particulars	**Top Customers as a percentage (%) of revenues**		
	Fiscal 2023	**Fiscal 2022**	**Fiscal 2021**
Top 5	29.64%	23.40%	32.54%
Top 10	42.61%	36.87%	48.01%

10.Competitive conditions:

Competitive conditions are as described under the chapters *"Industry Overview"* and *"Our Business"* beginning on pages 147 and 169 respectively.

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business, primarily for the purposes of meeting our working capital requirements.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as on August 15, 2023:

(₹ in Millions)

Category of Borrowings	Sanctioned amount as at August 15, 2023*	Outstanding amount as at August 15, 2023*
Secured Loans		
Working Capital Limits	**520.00**	**-**
Fund based facilities	500.00	-
Non-Fund based facilities (*As sub-limit of fund-based facility*)	400.00	0.03
Treasury VaR	20.00	-
Sub- Total(A)	**520.00**	**0.03**
Unsecured Loans	-	594.00
Sub-Total (B)	**-**	**594.00**

* *As certified by Raman S Shah & Co, the Statutory Auditor of our Company pursuant to their certificate dated August 31, 2023*

There have been no defaults in repayment of borrowings with any financial institutions/ banks as on the date of this Prospectus. We have received all the necessary approvals from the concerned lenders for the proposed Issue.

For further information, see *Risk Factor No. 30 – "Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition."* on pages 55 this Prospectus.

Principal terms of the borrowings availed by us:

A summary of the principal terms of our borrowings are as set out below. The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us:

1. ***Tenor:*** The working capital facilities have a tenor ranging from 90 days to upto 1 years.

2. ***Interest:*** The interest rate applicable to our borrowing facilities is typically tied to the lender's lending rate prevailing at the time, as applicable and which may vary for each facility.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

    a. create a pari passu charge by way of hypothecation on entire current assets, present and future, of our Company;

b. charge on current asset, movable fixed assets and immovable properties of the Company;

The above is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Events* of *default:*** *The* terms of our borrowings contain certain standard events of default which may attract penal charges, including:

   a. fails to promptly pay any amount now or hereafter owing to the Bank as and when the same shall become due and payable

   b. overdue interest/ installment in respect of term loans and over-drawings above the drawing power/ limit in fund based working capital accounts;

   c. any representation have been false at any time or misleading as of the date on which the same was made or deemed to be made;

   d. failure in performance of any covenant, condition or agreement;

   e. breach of financial covenants;

   f. the cessation of business by or the dissolution, winding-up, insolvency or liquidation.

5. ***Consequences of event of default:*** Upon the occurrence of an event of default the lender may levy penal/ interest charges over and above the normal interest applicable in the account.

6. ***Negative Covenants:*** The borrowing arrangements entered into by us restrict us from carrying out certain actions, including:

   a. change in the capital structure;

   b. formulate any scheme of amalgamation or reconstruction;

   c. undertake any new project/scheme without obtaining the Bank's prior consent, unless the expenditure on such expansion is covered by the Company's net cash accruals or from long term funds received for financing such new projects;

   d. invest, lend or advance funds to any other concern;

   e. enter into any borrowing or financing arrangements except for working capital facilities granted/to be granted by the consortium bank members and any term loans proposed to be obtained from Financial Institutions/Banks for replacement-cum-modernization programme;

   f. issue any corporate guarantee on behalf of any company;

   g. declare dividend for any year except out of profits relating to that year;

   h. make material changes in the management set up without prior approval of the Banks;

   i. create charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons;

j. withdraw/allow to be withdrawn any money brought in by the Company, Promoter or Directors;

k. extend loans to Directors/Associates or other companies;

l. sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the bank.

UNSECURED LOANS

Below are the details of unsecured borrowings availed by our Company as on August 15, 2023:

Name of the Lender	Outstanding amount in ₹ million
Dhanvallabh Ventures LLP	486.16
Shantilal Shivji Vora	35.89
Santosh Shantilal Vora	36.00
Paresh Shashikant Shah	35.89
Total	**594.00**

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, Subsidiary and our Promoters ("**Relevant Parties**"); or (v) pending litigation involving each of our Group Company which has a material impact on our Company.*

For the purposes of identification of material litigation in (iv) above any pending litigation (including arbitration proceedings) involving the Relevant Parties, our Board has considered and adopted the Materiality Policy at its meeting held on May 15, 2023 has determined Material Litigation as:

(i) if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 10% of the Company's profit after tax for the most recently completed fiscal year, as per the Restated Consolidated Financial Statements; or

(ii) tax proceedings which individually involve an amount greater than the materiality threshold as defined in (i) above, to be disclosed individually;

(iii) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

The profit after tax of our Company for Financial Year 2022-23 was ₹ 289.98 million. Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties, in any such outstanding litigation or arbitration proceeding is equal to or in excess of ₹ 28.99 million have been disclosed in this Prospectus.

Further, there are no: (i) disciplinary actions (including penalties) imposed by SEBI or a recognized Stock Exchanges against our Promoters in the last five Financial Years immediately preceding the date of this Prospectus, including any outstanding action.

It is clarified that for the purposes of the Materiality Policy, pre-litigation notices (other than those issued by governmental, statutory or regulatory, judicial authorities) received by the Relevant Parties shall in any event not be considered as litigation until such time that Relevant Parties are made a party to proceedings initiated before any court, tribunal or governmental, statutory authority or any judicial authority, or is notified by any governmental, statutory or regulatory or any judicial authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, our Board, at its meeting held on May 15, 2023 has determined 'Material Dues' as outstanding dues to any creditors of our Company if the amount due to any one of them ('Material Creditor') exceeds 10% of the trade payables of the Company as per Restated Financial Statements for Financial Year 2022-23. The trade payables of our Company, as per the

*Restated Financial Statements for Financial Year 2022-23 is ₹ 472.96 million and accordingly, any outstanding dues exceeding ₹ 47.30 million have been considered as material outstanding dues for the purposes of disclosure in this section. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at www.valiantlabs.in. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

Except as disclosed herein, our Company, its Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of date of this Prospectus.

I. Litigation involving our Company

A. Litigation filed against our Company

1. Criminal proceedings

As on the date of this Prospectus, there are no criminal proceedings against our Company.

2. Outstanding actions by regulatory and statutory authorities

As on the date of this Prospectus, there are no actions taken by regulatory and statutory authorities against our Company.

3. Material Civil proceedings

As on the date of this Prospectus, there are no material civil proceedings against our Company.

B. Litigation filed by our Company

1. Criminal proceedings

As on the date of this Prospectus, no criminal proceedings have been initiated by our Company.

2. Material Civil proceedings

As on the date of this Prospectus, no material civil proceedings have been initiated by our Company.

II. Litigation involving our Subsidiary

A. Litigation filed against our Subsidiary

1. Criminal proceedings

As on the date of this Prospectus, there are no criminal proceedings against our Subsidiary.

2. Outstanding actions by regulatory and statutory authorities

As on the date of this Prospectus, there are no actions taken by regulatory and statutory authorities against our Subsidiary.

3. Material Civil proceedings

As on the date of this Prospectus, there are no material civil proceedings against our Subsidiary.

B. Litigation filed by our Subsidiary

1. Criminal proceedings

As on the date of this Prospectus, no criminal proceedings have been initiated by our Subsidiary.

2. Material Civil proceedings

As on the date of this Prospectus, no material civil proceedings have been initiated by our Subsidiary.

III. Litigation involving the Directors (*other than our Individual Promoter*)

A. Litigation filed against our Directors

1. Criminal proceedings

As on the date of this Prospectus, there are no criminal proceedings against our Directors

2. Outstanding actions by regulatory and statutory authorities

As on the date of this Prospectus, there are no actions taken by regulatory and statutory authorities against our Directors.

3. Material Civil proceedings

As on the date of this Prospectus, there are no material civil proceedings against our Directors.

B. Litigation filed by our Directors

1. Criminal proceedings

As on the date of this Prospectus, no material civil proceedings have been initiated against our Directors.

2. Material Civil proceedings

As on the date of this Prospectus, no material civil proceedings have been initiated by our Directors.

IV. Litigation involving our Promoters

A. Litigation filed against our Promoters

1. Criminal proceedings

As on the date of this Prospectus, there are no criminal proceedings against our Promoters.

2. Outstanding actions by regulatory and statutory authorities

As on the date of this Prospectus, there are no actions taken by regulatory and statutory authorities against our Promoters.

3. Material Civil proceedings

As on the date of this Prospectus, there are no actions taken by regulatory and statutory authorities against our Promoters.

B. Litigation filed by our Promoters

1. Criminal proceedings

As on the date of this Prospectus, no criminal proceedings have been initiated by our Promoters.

2. Material Civil proceedings

As on the date of this Prospectus, no material civil proceedings have been initiated our Promoters.

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

VI. Tax proceedings against our Company, Subsidiary, Promoters and Directors.

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors and Promoters:

Nature of Proceedings	Number of cases	Amount involved (in ₹ million)
Our Company		
Direct tax	-	-
Indirect tax	-	-
Subsidiary		
Direct tax	-	-
Indirect tax	-	-
Directors		
Direct tax	10	6.26
Indirect tax	-	-
Promoters		
Direct tax	3	0.93
Indirect tax	-	-

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2023, are set out below:

Types of creditors	Number of Creditors	Amount Outstanding (₹ In Millions)
Material Creditors	1	460.49
Micro, Small and Medium Enterprises*	2	0.06
Other creditors	102	12.41
Total	**105**	**472.96**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended*.

The details pertaining to outstanding dues to creditors as on March 31, 2023 along with the name and amount involved for each such Material Creditors, are available on the website of our Company www.valiantlabs.in.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, our Promoters nor our Directors are or have been classified as a wilful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

MATERIAL DEVELOPMENTS

Except as disclosed in the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 303 of this Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial information as disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay material liabilities within the next 12 months from the date of filing of this Prospectus.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to be obtained by our Company which are considered material and necessary for the purposes of undertaking our present business activities and operations. In view of the approvals listed below, our Company can undertake this Issue and its business activities, as applicable. Our Company undertakes to obtain all material approvals and licenses and *permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as on the date of this Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations.*

For further details in connection with the regulatory and legal framework within which we operate, see the section titled "*Key Regulations and Policies in India*" on page 183.

The main objects clause of the Memorandum of Association and objects incidental *to the main objects enable our Company to undertake its existing business activities.*

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

I. INCORPORATION DETAILS OF OUR COMPANY

1. Certificate of incorporation dated August 16, 2021 issued to our Company by the RoC, pursuant to conversion from 'partnership firm' to 'a public limited company' and consequential change in our name from "M/s. Bharat Chemicals" to "Valiant Laboratories Limited"

2. The CIN of our Company is U24299MH2021PLC365904.

II. APPROVALS IN RELATION TO THE ISSUE

For details regarding the approvals and authorizations obtained by our Company in relation to the Issue see, "*the Issue*" and "*OtherRegulatory and Statutory Disclosures - Authority for the Issue"* on pages 80 and 336 respectively of this Prospectus.

III. APPROVALS IN RELATION TO BUSINESS OPERATIONS OF OUR COMPANY

A. *Tax Related Approvals*

1. The permanent account number of our Company is AAICV2239F.

2. The tax deduction account number of our Company is MUMV29635E.

3. The import export code (IEC) of our Company is AAICV2239F.

4. The GST registration number of our Company is 27AAICV2239F1ZA, issued by the Government of India for GST payments in the state of Maharashtra where our business

operations are situated.

B. *Labour and Employee Related Approvals*

1. Under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, our Company has been allotted EPF code number THTHA2442695000.

2. Under the provisions of the Employees' State Insurance Act, 1948, our Company has been allotted code number 34000516950000305 and sub code number 35340516950010305.

3. Registration as Employer bearing registration no. 2113800710021298 dated February 08, 2023 issued by Assistant Commissioner of Labour, Palghar-1 (Area of Palghar, Dahanu & Talasari Taluka) under the provisions of Contract Labour (Regulation and Abolition) Act, 1970.

4. Under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975 our Company has been allotted registration number 27911897980P.

