(Please scan this QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated December 20, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

GSP CROP SCIENCE LIMITED

Corporate Identity Number: U24120GJ1985PLC007641

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad 380 009, Gujarat, India	Kamleshbhai D Patel, Company Secretary and Compliance Officer	**Tel:** +91 79 61915165 **Email:** cs@gspcrop.com	www.gspcrop.in

OUR PROMOTERS: BHAVESH VRAJMOHAN SHAH, TIRTH KENAL SHAH, VILASBEN VRAJMOHAN SHAH, FALGUNI KENAL SHAH, ALPHA TRUST AND KAPPA TRUST

DETAILS OF THE OFFER

Type	Fresh Issue Size	Offer for Sale size	Total Offer size	Eligibility and Reservations
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 2,800.00 million	Up to 6,000,000 Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million.	Up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 438. For details in relation to share reservation among QIBs, NIIs, RIBs and Eligible Employees, see "*Offer Structure*" on page 457.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number of Equity Shares Offered	Weighted Average Cost of Acquisition per Equity Share (in ₹)*
Vilasben Vrajmohan Shah	Promoter Selling Shareholder	Up to 2,651,250 Equity Shares aggregating up to ₹ [●] million	0.08
Bhavesh Vrajmohan Shah	Promoter Selling Shareholder	Up to 1,674,375 Equity Shares aggregating up to ₹ [●] million	1.14
Kappa Trust	Promoter Selling Shareholder	Up to 1,674,375 Equity Shares aggregating up to ₹ [●] million	0.00

**As certified by Pankaj K. Shah Associates, Chartered Accountant (Firm Registration Number: 107352W), by way of their certificate dated December 20, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Offer Price, Floor Price and the Price Band (determined by our Company, in consultation with the BRLMs on the basis of assessment of market demand or the equity shares by way of the Book Building Process, in accordance with SEBI ICDR Regulations, and as stated in "*Basis for Offer Price*" on page 122) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 32.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" together with BSE, the "**Stock Exchanges**"). For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

Logo of Book Running Lead Manager	Name of Book Running Lead Manager	Contact Person	Email and Telephone

(Please scan this QR code to view the DRHP)

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(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

	Equirus Capital Private Limited	Malay Shah	**Email:** gspcrop.ipo@equirus.com **Tel:** +91 22 4332 0736
	Motilal Oswal Investment Advisors Limited	Kunal Thakkar	**Email:** gspcrop.ipo@motilaloswal.com **Tel:** +91 22 7193 4380
REGISTRAR TO THE OFFER			
Logo of the Registrar	**Name of Registrar**	**Contact Person**	**Email and Telephone**
	Link Intime India Private Limited	Shanti Gopalkrishnan	**Email:** gspcrop.ipo@linkintime.co.in **Tel:** +91 810 811 4949

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

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

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

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

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DRAFT RED HERRING PROSPECTUS
Dated December 20, 2024
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

GSP CROP SCIENCE LIMITED

Our Company was originally incorporated as "*Gujarat Superphosphate Industries Private Limited*" as a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 12, 1985 issued by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**"). The name of the Company was thereafter changed to "*GSP Crop Science Private Limited*" and a fresh certificate of incorporation dated September 19, 2003 was issued by the RoC. The name of the Company was thereafter changed to "GSP Crop Science Limited" upon conversion to a public limited company pursuant to a Board resolution dated September 26, 2024, a special resolution passed in the extraordinary general meeting of the Shareholders held on October 7, 2024, and consequently a fresh certificate of incorporation dated November 6, 2024, was issued by the RoC to reflect the change in name. For further details, see "*History and Certain Corporate Matters – Brief History of our Company*" on page 271.

Registered and Corporate Office: 404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad, 380 009, Gujarat, India
Contact Person: Kamleshbhai D Patel, Company Secretary and Compliance Officer; **Tel:** +91 79 61915165
E-mail: cs@gspcrop.com; **Website**: www.gspcrop.in ; **Corporate Identity Number:** U24120GJ1985PLC007641

OUR PROMOTERS: BHAVESH VRAJMOHAN SHAH, TIRTH KENAL SHAH, VILASBEN VRAJMOHAN SHAH, FALGUNI KENAL SHAH, ALPHA TRUST AND KAPPA TRUST

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF GSP CROP SCIENCE LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF UPTO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UPTO ₹ 2,800.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 6,000,000 EQUITY SHARES (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"), COMPRISING UP TO 2,651,250 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY VILASBEN VRAJMOHAN SHAH, UP TO 1,674,375 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY BHAVESH VRAJMOHAN SHAH AND UP TO 1,674,375 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION BY KAPPA TRUST (THE "PROMOTER SELLING SHAREHOLDERS"). THE OFFER SHALL CONSTITUTE [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹ [●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY, IN COMPLIANCE WITH THE SEBI ICDR REGULATIONS, MAY OFFER A DISCOUNT ON THE OFFER PRICE (EQUIVALENT TO ₹ [●] PER EQUITY SHARE) TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER ISSUE OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER THE APPLICABLE LAW, AGGREGATING UP TO ₹ 560.00 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER AND THE ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THE OFFER MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RHP AND PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE [●], AN ENGLISH LANGUAGE NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION, AND [●] EDITIONS OF [●], A GUJARATI LANGUAGE DAILY NEWSPAPER WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (such portion referred to as "**QIB Portion**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (excluding the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for applicants with 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 and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allotted on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price (net of Employee Discount, if any). All potential Bidders (except Anchor Investors) are required to mandatorily use the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see '*Offer Procedure*' on page 461.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price and Price Band, as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations and as stated in '*Basis for Offer Price*' on page 122 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 32.

ISSUER'S AND PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 508.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
equirus	MOTILAL OSWAL INVESTMENT BANKING	LINKIntime
Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai – 400013 Maharashtra, India **Tel.:** +91 22 43320736 **E-mail**: gspcrop.ipo@equirus.com **Website:** www.equirus.com **Investor grievance e-mail:** investorsgrievance@equirus.com **Contact person:** Malay Shah **SEBI Registration Number:** INM000011286	**Motilal Oswal Investment Advisors Limited** Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025 Maharashtra, India **Tel:** + 91 22 7193 4380 **E-mail:** gspcrop.ipo@motilaloswal.com **Investor Grievance ID:** moiaplredressal@motilaloswal.com **Contact Person:** Kunal Thakkar **Website:** www.motilaloswalgroup.com **SEBI Registration Number:** INM000011005	**Link Intime India Private Limited** C 101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Maharashtra, India 400083 **Tel:** +91 810 811 4949 **E-mail:** gspcrop.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance e-mail:** gspcrop.ipo@linkintime.co.in **Contact person:** Shanti Gopalkrishnan **SEBI Registration No.**: INR000004058

BID/OFFER PROGRAMME

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

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

** *Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

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

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

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

Notwithstanding the foregoing, the terms used in "Objects of the Offer", "Basis for Offer Price", "Statement of Possible Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Financial Information", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Other Regulatory and Statutory Disclosures", and "Description of Equity Shares and Terms of Articles of Association" on pages 113, 122, 134, 139, 262, 371, 317, 382, 418, 438 and 482 respectively, shall have the respective meanings ascribed to them in the relevant sections.

General Terms

Term(s)	Description
"Our Company" or "the Company" or "the Issuer"	GSP Crop Science Limited, a public limited company incorporated under the Companies Act, 1956, whose registered office is situated at 404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad, 380 009, Gujarat, India
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiaries, on a consolidated basis

Company related terms

Term(s)	Description
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 296
"Auditors" or "Statutory Auditors"	The current statutory auditors of our Company, namely, M S K C & Associates, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof), as described in *"Our Management – Board of Directors*" on page 289
Chairman	The chairman of our Company, being Bhavesh Vrajmohan Shah. For further details, see *"Our Management – Board of Directors"* on page 289
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Shail Jayesh Shah. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 305
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Kamleshbhai D Patel. For further details, see *"Our Management – Key Managerial Personnel and Senior Management"* on page 305
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management – Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 301
Director(s)	The director(s) on the Board of Directors of our Company
Equity Shares	The equity shares of our Company of face value of ₹10 each
"Executive Director(s)" or "Whole-time Director(s)"	The executive or whole-time director(s) on the Board of Directors. For further details of the Executive Directors, see "*Our Management – Board of Directors*" on page 289
Group Companies	Our group companies as identified and described in "*Our Group Companies*" on page 314
ICRA	ICRA Analytics Limited
ICRA Report	Industry report prepared by ICRA titled "Assessment of the Global & Domestic Agrochemicals Market" dated December 2024, commissioned by our Company.
Individual Promoters	The individual promoters of our Company, namely, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Vilasben Vrajmohan Shah and Falguni Kenal Shah
Independent Directors	The independent directors on the Board of Directors. For further details of the Independent Directors, see "*Our Management – Board of Directors*" on page 289

Term(s)	Description
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer.
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management*" on page 305
Managing Director	The managing director of our Company, being Bhavesh Vrajmohan Shah. For further details, see *"Our Management – Board of Directors"* on page 289
Materiality Policy	The policy adopted by our Board of Directors pursuant to its resolution dated December 6, 2024 for identification of material companies to be disclosed as group companies, material outstanding civil litigation involving our Company, our Promoters and our Directors and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
"Memorandum of Association" or "Memorandum" or "MoA"	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page 298
Promoters	Collectively, the Individual Promoters and the Promoter Trusts
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 308
"Promoter Selling Shareholders" or "Selling Shareholders"	Collectively, Vilasben Vrajmohan Shah, Bhavesh Vrajmohan Shah and Kappa Trust
Promoter Trusts	The promoter trusts of our Company, namely, Alpha Trust and Kappa Trust
"Registered and Corporate Office" or "Registered Office"	The registered and corporate office of our Company, 404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad, 380 009, Gujarat, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Gujarat at Ahmedabad
Restated Consolidated Financial Information	The Restated Consolidated Financial Information of our Company, together with our subsidiaries ("**Group**") comprising the Restated Consolidated Statement of Assets and Liabilities for the six months ended and as at September 30, 2024 and as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the six months ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Consolidated Statement of Material Accounting Policies and other explanatory notes of our Company, derived from audited special purpose consolidated financial statements as at and for six months ended September 30, 2024 and for each of the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, each prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI
Risk Management Committee	The risk management committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Committees of our Board of Directors – Risk Management Committee*" on page 301
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel and Senior Management*" on page 305
Shareholder(s)	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Committees of our Board of Directors – Stakeholders' Relationship Committee*" on page 300
Subsidiaries	The subsidiaries of our Company, being Rajdhani Petrochemicals Private Limited, GSP Intermediates Private Limited and GSP Agroquimica Do Brasil LTDA, the details of which are set out in "*Our Subsidiaries, Associates and Joint Ventures*" on page 286

Offer related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Promoter Selling Shareholders pursuant to the Offer for Sale, in each case to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to all the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which allocation will be done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	Bidder(s), except Anchor Investors, in the Offer who intends to submit a Bid
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	The Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 461
Bid(s)	An indication to make an offer during the Bid/Offer Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all

Term	Description
	revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut- off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid Eligible Employees applying in the Employee Reservation Portion can apply at the Cut- Off Price and the Bid Amount shall be Cap Price net of Employee Discount, if any, multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation
Bid/Offer Period	Except in relation to any Bids received from Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, and the terms of the Red Herring Prospectus. Provided, however, that the Bid/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, in accordance with the SEBI ICDR Regulations
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being Equirus Capital Private Limited and Motilal Oswal Investment Advisors Limited
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time

Term	Description
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Member(s) and the Banker(s) to the Offer for, *inter alia*, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account
"Collecting Depository Participant" or "CDPs"	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Investors Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut- off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Locations	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s), in terms of the Red Herring Prospectus and the Prospectus, following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	Collectively, the Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders in the Offer In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIIs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub- syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated December 20, 2024 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of

Term	Description
	the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda hereto
Eligible FPIs	FPIs that are eligible to participate in the Offer from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Eligible Employees	Permanent employees of our Company or of our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiaries until the submission of the ASBA Form and is working and present in India as on the date of submission of the ASBA Form; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India as on the date of submission of the ASBA Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any)
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees Bidding in the Employee Reservation and which shall be announced at least two Working Days prior to the Bid / Offer Opening Date
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares aggregating up to ₹ [●] million which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case, being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Offer Price and Anchor Investor Offer Price will be finalised and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
Fresh Issue	The issue of up to [●] Equity Shares aggregating up to ₹2,800.00 million by our Company Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result

Term	Description
	into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.
Fugitive Economic Offender	A fugitive economic offender as defined under Section 12 of the Fugitive Economic Offenders Act, 2018 and Regulation 2(1)(p) of the SEBI ICDR Regulations.
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency.
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	[●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Gross Proceeds of the Fresh Issue less our Company's share of the Offer-related expenses. For further details regarding the use of the Net Proceeds and the Offer-related expenses, see "*Objects of the Offer*" on page 113
Net Offer	The Offer, less the Employee Reservation Portion
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, out of which (a) one-third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and (b) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
"Non-Institutional Bidders" or "NIBs" or "Non- Institutional Investors"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders or Eligible Employees who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] million, comprising of the Fresh Issue and the Offer for Sale. The Offer comprises the Net Offer and Employee Reservation. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus
Offer Agreement	The agreement dated December 20, 2024 entered into among our Company, the Promoter Selling Shareholders and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 6,000,000 Equity Shares aggregating up to ₹ [●] million including up to 2,651,250 Equity Shares aggregating to ₹ [●] million by Vilasben Vrajmohan Shah, up to 1,674,375 Equity Shares aggregating to ₹ [●] million by Bhavesh Vrajmohan Shah and up to 1,674,375 Equity Shares aggregating to ₹ [●] million by Kappa Trust

Term	Description
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the Anchor Investors), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus. The Offer Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus A discount on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholders. For further information about use of the Offer Proceeds, see "*Objects of the Offer*" on page 113
Offered Shares	Up to 6,000,000 Equity Shares aggregating up to ₹ [●] million, being offered in the Offer for Sale by the Promoter Selling Shareholders
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (*i.e.,* the Floor Price) and the maximum price of ₹ [●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band, Employee Discount (if any) and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and all editions of [●], a Gujarati national daily newspaper (Gujarati also being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs, shall finalise the Offer Price
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus
Promoter's Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, held by our Promoters which shall be locked-in for a period of eighteen months from the date of Allotment, or such other period as prescribed under the SEBI ICDR Regulations
Prospectus	The prospectus for the Offer to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date

Term	Description
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the SEBI BTI Regulations, with which the Public Offer Account(s) shall be opened, being [●]
"Qualified Institutional Buyer(s)" or "QIB Bidders" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Portion	The portion of the Offer (including Anchor Investor Potion) being not more than 50% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or the Anchor Investor Offer Price, as applicable
"Red Herring Prospectus" or "RHP"	The red herring prospectus for the Offer to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations which will not have complete particulars of the Offer Price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank(s)	The bank which are a clearing member registered with SEBI under the SEBI BTI Regulations, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated December 19, 2024 entered into among our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Registrar of Companies" or "RoC"	The Registrar of Companies, Gujarat at Ahmedabad
"Retail Individual Bidders" or "RIBs" or "RII" or "Retail Individual Investors"	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through the *karta* and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer, being not less than 35% of the Net Offer being not less than [●] Equity Shares, available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹0.20 million) can revise their Bids during the Bid/Offer Period and can withdraw their Bids until the Bid/Offer Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System
"Self-Certified Syndicate Banks" or "SCSBs"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at

Term	Description
	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43, as updated from time to time
Share Escrow Agent	[●]
Share Escrow Agreement	The agreement to be entered into among the Promoter Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
"Syndicate" or "members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholders and the Registrar to the Offer in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	The BRLMs and the Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company, the Promoter Selling Shareholders and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and Eligible Employees in the Employee Reservation Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹0.50 million in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognised stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, along with the circular issued by the NSE having reference number 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular, to the extent applicable), SEBI master circular number SEBI/HO/CFD/PoD1/P/CIR/2024/0154 dated November 11, 2024 and any subsequent circulars or notifications issued by the SEBI or the Stock Exchanges in this regard
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment

Term	Description
	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 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) 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 shall be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry and business-related Terms

Term(s)	Description
AAEC	Adverse effect on competition
AEP	Agriculture Export Policy
AI	Artificial Intelligence
AIF	Agriculture Infrastructure Fund
AIM	Atal Innovation Mission
API	Active Pharmaceutical Ingredient
APMC	Agricultural Produce Market Committee
Asia Pacific	The region of the world adjoining the western Pacific Ocean.
ASM	Additional Surveillance Measures
B-to-B	business-to-business
B-to-C	business-to-customer
BE	Budget Estimates
B/F	Bio-Pesticides
BPPD	Biopesticides and Pollution Prevention Division
BRAP	Business Reforms Action Plan
CA	Conservation Agriculture
CAD	Current Account Deficit
CAGR	Compound annual growth rate
CAP	Common Agricultural Policy
CBBO	Cluster Based Business Organizations
CCI	Competition Commission of India
CEPA	Comprehensive Economic Partnership Agreement
CFA	Carrying and Forwarding Agent
cGMP	current Good Manufacturing Practice
CIB	Central Insecticides Board
CIBRC	Central Insecticides Board & Registration Committee
CIL	Central Insecticide Laboratory
CLP	Classification, Labeling, and Packaging
CPG	Consumer-packaged goods
CPI	Consumer Price Index
CPS	Cyber-physical systems
CROP	Computerized Registration of Pesticides
CSR	Corporate Social Responsibility
CSS	Central Sector Scheme
D2C	Direct-to-consumer
DA&FW	Department of Agriculture & Farmers' Welfare

DBR	Doing Business Report
DDT	Dividend Distribution Tax
DFC	Dedicated Freight Corridor
DMI	Demethylation inhibitors
DSC	Differential Scanning Calorimetry
Domestic Business	Business undertaken on a B-to-B as well as B-to-C across India
Deendayal Port	A seaport in Kutch district of Gujarat, India, which is also known as the Kandla Port
e-NAM	Electronic National Agriculture Market
ECA	Essential Commodities Act
ECHA	European Chemicals Agency
EFSA	European Food Safety Authority
EHS	Environment, Health and Safety
EMPS	Electric Mobility Promotion Scheme 2024
EoDB	Ease of Doing Business
ERP	Enterprise Resource Planning
EV	Electric Vehicle
F	Formulation Indigenous Manufacture
FAME	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicle
FATCA	Foreign Account Tax Compliance Act
FAO	Food and Agriculture Organization
FDI	Foreign Direct Investment
FI	Formulation Import
FRD	Field research and development
FRO	Farmer Producer Organization
FRE	First Revised Estimates
Formulations	Products composed of ‘active ingredients’, chemical compounds in a product responsible for achieving the desired effects on the target pests, weeds, or plant diseases and ‘additives’ which improve the product's performance, stability, and ease of use , in definite proportion obtaining well-defined target properties
FRE	First Revised Estimates
FSSAI	Food Safety and Standards Authority of India
FTA	Free Trade Agreement
FTIR	Fourier Transform Infra-Red Spectrometer
Fungicide	Products used to prevent fungal attacks on crops or eliminate parasitic fungi or fungal spores and to protect the crops against diseases caused by pathogenic organisms. They are used in agriculture to protect crops from fungal diseases, and can also be used in non-agricultural settings to control fungi on surfaces or in buildings.
GC-MS	Gas Chromatography-Mass Spectrometry
GM	genetically modified
GMP	Good Manufacturing Practice
GSM	Graded surveillance Measures
GVA	Gross Value Added
GDP	Gross Domestic Product
ha	Hectares
HAZOP	hazard and operability
Herbicide	Products used to effectively eliminate weeds and reduce the need for mechanical and manual weeding. They are primarily used in agriculture to protect crops from weeds but can also be used in non-agricultural settings to control weeds in gardens and other areas.
HPLC	High-Performance Liquid Chromatography
HVAC	Heating, ventilation and air conditioning
IAs	Implementing Agencies
ICSCE	International Crop Science Conference & Exhibitions
IFRS	International Financial Reporting Standards
IGRs	Insect Growth Regulators
IMD	Indian Meteorological Department
IMF	International Monetary Fund
IND AS	Indian Accounting Standards
Insecticide	Products that enable the protection of crops from insects by either preventing an attack or destroying the insects. Insecticides are primarily used in agriculture to protect crops from pests but can also be used in non-agricultural settings to control insect populations or prevent the spread of diseases transmitted by insects.

International Business	Business undertaken on a B-to-B basis across various geographies outside India, the same has been presented in Restated Consolidated Financial Information as a revenue from operation – outside India
Indogulf	Indogulf Cropsciences Limited
IoT	Internet of Things
IPCC	Intergovernmental Panel on Climate Change
IPM	Integrated Pest Management
ISAM	Integrated Scheme for Agriculture Marketing
ISO	International Organization for Standardization
Jawaharlal Nehru Port	The second largest port in India, located on the easters shores of the Arabian Sea in Navi Mumbai, Raigad District, Maharashtra
Kathwada Facility	Facility located at Plot No. 551, Kathwada, Ahmedabad
Kharif	Crops grown in the rainy season in the Indian subcontinent
KL	Kilolitre
KLD	Kilolitres per Day
KPI	Key Performance Indicator
KSMs	Key Starting Materials
Latin America	The term commonly used to describe South America, Central America, Mexico, and most of the islands in the Caribbean.
LC-MS	Liquid Chromatography-Mass Spectrometry
LCNRV	Low Cost Net Realizable Value
Manufacturing Facilities	Collectively, the Odhav Facility, Kathwada Facility, Nandesari Facility and Samba Facility
MARA	Ministry of Agriculture and Rural Affairs
MIDH	Mission for Integrated Development of Horticulture
MIE	Minimum Ignition Energy
MIF	Micro Irrigation Fund
ML	machine learning
MoRTH	Ministry of Road Transport & Highways
MoSPI	Ministry of Statistics & Programme Implementation
MRL	Maximum Residue Level
MSP	Minimum Support Price
MT	Metric tons
MMT	Million metric tons
MPC	Monetary Policy Committee
MTPA	million tonnes per annum
Nandesari Facility	Facilitiy located at Plot No. 1 & 2, Nandesari GIDC, Vadodara, Gujarat
Nandesari Effluent Treatment Facility	Effluent treatment facility located at Plot No. 15 & 16, Nandesari GIDC, Vadodara, Gujarat
NSO	National Statistical Office
NFSM	National Food Security Mission
NIP	National Infrastructure Pipeline
NMEO	National Mission on Edible Oils
non-GAAP	Non-Generally Accepted Accounting Principles
NSO	National Statistical Office
Odhav Facility	Facility located at Plot 100-103, 103A, Odhav, Ahmedabad City
OECD	Organisation for Economic Cooperation and Development
Patent Cooperation Treaty	An international patent law treaty that provides a unified procedure for filing patent applications to protect inventions in each of its contracting states
PCPIR	Petroleum, Chemicals and Petrochemicals Investment Region
PDMC	Per Drop More Crop
PET	Polyethylene Terephthalate
PGRs	Plant Growth Regulators
PKVY	Paramparagat Krishi Vikas Yojana
Plant Growth Regulators	chemicals used to regulate the development of crops which helps in increasing the crop yield and improving its quality
PLFS	Periodic Labour Force Survey
PLI	Production Linked Incentive
PFIC	passive foreign investment company
PM-KISAN	Pradhan Mantri Kisan Samman Nidhi
PMAY	Pradhan Mantri Awas Yojana
PMFAI	Pesticides Manufacturers & Formulators Association of India

PMFBY	Pradhan Mantri Fasal Bima Yojana
PMKSY	Pradhan Mantri Krishi Sinchayee Yojana
PPE	personal protective equipment
PVC	Polyvinyl Chloride
QoI	Quinone outside Inhibitor
R&D	Research and Development
RAD	Rainfed Area Development
RBE	Revised Budget Estimate
RC	Registration Committee
RC	Registration Council
RC	Reaction Calorimetry
REACH	Registration, Evaluation, Authorization, and Restriction of Chemicals
RKVY	Rashtriya Krishi Vikas Yojana
RTT	Registration Testing Trial
Samba Facility	Facility located at Industrial Growth Centre, Samba, Small Industries Development Corporations, Jammu & Kashmir
SAP	Systems, Applications and Products
SBI	State Bank of India
SDHIs	succinate dehydrogenase inhibitors
SDS	Safety Data Sheet
SEZ	Special Economic Zone
SHC	Soil Health Card
SMAE	Sub-Mission on Agriculture Extension
SMAM	Sub-Mission on Agriculture Mechanization
SMSP	Sub-Mission on Seed and Planting Material
SWAMP	Smart Water Management Platform
Technicals	concentrated form of the 'active ingredients' which are processed with other ingredients to develop formulations
TI	Technical Import
TIM	Technical Indigenous Manufacture
VMI	Vendor managed inventory
Willowood	Willowood Chemicals Private Limited
WHO	World Health Organization

Conventional Terms/Abbreviations

Term	Description
AGM	Annual General Meeting
"Alternative Investment Funds" or "AIFs"	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountant of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
"Companies Act" or "Companies Act, 2013"	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder
CSR	Corporate social responsibility
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act

Term	Description
DIN	Director Identification Number
DP ID	Depository Participant’s identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the year, adjusted to exclude (i) depreciation and amortization expenses; (ii) finance costs; and (iii) income tax expense
EGM	Extraordinary General Meeting
FCNR	Foreign Currency Non-Resident
EPS	Earnings per share
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, as amended, read with rules and regulations notified thereunder
“FEMA Non-debt Instruments Rules” or the “NDI Rules”	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, Government of India
“Financial Year” or “Fiscal(s)” or “Fiscal Year” or “FY”	The period of 12 months ending March 31 of that particular calendar year
FPIs	Foreign portfolio investor(s) as defined in, and registered with SEBI under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations
FVCI	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
“Government of India” or “Central Government” or “GoI”	The Government of India
GST	Goods and Services Tax
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961, as amended
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, as amended
“INR” or “Rupee” or “₹” or “Rs.”	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
IST	Indian Standard Time
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, small and medium enterprises
Mutual Fund(s)	Mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
NPCI	National Payments Corporation of India
“NR” or “Non-resident”	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NRE Account	Non-Resident External Account

Term	Description
NRI	A person resident outside India, as defined under FEMA
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax
PDP	Personal Data Protection Bill, 2019
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on net worth which is the restated profit for the year divided by the net worth
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SMS	Short message service
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154, dated November 11, 2024
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations
STT	Securities Transaction Tax
Systemically Important NBFCs	Systemically important non-banking financial company registered with the RBI and as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Stock Exchanges	The BSE and the NSE
TAN	Tax deduction and collection account number
U.S. GAAP	Generally accepted accounting principles in the United State of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
"US$" or "USD" or "US Dollar"	United States Dollar, the official currency of the United States of America
"USA" or "U.S." or "US" or "United States"	United States of America

Term	Description
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
“Year” or “calendar year”	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

OFFER DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Our Promoter and Promoter Group", "Financial Information", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of the Articles of Association" on pages 32, 76, 92, 113, 139, 237, 308, 317, 418, 461 and 482, respectively.

Summary of the primary business of our Company

We are a research-driven agrochemical company, specializing in the development and manufacturing of insecticides, herbicides, fungicides and plant growth regulators in India, with over 39 years of experience in the agrochemical industry. As of September 30, 2024 we have received 507 registrations across Formulations and Technicals for agrochemicals manufactured by us. We hold process and product patents across a variety of agrochemicals. Our research and development efforts over the years have led us to being granted 89 patents, and also have 98 patent applications under process as of date of this Draft Red Herring Prospectus.

Summary of the industry in which our Company operates

As per the ICRA Report, the size of the agrochemicals market in India reached ₹ 344.2 billion during Fiscal 2024, reflecting a compound annual growth rate (CAGR) of 12.6% from Fiscals 2019 to 2024. With its varied agro-climatic conditions and extensive agriculture terrain, India stands as one of the foremost producers and consumers of agrochemicals on a global scale. The Indian agrochemical market is set for consistent growth, bolstered by advancements in agriculture technology, increased mechanization, and ongoing initiatives to boost agriculture productivity to satisfy the food needs of an expanding population.

Name of our Promoters

Our Promoters are Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Vilasben Vrajmohan Shah, Falguni Kenal Shah, Alpha Trust and Kappa Trust. For details, see "*Our Promoters and Promoter Group*" on page 308.

Offer size

The details of the Offer are summarised below:

Offer (1)^	Up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to ₹ [●] million
of which:	
(i) Fresh Issue(1)^	Up to [●] Equity Shares aggregating up to ₹2,800.00 million
(ii) Offer for Sale(2)	Up to 6,000,000 Equity Shares aggregating up to ₹ [●] million
Less: Employee Reservation Portion(3)	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million

(1) *The Offer has been authorized by a resolution of our Board of Directors at their meeting held on December 6, 2024 and the Fresh Issue has been authorized by our Shareholders pursuant to a special resolution passed on December 7, 2024.*

(2) *The Promoter Selling Shareholders confirm that the Offered Shares have been held by them, severally not jointly, for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations. The Board of Directors have taken on record the offer of the Offered Shares in the Offer by way of a resolution dated December 6, 2024. For details on the authorization of the Promoter Selling Shareholders in relation to the Offered Shares, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 76 and 438, respectively.*

(3) *Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹0.50 million (net of Employee Discount, if any). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹0.20 million (net of Employee Discount, if any). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any). For further details, see "Offer Structure" and "Offer Procedure" on pages 457 and 461, respectively.*

^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 560.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the equity shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.*

The Offer and Net Offer shall constitute [●] % and [●]% respectively, of the post-Offer paid up equity share capital of our Company. See "*The Offer*" and "*Offer Structure*" beginning on pages 76 and 457, respectively.

Objects of the Offer

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

Particulars	Total Estimated Amount (in ₹ million)
Repayment or pre-repayment of all or a portion of certain outstanding borrowings availed by our Company	2,000.00
General corporate purposes	[●]
Total Net Proceeds(1)^	[●]

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

^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 560.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the equity shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.*

For further details, see "*Objects of the Offer*" on page 113.