C. *Material approvals obtained in relation to the business and operations of our Company*

1. License to work a factory dated September 13, 2021, bearing registration number 12900210010V -02 issued by the Directorate of Industrial Safety and Health (Labour Department), Government of Maharashtra under the Factories Act, 1948, as amended (and rules made thereunder), for the Manufacturing Facility;

2. Consent to operate under RED/SSI category dated December 10, 2021, bearing number Format1.0/AST/UAN No. 0000120635/CR-2112000608 issued by Maharashtra Pollution Control Board under the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for the Manufacturing Facility;

3. License dated October 01, 2021, bearing license no. KD/403 to manufacture for sale (or for distribution) of drugs other than those specified in Schedule C, C (1) and X to the Drugs and Cosmetics Rules, 1945, issued under the provisions of the Drugs and Cosmetics Act, 1940 for the Manufacturing Facility by Foods & Drugs Administration, Konkan Division, Maharashtra State;

4. Registration certificate bearing registration number MBCD0100030 for the possession, consumption, purchase and storage of acetic anhydride under the provisions of the Narcotics Drugs and Psychotropic Substances Act, 1985, as amended, for the Manufacturing Facility, by the Zonal Director, Narcotics Control Bureau, Maharashtra;

5. Udyam Registration bearing number UDYAM-MH-19-0083099 dated August 31, 2021 as Micro Enterprise under the Micro, Small and Medium Enterprise Act, 2006;

6. Certificate of Verification bearing LCR number CLM09322132 dated September 10, 2022 under the Legal Metrology Act 2009, and the Maharashtra Legal Metrology (Enforcement) Rules, 2011;

7. No Objection Certificate from fire safety authorities for our factory premises

IV. APPROVALS APPLIED FOR BUT NOT YET RECEIVED:

Nil

V. MATERIAL LICENSES/ APPROVALS REQUIRED BUT NOT OBTAINED OR APPLIED FOR:

Nil

VI. APPROVALS EXPIRED AND RENEWAL TO BE APPLIED FOR:

Nil

VII. APPROVALS OBTAINED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board has approved the Issue pursuant to the resolution passed at its meeting held on January 30, 2023. Further, our Shareholders have approved the Issue pursuant to a special resolution passed on March 20, 2023 under Section 62(1)(c) of the Companies Act.

Our Board had on June 5, 2023 approved the Draft Red Herring Prospectus for filing with Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges.

Our Board has on September 18, 2023 approved the Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Our Board has on October 03, 2023 approved the Prospectus for filing with SEBI and the Stock Exchanges.

Our Company has received in-principle approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated August 25, 2023 and August 25, 2023, respectively.

Prohibition by SEBI or any other regulatory authorities

We confirm that our Company, our Subsidiary, our Promoters, the members of our Promoter Group, our Directors and persons in control of our Company or our Promoters are not prohibited from accessing the capital market for any reason or debarred from buying, selling or dealing in securities, under any order or directions by the SEBI or any other securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Prospectus.

None of our Directors are associated with the securities market in any manner and there is no outstanding action against them initiated by the SEBI in the past five years against our Directors or any other entity with which our Directors are associated as promoters or director.

Our Company, Promoters or Directors have neither been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI. Further, there have not been any violations of securities laws by our Promoters and our Directors.

Further, none of our Promoters or Directors have been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters and the members of the Promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent in force and applicable, as on the date of this Prospectus.

Other Confirmations

None of our Promoters, members of Promoter Group and Directors have been or are directors on the board of any company or limited liability partnership whose name appears in the lists of struck-off companies/limited liability partnerships by the registrar of companies:

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, as set out under the eligibility criteria and as derived from the Restated Financial Information and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% of the net tangible assets are held as monetary assets, kindly refer section titled "Financial Information" beginning on Page no. 226.

- 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.

- There has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Prospectus.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth, have been derived from the Restated Financial Information included in this Prospectus as at, and for the three immediately preceding Financial Years are disclosed below.

Derived from the Restated Financial Information

(₹ in Millions)

Particulars	**As at**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Restated Net tangible assets [(a)]	1,005.04	714.81	891.09
Operation profits [(d)]	335.27	398.28	473.94
Net worth [(b)]	1,004.90	714.60	885.82
Monetary assets [(c)]	4.56	201.31	189.37
Monetary assets, as a % of net tangible assets (c) / (a)	0.45%	28.16%	21.25%

a) *"Net Tangible Assets" means the sum of all net assets (arrived at by deducting non-current liabilities, current liabilities 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.*

b) *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses on a restated basis.*

c) *"Monetary assets" represent the sum of cash and cash equivalents, other bank balances.*

d) *"Operating profit" is defined as profit before finance costs, other income and tax expense*

Our Company has operating profits in each of Financial Year 2023, 2022 and 2021 in terms of our Restated Financial Information as indicated in the table above.

We are eligible to undertake the Issue as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate not more than 50% of the Issue to QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further not less than 35% of the Issue shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees shall not be less than 1,000 failing which, the entire application money will be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Further, 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 has ensured compliance and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Also, our Company confirms that it is not ineligible to make the Issue 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) Our Company, our Promoters, members of our Promoter Group, or our Directors are not 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 and our Directors have been categorized as a wilful defaulter or a fraudulent borrower.

d) None of our Directors have been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

e) As on the date of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or any other right which would entitle any person any option to receive Equity Shares

f) Our Company, along with the Registrar to the Issue, has entered into tripartite agreements dated December 01, 2021 and February 17, 2022 with National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**"), respectively, for dematerialization of the Equity Shares;

g) The Equity Shares of our Company held by our Promoters are in dematerialised form;

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 Prospectus; and

i) None of our Company, our Promoters or Directors have been declared as 'fraudulent borrowers' by the leading banks or financial institution or consortium, in terms of the RBI master circular dated July 1, 2016.

DISCLAIMER CLAUSE OF SEBI

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 5, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS."

All applicable legal requirements pertaining to this Issue will be complied with at the time of registering the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All applicable legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company our Directors, the Promoters and the Book Running Lead Manager

Our Company, our Directors, the Promoters and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or in any 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.valiantlabs.in or any website of members of our Promoter Group, our Subsidiary, our Group Companies and any of our affiliates would be doing so at his or her own risk.

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement, to be executed between the Underwriters and our Company.

All information shall be made available by our Company and the BRLM 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.

None among our Company, the Promoters or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software or hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Promoters, the Underwriters and their respective directors, partners, designated partners, trustees, 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 Promoters, the Underwriters and their respective directors, officers, partners, designated partners, trustees, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and its respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, our Subsidiary, and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters, our Subsidiary, and their respective directors and officers, 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

This Issue is being made in India to persons resident in India (including Indian nationals resident in India) who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the 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, multilateral and bilateral development financial institutions, public financial institutions as specified in Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Issue will be subject to jurisdiction of the appropriate court(s) in Mumbai, Maharashtra, India only.

This Prospectus does not constitute an offer to sell an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, other than in India, to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No person outside India is eligible to bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date. 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.

Eligibility and Transfer Restrictions

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), 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 may be offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and were not offered or sold, and Bids were not made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Issue, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Issue) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

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.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

Disclaimer Clause of BSE

BSE Limited ("the Exchange") has given vide its letter dated August 25, 2023, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2411 dated August 25, 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.
Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued in the Issue and NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of

Equity Shares at the Stock Exchanges are taken within such time prescribed by SEBI. If our Company does not Allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Bid/ Issue Closing Date.

If our Company does not Allot Equity Shares pursuant to the Issue within six Working Days from the Bid/ Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Consents

Consents in writing of our Promoters, our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Legal Advisor to the Issue, the Book Running Lead Manager, Statutory & Peer Reviewed Auditor, the Registrar to the Issue, Banker to the our Company, independent chartered engineer in their respective capacities have been obtained; and consents in writing of the Syndicate Members, Underwriter, Monitoring Agency, Escrow Collection Bank(s), Banker(s) to the Issue/ Public Issue Bank(s)/ Refund Bank(s) and Sponsor Bank to act in their respective capacities, will be obtained and filed along with a copy of the Prospectus with the RoC as required under the Sections 26 and 32 of the Companies Act. Further, consents received prior to filing of this Prospectus have not been withdrawn up to the time of delivery of this Prospectus with SEBI

Experts to the Issue

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

Our Company has received written consents from the following persons to include their names in this Prospectus as an “Expert” as defined under Section 2(38) and 26of the Companies Act, read with SEBI ICDR Regulations and such consents have not been withdrawn as on the date of this Prospectus:

(i) Consent dated August 31, 2023, from our Statutory and the Peer Review Auditor namely, Raman S. Shah & Co., Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated August 29, 2023, and the Statement of Possible Special Tax Benefits dated August 31, 2023 included in this Prospectus.
(ii) Consent dated May 10, 2023 from M/s. Orbit Consultancy & Valuers, Independent Chartered Engineers in respect of their certificate dated April 10, 2023 on our Company’s installed capacity and capacity utilization at our production Units included in this Prospectus.

Such consents have not been withdrawn as on the date of this Prospectus. However, the term “expert” and the consent thereof shall not be construed to mean an “expert” or consent within the meaning as defined under the U.S. Securities Act.

Capital issue during the previous three years by our Company

Except as disclosed in *"Capital Structure – Notes to the capital structure"* on page 98 of this Prospectus, our Company has not made any capital issues during the previous three years.

Public or rights issues by our Company during the last five (5) years

Our Company has not made any public or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Prospectus.

Commission and brokerage on previous issues

Since this is an Initial Public Offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this prospectus.

Capital issue during the previous three years by listed Group-Companies/ subsidiaries/ associates of our Company

Except as stated under chapter titled *"Capital Structure"* beginning on page 98 of the Prospectus, our Company has not undertaken any capital issue. As on the date of this Prospectus, our Company does not have any listed subsidiary or associate companies.

Our Group Company, Aarti Industries Limited has its equity shares listed on the Stock Exchanges. Aarti Industries Limited has made an bonus issue of its equity shares in 2021. Details of such bonus issue by Aarti Industries Limited are as below:

Information	Details
Year of the Issue	2021
Type of Issue (public/rights/composite)	Bonus Issue
Amount of issue (₹)	Bonus Issue in the ratio of 1:1
Issue price (₹)	₹ 5
Current market price (₹)	₹ 514.35 as on June 2, 2023
Date of closure	23/06/2021
Date of allotment and credit of securities to dematerialized account of investors	24/06/2021
Date of completion of the project, where object of the issue was financing the project	NA
Rate of dividend paid	NA

Performance vis-a-vis objects – Public/ rights issue of our Company

Except as stated under chapter titled *"Capital Structure"* beginning on page 98 of the Prospectus, our Company has not undertaken any previous rights issue. Further, this Issue is an "Initial Public Offer" in terms of SEBI ICDR Regulations and our Company has not undertaken any previous public issue.

Performance vis-a-vis objects - Last one Public Issue/ Rights Issue of Subsidiaries/ Listed Promoters

Our Company has not undertaken any rights issue in the five years preceding the date of this Prospectus. Our Company has not made any public issues in the five years preceding the date of this Prospectus. As on the date of this Prospectus, our Company does not have any listed Subsidiary.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Price Information and track record of past issued handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by ***Unistone Capital Private Limited***

Sr. No.	Issue Name	Issue size (In millions)	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	HP Adhesives Limited	1,259.63	274	December 27, 2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	31.30%, [-7.34%]
2	Integrated Personnel Services Limited	127.44	59	November 11, 2022	66.5	37.63% [0.80%]	25.68% [-2.49%]	21.80% [-0.19%]
3	All E Technologies Limited	481.97	90	December 21, 2022	125	23.72% [-0.94]	2.94% [-6.00]	17.17% [3.06%]
4	Global Surfaces Limited	1,549.80	140	March 23, 2023	163	54.64% [3.90%]	43.32% [10.42%]	22.89% [16.54%]
5	MOS Utility Limited	499.65	76	April 18, 2023	90	39.47% [2.66%]	15.39% [11.62%]	-
6	Sahana System Limited	327.38	135	June 12, 2023	163	8.22% [4.21%]	97.67% [6.55%]	-
7	Sangani Hospitals Limited	151.68	40	August 17, 2023	44s	1.02% [4.27%]	-	-
8	Mono Pharmacare Limited	148.40	28	September 7, 2023	29	-	-	-
9	Ratnaveer Precision Engineering Limited	1,650.32	98	September 11, 2023	123.2	-	-	-
10	Unihealth Consultancy Limited	565.49	132	September 21, 2023	135	-	-	-

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Notes:

(a) Source: www.nseindia.com for the price information

(b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.