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

The aggregate pre-Offer shareholding, the percentage of the pre-Offer paid-up Equity Share capital and the percentage of the post-Offer paid-up Equity Share capital, of each of our Promoters, members of our Promoter Group and Promoter Selling Shareholders as on the date of this Draft Red Herring Prospectus is set out below:

Name of the Shareholder	Number of Equity Shares held	Percentage of the pre-Offer paid-up Equity Share capital (%)	Percentage of the post-Offer paid-up Equity Share capital (%)
Promoters			
Bhavesh Vrajmohan Shah*	9,535,650	24.44	[●]
Tirth Kenal Shah	2,005,800	5.14	[●]
Vilasben Vrajmohan Shah*	8,512,500	21.82	[●]
Falguni Kenal Shah	1,500	0.00	[●]
Alpha Trust	4,825,575	12.37	[●]
Kappa Trust*	10,423,875	26.71	[●]
Total (A)	**35,304,900**	**90.48**	[●]
Promoter Group			
Vihangi Bhavesh Shah	1,500	0.00	[●]
Athena Trust	73,500	0.19	[●]
Deepa Bhavesh Shah	1,500	0.00	[●]
Beta Trust	840,375	2.15	[●]
Riddhi Kenal Shah	16,500	0.04	[●]
Shard Trust	73,500	0.19	[●]
Monakhos Trust	1,500	0.00	[●]
Pujan Bhavesh Shah	1,500	0.00	[●]
Stamford Trust	1,998,300	5.12	[●]
Nikhil C Shah	22,500	0.06	[●]
Total (B)	**3,030,675**	**7.77**	[●]
Total (A + B)	**38,335,575**	**98.25**	**[●]**

** Also, a Promoter Selling Shareholder*

For further details, see "*Capital Structure*" beginning on page 92.

Summary of Financial Information

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

(in ₹ million, except per share data)

Particulars	As at and for the six months ended September 30, 2024*	As at and for the Fiscal ended March 31, 2024*	As at and for the Fiscal ended March 31, 2023*	As at and for the Fiscal ended March 31, 2022*
Equity Share capital	390.19	260.13	274.80	294.80
Net worth^^	4,333.75	3,704.57	3,634.71	4,685.60
Total Income	7,089.08	11,582.28	12,060.47	12,025.13

Particulars	As at and for the six months ended September 30, 2024*	As at and for the Fiscal ended March 31, 2024*	As at and for the Fiscal ended March 31, 2023*	As at and for the Fiscal ended March 31, 2022*
Restated profit/(loss) for the period/year from continuing operations	658.69	555.40	175.73	723.08
Earnings per share (in ₹/share)#				
-Basic	16.89@	13.49	4.20	16.31
-Diluted	16.89@	13.49	4.20	16.31
Net asset value per equity share (₹)^	111.07	94.94	88.18	105.96
Total borrowings	2,889.63	2,354.38	3,242.57	3,202.34

Notes:
** All numbers are representing the business from continuing operations.*
^ Net asset value per equity share is calculated as Net Worth divided by number of equity shares outstanding at the end of the period/year. Net Worth is calculated as Total Equity less non-controlling interest and capital reserve. The NAV has been adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.
 # Earning per share both (basic & diluted) has been adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and bonus issue.
@Not annualized

For further details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" on pages 317 and 379, respectively.

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

The Statutory Auditors have not made any qualifications in their examination report, which have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

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

Name of the Individual/ Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material Civil Litigations	Aggregate amount involved (in ₹ million)*
Company						
By the Company	414^	Nil	Nil	Not applicable	11	642.75
Against the Company	20@	32	Nil	Not applicable	29	113.96
Directors#						
By the Directors	Nil	-	-	Not applicable	Nil	Nil
Against the Directors	Nil	Nil	Nil	Not applicable	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By the Subsidiaries	1	Nil	Nil	Not applicable	Nil	12.62
Against the Subsidiaries	Nil	1	Nil	Not applicable	Nil	11.71

** To the extent quantifiable*
 # Excluding the Promoters
^ *Cases instituted by the* Company under section 138 of Negotiable Instruments Act, 1881.
@Including 18 misbranding cases instituted against *our Company under Section 29(1)(a) of the Insecticides Act, 1968 read with Rule 27(5) of the Insecticides Rules.*

There are no pending litigations against our Group Companies which may have a material impact on our Company. For further information in relation to our Group Companies, see "*Our Group Companies*" on page 314.

For further details, see "*Outstanding Litigation and Material Developments*" on page 418.

Risk Factors

Investors should please see the section entitled "*Risk Factors*" beginning on page 32 to have an informed view before making an investment decision.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities as per Ind AS 37 as at September 30, 2024, derived from the Restated Consolidated Financial Information are set forth below:

(in ₹ million)

Particulars	As at September 30, 2024
Matter pending with respective state judicial magistrate and high court for Misbranding of Product Labels under Insecticides Act, 1968.	0.38
Disputed demand of GST interest which our Company has preferred an appeal with The Commissioner (Appeal) of GST and Central Excise.	0.31
Disputed amount of VAT/CST where company has preferred an appeal. -Our Company has preferred an appeal which is pending with Tribunal of Gujarat state. The matter is pertaining to FY 2005-06 with respect to reduction of Input Tax Credit on interstate stock transfer.	1.09
Total	**1.78**

For further details of our contingent liabilities as at September 30, 2024, see "*Restated Consolidated Financial information– Note 37*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Outstanding Litigation and Material Developments*" on pages 367, 384 and 418, respectively.

Summary of related party transactions

A summary of the related party transactions for the six months ended September 30, 2024 and Fiscals ended March 31, 2024, 2023 and 2022 as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Consolidated Financial Information is set out below:

Particulars	Relationship	Nature of transactions	Transactions during the period ended September 30 2024	% of Revenue from Continuing Operation September 30 2024	Transactions during the year ended March 31 2024	% of Revenue from Continuing Operation March 31 2024	Transactions during the year ended March 31 2023	% of Revenue from Continuing Operation March 31 2023	Transactions during the year ended March 31 2022	% of Revenue from Continuing Operation March 31 2022
BPI Chemtex Private Limited (Formerly known as Bharat Pesticides Industries Private Limited)	Enterprise over which Key Management Personnel have control	Job Work Charges	7.00	0.10%	11.44	0.10%	15.69	0.13%	16.09	0.14%
		Purchase of Products	39.96	0.57%	-	-	-	-	3.83	0.03%
		Reimbursement of Expenses	0.44	0.01%	0.75	0.01%	0.46	0.00%	0.14	0.00%
		Rent Expenses	1.65	0.02%	2.37	0.02%	2.34	0.02%	2.22	0.02%
Indo GSP Chemical Private Limited	Enterprise over which Key Management Personnel and their relatives have control/ significant influence	Interest income	10.03	0.14%	0.87	0.01%	-	-	-	-
		Export Benefit Receipt	0.11	0.00%	-	-	-	-	-	-
		Job Work Income	54.70	0.78%	-	-	-	-	-	-
		RODTEP Licence Purchase	5.43	0.08%	-	-	-	-	-	-
		Loan Given	-	-	200.00	1.74%	-	-	-	-
		Sales of Products	1008.14	14.33%	83.65	0.73%	-	-	-	-
Athena Trust	Trust over which Key Management Personnel have control	Dividend	0.05	0.00%	0.01	0.00%	0.05	0.00%	-	-
Alpha Trust	Trust over which Key Management Personnel have control	Dividend	4.55	0.06%	-	-	-	-	-	-
BETA Trust	Trust over which Key Management Personnel have control	Dividend	0.56	0.01%	0.11	0.00%	0.62	0.01%	-	-
		Sale of Investment	-	-	13.26	0.12%	-	-	-	-
Kappa Trust		Dividend	6.27	0.09%	1.25	0.01%	6.32	0.05%	-	-

Particulars	Relationship	Nature of transactions	Transactions during the period ended September 30 2024	% of Revenue from Continuing Operation September 30 2024	Transactions during the year ended March 31 2024	% of Revenue from Continuing Operation March 31 2024	Transactions during the year ended March 31 2023	% of Revenue from Continuing Operation March 31 2023	Transactions during the year ended March 31 2022	% of Revenue from Continuing Operation March 31 2022
	Trust over which Key Management Personnel have control	Sale of Investment	-	-	25.50	0.22%	-	-	-	-
Shard Trust	Trust over which Key Management Personnel have control	Dividend	0.05	0.00%	0.01	0.00%	0.05	0.00%	-	-
Stamford Trust	Trust over which Key Management Personnel have control	Dividend	0.68	0.01%	0.14	0.00%	0.75	0.01%	-	-
Monakhos Trust	Trust over which Key Management Personnel have control	Dividend	0.00	0.00%	-	-	0.00	0.00%	-	-
Sadguru Shree Vallabhacharya Charitable Trust	Trust over which Key Management Personnel have control	Contribution towards Corporate Social Responsibility	8.30	0.12%	16.08	0.14%	14.85	0.12%	12.40	0.10%
Mr. Vrajmohan R Shah	Key Management Personnel (Till February 13, 2022)	Dividend	-	-	-	-	7.17	0.06%	6.52	0.05%
		Interest	-	-	-	-	-	-	1.60	0.01%
		Loan Repaid	-	-	-	-	-	-	50.11	0.42%
		Loan Taken	-	-	-	-	-	-	34.42	0.29%
		Salary	-	-	-	-	-	-	9.46	0.08%
Mr. Kenal V Shah	Key Management Personnel (Till November 19, 2022)	Dividend	-	-	-	-	-	-	5.87	0.05%
		Incentive	-	-	-	-	-	-	28.00	0.24%
		Interest	0.10	0.00%	1.08	0.01%	1.99	0.02%	3.21	0.03%
		Loan Repaid	10.16	0.14%	6.42	0.06%	13.55	0.11%	41.45	0.35%
		Loan Taken	-	-	0.77	0.01%	3.40	0.03%	22.21	0.19%
		Rent Expenses	0.75	0.01%	-	-	0.68	0.01%	0.90	0.01%
		Salary	-	-	-	-	0.02	0.00%	14.20	0.12%
Mr. Bhavesh V Shah	Key Management Personnel	Advance for Travelling	-	-	0.30	0.00%	-	-	-	-
		Dividend	6.36	0.09%	1.27	0.01%	6.99	0.06%	5.84	0.05%
		Incentive	-	-	-	-	-	-	28.00	0.24%
		Interest	0.26	0.00%	1.77	0.02%	1.76	0.01%	4.05	0.03%
		Loan Repaid	18.28	0.26%	7.61	0.07%	64.05	0.53%	20.09	0.17%
		Loan Taken	-	-	1.97	0.02%	38.10	0.32%	25.25	0.21%
		Rent Expenses	0.75	0.01%	1.80	0.02%	1.13	0.01%	0.90	0.01%
		Sales of Fixed Asset	0.33	0.00%	-	-	-	-		0.00%
		Salary	8.85	0.13%	26.00	0.23%	26.01	0.22%	14.20	0.12%
Mr. Mehul Pandya	Key Management Personnel (From June 1, 2022)	Advance for Travelling	0.12	0.00%	0.09	0.00%	-	-	-	-
		Reimbursement of Expense	-	-	0.17	0.00%	-	-	-	-
		Salary	3.18	0.05%	6.41	0.06%	4.50	0.04%	-	-
Mr. Shail J Shah	Key Management Personnel	Salary	4.84	0.07%	7.10	0.06%	7.80	0.06%	5.92	0.05%
Mr. Kamlesh D. Patel	Key Management Personnel	Salary	1.18	0.02%	-	-	-	-	-	-
Vrajmohan Ramanlal Shah (HUF)	Enterprise over which Key Management Personnel have control	Dividend	-	-	-	-	-	-	1.94	0.02%
		Interest	-	-	-	-	0.08	0.00%	0.13	0.00%
		Loan Repaid	-	-	0.08	0.00%	2.66	0.02%	0.32	0.00%
		Loan Taken	-	-	0.00	0.00%	1.48	0.01%	0.16	0.00%
		Rent Expenses	-	-	-	-	0.12	0.00%	0.48	0.00%

Particulars	Relationship	Nature of transactions	Transactions during the period ended September 30 2024	% of Revenue from Continuing Operation September 30 2024	Transactions during the year ended March 31 2024	% of Revenue from Continuing Operation March 31 2024	Transactions during the year ended March 31 2023	% of Revenue from Continuing Operation March 31 2023	Transactions during the year ended March 31 2022	% of Revenue from Continuing Operation March 31 2022
	(Till July 5, 2022)									
Ms. Vilasben V Shah	Relative of Key Management Personnel	Dividend	5.68	0.08%	2.05	0.02%	4.65	0.04%	1.76	0.01%
		Interest	0.09	0.00%	0.98	0.01%	1.31	0.01%	1.15	0.01%
		Loan Repaid	9.51	0.14%	2.93	0.03%	28.43	0.24%	0.60	0.00%
		Loan Taken	-	-	1.01	0.01%	1.61	0.01%	25.92	0.22%
		Rent	0.48	0.01%	0.60	0.01%	0.48	0.00%	-	-
		Sale of Fixed Assets	0.38	0.01%	-	-	-	-	0.12	0.00%
Bhavesh Vrajmohan Shah HUF	Enterprise over which Key Management Personnel have control (Till August 2, 2022)	Dividend	-	-	-	-	-	-	0.52	0.00%
Kenal Vrajmohan Shah HUF	Enterprise over which Key Management Personnel have control (Till May 31, 2022)	Dividend	-	-	-	-	-	-	0.52	0.00%
Ms. Falguni K. Shah	Relative of Key Management Personnel	Dividend	0.00	0.00%	-	-	0.00	0.00%	0.56	0.00%
		Interest	-	-	0.02	0.00%	0.02	0.00%	0.02	0.00%
		Loan Repaid	-	-	0.27	0.00%	-	-	0.03	0.00%
		Loan Taken	-	-	0.02	0.00%	0.02	0.00%	0.02	0.00%
Ms. Deepa B. Shah	Relative of Key Management Personnel	Dividend	-	-	-	-	0.00	0.00%	0.56	0.00%
		Interest	-	-	0.09	0.00%	0.09	0.00%	0.09	0.00%
		Loan Repaid	-	-	1.13	0.01%	-	-	0.37	0.00%
		Loan Taken	-	-	0.06	0.00%	0.08	0.00%	0.09	0.00%
		Sale of Fixed Assets	-	-	-	-	-	-	0.31	0.00%
Mr. Pujan Shah	Relative of Key Management Personnel	Dividend	0.00	0.00%	0.00	0.00%	-	-	-	-
Ms. Vihangi Shah	Relative of Key Management Personnel	Dividend	0.00	0.00%	-	-	0.00	0.00%	-	-
		Reimbursement of Expense	-	0.00%	0.20	0.00%	-	-	-	-
		Advance for Travelling	0.55	0.01%	-	-	-	-		-
		Salary	0.31	0.00%	0.44	0.00%	-	-	-	-
Ms. Riddhi Shah	Relative of Key Management Personnel	Dividend	0.01	0.00%	0.00	0.00%	0.01	0.00%	0.06	0.00%
		Salary	-	-	1.32	0.01%	1.01	0.01%	0.45	0.00%
		Sale of Fixed Assets	0.70	0.01%	-	-	-	-	0.27	0.00%
Mr. Tirth Shah	Key Management Personnel	Advance for Travelling	-	-	0.14	0.00%	-	-	-	-
		Dividend	1.34	0.02%	0.27	0.00%	1.47	0.01%	1.33	0.01%
		Interest	-	-	0.24	0.00%	0.68	0.01%	1.13	0.01%
		Loan Repaid	-	-	5.77	0.05%	27.98	0.23%	4.03	0.03%
		Loan Taken	-	-	0.24	0.00%	10.05	0.08%	21.52	0.18%
		Salary	7.08	0.10%	5.95	0.05%	5.95	0.05%	1.78	0.01%

For further details of the related party transactions, see "*Restated Consolidated Financial Information – 39*" on page 370.

Details of all financing arrangements

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

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

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

Name	Number of Equity Shares of face value ₹10 acquired in the one year preceding the date of the Draft Red Herring Prospectus	Weighted average price of acquisition per Equity Share (in ₹)*
Promoters		
Bhavesh Vrajmohan Shah^	3,178,550	0.00
Tirth Kenal Shah	673,600	1.09
Vilasben Vrajmohan Shah^	6,745,000	0.00
Falguni Kenal Shah	500	0.00
Alpha Trust	6,825,375	0.00
Kappa Trust^	4,157,175	0.00

**As certified by Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), by way of their certificate dated December 20, 2024.*

^ Also, Promoter Selling Shareholders

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

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

Name of acquirer	Number of Equity Shares of face value ₹10	Acquisition price per Equity Share (in ₹)*
Promoters		
Bhavesh Vrajmohan Shah^	9,535,650	1.14
Tirth Kenal Shah	2,005,800	0.37
Vilasben Vrajmohan Shah^	8,512,500	0.08
Falguni Kenal Shah	1,500	0.00
Alpha Trust	4,825,575	0.00
Kappa Trust^	10,423,875	0.00

**As certified by Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), by way of their certificate dated December 20, 2024.*

^ Also, Promoter Selling Shareholders

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

The weighted average cost of acquisition of specified securities transacted by our Promoters, the Promoter Group, the Promoter Selling Shareholders. There are no Shareholder(s) with rights to nominate Director(s) or other special rights, in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition (in ₹)*	Upper end of the price band (₹[●]) is 'X' times the weighted average cost of acquisition**	Range of acquisition price: Lowest price – Highest price (in ₹)
Last one year	0.03	[●]	0-1,464.59
Last eighteen months	0.06	[●]	0-1,464.59
Last three years	0.04	[●]	0-1,464.59

* *As certified by M/s. Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), by way of their certificate dated December 20, 2024.*

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

Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by all Shareholders with rights to nominate Director(s) or other special rights

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of our Promoter Group and Promoter Selling Shareholders. There are no Shareholders with nominee director or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face Value (in ₹)	Acquisition price per Equity Share (in ₹)
Promoter Selling Shareholder				
	September 8, 2022	52,190	100	0.00

Name of the acquirer	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face Value (in ₹)	Acquisition price per Equity Share (in ₹)
Bhavesh Vrajmohan Shah	August 27, 2024	3,178,550	10	0.00
Vilasben Vrajmohan Shah	May 31, 2022	518,455	100	0.00
	June 17, 2022	52,190	100	0.00
	August 24, 2022	56,025	100	0.00
	August 26, 2022	4,900	100	0.00
	August 26, 2022	56,025	100	0.00
	August 26, 2022	4,900	100	0.00
	August 26, 2022	68,155	100	0.00
	August 26, 2022	100	100	0.00
	September 8, 2022	194,140	100	0.00
	November 28, 2022	260,885	100	0.00
	December 4, 2023	500	100	1,441.45
	August 27, 2024	883,750	10	0.00
	September 20, 2024	5,861,250	10	0.00
Kappa Trust	September 9, 2022	518,455	100	0.00
	September 9, 2022	56,025	100	0.00
	October 12, 2022	52,190	100	0.00
	August 27, 2024	3,133,350	10	0.00
	November 22 2024	1,023,825	10	0.00
Promoter*				
Tirth Kenal Shah	April 4, 2024	500	100	1,464.59
	August 27, 2024	668,600	10	0.00
Falguni Kenal Shah	August 27, 2024	500	10	0.00
Alpha Trust	February 28, 2024	455,025	100	0.00
	August 27, 2024	2,275,125	10	0.00
Promoter Group				
Riddhi Kenal Shah	August 27, 2024	5,500	10	0.00
Shard Trust	September 9, 2022	4,900	100	0.00
	August 27, 2024	24,500	10	0.00
Monakhos Trust	September 9, 2022	100	100	0.00
	August 27, 2024	500	10	0.00
Beta Trust	September 9, 2022	56,025	100	0.00
	August 27, 2024	280,125	10	0.00
Stamford Trust	September 9, 2022	68,155	100	0.00
	August 27, 2024	340,775	10	0.00
	November 22, 2024	975,975	10	0.00
Athena Trust	September 9, 2022	4,900	100	0.00
	August 27, 2024	24,500	10	0.00
Deepa Bhavesh Shah	August 27, 2024	500	10	0.00
Pujan Bhavesh Shah	May 31, 2022	68,255	100	0.00
	August 27, 2024	500	10	0.00
Vihangi Bhavesh Shah	August 27, 2024	500	10	0.00
Nikhil C Shah	August 27, 2024	7,500	10	0.00

**Does not include Promoter Selling Shareholders*

Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 560.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the equity shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.

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

Other than issuance of Equity Shares pursuant to bonus allotment on August 27, 2024, our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash or bonus issue. For details, see "*Capital Structure – History of Equity Share Capital of our Company*" on page 93.

Split/consolidation of Equity Shares in the last one year

Other than the sub-division of Equity Shares approved by our Shareholders on June 27, 2024, our Company has not undertaken split or consolidation of its Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus. For details, see "*Capital Structure – History of Equity Share Capital of our Company*" on page 93.

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

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

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

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

All references to (i) the "U.S.", "U.S.A." or the "United States" are to the United States of America and its territories and possessions, and (ii) "Brazil" is to the Federative Republic of Brazil.

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

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

Financial data

Except, GSP Agroquimica Do Brasil LTDA, our Company's and each of our Subsidiaries Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. GSP Agroquimica Do Brasil LTDA's financial year commences from January 1 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company, together with our subsidiaries, comprising the restated consolidated statement of assets and liabilities as at and for the six months ended September 30, 2024, and as at and for the financial ended March 31, 2024, March 31, 2023 and March 31, 2022 and restated consolidated statement of profit and loss (including other comprehensive income), and restated consolidated statement of cash flows and restated consolidated statement of changes in equity as at and for the six months ended September 30, 2024 and as at and for the financial ended March 31, 2024, March 31, 2023 and March 31, 2022, the consolidated statement of material accounting policies, and other explanatory information of our Company, derived from audited financial statements as at and for the six months ended September 30, 2024 and as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI.

Unless otherwise stated or the context otherwise indicates, any percentage amounts, (excluding certain operational metrics), as set forth in *"Offer Document Summary"*, "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 32, 237 and 384 have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information. The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus are derived from audited consolidated financial statements as of and for the six months ended September 30, 2024 and as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Ind AS, the provisions of the Companies Act and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP and IFRS.

Our Company has not attempted to explain in a qualitative manner the impact of the IFRS or US GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP, which may differ from accounting principles with which the prospective investors may be familiar in other countries. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus, which is restated as per the SEBI ICDR Regulations, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. For further details of the impact of the IFRS or US GAAP, see "*Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*" on page 63.

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

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

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-Generally Accepted Accounting Principles ("**Non-GAAP**") measures presented in this Draft Red Herring Prospectus such as Gross Profit, Gross Margin, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Capital Employed, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value per share are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP measures, and other statistical and other information relating to our operations and financial performance, may not be computed on the basis of any standard methodology that is applicable across the industry and, therefore, a comparison of similarly titled Non-GAAP measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company's management believes that they are useful information in relation to our business and financial performance. For further details, see "*Risk Factors - Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*" on page 63.

Currency and units of presentation

All references to:

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

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

Exchange rates

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

The information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar, as on the dates indicated, is set forth below:

(in ₹)

Currency	Exchange Rate as on			
	September 30, 2024*	March 31, 2024*	March 31, 2023*	March 31, 2022*
1 USD	83.79	83.37	82.22	75.81

Source: www.fbil.org.in
Note: Exchange rate is rounded off to two decimal places
**In any case, date of any of the respective years is a public holiday, the previous working day, not being a public holiday, has been considered.*

Industry and market data

Unless stated otherwise, industry related information and market data contained in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 139, 237 and 384, respectively, have been obtained or derived from the report titled "*Assessment of the Global & Domestic Agrochemicals Market*" dated December 2024 that has been prepared by ICRA Analytics Limited ("**ICRA Report**") which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company. ICRA was appointed by our Company and does not have direct/ indirect interest or relationship with our Company, the Promoter Selling Shareholders, Promoters, Directors, Subsidiaries or KMPs or SMPs of our Company as confirmed pursuant to their consent letter dated December 20, 2024, except to the extent of issuing the ICRA Report. For risks in relation to the ICRA Report, see "*Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*" on page 48. The ICRA Report is available on the website of our Company at https://www.gspcrop.in/investors/icra-industry-report from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

The ICRA Report is subject to the following disclaimer:

"*All information contained in the Report has been obtained by ICRA Analytics Limited from sources believed by ICRA Analytics Limited to be true, accurate and reliable and after exercise of due care and diligence by us. Although reasonable care has been taken to ensure that the information therein is true, such information is provided 'as is' without any warranty of any kind, and in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information contained therein must be construed solely as statements of opinion and not any recommendation for investment. ICRA Analytics Limited shall not be liable for any losses incurred by users from any use of the Report or its contents.*"

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 122 includes information relating to our peer group companies. Such information relating to our peer group has been derived from publicly available sources or the ICRA Report, and neither we, nor the BRLMs or any of their affiliates have independently verified such information. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD-LOOKING STATEMENTS

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

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

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes, changes in competition in our industry, incidence of natural calamities and/or acts of violence.

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

1. We require certain approvals and licenses, including certain registrations from the Central Insecticides Board and Registration Committee for our products. Any failure to successfully obtain such registrations or renew or maintain our statutory and regulatory permits and approvals required to operate our business and manufacturing facilities would adversely affect our operations, results of operations and financial condition.

2. We are subject to stringent technical specifications and quality requirements in relation to our Technicals and Formulations. Our failure to comply with the quality standards and technical specifications may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.

3. We are required to comply with the applicable regulations of the international geographies where we undertake business as well as obtain registrations from foreign governmental authorities through our customers/or directly from foreign regulatory authorities to enable sale of our products in such international jurisdictions. Further, our International Business is subject to regulatory risks that could adversely affect our business and results of operations.

4. Our cost of materials consumed constituted a majority of the total expenses incurred in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022. Any further increase in our costs of materials consumed or our inability to reasonably offset our costs with the prices of our products may have an adverse impact on our profitability.

5. We depend on a few suppliers for supply of raw materials. Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations.

6. We typically do not enter into long-term agreements with our customers. Any inability to retain our customers may have a material adverse impact on our profitability, financial condition and results of operations.

7. We are dependent on our distribution network for the distribution of Formulations in our B-to-C Domestic Business. Any inability to expand or effectively manage or any disruption in our distribution network will adversely affect our business and results of operations.

8. Our business is sensitive to seasonal vagaries and adverse weather conditions which affect the agrochemical industry. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.

9. Any inability to protect our process and product patents or any other intellectual property, or any infringement claims in relation to intellectual property rights against us and failure to keep our technical knowledge confidential could erode our competitive advantage and could have a material adverse effect on us.

10. We typically experience sales returns in relation to our products. Such sales returns could have an adverse impact on our business prospects and results of operations.

Certain information in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 139, 237 and 384, respectively, of this Draft Red Herring Prospectus have been obtained from the report prepared by ICRA Analytics Limited.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 237 and 384, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

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

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

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

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Further, some events may be material collectively rather than individually.

In order to obtain a more comprehensive understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 139, 237, 262, 384 and 418, respectively, as well as "Offer Document Summary – Summary of Financial Information" and "Other Financial Information" on pages 19 and 379 in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer, including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 317. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of the Global & Domestic Agrochemicals Market" dated December 2024 (the "**ICRA Report**"), prepared and issued by ICRA Analytics Limited ("**ICRA**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by ICRA, who were appointed by us pursuant to the engagement letter dated July 26, 2024. ICRA is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, KMPs, SMPs, and Subsidiaries, nor the BRLMs are a related party to ICRA as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the Industry Report which may have been re-ordered by us for the purposes of presentation. Further, the ICRA Report was prepared on the basis of information as of specific dates, and the opinions in the ICRA Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. ICRA has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the Industry Report will be available on the website of our Company at https://www.gspcrop.in/investors/icra-industry-report. Further, the ICRA Report is not a recommendation to invest or disinvest in any company covered in the ICRA Report. Prospective investors are advised not to unduly rely on the ICRA Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 48. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 28.*

For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1. Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", "our" refer to GSP Crop Science Limited and its Subsidiaries on a consolidated basis.

Internal Risks

1. We require certain approvals and licenses, including certain registrations from the Central Insecticides Board and Registration Committee ("CIBRC") for our products. Any failure to successfully obtain such registrations or renew or maintain our statutory and regulatory permits and approvals required to operate our business and manufacturing facilities would adversely affect our operations, results of operations and financial condition.

We are required to obtain and maintain various statutory and regulatory permits, approvals, licenses and registrations to operate our business, certain of which may have expired and have been applied for and certain of which are due to expire in the near future.

We are required to obtain regulatory pre-approval for our products. As per Section 9 of the Insecticides Act, any person desiring to import or manufacture any insecticide may apply to the registration committee, CIBRC, for registration of such insecticide and there is a separate registration for each insecticide. Accordingly, we provide our Technicals and Formulations to the CIBRC for their approval where they undertake testing to check the composition and purity profile before granting registrations. In addition, under Section 13 of the Insecticides Act, any person desiring to manufacture, sell, stock or exhibit for sale or distribute any insecticide, is required to make an application to the licensing officer of the respective state authority for the grant of license. In particular, for our Company, we obtain licenses under Section 13 of the Insecticides Act from the Department of Agriculture, which makes periodic visits to inspect the infrastructure facilities available at our manufacturing facilities as well as our Technicals and Formulations We are also subject to Section 27 of the Insecticides Act, which prohibits the sale, distribution, or use of insecticides for public safety reasons, allowing the Central or State Government to prohibit the use of an insecticide if they believe it poses a risk to humans or animals. As of September 30, 2024, we have obtained 507 such registrations from the CIBRC. The classification of our 9(3) and 9(4) registrations is as follows:

Registration	Formulations (Indigenous Manufacture)	Technicals (Indigenous Manufacture)	Technicals (Import)	Total
9 (3)	16	9	1	**26**
9 (4)	201	50	5	**256**
Total	**217**	**59**	**6**	**282**

In addition to the 282 registrations under 9(3) and 9(4), we also hold export registrations for 170 Formulations and 55 Technicals, exclusively for sale in overseas markets.