(c) The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past public issues handled by Unistone Capital Private Limited

Financial year	Total no. of IPO*	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium 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%
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	3	-	-	-	-	-	-	-
FY 2023-24	6#	334.29	-	-	-	-	1	2	-	-	-	-	-	-

**The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

MOS Utility Limited, Sahana System Limited, Sangani Hospitals Limited, Mono Pharmacare Limited and Ratnaveer Precision Engineering Limited, Unihealth Consultancy Limited was listed on April 18, 2023, June 12, 2023, August 17, 2023, September 7, 2023, September 11,2023 and September 21, 2023 respectively.

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Mechanism for Redressal of Investor Grievances

SEBI, by way of its circular dated March 16, 2021 as amended by its circular dated April 20, 2022 ("**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/Self Certified Syndicate Banks ("**SCSBs**") and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, 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 by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members 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 finalization of the Basis of Allotment.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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.

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 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
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 finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-issue BRLM 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 Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares pursuant to the Issue, or such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances in relation to the Bidding process, other than of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or the application number duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, 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 BRLM with whom the Bid cum Application Form was submitted by the Anchor Investor.

For helpline details of the Book Running Lead Manager pursuant to March 2021 Circular, see "General Information" on page 89.

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 Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 7 (seven) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has obtained authentication on the SCORES and will comply with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and any amendment thereto, in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship 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 details, please refer to the chapter titled *"Our Management"* beginning on page 196 of this Prospectus.

Our Company has appointed Saloni Mehta, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Saloni Mehta
c/o Valiant Laboratories Limited
104, Udyog Kshetra, Mulund Goregaon Link Road,
Mulund west, Mumbai 400080 India.
Telephone: +91 022 4971 2001
Website: www.valiantlabs.in
Email id: complianceofficer@valiantlabs.in

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue 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.

Our Company has not received any investor complaint during the three years preceding the date of this Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Prospectus.

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

Our Company has not sought for any exemptions from complying with any provisions of securities laws from the SEBI, as on the date of this Prospectus.

SECTION VII - ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered and Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, the AoA, SEBI Listing Regulations, the terms of this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/ or any other authorities while granting their approval for the Issue.

The Issue

The Issue comprises a Fresh Issue by our Company.

Expenses for the Issue shall be borne our Company in the manner specified in "Objects of the Issue-Issue related expenses" on page 128.

Ranking of Equity Shares

The Equity Shares being Allotted pursuant to the Issue shall rank pari passu in all respects with the existing Equity Shares including in respect of voting and the right to receive dividend. The Allottees upon Allotment of Equity Shares in the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of the Allotment. For further details, see *"Main Provisions of Articles of Association"* beginning on page 391 of this Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum of Association and the Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the Allotment of Equity Shares), will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of Articles of Association"* beginning on pages 225 and 391 respectively of this Prospectus.

Face Value, Issue Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ 133 per Equity Share and at the higher end of the Price Band is ₹ 140 per Equity Share. The Anchor Investor Issue Price is ₹ 140 per Equity Share.

The Issue Price, Price Band and the minimum Bid Lot, was decided by our Company and the Promoters, in consultation with the Book Running Lead Manager, and advertised in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and all edition of Mumbai Lakshadeep, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the

Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

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 our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, etc., see *"Main Provisions of Articles of Association"* beginning on page 391 of this Prospectus.

Allotment only in dematerialized form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares have been allotted only in dematerialized form and trading of the Equity Shares shall also only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite agreement dated December 01, 2021 amongst our Company, NSDL and the Registrar to the Issue.
- Tripartite agreement dated February 17, 2022 amongst our Company, CDSL and the Registrar to the Issue.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in this Issue will be only in electronic form in multiples of 105 Equity Share subject to a minimum Allotment of 105 Equity Shares for Retail Individual Bidders and Minimum NIB Application Size for Non-Institutional Bidders.

Joint holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Issue.

Period of operation of subscription list

See "Bid/Issue Programme" on page 355.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, and the rules framed thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only in the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agent of our Company.

Further, a nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/ Issue Programme

BID/ ISSUE OPENED ON	Wednesday, September27, 2023*****
BID/ ISSUE CLOSED ON	Tuesday, October 03, 2023******

* Our Company may, in consultation with the Promoters and the Book Running Lead Manager, consider participation by Anchor Investors. Our Company, in consultation with the BRLM, could allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation was on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"). The Anchor Investor Bid/ Issue Period was one Working Day prior to the Bid/ Issue Opening Date, i.e., Wednesday, September 27, 2023, in accordance with the SEBI ICDR Regulations.

** Our Company could, in consultation with the Promoters and the Book Running Lead Manager, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date was at 5:00 pm on Bid/ Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Closing Date	Tuesday, October 03, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Thursday, October 05, 2023
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	On or before Friday, October 06, 2023
Credit of Equity Shares to demat accounts of Allottees	On or before Friday, October 06, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before Monday, October 09, 2023

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue 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 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, 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 (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) in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds.*

** *As per SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023 and (ii) mandatory on or after December 1, 2023. Our Company may decide to voluntarily adopt the revised timeline of listing as per aforesaid SEBI Circular.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day or 15% of the application amount, whichever is higher, for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date in terms of the UPI Circulars by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For details, please see *"Issue Procedure"* beginning on page 364 of this Prospectus.

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.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoters or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days from the Bid/ Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoters, as may be required in respect of his portion of the Issued Shares, the timetable may change due to various factors, any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post Issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10:00 a.m. and 5:00 p.m. Indian Standard Time ("IST")
Bid/ Issue Closing Date*	
Submission and Revision in Bids	Only between 10:00 a.m. and 3:00 p.m. IST

* *UPI mandate end time and date was at 5.00pm on Bid/Offer Closing Date*

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

(i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(i) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Investors.

On Bid/ Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

The Registrar to the Issue submitted the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs unblocked such applications by the closing hours of the Working Day and submitted the confirmation to the BRLM and the Registrar to the

Issue on a daily basis, as per the format prescribed in March 2021 Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

It was clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount was not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would have been rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Issue Closing Date no later than 1.00 p.m. (Indian Standard Time). Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids were received on the Bid/ Issue Closing Date, some Bids might not get uploaded due to lack of sufficient time. Such Bids that could not be uploaded were not to be considered for allocation under this Issue. Bids and any revision in Bids were accepted only during Working Days. Bidders may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids was accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system which was to be provided by the Stock Exchanges. The Designated Intermediaries modified select fields uploaded in the Stock Exchange platform during the Bid/ Issue Period till 5.00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges was to be taken as the final data for the purpose of Allotment.

To avoid duplication, the facility of re-initiation provided to Syndicate Members was preferably allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

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 were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system which was to be provided by the Stock Exchanges.

None among our Company and the Promoters or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the Promoters and the Book Running Lead Manager, reserved the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band would not have exceed 20% on either side, i.e., the Floor Price could move up or down to the extent of 20% of the Floor Price and the Cap Price would have been revised accordingly. The Floor Price could not have been less than the face value of the Equity Shares. In all circumstances, the Cap Price had to be less than or equal to 120% of the Floor Price and at all times had to be at least 105% of the Floor Price.

In case of revision in the Price Band, the Bid/ Issue Period was extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoters in consultation with the BRLM could, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Issue Period, if applicable, would have been widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the website of the Book

Running Lead Manager and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot would have remained the same.

Minimum Subscription

If our Company had not received the minimum subscription in the Issue as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Issue on the Bid/Issue Closing Date; or if the subscription level fell below 90% after the closure of Issue on account of withdrawal of applications; or after technical rejections; or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Issue Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with applicable laws, including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company shall pay interest as prescribed under applicable law.

In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Issue size, the Equity Shares will be Allotted in the following order:

(i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Issue portion is subscribed;
(ii) once Equity Shares have been Allotted as per (i) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Issue portion;

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders.

Subject to valid Bids having been received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion would have been 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 BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion was not to be allowed to be met with spill-over from other categories or a combination of categories.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialized form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock- in of the pre-Issue Equity Share Capital of our Company, lock- in of the Promoter's contribution and the Anchor Investor lock- in as provided in *"Capital Structure"* beginning on page 98 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of the Equity Shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see *"Main Provisions of Articles of Association"* beginning on page 391 of this Prospectus.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue were to be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchanges.

Withdrawal of the Issue

The Issue could have been withdrawn in the event that 90% of the Issue was not subscribed.

Our Company in consultation with the BRLM, reserved the right not to proceed with the Issue, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would have issued a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges simultaneously. The BRLM, through the Registrar to the Issue, would have notified the SCSBs and the Sponsor Banks, 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 Banker to the Issue to process refunds to the Anchor Investors, as the case may be. Our Company would also have informed the same to the Stock Exchanges on which Equity Shares were proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. If Allotment was not made within the prescribed time period under applicable law, the entire subscription amount received would have been refunded/unblocked within the time prescribed under applicable law.

If our Company or the Promoters in consultation with the Book Running Lead Manager withdrew the Issue after the Bid/ Issue Closing Date and thereafter determined that they would proceed with public offering of the Equity Shares, our Company would have filed a fresh Draft Red Herring Prospectus with SEBI and the Stock Exchanges.

ISSUE STRUCTURE

Initial of up to 10,890,000 Equity Shares for cash at a price of ₹ 140 per Equity Share (including a premium of ₹ 130 per Equity Share) aggregating to ₹ 1,524.60 Million. The Issue constituted 25.06% of the post-Issue paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each. The Issue was made through the Book Building Process.

Particulars of the Issue	Qualified Institutional Buyers(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation/ allotment*(2)	Not more than 5,445,000 Equity Shares	Not less than 1,633,500 Equity Shares	Not less than 3,811,500 Equity Shares
Percentage of Issue Size available for allocation/ allotment	Not more than 50% of the Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹ 200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000	Not less than 35% of the Issue shall be available for allocation
Basis of Allotment/ Allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) 108,900 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 2,069,130 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual	Allotment to each of the Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to availability in the Non- Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see,

Particulars of the Issue	Qualified Institutional Buyers[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	Funds receiving allocation as per (a) above. Up to 3,266,970 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	specified in the SEBI ICDR Regulations	*"Issue Procedure"* on page 364.
Mode of Bid^	Only through the ASBA process (except for Anchor Investors) (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism
Minimum Bid	Such number of Equity Shares in multiples of 105 Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of 105 Equity Shares such that the Bid Amount exceeds ₹ 200,000	105 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 105 Equity Shares not exceeding the size of the Issue (excluding the Anchor Portion), subject to limits as applicable to each Bidder	Such number of Equity Shares in multiples of 105 Equity Shares not exceeding the size of the Issue (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of 105 Equity Shares such that the bid amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form.		
Bid Lot	105 Equity Shares and in multiples of 105 Equity Shares thereafter		
Allotment Lot	A minimum of 105 Equity Shares and in multiples of one Equity Shares thereafter in multiples of one Equity Share. For Non- Institutional Bidder allotment shall not be less than the Minimum NIB Application Size		
Trading Lot	One Equity Share		
Who can apply[(3) (4)]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds	Resident Indian Individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions,	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the

Particulars of the Issue	Qualified Institutional Buyers[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	societies, family offices and trusts for Equity Shares such that the Bid Amount exceeds ₹ 200,000 in value.	Bid Amount does not exceed ₹ 200,000 in value.
Terms of Payment	**In case of Anchor Investors:** Full Bid amount shall be payable by the Anchor Investors at the time of submission of their Bids.[(4)] **In case of all other Bidders:** Full Bid amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		

^ SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional Bidder and RIBs 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 and the Promoters, in consultation with the Book Running Lead Manager, could allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion was up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof was permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor had to make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor

Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received at or above the price at which allocation is made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion would have been added to the Net QIB Portion.