Although we have duly obtained such approvals for manufacturing and exporting the products in India and in the international markets, there can be no assurance that we will be able to maintain or obtain the necessary approvals or registrations in the future. If we are unable to successfully obtain registrations in a timely manner, we may lose the market opportunities which may result in our delay or failure to recover the costs incurred towards seeking registrations and other related activities and may adversely affect our operations and profitability. While we have received all required licenses and registrations from CIBRC as on the date of this Draft Red Herring Prospectus, there can be no assurance that will be able to obtain the required licenses and registrations from CIBRC in the future. Inability to obtain such licenses and registrations from CIBRC may impact our business and operations.

Further, we will be required to renew our permits and approvals and obtain new permits and approvals in the future for any proposed operations or products. While we believe that we will be able to renew or obtain such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, these permits, licenses and approvals could be subject to several conditions, and we cannot assure you that we would be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits, licenses or approvals. Some of our licenses and approvals expire from time to time in the ordinary course of business and there can be no assurance that we will be able to apply and obtain such approvals, licenses or renewals in a timely manner or that the approvals, licenses, permits and registrations may not be revoked in the event of any non-compliance with any terms or conditions imposed thereof. For details, see "*Government and Other Approvals*" on page 434. An inability to renew, maintain or obtain any required permits, licenses, registrations or approvals may result in the interruption of a part or all of our operations and have a material adverse effect on our business, financial condition and results of operations.

2. ***We are subject to stringent technical specifications and quality requirements in relation to our Technicals and Formulations. Our failure to comply with the quality standards and technical specifications may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.***

We provide our customers with crop protection solutions designed to support farmers in maximizing productivity and achieving optimal agricultural output through development, manufacturing, supply and distribution of (i) formulations, which refer to products composed of 'active ingredients', chemical compounds in a product responsible for achieving the desired effects on the target pests, weeds, or plant diseases and 'additives' which improve the product's performance, stability, and ease of use , in definite proportion obtaining well-defined target properties ("**Formulations**"); and (ii) technicals, which refer to concentrated form of the 'active ingredients' which are processed with other ingredients to develop formulations (**"Technicals"**). We believe the manufacturing process of our products is complex, and we may encounter issues for various reasons, including equipment malfunctions, failure to follow specific protocols and procedures, inconsistencies in raw material quality, natural disasters or other environmental factors.

We are required to comply with the quality standards and technical specifications as per the registration certificates provided by the relevant governing authorities for our products. Any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications may lead to revocation of the registration certificate from the relevant authority. While there have been no such instances of revocation of registration certificates in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future. As on the date of this Draft Red Herring Prospectus, we have certain 'misbranding' cases pertaining to technical specifications and quality requirements against our Company pending before various judicial forums. Additionally, certain customers have also filed product quality related litigations against us. For details, see "*Outstanding Litigation and Material Developments*" on page 418. Such instances could cause a loss to the reputation and goodwill of our Company leading to a loss of customers, which could have an adverse effect on our reputation, business and our financial condition. Further, our customers may reject our products citing concerns in relation to technical specifications and quality requirements. While there have been no instances of product rejection in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future.

As of September 30, 2024, we have a dedicated team of 62 persons engaged in quality control. Our contracts with our business-to-business ("**B-to-B**") customers may require us to strictly adhere to the conditions therein. Failure to adhere to the know-how and technical specifications mentioned in our contracts may lead to cancellation of existing and future orders or expose us to warranty claims. While there have been no material instances of complaints by customers in relation to orders or cancellation of orders in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future. In addition, prior to placing the orders, certain customers in our International Business undertake an audit and review process. This may involve inspection of our manufacturing facility and equipment, review of the manufacturing processes and raw materials, technical review of the specification of the proposed product, review of our logistical capabilities, and inspections and reviews of prototypes of the product. The finished product delivered by us is further subject to laboratory validation by certain customers.

We will continue to spend a portion of our future revenues to manage our product quality and to maintain our quality control, failure of which would have an adverse impact on our business prospects and results of operations.

3. ***We are required to comply with the applicable regulations of the international geographies where we undertake business as well as obtain registrations from foreign governmental authorities through our customers/or directly from foreign regulatory authorities to enable sale of our products in such international jurisdictions. Further, our International Business is subject to regulatory risks that could adversely affect our business and results of operations.***

We undertake our International Business on a B-to-B basis across Latin America, Asia Pacific, North America and certain other geographies as of September 30, 2024, which are governed by their respective laws and require us or our customers to obtain approvals/ registrations from their respective relevant authorities to export our products into their jurisdictions. Details of revenue generated from International Business for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**
International Business	582.46	8.28%	1,241.49	10.78%	1,717.92	14.28%	2,649.63	22.24%

We undertake these exports either directly or through our customers who get our products registered with their respective regulatory authorities. We are also required to comply with the local packaging disclosure requirements for the sale of our Technicals and Formulations in other jurisdictions. Each applicable authority may impose its own requirements and/or delay or refuse to grant registration, even when a product has already been approved in another country or prohibit the sale of previously approved products. As on the date of this Draft Red Herring Prospectus, we possess the required registration certificates in all jurisdictions where we undertake our business. Even after we obtain all the requisite regulatory or governmental pre-approvals and registrations, our products may be subject to other continual governmental oversight in connection with, among other things, quality control. In addition, after a period of time, in certain countries, the products are re-evaluated for their continued use and additional data may be required in relation to their safety aspects, which may become more stringent. There can be no assurance that us or our distributors/ customers would be able to obtain the necessary approvals to import and/ or undertake sales of our products, or that we will be able to register or re-register our products in the countries where we export. If we are unable to do so in a cost effective and timely manner, it would restrict our ability to buy and sell our products in the relevant markets, which could have an adverse effect on our business, financial condition and results of operations. While our business has not been impacted by any such restrictions in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future.

As per the ICRA Report, the agrochemical market is facing a significant threat due to the increasingly strict regulations governing the production, sale, and use of agrochemicals to ensure environmental safety and human health safety. Governments and regulatory bodies around the world are tightening their controls due to geopolitical tension, trade wars etc, which can lead to shortage of raw materials. This includes imposing stricter limits on residue levels, more comprehensive testing requirements, and bans on certain high-risk chemicals. As a result, companies may face higher compliance costs, delays in product approvals, and the need to reformulate or discontinue products.

In addition, our International Business is subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These risks include complying with changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies. Any developments in the global agro-chemicals industry or the industries in which our customers operate could have an impact on our sales from exports. From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. We may also be prohibited from conducting business in certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments. Any such imposition of trade barriers may have an adverse effect on our results of operations and financial condition. While our International Business has not been materially impacted by any such trade barriers in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future.

4. ***Our cost of materials consumed constituted a majority of the total expenses incurred in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022. Any further increase in our costs of materials consumed or our inability to reasonably offset our costs with the prices of our products may have an adverse impact on our profitability.***

Our ability to remain competitive, maintain costs and profitability, partially depends on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. For details in relation to our raw materials, see "*Our Business - Procurement and Raw Materials*" on page 257. We depend on external suppliers for the raw materials required for production and typically purchase raw materials on a purchase order basis and place such orders with them in advance on the basis of our anticipated production requirements. As a result, the success of our business is dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. If we are unable to pass on increases in raw material prices through higher product prices, we will experience lower margins, which will have a material adverse effect on our results of operations and financial condition.

Details of cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, stock-in-trade & work in progress, including as a percentage of our total expenses for continuing operations in the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Expense (*in ₹ million*)	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**
Cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods,	4,194.40	67.64%	7,448.94	68.87%	8,769.23	74.14%	8,140.36	73.62%

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)
stock-in-trade & work in progress								

There can be no assurance that we will be able to procure the quantities and quality of raw materials commensurate with our requirements in the future in a timely manner, or at all. There can 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, and/ or distributors in accordance with the terms and conditions agreed with them, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer, and/ or distributor refusing to accept our products, which could have an adverse effect on our business and reputation. While we have not faced any material instances of delay of supply or raw material in the six months ended September 30, 2024 and in Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future. We cannot assure you that we will be able to enter into new or continue our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

5. ***We depend on a few suppliers for supply of raw materials. Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations.***

Details of raw material purchases from our top three suppliers, top five suppliers and top ten suppliers for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of purchases for continuing operations is as provided below:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)
Top three suppliers	805.90	16.33%	1,148.90	18.19%	1,561.43	17.98%	1,605.54	17.15%
Top five suppliers	1,227.33	24.86%	1,553.13	24.60%	2,118.99	24.40%	2,493.02	26.63%
Top ten Suppliers	1,795.49	36.37%	2,165.04	34.29%	3,036.70	34.97%	3,686.29	39.38%

We also source some Technicals from our suppliers which are then used in the manufacturing of our Formulations. Details of purchases of Technicals purchased during the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of purchases for continuing operations is as provided below:

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)
Purchase of Technicals	549.49	11.13%	542.57	8.59%	736.32	8.48%	763.60	8.16%

As a result, we continue to remain susceptible to the risks arising out of raw material price fluctuations as well as import duties, which could result in a decline in our operating margins. Details of our imports from China and other countries for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of purchases for continuing operations are provided below:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	As a percentage of Purchases for Continuing Operations (in %)	*in ₹ million*	As a percentage of Purchases for Continuing Operations (in %)	*in ₹ million*	As a percentage of Purchases for Continuing Operations (in %)	*in ₹ million*	As a percentage of Purchases for Continuing Operations (in %)
Imports from China	1,765.89	35.77%	2,227.79	35.28%	2,765.96	31.85%	3,629.91	38.77%
Imports from other countries	83.90	1.70%	261.94	4.15%	602.15	6.93%	514.12	5.49%
Total Imports	1,849.79	37.47%	2,489.73	39.43%	3,368.10	38.78%	4,144.03	44.27%

If there is an interruption in imports from China, including due to any unanticipated change in the political relationship between India and China or implementation of laws and policies impacting our relationship with China, our ability to continue our manufacturing processes could be adversely impacted which will have a material adverse impact on our business and results of operations.

Further, 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, and/ or distributors 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 available 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 our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions for longer durations could adversely impact our delivery schedules to our customers, thereby affecting our business, financial condition and results of operations. While there have been no material instances of supply disruptions in the six months ended September 30, 2024 or in Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that such instances will not occur in the future. Such 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, and/ or distributors in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

6. ***We typically do not enter into long-term agreements with our customers. Any inability to retain our customers may have a material adverse impact on our profitability, financial condition and results of operations.***

While our business relationships with our customers have been built over time, we typically do not enter into long-term contracts with our customers and conduct our operations on a purchase order basis. The absence of long-term contracts with our customers exposes us to a significant risk of customer attrition and challenges in relation to production planning. Details of revenue from continuing operations from our top three customers, top five customers and top ten customers for Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 are provided below:

Particulars	For the six months ended September 30, 2024		For Fiscal 2024		For Fiscal 2023		For Fiscal 2022	
	Amount (*in ₹ million*)	As a percentage of Revenue from Continuing Operations (*in %*)	Amount (*in ₹ million*)	As a percentage of Revenue from Continuing Operations (*in %*)	Amount (*in ₹ million*)	As a percentage of Revenue from Continuing Operations (*in %*)	Amount (*in ₹ million*)	As a percentage of Revenue from Continuing Operations (*in %*)
Top three customers	671.77	9.55%	1,086.53	9.43%	2,295.17	19.07%	1,911.65	16.05%
Top five customers	942.78	13.40%	1,627.36	14.12%	2,929.15	24.34%	2,432.72	20.42%
Top ten customers	1,446.83	20.57%	2,733.81	23.73%	3,935.10	32.70%	3,313.94	27.82%

Loss of a significant number of our top customers could negatively affect the overall profitability and financial performance of our business. A change in customers' preference can result in discontinuation of our engagement with them and such a move could materially and adversely impact our business. Although we have a strong emphasis on the quality and timely delivery of products, any change in the buying and supply patterns can adversely affect our business and profitability.

7. ***We are dependent on our distribution network for the distribution of Formulations in our B-to-C Domestic Business. Any inability to expand or effectively manage or any disruption in our distribution network will adversely affect our business and results of operations.***

We distribute our Formulations through our distribution network, which comprises of various distribution partners across India. We have a pan-India sales and distribution network. The distribution network for our business-to-customer ("**B-to-C**") Domestic Business consisted of 5,454 distributors in Fiscal 2024. Our future growth in the Formulations business depends on expanding our sales and distribution network to enter new markets, through different sales and distribution channels as well as effective management of our sales and distribution network. Details of our revenue from the sale of Formulations in our B-to-C Domestic Business, including as a percentage of sale of products from continuing operations for the six months ended September 30, 2024, in Fiscal 2024, Fiscal 2023 and Fiscal 2022, are provided below:

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**
Domestic Business (B-to-C):								
Formulations	3,058.02	43.99%	4,308.17	37.46%	4,543.20	37.85%	4,656.97	39.22%

We may be unable to appoint replacement distributors in a timely fashion, or at all, which may reduce our sales volumes and adversely affect our results of operations. We continuously seek to increase the penetration of our products by appointing new distributors targeted at different customer groups and geographies. We cannot assure you that we will be able to successfully identify or appoint new distributors or effectively manage our existing distribution network. If the terms offered to such distributors by our competitors are more favourable than those offered by us, the distributors may decline to distribute our products and terminate their arrangements with us.

Further, if some of our competitors provide better commissions or incentives to our distributors, it could result in them favoring the products of other agro-chemical manufacturers. In addition, some of our competitors may have access to a wider base of customers than us, or have exclusive arrangements with certain distributors who may be unable to stock and distribute our products, which may limit our ability to expand our distribution network. Similarly, our competitors may adopt innovative distribution models, which could be more effective than traditional distribution models resulting in a reduction in the sales of our products.

8. ***Our business is sensitive to seasonal vagaries and adverse weather conditions which affect the agrochemical industry. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.***

Our business is sensitive to weather conditions which affect the agrochemical industry; such as drought, floods, cyclones and natural disasters, as well as events such as pest infestations. The weather can affect the presence of crop disease and pest infestations in the short term on a regional basis, and accordingly, may adversely affect the demand for our products. Adverse conditions, especially drought conditions, can result in significantly lower than normal crop plantings and yields for our customers and therefore lower demand for our products. This can result in our sales in a particular region varying substantially from year to year. Weather conditions can also result in earlier or later plantings and affect the levels of pest infestations, which may affect both the timing and volume of our sales or the product mix. Adverse weather conditions may also cause volatility in the prices of commodities, which may affect farmers' decisions about the types and quantum of crops to plant and may consequently affect the sales of our products. As per the ICRA Report, one of the primary concerns for the global agriculture sector is climate change, which results in extreme weather phenomena and altered climatic patterns that significantly affect crop production. The increasing concern over climate change may also result in enhanced regional and global legal and regulatory requirements to reduce or mitigate the effects of greenhouse gases, as well as more stringent regulation of water rights. In the event that such regulations are enacted and are more aggressive than the sustainability measures that we are currently undertaking to monitor our emissions, improve our energy efficiency, and reduce and reuse water, we may experience significant increases in our costs of operations. While our business has not been materially impacted by any such adverse climatic conditions in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future.