(2) Subject to valid Bids having been received at or above the Issue Price. This was an issue in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. This Issue was being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion was available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids having been received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds was less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion would have been added to the remaining QIB Portion for proportionate allocation to all QIBs. Further, (a) not less than 15% of the Issue was available for allocation to Non-Institutional Bidders (out of which (i) one third was reserved for applicants with application size of more than ₹0.2 million and up to ₹1 million, and (ii) two-thirds was reserved for applicants with application size of more than ₹ 1 million provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders) and (b) not less than 35% of the Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Issue. Subject to valid Bids having been received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would have been 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 BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion was not to be allowed to be met with spill-over from other categories or a combination of categories.

(3) In case of joint Bids, the Bid cum Application Form could 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 have been required in the Bid cum Application Form and such first Bidder would have been deemed to have signed on behalf of the joint holders. Our Company reserved the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price was payable by the Anchor Investor Pay-In Date as indicated in the CAN.

(5) Anchor Investors were not permitted to use the ASBA process.

Bidders were required to confirm and were deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they were eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids having been received at or above the Issue Price, undersubscription, if any, in any category except the QIB Portion, could have been met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Promoters, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. For further details, please see the chapter titled *"Terms of the Issue"* beginning on page 352 of this Prospectus.

ISSUE 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. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

*Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (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 Issue; (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 through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("**UPI Phase II**"). The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Bidders ("**UPI Phase III**"), as may be prescribed by SEBI. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("T+3 SEBI Circular"). The Issue has been undertaken pursuant to process and procedure under UPI Phase III of the UPI Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time pursuant to the T+3 SEBI Circular. If the Issue is made under UPI Phase III, the same will be advertised in all editions of Financial Express the English national daily newspaper, all editions of Jansatta the Hindi national daily newspaper, all editions of the Marathi daily newspaper, Mumbai Lakshadeep (Marathi being the regional language of Maharashtra, where our Registered Office is located) on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular came into force for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus. Further, pursuant to SEBI circular no.*

SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their Bids with (a) a Syndicate Member; (b) a Registered Broker at the Broker Centre; (c) a Collecting Depository Participant; and (d) the Registrar to the Issue. Subsequently, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022 issued by SEBI, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of Bidders (all categories).

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 and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this 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 BRLM shall be the nodal entity for any issues arising out of public issuance process.

Our Company and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Book Building Procedure

The Issue has been 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 Issue was available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLM could 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 was reserved for domestic Mutual Funds, subject to valid Bids having been 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 could have been added to the Net QIB Portion. 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids having been received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Issue Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, were subject to the following: (i) one third of the portion available to Non-Institutional Bidders was reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders was reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories could have been allocated to Bidders in the other subcategory of Non-Institutional Bidders.

Under-subscription, if any, in any category except in the QIB Portion, would have been 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 BRLM and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not have been allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

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.

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 Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the IPO.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI 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 the ASBA) for applications by RIBs through 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 payment mechanism in three phases in the following manner:

(a) **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 RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (T+3 Circular). This phase which has become applicable from August 9, 2023, shall be made in two phases, i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

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– Issue BRLM will be required to compensate the concerned investor.

The Issue has been made under UPI Phase II of the UPI Circular. All SCSBs offering facility of making application in public issues also provided facility to make application using UPI. If the Issue is made under UPI Phase III of the UPI Circulars, the same will be advertised in all editions of the Financial Express, an English language national daily with wide circulation, all editions of Jansatta, a Hindi national daily newspaper and all editions of Mumbai Lakshadeep a Marathi language national daily with wide circulation (Marathi also being the regional language of Maharashtra, where our Registered Office is located), on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company was 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 using the UPI.

The processing fees may be released to the remitter banks (SCSBs) only after an application is made by the SCSBs to the BRLM with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts 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 in accordance with circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 issued by SEBI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Electronic registration of Bids

a) The Designated Intermediary could register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they subsequently uploaded the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Issue.

b) On the Bid / Issue Closing Date, the Designated Intermediaries could have uploaded the Bids till such time as would have been permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that were uploaded on the Stock Exchanges' platform were considered for allocation / Allotment. The Designated Intermediaries were given till 5:00 pm on the Bid / Issue Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Issue Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus were available with the Designated Intermediaries at relevant Bidding Centers and at our Registered. An electronic copy of the ASBA Form was 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 / Issue Opening Date.

Copies of the Anchor Investor Application Form were made available at the offices of the BRLM.

All Bidders (other than Anchor Investors) had to compulsorily use the ASBA process to participate in the Issue.

Anchor Investors were not permitted to participate in this Issue through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) had to provide bank account details and authorization 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 did not contain such details were liable to be rejected.

Retail Individual Bidders who submitted their Bid cum Application Form to any Designated Intermediary (other than SCSBs) were required to Bid using the UPI Mechanism and had to provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism could also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders had to ensure that the Bids were 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 were liable for rejection. Bidders using the ASBA process to participate in the Issue had to ensure that the ASBA Account had sufficient credit balance such that an amount equivalent to the full Bid Amount could have been blocked therein. In order to ensure timely information to investors SCSBs were required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Issue is made under Phase II, ASBA Bidders could have submitted the ASBA Form in the manner below:

i. RIBs (other than the RIBs using UPI Mechanism) could 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 using the UPI Mechanism, could submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs not using the UPI Mechanism could submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could 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 were 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 shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism had to provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism.

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 Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	Blue
Anchor Investors	White

**Excluding electronic Bid cum Application Forms*
Notes:
(1) Electronic Bid cum Application forms were available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors was made available at the offices of the BRLM.

In case of ASBA Forms, the relevant Designated Intermediaries had uploaded 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 Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and should not have submitted it to any non SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges had shared 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) had to initiate request for blocking of funds through NPCI to RIBs, 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 maintained an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions was 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 had shared 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 Issue provided the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall sent 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.

For all pending UPI Mandate Requests, the Sponsor Bank initiated 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 accepted UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) had undertaken 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 BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks downloaded UPI settlement files and raw data files from the NPCI portal after every settlement cycle and did a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI coordinated with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) hosted a web portal for intermediaries (closed user group) from the date of Bid / Issue 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 Issue Bidding process.

Participation by Promoters, Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to Promoters, Promoter Group, BRLM and the Syndicate Members and Bids by Anchor Investors The BRLM and the Syndicate Members were not allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members could have purchased Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription could have been on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, were treated equally for the purpose of allocation made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which were associates of the BRLM or insurance companies promoted by entities which were associates of the BRLM, no BRLM or their respective associates could have applied in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor was deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controlled, 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, exercised control over the other; or (iii) there was a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoters and members of the Promoter Group were not to participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group were not to apply in the Issue under the Anchor Investor Portion. It was clarified that a qualified institutional buyer who had rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, would have been deemed to be a person related to the Promoters 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 had to lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLM reserved the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds had to specifically state names of the concerned schemes for which such Bids were made.

In case of a Mutual Fund, a separate Bid could have been 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 were not to be treated as multiple Bids, provided that such Bids clearly indicated the scheme for which the Bid was submitted.

In case of a Mutual Fund, a separate Bid could have been 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 were not to be treated as multiple Bids, provided that such Bids clearly indicated the scheme for which the Bid was submitted.

No Mutual Fund scheme could 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% was not to be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes could own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs could 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 were considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorised their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) 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 could authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NR**O") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. NRIs applying in the Issue 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.

Participation of Eligible NRIs in the Issue was subject to the FEMA regulations. NRIs applying in the Issue through the UPI Mechanism were 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 Rules, the total holding by any individual NRI, on a repatriation basis, could not exceed 5% of the total paid-up equity capital on a fully diluted basis or could not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together could not exceed 10% of the total paid-up equity capital on a fully diluted basis or could not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% could have been raised to 24% if a special resolution to that effect was passed by the general body of the Indian company.

Eligible NRIs were permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs could use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility was enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non Residents (blue in colour). Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents (white in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

For details of restrictions on investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" on page 389.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should have been made in the individual name of the Karta. The Bidder should have specified 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 were 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 was 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)) had to be below 10% of our post-Issue 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 would have been re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor would have been required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together could have been 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 should have been included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserved the right to reject any Bid without assigning any reason. FPIs who wished to participate in the Issue were advised to use the Bid cum Application Form for Non-Residents (blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, had directed that at the time of finalization 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 Issue 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 was permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complied with the following conditions:

(a) such offshore derivative instruments were issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments were issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments were 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 was required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, was subject to (a) the transfer having been 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 was obtained for such transfer, except in cases, where the persons to whom the
offshore derivative instruments are to be transferred, were pre-approved by the FPI.

Participation of FPIs in the Issue was subject to the FEMA Rules. The FPIs who wished to participate in the Issue were advised to use the Bid cum Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN could have been treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilized the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids had been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it had to be noted that multiple Bids received from FPIs, who did not utilize the MIM Structure, and bore the same PAN, are liable to be rejected. Bids by FPIs could not have been treated as multiple Bids, in the following cases:

- FPIs which utilized the MIM Structure;
- Offshore derivative instruments which had obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtained separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund had multiple investment strategies / sub-funds with identifiable differences and were 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 could have been collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid could have been 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, were 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 indicated the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids could have been rejected.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the **"SEBI AIF Regulations"**) prescribed, 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 Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended (**"SEBI FVCI Regulations"**) prescribe the investment restrictions on FVCIs.

The Category I and II AIFs could not invest more than 25% of their investible funds in one investee company. A Category III AIF could not invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, could not invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI could invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which included subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares were proposed to be listed.

Participation of AIFs, VCFs and FVCIs was subject to the FEMA Rules.

All non-resident investors should have noted that refunds (in case of Anchor Investors), dividends and other distributions, if any, would have been payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM would not have been responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

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, had to be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM, reserved 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 was required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserved 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 was 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 nonfinancial services could not exceed 20% of the bank's paid-up share capital and reserves. A banking company would have been 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 was engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition was through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the bank's interest on loans / investments made to a company, provided that the bank was 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 have required 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 was 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 Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs were 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 should have been used solely for the purpose of making application in public issues and clear demarcated funds should have been 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 have been attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLM, reserved the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers were prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (**"IRDA Investment Regulations"**), and were 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 operated. Bidders were advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and should have compled 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), had to be attached to the Bid-cum Application Form. Failing this, our Company in consultation with BRLM, reserved the right to reject any Bid, without assigning any reason thereof.

NBFC-SI participating in the Issue should have complied with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI as prescribed 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, 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 had to be lodged along with the Bid cum Application Form. Failing this, our Company reserved 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 BRLM, 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 BRLM, deemed 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, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund had to be attached to the Bid cum Application Form. Failing this, our Company in consultation with BRLM reserved the right to reject any Bid, without assigning any reason therefor.

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 were provided below.

(a) Anchor Investor Application Forms were made available for the Anchor Investor Portion at the offices of the BRLM.

(b) The Bids were required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid could not have been submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund would have been aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion was reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors was opened one Working Day before the Bid / Issue Opening Date, and completed on the same day.

(e) Our Company in consultation with the BRLM finalised allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion was 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 was required to be completed on the Anchor Investor Bid / Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation had to be made, was required to be made available in the public domain by the BRLM before the Bid / Issue Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Issue Price was greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Issue Price would have been payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Issue Price was lower than the Anchor Investor Issue Price, Allotment to successful Anchor Investors would have been at the higher price, i.e., the Anchor Investor Allocation Price should still have been the Anchor Investor Issue Price.

(i) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion would have been 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 would have been locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which were associates of the BRLM or insurance companies promoted by entities which were associate of BRLM or AIFs sponsored by the entities which were associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which were associate of the and BRLM) could have applied in the Issue under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not to be considered as multiple Bids

The above information was given for the benefit of the Bidders. Our Company and the Book Running Lead Manager were not liable for any amendments or modification or changes in applicable laws or regulations, which might have occurred after the date of this Prospectus, when filed. Bidders were advised to make their independent investigations and ensure that any single Bid from them did not exceed the applicable investment limits or maximum number of the Equity Shares that could have been held by them under applicable laws or regulation and as specified in this Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

Information for Bidders

The relevant Designated Intermediary would have entered a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options were not considered as multiple Bids. It was the Bidder’s responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary did not guarantee that the Equity Shares should have been allocated / Allotted. Such Acknowledgement Slip would have been non-negotiable and by itself would not have created any obligation of any kind. When a Bidder revised his or her Bid, he / she should have surrenderred the earlier Acknowledgement Slip and might have requested 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 have been deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM were cleared or approved by the Stock Exchanges; nor didit in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor did it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor did it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor did it warrant that the Equity Shares would have been listed or would continue to be listed on the Stock Exchanges.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, our Company, after filing the Red Herring Prospectus with the RoC, published a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express an English national newspaper, all editions of Jansatta an Hindi national newspaper and Mumbai editions of Mumbai Lakshadeep an Marathi regional newspaper (Marathi being the regional language of Maharashtra where our Registered Office is located). Our Company shall, in the pre- Issue advertisement state the Bid / Issue Opening Date, the Bid / Issue Closing Date and the QIB Bid / Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, was 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

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company entered into an Underwriting Agreement with the Underwriters. After signing the Underwriting Agreement, the Company will file this Prospectus with the RoC. The Prospectus has details of the Issue Price, Anchor Investor Issue Price, Issue Size and underwriting arrangements and is complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders were 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 Bidders could have revised or withdrew their Bid(s) until the Bid / Issue Closing Date. Anchor Investors were not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do’s*:**

1. Check if you were eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you had Bid within the Price Band;

3. Ensure that you mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and used only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism ensured that the bank, with which they have their bank account, where the funds equivalent to the application amount were available for blocking

is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the UPI Mechanism made Bids only through the SCSBs, mobile applications and UPI handles whose name appeared in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders ensured that the name of the app and the UPI handle which was 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 was not mentioned on the SEBI website was 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) were correct and the Bidders depository account was active, as Allotment of the Equity Shares would have been in dematerialized form only;

8. Ensure that your 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;

9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary was submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, might have submitted their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDPs and should have ensured that the ASBA Form contains the stamp of such Designated Intermediary;

10. In case of joint Bids, ensured that First Bidder was the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder was included in the Bid cum Application Form;

11. If the first Bidder was not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form was signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;;

12. Ensure that they had correctly signed the authorization / undertaking box in the Bid cum Application Form, or had otherwise provided an authorization 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 Issue through the UPI Mechanism, ensure that you authorized 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;

13. All Bidders (other than Anchor Investors) should have submitted their Bids through the ASBA process only;

14. Retail Individual Bidders not using the UPI Mechanism, should have submitted their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

15. Ensured that the name(s) given in the Bid cum Application Form was / were exactly the same as the name(s) in which the beneficiary account is held with the Collecting Depository Participant. In case of joint Bids, the Bid cum Application Form should have contained only the name of the First Bidder whose name should have also appeared as the first holder of the beneficiary account held in joint names;

16. Bidders should have ensured 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;

17. Ensure that you had 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;

18. Ensure that you submitted revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtained a revised acknowledgment;

19. 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;

20. Ensure that the Demographic Details were updated, true and correct in all respects;

21. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India were attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

22. Ensure that the category and the investor status was indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, were submitted;

24. Ensure that Bids submitted by any person outside India were in compliance with applicable foreign and Indian laws;

25. UPI Bidders Bidding using the UPI Mechanism, should have ensured that they approved 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;

26. 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;

27. However, Bids received from FPIs bearing the same PAN should not have been treated as multiple Bids in the event such FPIs utilize the MIM structure and such Bids had been made with different beneficiary account numbers, Client IDs and DP IDs.

28. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were 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 should have been 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;

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

30. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form was submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, was 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);

31. 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;

32. UPI Bidders Bidding using the UPI Mechanism should have ensured 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 Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder Bidding using the UPI Mechanism 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;

33. UPI Bidding using the UPI Mechanism should have mentioned 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;

34. UPI Bidders Bidding using the UPI Mechanism, who had revised their Bids subsequent to making the initial Bid, should also have approved 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;

35. UPI Bidders who wished to revise their Bids using the UPI Mechanism, should have submitted the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should have

ensured 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 RIB's ASBA Account;

36. Ensure that Anchor Investors submitted their Bid cum Application Forms only to the BRLM.

37. Ensure that ASBA bidders ensured that bids above ₹500,000, are uploaded only by the SCSBs;

38. Ensure that you had accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 05:00 p.m. on the Bid / Issue Closing Date.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were 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 was 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 ₹200,000 (for Bids by RIBs)

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*"

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue / Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Prospectus;

14. Do not submit your Bid after 3.00 pm on the Bid / Issue Closing Date;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Issue Closing Date;

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 using UPI Mechanism, 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 ₹ 5,00,000;

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 Issue;

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 Bidding using the UPI Mechanism, 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 Bidder. Retail Individual Bidders can revise or withdraw their Bids until the Bid / Issue 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 Retail Individual Bidders using the UPI Mechanism;

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 Bidding using the UPI Mechanism, 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 using the UPI Mechanism); and

32. Do not Bid if you are an OCB.

33. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million;

34. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

For helpline details of the Book Running Lead Manager 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 Manager*" on page 89.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could have been rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Issue Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Issue Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Issue or post Issue related issues regarding demat credit / refund orders / unblocking, etc., investors could have reached 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 89.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Issue Closing Date, the Bidder should have been compensated in accordance with applicable law. Further, Investors should have been 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.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment was finalized 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 would not have made any Allotment in excess of the Equity Shares offered through the Issue through the Issue 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 Issue 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 Bidders, Non-Institutional Bidders and Anchor Investors should have been on a proportionate basis within the respective investor categories and the number of securities allotted should have been rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Bidder should not have been less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, should have been allotted on a proportionate basis in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in their absolute discretion, decided the list of Anchor Investors to whom the Allotment Advice was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names were notified to such Anchor Investors. Anchor Investors were not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should have transferred 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: "VALIANT LABORATORIES LIMITED – ANCHOR INVESTOR R" "
(ii) In case of non-resident Anchor Investors: "VALIANT LABORATORIES LIMITED – ANCHOR INVESTOR NR"

Anchor Investors should have noted that the escrow mechanism was not prescribed by SEBI and had been established as an arrangement between our Company, the Syndicate, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLM and the Registrar published an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and all edition of Mumbai Lakshadeep, a Marathi newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located),

Depository Arrangements

The Allotment of the Equity Shares in the Issue was 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 Issue:

- Tripartite agreement dated December 01, 2021 amongst our Company, NSDL and the Registrar to the Issue.
- Tripartite agreement dated February 17, 2022 amongst our Company, CDSL and the Registrar to the Issue.

Undertakings by our Company

Our Company undertook the following:

(i) that the complaints received in respect of the Issue 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 six Working Days of the Bid / Issue 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 Issue 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 Issue after the Bid / Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue 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 BRLM, withdraws the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decide to proceed with the Issue 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) that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through this 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.

Utilization of Issue Proceeds

Our Board certified that:

- all monies received out of the Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the 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 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 was specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below: "*Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*." The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1.00

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 ₹1.00 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 ₹5.00 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, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements of foreign direct investment ("**FDI**") trough press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**DPIIT**"), issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**") which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract theprovisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Subject to conditions specified in the FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in "pharmaceuticals" (greenfield), while up to 74% foreign investment under the automatic route is currently permitted in "pharmaceuticals" (brownfield), with approval under the government route for any foreign investment beyond such threshold.

All investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible Non-Resident Indians***" and "***Offer Procedure – Bids by Foreign Portfolio Investors***" on pages 371 and 372, respectively.

As per the existing policy of the Government of India, OCBs could not participate in this Issue.

For further details, see "*Issue Procedure*" beginning on page 364 of this Prospectus.

The Equity Shares offered in the Issue 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 being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Prospectus as "U.S.

QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION

OF

VALIANT LABORATORIES LIMITED

A COMPANY LIMITED BY SHARES

Manner of Application of Table F

1. (a) The regulations contained in the Table "F" in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act. - Manner of application of Table F

(b) The regulations for the management of the Company and for the observance of the members thereto and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of, or addition to, its regulations by Resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. – Company to be governed by these Articles

Interpretation

2. (a) The Marginal notes used in these Articles shall not affect the construction hereof.
(b) In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context

(i) VALIANT LABORATORIES LIMITED
(A COMPANY REGISTERED UNDER THE PART I OF CHAPTER XXI OF THE COMPANIES ACT, 2013)

The Act or the said Act.

"Act" means (I) the notified sections of Companies Act, 2013 and the rules, regulations, circulars, notifications, secretarial standards and orders made thereunder or any statutory modification, amendment or re-enactment thereof for the time being in force.

"Public Company " means a Company which is not a Private Limited Company and has a minimum Paid up capital as may prescribed

provided that a company which is a subsidiary of Company not being a private Company shall be deemed to be Public Company for the purposes of the Act even where such Subsidiary continues to be private Company in its articles.

(ii) "Alter" or "Alteration" includes the making of additions, omissions and substitutions.

(iii) "Article" or "Articles" means these articles of association of the Company as originally framed or as altered from time to time or applied in pursuance of the Act.

(iv) "Beneficial Owner" shall have the meaning assigned thereto in section 2 of the Depositories Act, 1996

(v) "Board of Directors" or "The Board" means the collective body of the directors of the Company and will also mean to include the meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles.

(vi) “Capital” means the capital for the time being raised or authorized to be raised for the purposes of the Company.

(vii) **“**Chief Executive Officer” means an officer of a company, who has been designated as such by the Company.

(viii) “The Company” or “This Company” means VALIANT LABORATORIES LIMITED

(ix) “Depositories Act” means the Depositories Act, 1996, including any statutory modification or re-enactment thereof for the time being in force.

(x) “Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board

(xi) "Equity share capital” means all share capital which is not preference share capital.

(xii) “Financial Year” means the period commencing on 1st April of every year and ending on 31st March of the subsequent year.

(xiii) “Independent Director” shall mean a Director who fulfills the requirements of Section 149(6) of the Act and who is appointed as an independent director in accordance with the provisions of the Act or any other laws for the time being in force.

(xiv) “Key Managerial Personnel” –means

(i) Managing director or Chief Executive Officer (CEO) or Manager,
(ii) Company Secretary, (iii) whole time director,(iv) Chief Financial Officer (CFO) and (iv) such other officers as may be prescribed under the Act and the relevant Rules.

(xv) Member”, in relation to a company means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum and Articles of Association of the Company and also includes every person(s) holding shares of the Company and whose name(s) is/are entered as beneficial owner in the records of the Depository.

(xvi) “Memorandum” means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act;

(xvii) “Month” means a calendar month

(xviii) Office means the registered office for the time being of the Company.

(xix) “Paid-up” Share Capital or “Share Capital Paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

(xx) “Preference share capital” means that part of the issued share capital of the Company which carries or would carry a preferential right with respect to-

(a) payment of dividend, either as a fixed amount or an amount calculated at a fixed rate, which may either be free of or subject to income-tax; and

(b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the memorandum or articles of the company.

(xxi) “Register of Members” means the Register of members to be kept pursuant to the provisions of the Act.

(xxii) “The Registrar” means the Registrar of Companies of the state in which the registered office of the Company is for the time being situated, under the Ministry of Corporate Affairs.

(xxiii) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

(xxiv) "Section" or "Sections" means a Section of the Acts, for the time being in force.

(xxv) “Seal” means the common seal of the Company.

(xxvi) “Share” means a share in the share capital of a company and includes stock

(xxvii) “Sweat equity shares” means such equity shares as are issued by the Company to its directors or employees at a discount or for consideration, other than cash, for providing their know how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

(xxviii) “Written” or “In writing” means and includes words written, typewritten, printed, lithographed and any other mode or modes of representing or reproducing words in a visible form or partly one and partly the other.

(c) “These presents” means and includes the Memorandum and this Articles of Association as originally framed or as altered from time to time.

(d) Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

(e) Words importing the masculine gender also include the feminine gender.

(f) Words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company

4. Copies of Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act as in force for the time being, shall be sent/furnished to every member at his request within 7days of the request on the payment of the prescribed fees.