Further, the sale of products is seasonal on account of monsoon season; with the demand for fungicides, herbicides, insecticides and plant growth regulators being generally higher during the monsoon season in India and other jurisdictions where our products are exported. As a result, our Company typically generates higher revenue during the first six months in a Fiscal on account of reliance on 'Kharif' cropping cycle, sown with the onset of the southwest monsoon in June; harvested between October and November *(Source: ICRA Report)*. Therefore, poor rainfall in monsoon season in a particular year may result in the decline in demand for our products. Consequently, excess rainfall in the monsoon season in a particular year may also result in a decline of our products due to crop destruction. While our business has not been materially impacted by shortfall or excess rainfall in monsoons in the six months ended September 30, 2024 and in Fiscals 2024, 2023 and 2022, there can be no assurance that such instances will not occur in the future.

As a result of the abovementioned seasonal fluctuations, our sales and results of operations may vary in each Fiscal and may not be relied upon as indicators of the sales or results of operations of other Fiscals, or of our future performance. Any significant reduction in the area under cultivation in Kharif crops may significantly reduce the demand for our products. Further, the demand for our products is dependent on the cropping pattern which may vary year on year for these Kharif crops. Any significant changes in the cultivable area and the cropping pattern for Kharif crops may impact our sales and profitability.

9. Any inability to protect our process and product patents or any other intellectual property, or any infringement claims in relation to intellectual property rights against us and failure to keep our technical knowledge confidential could erode our competitive advantage and could have a material adverse effect on us.

We hold process and product patents across a variety of agrochemicals. For products licenced for manufacturing under section 13 of the Insecticides Act, the licence allows our Company to legally market and sell its insecticide products within a particular jurisdiction. Patents grant a company exclusive rights to their innovations, preventing competitors from copying, manufacturing, selling, or importing the patented product without permission. Infringement of any of our process or product patents could have a material impact on our business and operations. We have been granted 89 patents as of the date of this Draft Red Herring Prospectus. Additionally, we also have 98 patent applications under process as of date of this Draft Red Herring Prospectus. As a result, revenue generated from these patented innovations has consistently grown as a percentage of sale of products from continuing operations over the past six months ended September 30, 2024, Fiscals 2024, 2023 and 2022 as provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
Revenue from Sale of patented products	1,441.11	20.73%	1,595.02	13.87%	699.99	5.83%	601.92	5.07%
Revenue from Sale of generic products	5,509.88	79.27%	9,906.82	86.13%	11,303.48	94.17%	11,272.17	94.93%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

While we strive to ensure that we do not infringe upon the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Similarly, third parties may infringe upon our intellectual property rights. Any claims of intellectual property infringement from or by third parties, regardless of merit or resolution of such claims, could adversely affect our reputation, force us to incur significant costs in initiating, responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. The risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations and product offerings. As a result of such infringement claims, we may be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. For details of certain litigations in relation to infringement of intellectual property, see "*Outstanding Litigation and Material Developments*" on page 418. Further, operating across multiple geographies significantly increases the risk of failing to safeguard our intellectual property and exposes us to a complex array of regulatory frameworks, each with its own compliance challenges.

Our intellectual property registrations are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows. For details, please see "*Government and Other Approvals - Intellectual Property*" on page 437.

Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of our business. A number of our employees have access to confidential business information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. In the event that the confidential information in respect of our business and services becomes available to third parties or to the general public, any competitive advantage we may have over our peers could be harmed. If a competitor is able to reproduce or otherwise capitalise on our business knowledge, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential information could have an adverse effect on our business, results of operations, financial condition, cash flows and future prospects.

10. We typically experience sales returns in relation to our products. Such sales returns could have an adverse impact on our business prospects and results of operations.

In our B-to-C Domestic Business, we provide our products to the distributors well in advance to occupy their shelves, in anticipation of demand from our customers due to intense competition. In some cases, if the demand is not as per projection, the distributor may return the products to us. Details of our sales returns, including as a percentage of our gross revenue from continuing operations for the six months ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided below.

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(*in ₹ million*)	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**
Sales Returns	827.17	9.21%	1,446.44	10.23%	2,180.05	14.37%	2,126.95	14.76%

Such sales returns could have an adverse impact on our business prospects and results of operations.

11. We are required to offer discounts and rebates to distributors within B-to-C Domestic Business due to intense competition, thereby risking margin erosion and long-term profitability.

We offer certain incentivization schemes to our distributors within B-to-C Domestic Business. These incentives are designed to motivate and reward the distributors for their performance and commitment to our Company's products. Details of our discounts and rebates, including as a percentage of our gross revenue from continuing operations for the six months ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided below.

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	(*in ₹ million*)	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**	**(*in ₹ million*)**	**As a percentage of our Gross Revenue for Continuing Operations (*in %*)**
Discounts and Rebates	1,117.88	12.45%	1,173.03	8.30%	953.89	6.29%	368.52	2.56%

Such discounts and rebates lead to margin erosion and also impact profitability, thereby causing an adverse impact on our business prospects and results of operations. Further, our competitors may offer higher discounts and rebates, which could in turn reduce the demand for our products, thereby adversely impacting our business.

12. Significant portion of our revenue is derived from sale of Formulations and sale of Insecticides. Any decline in the sale of Formulations, and sale of Insecticides, could adversely impact our business.

We operate under two distinct businesses which are categorized as (i) Formulations; and (ii) Technicals. Details of revenue generated from our Formulations and Technicals for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**
Formulations	5,151.51	74.11%	7,542.74	65.58%	7,089.97	59.07%	7,396.95	62.29%
Technicals	1,799.48	25.89%	3,959.10	34.42%	4,913.50	40.93%	4,477.14	37.71%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

As highlighted in the table above, we derive a significant portion of our revenue from sale of Formulations. Our Formulations are sold on a B-to-B, as well as on a B-to-C basis across India. Our diversified product range based on their usage is as categorised as insecticides, herbicides, fungicides and plant growth regulators. Amongst these products, we derive significant portion of our revenue from sale of insecticides. Details of revenue generated from our products for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
Insecticides	4,445.35	63.95%	7,844.59	68.20%	7,523.02	62.67%	7,521.56	63.34%
Herbicides	981.94	14.13%	1,669.66	14.52%	2,514.52	20.95%	2,293.19	19.31%
Fungicides	995.96	14.33%	1,398.89	12.16%	1,698.64	14.15%	1,872.24	15.77%
PGRs and others	527.74	7.59%	588.70	5.12%	267.29	2.23%	187.10	1.58%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

Any decline in the sale of insecticides could materially and adversely affect our business, financial condition and results of operations.

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

We rely on third party transportation and logistics providers for delivery of our raw materials and products. Disruptions in logistics could impair our ability to procure raw materials and/or deliver our products on time, which could materially and adversely affect our business, financial condition and results of operations.

We are subject to the risk of increases in freight costs. If we cannot fully offset any increase in freight costs, through increase in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, financial condition and results of operations. Further, since we provide products and services to overseas customers, we are reliant on water transportation and the ports located near our Manufacturing Facilities, as well as on air transportation.

We may be responsible for the transport of our products and accordingly be exposed to the risk of theft, accidents, defect, damage and/or loss of our products in transit. While there have been no material instances of theft, accident or loss in the six months ended September 30, 2024 or in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we cannot assure you that such incidents will not occur in future. Losses caused during transit and transportation are covered by the logistics service providers and by our transit insurance. While there have been no material instances of defect, damage or destruction caused to our products during the process of delivery in the six months ended September 30, 2024 or in Fiscal 2024, Fiscal 2023 and Fiscal 2022, any such occurrence in the future could result in serious liability claims (for which we may not be adequately insured) which could have an adverse effect on our business, financial condition and results of operations.

14. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, such as, strikes and lockouts, could materially and adversely affect our business, financial condition and results of operations.

Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, including due to power failure, fire, 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, or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to manufacture our products and adversely affect sales and revenues from operations in such period. The occurrence of any such incidents could also result in the destruction of certain assets, and adversely affect our results of operations. Any such disruption may interrupt our operations, which may interfere with manufacturing process, requiring us to either stop our operations or repeat activities that may involve additional time and increase our costs. While we have not faced any instances of such disruption in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we cannot assure you that such instances will not occur in the future. Although we take precautions to minimize the risk of any significant operational problems at our manufacturing facilities, any disruption of operations at our manufacturing facilities, including due to any of the factors mentioned above, may adversely impact our business, financial condition and results of operations may be adversely affected by.

Our operations are dependent on our machinery and equipment for manufacturing our products. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. While we have not faced any material instances of such malfunction or breakdown in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we may in the future be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. As certain regulatory approvals are site specific, we may be unable to transfer manufacturing activities to another location immediately. We may also be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. Further, we may also face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations. In the event of prolonged interruptions in the operations of our manufacturing facilities, we may have to import various supplies and products or purchase them locally in order to meet our customers' requirements, which could affect our profitability.

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

Our growth depends, amongst other factors, leveraging our diverse offerings to expand into international markets and capitalize on the growing agrochemical industry, continuing to expand our product offerings by leveraging our R&D capabilities, continuing to diversify our customer base by adding new customers and increasing wallet share with existing customers and optimization of manufacturing capabilities through backward integration and focusing on improving operational efficiencies and on reduction of borrowings. For details, see "*Our Business – Strategies*" on page 245. Our ability to achieve growth will be subject to a range of factors, such as, our ability to identify trends and demands in the industry, compete with existing companies in our markets, consistently exercise effective quality control, ability to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. Further, our expansion plans and business growth could strain our managerial, operational and financial resources. Our future growth will also depend on implementation and improvement of operational, financial and management information systems on a timely basis. There can be no assurance that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition and profitability.

16. ***An inability to protect or further strengthen and enhance our brand and business reputation could adversely affect our business prospects and financial performance. Negative publicity may adversely affect our reputation and business.***

Our ability to strengthen our brand, specifically our B-to-C Domestic Business, depends on various factors such as our ability to effectively manage the quality of our products, increase brand awareness among existing and potential customers, distributors and farmers; adapt our advertising and promotion efforts to emerging industry standards; and protect the intellectual property related to our brand. Details of our advertisement and business promotion expenses for the six months ended September 30, 2024 or in Fiscal 2024, Fiscal 2023 and Fiscal 2022, including as a percentage of total expenses for continuing operations are as provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Expense (*in ₹ million*)	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**
Advertisement and Business Promotion Expenses	167.39	2.70%	252.67	2.34%	256.71	2.17%	230.45	2.08%

Further, there can be no assurance that our advertising or marketing efforts will be successful in maintaining our brand and its perception with distributors and/ or result in increased sales in the future. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our brand equity. In addition, our reputation and brands could also be affected by socially motivated groups, which could lead to a decline in our sales volume. Our business and reputation are highly dependent on the trust and confidence of our customers, and other stakeholders. Negative publicity, whether true or not, can significantly harm our reputation and adversely affect our business. This could arise from various sources, including media reports, social media posts, customer complaints, regulatory actions, or any other public communications. Negative publicity can lead to a loss of customer confidence, resulting in customer attrition. It can also impact our relationships with investors, leading to difficulties in raising capital. Additionally, negative publicity can attract regulatory scrutiny and result in legal actions, further damaging our reputation and financial position.

17. ***Shortage or unavailability of electricity or fuel could affect our manufacturing operations and may have an adverse effect on our business, results of operations and financial condition.***

Our manufacturing operations require continuous supply of electricity for which we depend on the respective state board electricity supply, where our Manufacturing Facilities are located. Details of power and fuel charges, including as a percentage of our total expenses for continuing operations for the six months ended September 30, 2024 or Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Expense (*in ₹ million*)	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**
Power and Fuel charges	190.60	3.07%	288.70	2.67%	343.00	2.90%	397.79	3.60%

Any shortage or non-availability of electricity, failure of the state electricity grid or a shortage of fuel could delay our operations at the Manufacturing Facilities which may consequently adversely affect our delivery timelines to our customers. While there have been no material instances of shortage or non-availability of utilities in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, there can be no assurance that we will not experience such instances in the future. Any significant disruption or non-availability may have an adverse effect on our business, results of operations and financial condition.

18. ***We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance.***

Certain financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. For details in relation to our outstanding borrowings, see "*Financial Indebtedness*" on page 382. These covenants vary depending on the requirements of the financial institution extending such loans and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, changes to the (i) capital structure and shareholding pattern of our Company, (ii) constitutional documents including memorandum and/or articles of association of our Company, (iii) constitution of board of directors and management set up of our Company, (iv) shareholding of the promoters resulting in our Promoters' shareholding falling below 51%, (v) lock-in on shareholding of promoters, (vi) repayment /pre-payment of financing facilities; and (vii) appointment of nominee director in the event there is any default. While there have been certain instances of breach of financial covenants by us in the past, no adverse action has been initiated against us as on the date of this Draft Red Herring Prospectus. For details in relation to our outstanding borrowings, see "*Financial Indebtedness*" on page 382.

There can be no assurance that our lenders will not, in the future, seek to enforce their rights in respect of any past, present or future breaches or that we will be able to obtain waivers from any or all lenders. In the absence of waivers for any non-compliance of the covenants, we may continue to be in default of the covenants and our lenders have the right to, among others, declare all amounts outstanding under the relevant loan agreements immediately due and payable together with accrued and unpaid interest (which could result in up to all our outstanding borrowings becoming due and payable) or to convert the loan into equity shares.

19. ***We are required to comply with various government regulations, including obtaining licenses, permits, approvals and consents under certain environmental laws for operating our Manufacturing Facilities. 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.***

Our business operations are subject to extensive government regulations, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India and in respective regions that we have operations, generally for carrying out our business, producing and marketing our products and for our facilities. For details of applicable regulations and approvals relating to our business and operations, see "*Key Regulations and Policies*" on page 262.

We may, in the future, be subjected to regulatory actions for violations of applicable regulations which could lead to closure of our Manufacturing Facilities, imposition of penalties and other penal actions against our Company and management, which may have a negative impact on our business, reputation, results of operations and cash flows. Further, any failure to comply with environmental laws and/or the terms and conditions of approvals issued under such environmental laws and regulations could also impact our ability to obtain or renew the approvals with respect to our Manufacturing Facilities in a timely manner or at all and may also adversely affect our ability to operate our units and consequently affect our results of operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. For details, see "*Government and Other Approvals*" on page 434. The approvals required by our Company are subject to numerous conditions and there can be no assurance 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.

We are also subject to a broad range of safety, health, labour, and workplace related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, air and water discharges, on storage, handling, discharge and disposal of chemicals and other aspects of our operations. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable and could adversely affect our reputation. The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Under the legal framework we operate in, we are also required to obtain and maintain a number of statutory and regulatory permits, approvals, licenses, registrations and permissions for carrying out our business and operations.

20. ***Certain challans for the forms filed by us with the RoC, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such challans, we cannot assure you that such forms or records will be available at all or any time in the future.***

Our Company is unable to trace certain challans for the corporate records and regulatory filings made by us. These include the challans evidencing payment of filing fees in respect of the regulatory filings. We have included details of such allotments and appointments in the Draft Red Herring Prospectus based on other corporate records such as the form 2, form 18, form DIR-12, board and shareholders' resolutions.

Accordingly, we had commissioned a physical and electronic search of the RoC records through an independent practicing company secretary, Kashyap R. Mehta & Associates, to ascertain the details of all corporate actions undertaken by our Company since incorporation. Pursuant to the foregoing, the practicing company secretary firm has issued its report dated December 17, 2024 (the "**Search Report**").

The nature of forms and records the practicing company secretary was unable to locate are in relation to certain allotments and corporate actions by our Company, which include: (i) challans filed for form 2 in relation to allotment of equity shares on October 28, 1985 and March 17, 2008; (ii) challan filed for form 18 in relation to change in the registered office of our Company to 404, Lalita Complex, 352/3, Rasala Road, Between Mithakhali six Roads & Jain Temple, Navarangpura, Ahmedabad – 380009; and (iii) challan filed for form DIR-12 for resignation of Hari Narayan as a director of our Company. We cannot assure you that the challans for the regulatory filings or corporate records which we have not been able to locate will be available in the future, or that the information gathered in this regard is correct, or that the regulatory filings were done in accordance with applicable law or at all or in timely manner. We have also intimated the Registrar of Companies by way of our letter dated December 18, 2024 regarding the missing challan.

Additionally, while no notices, disputes or penalties have arisen or been imposed in connection with these challans as of the date of this Draft Red Herring Prospectus, we cannot assure you that no notices, dispute or penalties will arise or be imposed on us in this regard in the future.

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

There are outstanding legal proceedings involving our Company, Directors, Promoters and Subsidiaries. These outstanding legal proceedings are pending at different levels of adjudication before various courts and tribunals. The table below sets forth a summary of the litigation involving our Company, our Directors, our Promoters and our Subsidiaries. For further details of such outstanding legal proceedings, see "*Outstanding Litigation and Material Developments*" on page 418.

Name of the Individual/ Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter in the last five years, including outstanding action	Material Civil Litigations	Aggregate amount involved (in ₹ million)*
Company						
By the Company	414^	Nil	Nil	Not applicable	11	642.75
Against the Company	20@	32	Nil	Not applicable	29	113.96
Directors#						
By the Directors	Nil	-	-	Not applicable	Nil	Nil
Against the Directors	Nil	Nil	Nil	Not applicable	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	2	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By the Subsidiaries	1	Nil	Nil	Not applicable	Nil	12.62
Against the Subsidiaries	Nil	1	Nil	Not applicable	Nil	11.71

* *To the extent quantifiable*
\# *Excluding the Promoters*
^ *Cases instituted by the Company under section 138 of Negotiable Instruments Act, 1881*.
@ *Including 18 misbranding cases instituted against our Company under Section 29(1)(a) of the Insecticides Act, 1968 read with Rule 27(5) of the Insecticides Rules.*

Involvement in such proceedings could divert our management's time and attention and consume financial resources. We cannot assure you that these legal proceedings will be decided in our favour and that no further liability will arise out of these proceedings or would not have a material adverse effect on our business, operations and financial condition. We have not made any provisions for these outstanding matters, and in the event of any adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments, which may increase expenses and current liabilities. For details of our contingent liabilities, see "*Offer Document Summary - Summary of Contingent Liabilities*", on page 20. Furthermore, there may be certain outstanding matters, as on date or in the future, for which the aforementioned parties may not have been served with summons or relevant case documents, which may result in adverse findings against us. Any adverse outcome in any of these proceedings, either individually or in aggregate, may have an adverse effect on our business prospects, financial condition, results of operations and reputation.

22. There are factual inaccuracies in one of our corporate records.

The form filing in relation to the transfer of one equity share of face value of ₹ 100 each from Vrajmohan Ramanlal Shah and Chandrakant R Shah to Bharat Pesticides Industries Private Limited on March 8, 1985 incorrectly reflects that the transfer was made from Vrajmohan Ramanlal Shah and Chandrakant R Shah to Vilasben Vrajmohan Shah. However, Vilasben Vrajmohan Shah held those two equity share of face value of ₹ 100 each only as a nominee of Bharat Pesticides Industries Private Limited. Our Company has, by way of a Board resolution dated November 30, 2024, taken on record that the above transfer was made to Bharat Pesticides Private Limited and they were the beneficial owners of the two equity shares transferred. For the purpose of disclosure of the transfers dated March 8, 1985 in this Draft Red Herring Prospectus, we have relied on the statutory register and the folio records maintained by our Company.

We cannot assure you that we will not be subject to any penalties imposed by the competent regulatory authority in connection with such inaccuracies in the corporate records of our Company. While no disputes or regulatory action has arisen in connection with such inaccuracies until date, we cannot assure you that no such action will be initiated in the future.

23. Our Promoters have provided personal guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations, which may impact the ability to effectively service obligations as our Promoters, which may adversely impact our business and operations.

Our Promoters, Bhavesh Vrajmohan Shah and Tirth Kenal Shah, have provided personal guarantees for the repayment of certain loan facilities taken by us. For further details, please see "*History and Certain Corporate Matters- Details of guarantees given to third parties by the Promoter Selling Shareholder*" and *"Our Promoters and Promoter Group – Material guarantees*" on pages 283 and 311. Our Promoters may continue to provide such guarantees and other security post listing in accordance with the applicable law. In case of a default under our loan agreements, any of the guarantees may be invoked, which could negatively impact the reputation and net worth of our Promoters. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flow.

24. Our Promoters, Directors, KMPs and SMPs may have interests other than reimbursement of expenses incurred and normal remuneration or benefits. There can be no assurance that our Directors in the future will always act to resolve any conflicts of interest to the benefit and best interest of our Company.

Our Promoters, Directors, KMPs and SMPs may be interested in our Company to the extent of the Equity Shares held by them in our Company or employee stock options that may be granted to them, and any dividends, bonuses or other distributions on such Equity Shares. For further details on our shareholding, see "*Capital Structure"* on page 92. There can be no assurance that our Directors currently holding shares in our Company or any other Director in the future, would always exercise their rights as Shareholders to the benefit and best interest of our Company.

25. The success of our business depends substantially on our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel and our permanent employees. Our inability to retain them, or to recruit skilled technical personnel that are necessary for our business could adversely affect our business.

Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel, Senior Management Personnel and permanent employees, as well as our ability to attract and retain skilled personnel. Any loss of our Promoters, Directors, Key Managerial Personnel, Senior Management Personnel or our ability to attract and retain them and other skilled personnel could adversely affect our business, financial condition and results of operations. We depend on the management skills and guidance of our Promoters for the development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Directors, Key Managerial Personnel and Senior Management Personnel. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management Personnel are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, financial condition and results of operations could be adversely affected. While we did not experience any attrition of Key Managerial Personnel and Senior Management Personnel during the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that we will be able to retain our Key Managerial Personnel and Senior Management Personnel in the future. In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. Further, we may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and our retaining the permanent employees. Details of attrition rate of our permanent employees in the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 was as provided below:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Attrition rate of Permanent Employees (%)*	14.97%	21.91%	23.26%	20.53%

* *Attrition is calculated as (Number of employee's left during the year / period) / (Number of employees at the beginning of the year / period + Number of employees joined during the year/ period).*

There is significant competition for management and other skilled personnel in the industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected.

26. ***We typically do not enter into long-term agreements with our sub-contractors, which could have a material adverse effect on our business, results of operations and financial condition.***

We typically do not enter into long-term contracts with our sub-contractors. In the absence of long-term contracts, there can be no assurance that our existing sub-contractors will continue to provide us with job-work. Any loss of our sub-contractors will have a material adverse effect on our business, results of operations and financial condition as we would be unable to manufacture our products. Details of sub-contracting expenses, including as a percentage of total expenses for continuing operations in the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are as provided below:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)
Sub-contracting Expenses	218.44	3.52%	404.95	3.74%	185.01	1.56%	157.59	1.43%

Sub-contractors with whom we do not have long-term agreements may choose to cease supplying us with job-work. In the event a sub-contractor ceases to provide us with job-work, we cannot assure you that we will be successful in getting the work done from other sub-contractors. This could lead to a decline in our manufacturing capabilities of our products. We are also exposed to risks of lower sales volume or lower price realization on such volumes depending on prevailing market conditions, as a result of such short-term arrangements. Our relationship with our sub-contractors is dependent to a large extent on their ability to regularly meet our requirements, including price competitiveness, efficient and timely job-work deliveries and consistent product quality. In the event our sub-contractors are unable to meet such requirements in the future, it may result in a decline in our capability to manufacture our finished products which may lead to a decline in orders of our products or the cessation of business from our customers.

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

We are subject to ongoing reporting and compliance requirements and are required to make payments of periodic statutory dues, which we may not be able to undertake at all times. Details of statutory dues paid by our Company for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 are as provided below:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Provident Fund (₹ million)	22.88	40.23	38.16	36.04
ESIC (₹ million)	0.77	1.75	1.95	2.34
Number of employees for whom provident fund has been paid	1,394.00	1,447.00	1,343.00	1,334.00
Number of employees for whom provident fund is not applicable	-	-	-	-
Tax Deducted at Source on salaries (**TDS**) (₹ million)	46.40	75.65	67.63	63.23
Tax Deducted at Source on other than salaries (₹ million)	43.23	84.99	90.18	88.31
Number of employees for whom TDS on salaries has been paid	250	272	299	239
GST (in ₹ million)	2,590.98	3,669.36	4,217.76	3,782.25
Gratuity (in ₹ million)	72.24	56.91	49.61	47.54
Professional Tax (in ₹ million)	1.29	2.35	2.31	2.26

There have been no instances of non-payment, delay in the payment of statutory dues/liabilities in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, except as follows:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Number of Instances	**Amount Involved (*in ₹ million*)**	**Number of Instances**	**Amount Involved (*in ₹ million*)**	**Number of Instances**	**Amount Involved (*in ₹ million*)**	**Number of Instances**	**Amount Involved (*in ₹ million*)**
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	-	-	-	-	-	-	2	1.53
Employee State Insurance Act, 1948	-	-	-	-	-	-	-	-
Income Tax Act, 1961	6	0.01	97	2.21	13	0.77	15	0.53
Goods & Service Tax	-	-	-	-	-	-	-	-
Professional Tax	1	0.01	2	0.01	-	-	-	-

Any further delay in payment of statutory dues in addition to as highlighted above, which may arise in the future could lead to imposition of financial penalties from the relevant government authorities which in turn may have a material adverse impact on our business, financial condition and cash flows.

28. Any adverse impact on the global or domestic agrochemical industry could have an adverse impact on our business.

As per the ICRA Report, a significant obstacle in the global agrochemical sector is the emergence of resistance in pests and weeds and increase in counterfeit products. The continuous application of identical agrochemicals over time can result in the evolution of resistant populations, diminishing the efficacy of these substances. The agrochemical industry is also characterized by intense competition, which necessitates continuous innovation, as companies strive to create new and enhanced products that align with the changing requirements of farmers and regulatory guidelines. There is a growing awareness and concern about any negative impacts of agrochemicals on biodiversity, soil health, and water quality which have led to increasing opposition from environmental groups and the general public. The agrochemical market also is facing a significant threat due to the increasingly strict regulations governing the production, sale, and use of agrochemicals to ensure environmental safety and human health. In the Indian agrochemical industry, farmers lack scientific knowledge of agronomy and agrochemical usage, relying heavily on dealer recommendations, leading to suboptimal application practices. Further, India's registration process for agrochemicals is complex, costly, and time-consuming, posing significant barriers to new entrants and slowing the introduction of innovative products. India faces a significant challenge due to a shortage of yellow phosphorus, a crucial raw material for producing various agrochemical intermediates, including certain phosphorus-based pesticides and fungicides. Any or all of the abovementioned factors could have a material adverse impact on our business, financial condition and cash flows.

29. Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the ICRA Report or extracts of the ICRA Report prepared by ICRA, which is not related to our Company, Directors, Promoters, KMPs, SMPs or the Book Running Lead Managers. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. All such information in this Draft Red Herring

Prospectus indicates the ICRA Report as its source. Accordingly, any information in this Draft Red Herring Prospectus derived from, or based on, the ICRA Report should be read taking into consideration the foregoing.

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. Further, the ICRA Report is not a recommendation to invest / disinvest in any company covered in the ICRA Report. Accordingly, you should not place undue reliance on, or base your investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the ICRA Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the ICRA Report before making any investment decision regarding the Offer. See "*Industry Overview*" on page 139. For the disclaimers associated with the ICRA Report, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation- Industry and Market Data*" on page 28.

30. Information relating to the historical installed capacities of our Manufacturing Facilities included in this Draft Red Herring Prospectus may be based on certain assumptions and estimates by the independent chartered engineer verifying such information and future production and capacity utilisation may vary.

Information relating to our installed capacities and the historical capacity utilisation of our Manufacturing Facilities included in this Draft Red Herring Prospectus may be based on certain assumptions and estimates, including assumptions relating to availability and quality of raw materials and operational efficiencies. While we have obtained a certificate dated December 20, 2024 from Vinit G. Tiwari, independent chartered engineer, in relation to installed and utilized capacity and actual production levels, future capacity utilisation rates may vary significantly from the historical capacity utilisation rates.

In addition, capacity utilisation is calculated differently in different companies, countries, industries and for the kinds of products we manufacture. Actual utilisation rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. While we take efforts to ensure that our production capacity is, at all times, utilized at optimum levels, such as determining the levels of business that we shall seek and accept, production schedules, personnel requirements and other resource requirements, based on our internal estimates and targets, if we are unable to fully utilize our installed capacities in the future, there could be a negative impact on our cost and profitability and thereby adversely affecting our financial condition. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilisation information for our existing facilities included in this Draft Red Herring Prospectus. For further details of our production and capacity utilization, see "*Our Business*" on page 237.

31. We discontinued our plasticizers business in Fiscal 2024. Discontinuation of any major business workstream in the future may have an adverse impact on our business and operations.

We discontinued our plasticizers business vide the board resolution dated March 22, 2024 (with effect from March 15, 2024) with the intention to allocate resources more efficiently, and in order to segregate the agrochemical and plasticizer business, since they pertain to different industries and to align with the future strategy of our Company to focus on agrochemical business. Details of revenue, profit after tax and EPS for the plasticizers business for the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are as provided below:

Particulars	**Six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Revenue from Plasticizer business (*in ₹ million*)	904.76	2,291.13	2,356.77	2144.66
Profit after tax (*in ₹ million*)	7.17	57.48	39.81	32.84
Basic and Diluted EPS (*in ₹*)	0.18	1.40	0.96	0.74

Discontinuation of any major business workstream in the future may have an adverse impact on our business and operations, including but not limited to causing a strain on our resources, inability to manage inventories, loss of key customers, amongst others. In the future, we may be unable to achieve such revenue, profit after tax and EPS. If benefits expected from the segregation of business or discontinuation of business in the future are not achieved as anticipated, it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

32. ***Certain of our Subsidiaries have incurred losses in the past and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Subsidiaries, GSP Intermediates Private Limited and GSP Agroquimica Do Brazil LTDA have incurred certain losses in the past. Details of the losses incurred are provided in the table below:

Particulars	Six months ended September 30, 2024 (*in ₹ million*)	Fiscal 2024 (*in ₹ million*)	Fiscal 2023 (*in ₹ million*)	Fiscal 2022 (*in ₹ million*)
GSP Intermediates Private Limited (w.e.f August 18, 2022)	(0.71)	(1.99)	(0.07)	NA
GSP Agroquimica Do Brazil LTDA (w.e.f September 22, 2023)	(4.32)	(0.02)	NA	NA

In order to continue their operations, these Subsidiaries may require continual financial support from our Company either as debt or as equity. We may not have the ability to provide such support on a continual basis. Further, such financial support is also subject to limitation under applicable Indian and Brazilian laws. Further, if our Subsidiaries continue to incur losses in the future, it could materially impact our Company.