Share Capital, its alteration and Variation of Rights

5. Share Capital

The Authorized Share Capital of the Company shall be the Share Capital as specified in Clause 5 of the

Memorandum of Association, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf under applicable laws and/or in these presents and with the power to the Company to increase or reduce the capital and to divide the shares in the Capital for the time being into several classes, as permissible under law, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any of such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association.

6. Kinds of Share Capital

The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity share capital:

(i) with voting rights; and /or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

7. Shares under the Control of the Board

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit, and subject to compliance with provisions of the Act and sanction of the Company in general meeting, give to any person the option to call for any shares either at par or at a premium during such time and for such consideration as they may think fit.

8. Restriction on Allotment

If the Company shall offer any of its shares to the public for subscription, the Directors shall not make any allotment thereof unless the conditions specified in the provisions of the Companies Act have been complied with.

9. Directors may allot shares otherwise than for cash

Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for 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 or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, if the price of such shares is determined by the valuation report of a registered valuer and such issuance and allotment is approved by a special resolution of the equity shareholders of the company.

10. Increase in Capital

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.

11. Power to Alter Capital

Subject to the provisions of the Act, the Company may, by ordinary resolution –

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient.

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:

Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act

(c) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum

(e) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person

12. Shares may be Converted to Stock

Subject to provisions of the Act and applicable law, where shares are converted into stock—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage

(c) Such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.

13. Variation of Members Rights

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed under the Act

14. Further Issue of Share Capital

The Board or the Company, as the case may be, may, in accordance

with the Act and the Rules, issue further shares to –

(a) persons who, at the date of offer, are holders of equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares by sending a letter of offer subject to the following conditions namely:-

(i) such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

(ii) 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 of Directors may dispose of them in such manner as they think most beneficial to the Company. Such offer 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, within the validity of the offer period or

(b) employees under any scheme of employees' stock option or

(c) Any persons, whether or not those persons include the persons referred to in clause

(a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by a registered valuer or a valuer approved for this purpose,

who shall submit a valuation Report in that behalf, subject to such conditions as may be prescribed.

15. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act, Rules and other applicable provisions of law

16. 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

17. Subject to the provisions of Section 55 of Act, the Company shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act

18. Right of Preferential Dividend

The preference shares shall confer on the holder thereof the right to a cumulative preferential dividend for each year at a rate as may be fixed by the Board of Directors at the time of issue thereof or revising rate of dividend on the existing preference shares in conformity with the rate prescribed by law from time to time subject to deduction of tax at sources at the prescribed rates, on the capital paid up or credited as paid up thereon, and in the event of winding up the right to redemption of capital and arrears of dividends accrued upto the date of the commencement of the winding up whether declared or undeclared shall rank in priority to equity shares in the capital of the Company for the time being, but the said preference shares shall not entitle the holder thereof to any further or other participation in the profits or assets of the Company

19. Sweat Equity Shares

Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the equity shareholders by a special resolution in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf

20. Debentures Issue terms and Conditions

Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by way of a special resolution

21. If and whenever, as a result of issue of new or further shares or any consolidation or sub division of shares, any shares held by members in fractions, the Directors shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion, the Net Proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see the application of the purchase money nor shall his title to the shares be effected by any irregularity or invalidity in the proceedings in reference to the sale

22. The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately, on the insertion of the name of the allottee in the Register of Members as the name of the holders of such shares, become a debt, due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly

23. Reduction of Share Capital

Subject to the provisions of the Act, the company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

(a) its share capital

(b) any capital redemption reserve account; or

(c) any share premium account

DEMATERIALISATION OF SECURITIES

24. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and rematerialize its shares, debentures or other securities held in the depositories and/or offer its securities in dematerialised form

25. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security

26. Beneficial Owners

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

27. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply

28. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf

29. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

    Provided that, nothing contained in Article 62 shall apply to the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the record of the depository

LIEN

30. The Company shall have a first and paramount lien-

    (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

    (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company

    Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

31. The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company

32. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien

33. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

    Provided that no sale shall be made:

    (a) unless a sum in respect of which the lien exists is presently payable; or

    (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise

34. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof

35. The purchaser shall be registered as the holder of the shares comprised in any such transfer

36. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale

37. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share

38. 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

39. 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

40. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim

41. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company

Calls on the Shares

42. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

    Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

    (ii) Each member shall, subject to receiving at least fourteen days? notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

    (iii)The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances

    (iv) A call may be revoked or postponed at the discretion of the Board.

    A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

    The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

    i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof(the "due date"), the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

    (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations 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.

The Board-
(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him

If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder

All calls shall be made on a uniform basis on all shares falling under the same class Partial Payment not to preclude Forfeiture

Where a call in respect of any shares is due and payable by a member but remains unpaid, neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture

The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER OF SHARES

43. The Company shall keep a book to be called "Register of Transfer" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share held in material form

44. The instrument of transfer of any share in the company which is in physical form shall be executed by or on behalf of both the transferor and transferee

45. 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.

46. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless-

(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares

47. The Directors may call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnity as the Directors may think fit

48. Nothing in Clause (2) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law

49. The Board may, subject to the right of appeal conferred by the Act decline to register – (a) the transfer of a share, not being a fully paid share,to a person of whom they do not approve; or
(b) any transfer of shares on which the Company has a lien

50. A transfer of the shares or other interest in the Company of a deceased member thereof made by his legal representatives shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of the instrument of transfer

51. If the Company refuses to register the transfer of any share pursuant to these Articles, it shall within thirty days from the date on which the instrument of transfer was delivered to the Company send notice of refusal to the transferee and transferor

52. No transfer shall be made to a person of unsound mind. However, transfer of fully paid up shares can be made in the name of a minor if he is represented by his lawful guardian

53. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same

54. The Company may, after giving not less than seven days' prior notice by advertisement in at least in a vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least once in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated and publishing the notice on the website, if any, of the Company, close the register of members orthe register of debenture holders for any period or periods not exceeding in the whole forty-five days in each year, but not exceeding thirty days at any one time.

55. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder or any other law for the time being in force, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

56. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company

TRANSMISSION OF SHARES

57. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

58. Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons

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

60. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had 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 to 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 book of the Company; but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Directors shall so think fit

61. The executors or administrators of a deceased member or the holder of a succession certificate in respect of shares of a deceased member (not being one of several joint- holders) shall be the only person whom the Company shall recognise as having any title to the shares registeredin the name of such member and in case ofthe death of any one or more of the joint-holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Before recognising any executors or administrator or legal heir, the Directors may require him to obtain a grant of probate or letters of administration or succession certificate or other legal representation, as the case may be, from some Competent

Court/Authority. Provided that in any case where the Directors in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Directors may consider desirable; provided also that, subject to the provisions of applicable law, the holder of a succession certificate shall not be entitled to receive any dividends already declared but not paid to the deceased member unless the succession certificate declares that the holder thereof is entitled to receive such dividends; provided also that if the member was a member of a Joint Hindu Family, the Directors on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise survivors thereof as having title to the shares registered in the name of such member.

62. Subject to the provisions of Article 75 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligations to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his nominee by an instrument of transfer in accordance with the provisions herein contained and until he does so he shall not be free from any liability in respect of such shares

63. A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer

64. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made

65. 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

66. The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer

67. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects

68. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share

69. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member

70. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself orto transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

71. Notwithstanding anything contained in these Articles, every holder(s) of shares in or holder(s) of debentures of the Company, holding either singly or jointly, may, at any time, nominate a person in the prescribed manner to whom the shares and/or the interest of the member in the capital of the Company or debentures of the Company shall vest in the event of his/her death. Such member may revoke or vary his/her nomination, at any time, by notifying the same to the Company to that effect. Such nomination shall be governed by the provisions of Section 72 of the Act or such other regulations governing the matter from time to time

72. Subject to the provision ofthe Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he was the transferee named in an ordinary transfer presented for registration.

73. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

FORFEITURE OF SHARES

74. If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non- payment

75. The notice aforesaid shall:
    (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
    (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited

76. If the requirements of any such notice as aforesaid are not complied with by the shareholder, 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

77. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid

78. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by those presents are expressly saved

79. A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit

    At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

    A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares

    All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part

    The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares

80. 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 The Company may receive the consideration, if any, given for the share on any sale, re allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

The transferee shall thereupon be registered as the holder of the share; and

The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share

81. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after 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

82. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto

83. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering those on such terms as they think fit

84. The provisions of these Articles as to forfeiture shall apply in the case of non- payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company

Alteration of capital

85. 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.

Subject to the provisions of section 61, the company may, by ordinary resolution, -

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(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.

86. 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 regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalization of profits

87. i) The company in 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 reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, 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 regulation.

88. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-

(a) make all appropriations and applications of the undivided profits resolved to be 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. (ii) The Board shall have power-

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buyback of Shares

89. Notwithstanding anything contained in these Articles but subject to the provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities

The Company shall not give any financial assistance for the purpose of, or in connection with the purchase or subscription of any shares in the Company or in its holding company, save as provided by the Act

Underwriting Commission

Power to pay commission in connection with securities issued Rate of commission in accordance with the Act, Rules Mode of payment of commission

The company may exercise the powers of paying commissions conferred by the Act, to any person in connection of the issue of securities, provided that the commission rate percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and rules made there under

The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act, and rules made there under

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

General Meetings

90. The Company shall, in addition to any other meetings, hold a general meeting which shall be styled its "annual general meeting" at the intervals and in accordance with the provisions of the Act

Every annual general meeting shall be called for a time during business hours, that is, between 9.00 a.m. and 6 p.m., on any day that is not a National holiday, and shall be held either 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 situate; and the notices calling the meeting shall specify it as the annual general meeting

All general meetings other than annual general meeting shall be called extraordinary general meeting

The Board may, whenever it deems fit, call an extraordinary general meeting of the Company

The Board of Directors shall at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, proceed duly to call an Extraordinary General Meeting of the

Company and the provisions the Act and the provisions of the Articles herein below contained shall be applicable to such meeting

The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists, and shall be deposited at the Registered Office of the Company

The requisition may consist of several documents of the like form each signed by one or more requisitionists

Where two or more distinct matters are specified in the requisition, the provisions of Clause (1) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause is fulfilled

If the Board of Directors do not, within twenty one days from the date of the deposit of a valid requisition in regard to any matter, proceed duly to call a meeting for the consideration of those matter, on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within three months from the date of the requisition.

Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default

(1) A general meeting of the Company may be called by giving not less than twenty one clear days notice in writing.

(2) A general meeting may be called after giving shorter notice than that specified in clause (1) of this Article if consent is accorded thereto :

(i) in the case of an annual general meeting, by all the members entitled to vote thereat, and

(ii) in the case of any other meeting subject to the provisions of Section 171 of the Act, by members of the Company holding 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 meeting

The ordinary business of an annual general meeting shall be to receive and consider the Financial Statements and the report of the Board of Directors and of the Auditors, re- appointment of Directors retiring by rotation and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

Proceedings at general meetings

91. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

The quorum for a general meeting shall be as provided in the Act for Public Limited Company

No business shall be discussed or transacted at any general meeting except election of Chairman whilst the chair is vacant

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine, and if at such adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, those members who are present shall be a quorum and may transact the business for which the meeting was called

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and place to place

No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

Subject to the provisions of the Act, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as was given in the case of an original meeting. 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.

Before or on declaration of the result of the voting on a show of hands, the Chairman may on his own motion, order a poll to be taken. Poll shall also be ordered by Chairman if it is demanded by one or more members present at the meeting in person or by proxy and holding shares or being entitled to votes at least to the extent stipulated by, and in accordance with, Section 109 of the Act. The demand for a poll may be withdrawn at any time by the person or persons who made the demand

A Poll demanded on any question (other than the election of the Chairman or on question of adjournment, which shall be taken forthwith) shall be taken at such time not being later than forty eight hours from the time when the demand was made as the Chairman may direct. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken, including the power to take the poll by open voting or by secret ballot and either at once or after the interval or adjournment or otherwise and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken

The demand for poll shall not prevent the continuance of a meeting for transaction of any business other than question on which a poll has been demanded

When a poll is to be taken, the Chairman of the meeting shall appoint such number of Scrutineers, as he deems necessary to scrutinize the votes given on the poll and to report, thereon to him in the manner as may be prescribed under the Act. The Chairman shall have the power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineers arising from such removal or from any other cause. Of the scrutineers appointed under this Article, one shall always be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed

The Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Company

If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the directors present shall elect one of their members to be Chairman of the meeting

If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically choose one of their members to be Chairman of the meeting

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 Chairman shall not have a second or casting vote

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot, and minutes of proceedings of meetings of its Board of Directors or of every Committee of the Board, to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered, and the Company shall comply with other provisions of the Act in this regard.

There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting.

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company

The Chairman shall exercise an absolute discretion in regard to the inclusion or non inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

(a) be kept at the registered office of the Company; and

(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

Adjournment of meeting

92. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

93. Subject to any rights or restrictions for the time being attached to any class o classes of shares,-

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

(c) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once

94. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians. Provided that where there is more than one guardian and there is a dispute, the specific guardian whose vote shall be counted shall be selected by the Chairman of the meeting

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

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

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid or in regard to which the Company has exercised any right of lien

Unless specifically provided for in these Articles, a member is not prohibited fromexercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class

Proxy

95. Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. Provided that a proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll

The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid

An instrument appointing a proxy shall be in the form as prescribed by the Act

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

96. An instrument appointing a proxy shall be in the form as prescribed by the Act.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

97. Unless otherwise determined by the Company in general meeting, the number of directors (excluding alternate directors) shall not be less than 3 (three) and shall not be more than 15 (fifteen). However a company may appoint more than 15 (fifteen) Directors after passing a Special Resolution as per provisions of Act

The First Directors of the Company shall include the following :-

1. MR. SHANTILAL SHIVJI VORA

2. MR. SANTOSH SHANTILAL VORA

3. MR. PARESH SHASHIKANT SHAH

Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Financial Institution (as such term is defined in the Act) out of any loans/ debenture assistance granted by them to the Company or so long as the Financial Institution holds or continues to hold debentures in the Company as a result of underwriting or direct subscription or private placement, or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Financial Institution on behalf of the Company remains outstanding, the Financial

Institution may be granted a right to appoint from time to time any person or persons as a Director or Directors, whole-time or non-whole-time (which Director or Directors is/are hereinafter referred to as ?Nominee Director) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s

The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Financial Institution such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Financial Institution or so long as the Financial Institution holds debentures in the Company as a result of underwriting or by direct subscription or private placement or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Financial Institution are paid off or on the Financial Institution ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Financial Institution

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Financial Institution shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the Financial Institution and the same shall accordingly be paid by the Company directly to the Financial Institution. Any expenses that may be incurred by the Financial Institution or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Financial Institution or as the case may be to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Financial Institution the sitting fees, in relation to such Nominee Director/s shall also accrue to the Financial Institution and the same shall accordingly be paid by the Company directly to the Financial Institution

Provided also that in the event of the Nominee Director/s being appointed as Whole time Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Financial Institution and have such rights as are usually exercised or available to a Whole-time Director in the management of the affairs of the Company. Such Whole-time Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Financia Institution

The right reserved to the Financial Institution to appoint Whole-time Director/s will however be exercisable only in the event of default on the part of the Company in terms of the Agreements entered into by the Company with the above Financial Institution

The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company, subject to Section 203 of the Act

98. Subject to the provisions of Section 197 of the Act, a director may receive sitting fees, the remuneration and travelling expenses as hereinafter provided :-

1) Director other than the Managing/ Whole-time Director (unless otherwise specifically provided for)

shall be entitled to sitting fees as may be decided by th Board, however, not exceeding a sum prescribed in the Act for attending meetings of the Board of directors or meetings of the Committees of the Board of Directors thereof;

2) The Directors shall be paid such further remuneration (if any), as the Company in General Meeting shall from time to time determine, and such furthe remuneration shall be paid to or divided among the Directors or some or any of them in such proportion and manner as the Directors may from time to time determine;

3) In addition to the remuneration payable as above, the Directors may allow and pay to any Director for the purpose of attending the meeting, such sum as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him, in attending and returning from meetings of the Board of Directors or any Committee thereof or general meetings of the Company;

4) If any Director be called upon to perform extra services or special exertions or efforts, the Board may arrange with such Director for such special remuneration for such

5) In addition to the remuneration payable under sub-clause (3) above, the Directors may allow and pay to any Director such sums as the Board may consider fair compensation for travelling, hotel and other expenses incurred by him in connection with the business of the Company

Subject to the provisions of the Act, the Board of Directors shall have the power to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held whichever is earlier

Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act

The Board may appoint an alternate director to act for a director (hereinafter in this Article called the Original Director) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act

An Alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India

If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director

If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

Any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated

The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the
Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be

applicable t appointment of Independent Directors

When the number of Director in office falls below the minimum above fixed, the Directors shall not act except in emergencies or for the purpose of filling up vacancies or for summoning a General Meeting of the Company, and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.

At every Annual General Meeting one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearer to one-third, shall retire from office

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 amongst themselves, be determined by lot

A retiring Director will be eligible for re-election

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 national holiday, till the next succeeding day which is not a holiday at the same time and place

If at the adjourned meeting also, the vacancy 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 re- appointment of such Directors has been put to the meeting and lost; or

(ii) The retiring Director has, by a notice in writing addressed to the Company or the Board, expressed his unwillingness to be so reappointed; or

(iii) He is not qualified or is disqualified for appointment; or

(iv) A resolution whether special or ordinary is required for the appointment or re appointment by virtue or any provisions of the Act; or

(v) Section 162 of the Act is applicable to the case.

A person who is not retiring Director shall, subject to the provisions of the Companies Act be eligible for appointment to the office of Director at any general meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of one lakh rupees or such higher amount as may for the time being be prescribed under the Act, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director

The Company may, subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles remove any Director before the expiry of his period of office

The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be re-appointed a Director by the Board of Directors.

The Company shall observe the restrictions imposed on the Company in regard to grant of loan to Directors and other persons as provided in Section 185 and other applicable provisions, if any, of the Act

A Director may contract with the Company to the extent and as permissible in the Act and other applicable laws

Every Director who is in any way whether directly or indirectly concern 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 in which the contract or arrangement is discussed and shall not participate in such meeting as required under Section 184 of the Act and the rules made there under.

A Director may hold a place of profit to the extent and as permissible under the Act and other applicable laws

99. Powers of the Board

The business of the Company shall be subject to supervision and control of the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general 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.

Subject to provision of Section 180(1)(c) of the Act, the Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the purposes of the Company;

Provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company bankers in the ordinary course of business) shall not at any time except with the consent of the Company by way of special resolution in general meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set part for any specific purpose. Provided further that when inviting deposits from the public or its own members, the Company shall comply with Chapter V and other applicable provisions of the Act.

The Directors, with shareholders? consent where required by the Act and Rules, may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the issue of debentures or debenture stock 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.

The Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from loss in respect of such liability.

All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

If any uncalled capital of the Company is included in or charged by any mortgage or other securities, the Directors may subject to the provisions of the Act and these presents 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.

The provision of Chapter VI of the Act relating to registration of charges which expression shall include mortgage shall be complied with.

In the case of a charge created out of India and comprising solely of property situated outside India the relevant provision of the Act shall be complied with.

Where a charge is created in India but comprises property outside India, the instrument creating or proposing to create the charge under that section or a copy thereof verified in the prescribed manner, may be filed for registration notwithstanding that further proceedings, may be necessary to make the charge valid or effectual according to the law of the country of which the property is situated.

Where any charge on any property of the Company required to be registered under the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the Charge as from the date of such registration.

In respect of registration of charges on properties acquired subject to charge, the relevant provisions of the Act shall be complied with.

The Company shall also comply with the provisions of the relevant Sections of the Act relating to security to be created in case of series of debenture entitling holders to any charge to the benefit of which the debenture holder of that series are entitled.

Subject to, and in accordance with, provisions of applicable laws, the Board may, from time and from time to time, by issuing Power of Attorney under the Seal of the Company, appoint any person or persons to be the Attorney or Attorneys, of the Company for such purposes and with such powers, authorities and discretion and for such period and subject to such conditions as the Board may from time to time think fit.

100. In the case of a charge created out of India and comprising solely of property situated outside India the relevant provision of the Act shall be complied with.

Where a charge is created in India but comprises property outside India, the instrument creating or proposing to create the charge under that section or a copy thereof verified in the prescribed manner, may be filed for registration notwithstanding that further proceedings, may be necessary to make the charge valid or effectual according to the law of the country of which the property is situated.

Where any charge on any property of the Company required to be registered under the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the Charge as from the date of such registration.

In respect of registration of charges on properties acquired subject to charge, the relevant provisions of the Act shall be complied with.

The Company shall also comply with the provisions of the relevant Sections of the Act relating to security to be created in case of series of debenture entitling holders to any charge to the benefit of which the debenture holder of that series are entitled.

Subject to, and in accordance with, provisions of applicable laws, the Board may, from time and from time to time, by issuing Power of Attorney under the Seal of the Company, appoint any person or persons to be the Attorney or Attorneys, of the Company for such purposes and with such powers, authorities and discretion and for such period and subject to such conditions as the Board may from time to time think fit.

Proceedings of the Board

101. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit and in accordance with the provisions of the Act and applicable laws.

The Secretary in consultation with Chairman/Managing Director/ Whole Time Director has the power to summon the Board Meeting, unless if the Company has no Secretary then any person authorised by the Board in this behalf, or on requisition of a Director shall convene a Meeting of the Board in consultation with Chairman/Managing Director/Whole Time Director.

A meeting of the Board of Directors shall hold a minimum number of 4 meetings every year, in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board.

The notice of the meeting must be sent to all the directors of the Company in writing at the postal address or email address as registered with the Company

The quorum for a Board meeting shall be as provided in the Act.

The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means as may be prescribed by the Rules or permitted under law.

The Board may from time to time elect from among their number, a Chairman of the Board and determine the period for which he is to hold office. The Directors may likewise appoint from among their number, a Vice Chairman and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman and/or the Vice Chairman are not present within fifteen minutes after the time appointed for holding the same, or both of them are unwilling to act as Chairman of the meeting, the Directors present may choose one of their number to be the Chairman of the meeting.

Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

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.

The Board may, subject to the provisions of the Act, delegate any of its powers to committee of directors consisting of such member or members of its body as it thinks fit, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office

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.

The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

A Committee may elect a Chairman of its meetings unless the Board, while constituting a Committee, has appointed a Chairman of such Committee.

If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.

A Committee may meet and adjourn as it thinks fit.

Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.

All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

102. Subject to the provisions of the Act,-

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer

103. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole time Director/s and/or Special Director like Technical Director, Financial Director etc. of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors / Wholetime Director(s), Technical Director(s) and Financial Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions as it may determine.

The Managing Director shall not be liable to retire by rotation, subject to obligation imposed thereby the Act.

A Managing Director so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and the Company and/or by a Resolution of the Board and be subject to the obligations and restrictions imposed upon him thereby or by the Act.

Subject to the provisions of Section 197 of the Act, a Managing Director / Whole Time Director or Special Directors shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such additional remuneration as may from time to time be approved by the Board and Company. The remuneration of such Directors may be by way of monthly remuneration and/or Performance Bonus/Incentive and/or participation in profits or by any or all of those modes, or of any other mode not expressly prohibited by the Act. The payment of overall managerial remuneration shall not exceed the maximum limits prescribed under the Act. In case of absence or inadequate profits, the payment of the managerial remuneration shall be subject to necessary statutory approvals.

Subject to the provisions of the Act and 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 or Managing Directors for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think fit and they may confer such powers, either collaterally with or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Appointment of Whole Time Key Managerial Personnel

The Company shall have the following whole time Key Managerial Personnel: (a) Managing Director, or Chief Executive Officer, or Manager, and in their absence a whole-time director;(b) Company Secretary and (c) the Chief Financial Officer. Such individuals who shall be identified as whole time Key Managerial Personnel (whole time KMP). Every whole time KMP shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. Any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.

A whole time KMP shall not hold office in more than one company except in its subsidiary company at the same time. Provided that nothing contained herein shall disentitle a KMP from being a director of any company with the permission of the Board.

If the office of any whole time KMP is vacated the resulting vacancy shall be filled up by the Board at the Meeting of the Board within a period of six months from the date of such vacancy.

A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Seal

104. The Board of Directors shall provide a seal for the purpose of the Company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of Directors or a Committee of the Directors previously given.

The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and such director or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence

Dividends and Reserve

105. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends during the financial year out of the surplus in the profit or loss account and out of profits of the financial year in which such interim dividend is sought to be declared.

Dividend shall be declared or paid by the company for any financial year :

(1) Out of the profits of the company for that year arrived at after providing depreciation or out of the

profits of the company for any previous financial year or years arrived at after providing depreciation and remaining undistributed or out of the both;

(2) Out of the money provided by the Central Government or State Government for the payment of dividend by the company.

The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

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.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

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.

Subject to the provisions of the Act, no member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons, and the Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

No unclaimed dividend shall be forfeited by the Board and the dividends unclaimed will be dealt with in accordance with the provisions of Section 123, 124 or other provisions, if any of the Act as may be applicable from time to time.

Subject to the provisions of 123 to 127 of the Act, no unpaid dividend shall bear interest as against the Company.

Where any instrument of transfer of shares has been delivered to the company for registration and the transfer of such shares has not been registered by the company, it shall, notwithstanding anything contained in any other provisions of the Articles and the Act,

a) transfer the dividend in relation to such shares to the special account referred to in Section 124 of the Act unless the company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer and
b) keep in abeyance in relation to such shares any offer of right shares under clause (a) of sub-section (1) of Section 62 of the Act and any issue of fully paid-up bonus shares in pursuance of sub-section (5) of Section 123 of the Act.

CAPITALISATION OF PROFITS AND RESERVES

Subject to the provisions of the Act and applicable laws, the Company by ordinary resolution in 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 in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) 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 or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(c) partly in the way specified in sub-clause (A) and partly in that specified in sub- clause (B).

A securities premium account and a capital redemption reserve account or any other permissible 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;

The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and
(b) Generally do all acts and things required to give effect thereto. The Board shall have power:
(c) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions ; and
(d) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the

payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

Any agreement made under such authority shall be effective and binding on such members.

Accounts

106. The Board of Directors shall cause to be kept proper books of accounts at the registered office of the Company or at such other place in India as they think fit, in accordance with the provisions of the Act and applicable laws, 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 purchases of goods by the Company;

iii. the assets and liabilities of the Company.

Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with applicable provisions of the Act if proper books of account relating to the transaction effected at the branch office are kept at that office.

The books of account and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

The books of account of the Company relating to a period of not less than eight financial 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.

The inspection of the books of accounts of any subsidiary of the Company shall be done only by the person authorized in this behalf by a Resolution of the Board of Directors.

The financial statements shall be maintained in accordance with the provisions of the Act, the accounting standards, SEBI (Listing Obligations and Disclosure Requirements) 2015, and other applicable laws, and shall give a true and fair view of the affairs of the Company.

The Board of Directors shall lay before each annual general meeting the financial statement for the financial year of the Company which shall be a date which shall not precede the day of the meeting by more than six months. or, where an extension of time has been granted by the Registrar of Companies under the provisions of the Act, by more than six months and the extension so granted shall not exceed a period of three months.

Subject to the provisions of Section 129 and 133 of the Act, the Financial Statement shall be in the form set out in Schedule III of the Act, or as near thereto as circumstances admit.

If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business, at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

Every financial statement of the Company shall be signed on behalf of the Board of Directors by atleast the Chairperson of the Company where he is authorized by the Board or by two Directors of which one shall be a Managing Director and the Chief Executive Officer, if he is the director of the Company, Chief

Financial Officer and the Company Secretary, wherever they are appointed.

The Financial Statement shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

The auditors report (including the auditors separate, special or supplementary reports, if any) shall be attached to the financial statement.

The Company at the Annual General Meeting shall appoint an Auditor to hold office for a term not exceeding 5 years or as may be prescribed in the Act.

Where at an annual general meeting, no Auditors are appointed or re-appointed, the existing auditor shall continue to be the auditor of the Company.

Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company in a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting

A person, other than a retiring Auditor shall not be capable of being appointed at an annual general meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 115 of the Act, and all the other provisions of Section 140 of the Act shall apply in the matter. The provisions of this sub- clause shall also apply to a resolution that a retiring Auditor shall not be reappointed.

None of the persons mentioned in Section 141 of the Act to be not qualified for appointment as Auditors shall be appointed as Auditors of the Company

The remuneration of the Auditors of the Company shall be fixed by the Company in general meeting or in such manner (including by authorizing the Board to fix the remuneration) as may be determined by the Members of the Company in such general meeting

Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditor.

All notices of, and other communications relating to any general meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor of the Company: and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor.

The Auditor shall make a report to the members of the Company on the accounts examined by him and on every Financial Statement, and on every other document declared by the Act to be part of or annexed to the Financial Statement which are laid before the Company in general meeting, during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to the explanations given to him the said accounts, Financial Statement give the information required by the Act in the manner so required and give a true and fair view of the Companys affair as at the end of its financial year, and the profit or loss and the cash flow for the year and such other matters as may be prescribed.

The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Company except to the extent to which any exemption may be granted by the Central Government in that behalf.

REGISTERS

The Company shall keep and maintain at its registered office or such other place as may be permitted under the Act and approved by the Board, all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.

The registers and their indices (except when they are closed under the provisions of the Act) and copies of annual return shall be open for inspection during business hours at such reasonable time on every working day other than Saturdays, at the registered office of the Company by the persons entitled thereto in accordance with the provisions of the Act and applicable laws, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

Subject to the provisions of the Act, the foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

Documents and Notices

A notice may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office of the Company by Post under a Certificate of Posting or by Registered Post or by leaving it at its Registered Office.

The term Notice in this and the other preceding and succeeding Articles/ Clauses shall include summons, notice, requisition, order, judgement or other legal papers and any document.

A document or notice may be served or given by the Company on any member or an officer thereof either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for giving notice to him or through electronic mode as prescribed under Section 20 of the Act to his e-mail address registered with the Company or the Depository.

A Notice advertised in a Newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member of the Company who has no registered address in India and has not supplied to the Company any address within India for services of the documents on him or sending of notice to him and shall be deemed to have been given on the day on which the advertisement shall first appear.

Any Notice given by the Company shall be signed by a Director, or Secretary or other authorised officer and the signatures thereto may be written, printed, lithographed or digitally affixed.

Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by the Director, the Managing Director, the Manager, the Secretary or other authorised Officer of the Company and need not be under its Common Seal.

Winding up

107. Subject to the applicable provisions of the Act and the Rules made thereunder -

(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

Indemnity

108. Subject to the provisions of the Act and applicable laws, every director, managing director, whole-time director, manager, company secretary, chief financial officer and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary, chief financial officer and other officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

Subject as aforesaid, every director, managing director, manager, company secretary, chief financial officer or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

Subject to the provisions of the Act, no Director, Manager or other officer of the Company shall be liable for the acts, receipts, neglects of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities, or effects shall be deposited or for any loss occasioned by an error of judgement, omission, default or oversight on his part, or for any other loss, damage or misfortunes whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

SECRECY CLAUSE

Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company’s trading or any matter in the nature of a trade secret, mystery of trade, secret process or any unpublished price sensitive information; which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it may be inexpedient in the interest of the Company to communicate to the public.

GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date (except for such agreements executed after the Bid/ Issue Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at www.valiantlabs.in from the date of this Red Herring Prospectus until the Bid/ Issue Closing Date (except for such agreements executed after the Bid/Issue Closing Date). Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Issue

1. Issue Agreement dated June 5, 2023 entered into between our Company, the Promoters and the BRLM;
2. Registrar Agreement dated May 30, 2023 entered into amongst our Company and the Registrar to the Issue;
3. Cash escrow and sponsor bank agreement dated September 13, 2023 amongst our Company, the Registrar to the Issue, the BRLM, the Escrow Collection Bank(s), Public Issue Account Bank(s), Sponsor Banks and the Refund Bank(s);
4. Syndicate agreement dated September 13, 2023 amongst our Company, the BRLM, the Syndicate Members and the Registrar to the Issue;
5. Underwriting agreement dated October 03, 2023 amongst our Company and the Underwriter; and
6. Monitoring agency agreement dated September 07, 2023 amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time;
2. Certificate of incorporation dated August 16, 2021 issued by the RoC;
3. Shareholders Agreement dated June 15, 2022 executed by and amongst our Company, Dhanvallabh Ventures LLP, Santosh Shantilal Vora, Shantilal Shivji Vora, Kanchan Shantilal Vora, Rachi Santosh Vora, Paresh Shashikant Shah and Varsha Paresh Shah;
4. Amendment Agreement to the Shareholders Agreement executed on May 30, 2023 by and amongst our Company, Dhanvallabh Ventures LLP, Santosh Shantilal Vora, Shantilal Shivji Vora, Kanchan Shantilal Vora, Rachi Santosh Vora, Paresh Shashikant Shah and Varsha Paresh Shah;
5. Resolution of the Board of Directors dated January 30, 2023 and special resolution dated March 20, 2023 passed by our Shareholders in relation to the Issue and other related matters;
6. Resolution of our Board of Directors dated September 18, 2023 approving the Red Herring Prospectus;
7. Resolution of the Board of Directors dated October 03, 2023 approving this Prospectus;
8. Resolution of our Board of Directors dated May 23, 2023 approving Objects of the Issue;
9. Examination report dated August 29, 2023, of our Statutory Auditors on our Restated Financial Statements, included in this Prospectus;

10. Copies of the annual reports of the Company for the Fiscal 2022 and Fiscal 2023;
11. The statement of possible special tax benefits dated August 31, 2023 from the Statutory Auditors;
12. Consents of our Promoters, our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Legal Advisor to the Company, the Book Running Lead Manager, the Registrar to the Issue, Banker to our Company, to act in their respective capacities;
13. Consent dated August 31, 2023 by Statutory Auditors, Raman S Shah & Co., Chartered Accountants, to include their name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, in respect of the examination report of the Auditors on the Restated Financial Statements included in this Prospectus;
14. Consent dated August 31, 2023 by Statutory Auditors, Raman S. Shah & Co., Chartered Accountants, to include their name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, in respect of the statement of possible special tax benefits dated August 31, 2023 included in this Prospectus;
15. Certificate dated August 31, 2023 by the Statutory Auditors, Raman S. Shah & Co., Chartered Accountants verifying the key performance indicators (KPI).
16. Certificate dated August 31, 2023 by the Statutory Auditors, Raman S. Shah & Co., Chartered Accountants certificate on working capital assessment.
17. Consent dated August 28, 2023 by M/s. Orbit Consultants & Valuers, Independent Chartered Engineer, to include their name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, in respect of the certificates dated August 28, 2023;
18. Consent dated May 25, 2023 from CRISIL, to include contents or any part thereof from their report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023 in this Prospectus;
19. Report titled "Assessment of pharmaceutical API and speciality chemicals Industry in India" dated May 2023, prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited and commissioned by our Company for an agreed fees;
20. Tripartite agreement dated December 01, 2021 between our Company, NSDL and the Registrar to the Issue;
21. Tripartite agreement dated February 17, 2022 between our Company, CDSL and the Registrar to the Issue;
22. In principle listing approvals dated August 25, 2023 and August 25, 2023 issued by BSE and NSE respectively; and
23. Due diligence certificate dated June 5, 2023, addressed to the SEBI from the BRLM.
24. SEBI final observation letter bearing reference number SEBI/CFD/RAC-DIL1/2023/37731 dated September 12, 2023.

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Velji Karamshi Gogri
Chairman and Independent Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Santosh Shantilal Vora
Managing Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Shantilal Shivji Vora
Non-Executive & Non-Independent Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Paresh Shashikant Shah
Executive Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sonal Amit Vira
Independent Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Sandeep Gupta
Non-Executive Director

Date: October 03, 2023

Place: Mumbai, Maharashtra

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI Act, each as amended, or the rules or regulations or guidelines issued thereunder, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Paresh Shashikant Shah
Chief Financial Officer

Date: October 03, 2023

Place: Mumbai, Maharashtra