33. ***We have not been able to obtain certain records of educational qualifications and past work experience of one of our Promoters and one of our Directors, and have relied on certificates and marksheets furnished by them for such details of their profile, included in this Draft Red Herring Prospectus.***

One of our Promoters, Falguni Kenal Shah, has been unable to trace copies of documents pertaining to her educational qualification, namely her Bachelor of Arts degree from Gujarat University. While she has written to the Registrar, Gujarat University seeking copies of such documents, by way of her letter dated September 30, 2024, she has not received any communication as of the date of this Draft Red Herring Prospectus. Similarly, one of our Directors, Ashish P Mehta, has been unable to trace copies of documents pertaining to his educational qualification, namely his bachelor's degree in commerce from St. Xavier's College, Calcutta University. While he has written to the Administrator, Calcutta University, seeking copies of such documents, by way of his email dated November 15, 2024, he has not received any communication as of the date of this Draft Red Herring Prospectus.

Accordingly, reliance has been placed on affidavits and marksheets furnished by such Promoter and Director to us and the BRLMs to disclose details of their respective educational qualifications, in this Draft Red Herring Prospectus. We and the BRLMs have been unable to independently verify these details prior to inclusion in this Draft Red Herring Prospectus. Further, there can be no assurances that such Promoter and Director will be able to trace the relevant documents pertaining to their educational qualifications in future, or at all.

34. ***Two of our Promoters do not have adequate experience in our line of business and have not actively participated in the business activities we undertake, which may have an adverse impact on the management and operations of the Company.***

Two of our Promoters, namely, Falguni Kenal Shah and Vilasben Vrajmohan Shah, do not possess the adequate experience in the industry in which our Company operates and do not actively participate in the business activities of our Company. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company.

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

As of the date of this Draft Red Herring Prospectus, some of our Directors and Promoters are interested in entities or ventures that are engaged in the same business as ours. Specifically, (i) Bhavesh Vrajmohan Shah and Tirth Kenal Shah are directors in Rajdhani Petrochemicals Private Limited, one of our Subsidiaries; and (ii) Bhavesh Vrajmohan Shah is a director in GSP Intermediates Private Limited, one of our Subsidiaries.

Further, our Subsidiaries, GSP Agroquimica Do Brasil LTDA, GSP Intermediates Private Limited and Rajdhani Petrochemicals Private Limited have common pursuits with our Company, and Group Companies since they are engaged in the business of agro-chemicals. Similarly, our Group Company, namely, BPI Chemtex Private Limited is engaged in the business of agro-chemcials.

Our Company ensures necessary procedure and practices as permitted by laws and regulatory guidelines to address any conflict situations as and when they arise. We cannot assure you that our Directors and our Promoters will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. In such event, our business, financial condition and results of operations may be adversely affected.

36. ***A portion of our revenues and expenses are denominated in foreign currencies. As a result, we are exposed to foreign currency exchange risks and regulatory changes in foreign exchange management which may adversely impact our results of operations.***

We derive revenue from Domestic Business and International Business. Our results of operations are influenced by exchange rate fluctuations between foreign currencies of the markets in which we sell our products and the Indian Rupee. Currency exchange rate fluctuations and currency depreciation could have an adverse effect on our results of operations. Details of revenue generated from our International Business for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***
International Business	582.46	8.28%	1,241.49	10.78%	1,717.92	14.28%	2,649.63	22.24%

We also import a certain amount of raw materials from international suppliers. Details of our imports for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of purchases for continuing operations are provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	in ₹ million	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**
Total Imports	1,849.79	37.47%	2,489.73	39.43%	3,368.10	38.78%	4,144.03	44.27%

Fluctuation in foreign currencies exchange rates could have adverse effects on our business, results of operations and financial condition. Details of foreign exchange fluctuations (net) gain/(loss) for the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided below:

Nature of Foreign Exchange Fluctuations	**Six months ended September 30, 2024 (*in ₹ million*)**	**Fiscal 2024 (*in ₹ million*)**	**Fiscal 2023 (*in ₹ million*)**	**Fiscal 2022 (*in ₹ million*)**
Exchange Fluctuation (Net) Gain/(Loss)	22.95	23.86	(17.41)	62.80

We also import a certain amount of raw materials from international suppliers, particularly from China. For details in relation to our imports from China and the related risks, please see "*Risk Factor - We depend on a few suppliers for supply of raw materials. Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations*". While we have a hedging policy as on the date of this Draft Red Herring Prospectus, our business and results from operations may be affected in the event that the exchange rate between the international currencies and the Indian Rupee fluctuates. Depreciation of the Indian Rupee against such international currencies may have an adverse effect on imports. Further, volatility in exchange rates could result in an increase in the cost of our products. We may not be able to pass on such increase in costs to our customers. Certain markets in which we sell our products may be subject to exchange control risks, which may result in either delayed recovery or even non-realization of revenue. While there have been no such instances of delayed recovery or non-realization of revenue in the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that such instances will not occur in the future. 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. For details of our foreign exchange risk, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 384.

37. We have had negative cash flows from operating activities in Fiscal 2022, and may have negative cash flows from operating activities in the future. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement growth plans, thereby affecting our financial condition.

We have experienced negative cash flows from operating activities in Fiscal 2022, primarily due to increase in inventories, including raw material inventories to mitigate potential disruptions in production, because of uncertainties relating to supplies of raw materials from vendors outside India and an increase in trade receivables. This was partially offset by an increase in trade payables.

Details of our net cash flows from operating activities on a consolidated basis for the six months ended September 30, 2024, and Fiscals 2024, 2023 and 2022 are provided below:

Particulars	**Six months ended September 30, 2024 (*in ₹ million*)**	**Fiscal 2024 (*in ₹ million*)**	**Fiscal 2023 (*in ₹ million*)**	**Fiscal 2022 (*in ₹ million*)**
Net cash generated from/ (used in) operating activities (*in ₹ million*)	145.16	2,067.42	1,035.15	(438.24)

For details in relation to the movements in our cash flows, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 384. We cannot assure you that our net cash flows will continue to be positive in the future. Negative cash flows over extended periods, or significant negative cash flows in the short term, could adversely affect our ability to operate our business and implement our growth plans.

38. Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our business, results of operation, financial condition and cash flows.

We maintain insurance policies for our businesses. For details in relation to categories of insurance policies maintained by us, see *"Our Business - Insurance"* on page 260. These insurance policies are typically valid for a year and are renewed annually. We cannot assure you that the renewal of our insurance policies in the future will be granted in a timely manner, at acceptable cost or at all. Details of our insurance coverage as of September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, are as provided below:

Particulars	**As of September 30, 2024**	**As of March 31, 2024**	**As of March 31, 2023**	**As of March 31, 2022**
Insurance coverage (A) (in ₹ million)	25,650.73	25,125.03	24,524.54	19,608.95
Net assets*(B) (in ₹ million)	4,444.94	3,723.58	4,564.79	4,817.50
Insurance coverage times the net assets (A/B)	5.77x	6.75x	5.37x	4.07x
Percentage of insurance coverage vis-à-vis the total assets of our Company	194.08%	256.29%	216.62%	156.25%

* *Net assets include Net property, plant and equipment (excluding freehold land), capital work-in-progress and inventories of the Company for the six months ended September 30, 2024 and the year ended on March 31, 2024, March 31, 2023, and March 31, 2022, as stated in the Restated Consolidated Financial Information*

Our insurance may not be adequate to completely cover any or all our risks and liabilities. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. Our insurance claims during the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 aggregated to ₹12.03 million. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance or 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. While we have not faced any such instances during the six months ended September 30, 2024 or in the Fiscals ended 2024, 2023 and 2022 which led to a material adverse effect on our business or operations, if our losses significantly exceed or differ from our insurance coverage or cannot be recovered through insurance in the future, our business, results of operations, financial condition and cash flows could be adversely affected. If insurance coverage, customer indemnifications and/or other legal protections are not available or are not sufficient to cover risks or losses, it could have a material adverse effect on our business, results of operations, financial condition and cash flows.

39. ***Industrial disasters on account of hazardous materials could adversely impact our business.***

Our business activities involve handling hazardous materials, chemicals and various radioactive compounds. Our activities involve, and will continue to involve, the creation of hazardous substances or wastes, including medical waste and other highly regulated substances. If improperly handled or subjected to the wrong conditions, these materials could hurt our employees and other persons, cause damage to our properties and accidental contamination of or harm to the environment. Further, any increase in our operations at our facilities may pose increased safety hazards. Such hazards will need to be addressed through training, industrial hygiene assessments and other safety measures and, if not carried out, can lead to industrial accidents. In the event of any such accident, we could be held liable for damages and clean-up costs. In addition, any significant litigation could further lead to a shutdown of our facilities, which in turn could delay or prevent us from fulfilling our client obligations. On January 21, 2018, there was an accident at our Nandesari Facility which lead to a blast, causing death of five persons, and 12 persons were injured. While no litigation was initiated against our Promoters or Directors in this regard, a case was filed against the factory officer of the Nandesari Facility and others before the Additional Chief Judicial Magistrate's Court in Vadodara under Indian Penal Code Sections 304(A) and 114 for causing death by negligence. However, the accused were acquitted of all charges on April 15, 2024.

Our insurance coverage may not be adequate to cover all or any loss or damage to life and property or any consequential losses. Any fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it challenging for us to conduct our business operations effectively, and could significantly affect the cost or availability of insurance coverage in the future. For the foregoing reasons, hazardous material contamination or other industrial disasters could adversely impact our business, financial results and reputation.

Further, our Company also enters into arrangements with certain third parties who have the experience in hazardous waste management. However, any improper disposal of hazardous waste by such third parties could result in non-compliance with the relevant hazardous waste management laws and regulations, which may result in liabilities for our Company and require us to incur costs to remedy any such improper disposal, adversely affecting our business, results of operations and financial conditions.

40. ***Write-off of bad debts could result in the reduction of our profits and affect our cash flows.***

Our operations involve extending credit to our customers and distributors in respect of our products, and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with customers and distributors. Our inability to collect receivables from our customers and distributors in a timely manner or at all in future, could adversely affect our working capital cycle, financial condition, results of operations and cash flows.

Our receivable turnover days in relation to revenue from continuing operations for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 were 151 days, 103 days, 126 days, and 125 days, respectively, and any increase in our receivable turnover days will negatively affect our business.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers and distributors, and as a result could cause customers and distributors to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. In particular, farmers may be adversely affected by a number of factors beyond their control, such as, severe monsoon, drought or low prices for their crops, which could affect their financial condition and consequently their ability to pay the distributors for products that have already been sold to them and used by them.

Details of bad debts and provision for expected credit loss for the six months ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**As of September 30, 2024**		**As of March 31, 2024**		**As of March 31, 2023**		**As of March 31, 2022**	
	(*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (in %)**	**(*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**(*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**(*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***
Bad debts	10.17	0.14%	23.81	0.21%	14.27	0.12%	4.78	0.04%

Particulars	As of September 30, 2024		As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	(*in ₹ million*)	As a percentage of Revenue from Continuing Operations (in %)	(*in ₹ million*)	As a percentage of Revenue from Continuing Operations *(in %)*	(*in ₹ million*)	As a percentage of Revenue from Continuing Operations *(in %)*	(*in ₹ million*)	As a percentage of Revenue from Continuing Operations *(in %)*
Provision for Expected credit loss	60.00	0.85%	88.50	0.77%	5.34	0.04%	16.28	0.14%

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

41. Inventory write-downs for finished goods may adversely affect our income statement by increasing cost of goods sold and reducing net income.

The write-down of our inventories to net realizable value and other provisions/losses are recognized in the statement of profit and loss as an expense. The provision recorded in our balance sheet was ₹8.56 million as of September 30, 2024, ₹13.70 million as March 31, 2024, ₹47.46 million as of March 31, 2023 and ₹37.77 million as of March 31, 2022. Inventory write-downs due to a decline in net realizable value (NRV), occurs when the market value of inventory falls below its recorded cost. This situation necessitates adjustments to Restated Consolidated Financial Statements, as per the lower of cost or net realizable value principle. Factors contributing to decreased NRV include obsolescence, market fluctuations, damage or spoilage, and excess inventory. Such write-downs can adversely affect the income statement by increasing cost of goods sold and reducing net profit, while also decreasing total assets on the balance sheet, potentially raising concerns about liquidity and overall financial health.

42. We have certain contingent liabilities which, if materialized, may adversely affect our financial condition.

Our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for as of September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 were as follows:

Particulars	As of September 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
	(*in ₹ million*)			
Disputed demand of Income Tax against which our Company has preferred appeals • During Fiscal 2024, ITAT has passed orders related to disputed matters in the favour of the Assessee and hence the same has not been shown as a contingent liability for the current year. • During Fiscal 2023 and 2022, The Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2013-14 w.r.t. Research and development expense - weighted deduction u/s 35(2AB) and other purchases. Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2014-15 w.r.t. Sales Commission and Product Development Charges.		-	3.24	3.24
Matter pending with respective state judicial magistrates and high courts for Misbranding of Product Labels under Insecticides Act, 1968.	0.38	0.48	0.55	0.80
Disputed demand of GST interest which the Company has preferred an appeal with The Commissioner (Appeal) of GST and Central Excise.	0.31	0.32	0.28	-
During Fiscal 2024, Group has withdrawn the writ petition filed with High court and has formally requested the authority to release this claim in compliance with the clarification issued by Central Board of Indirect Tax and Customs with reference to CBIC circulars.	-	-	33.24	43.43

Particulars	As of September 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
	(*in ₹ million*)			
• During Fiscal 2023 and Fiscal 2022, our Company has preferred an appeal against the show cause notice issued by Assistant Commissioner of Central Goods & Service Tax Division directing to deposit allowed budgetary support and rejecting pending claims of budgetary support on the basis of allegation of non-eligibility of budgetary support under Notification F. No. 10(1)/2017-DBA-II/NER dated 05.10.2017, which is pending at High Court of Jammu and Kashmir.				
Disputed demand relating to Tax Rebate Income. • One of the Component (which was part of group up to March 15, 2024) has filed Appeal with the Appellate Authority of GST against the show cause notice issued by Deputy Commissioner, Commercial Tax for Reclaim of excess GST paid in GST return.	-	-	2.55	2.55
Disputed amount of VAT/CST where company has preferred an appeal. • Our Company has preferred an appeal which is pending with Commissioner Appeals of Bihar State. The matter is pertaining to FY 2015-16 w.r.t. non submission of "Form-F" on interstate stock transfer.	-	3.53	3.53	3.53
Disputed amount of VAT/CST where company has preferred an appeal: • Our Company has preferred an appeal which is pending with Tribunal of Gujarat State. The matter is pertaining to FY 2005-06 w.r.t. reduction of Input Tax Credit on interstate stock transfer.	1.09	1.09	0.60	0.60

If our contingent liabilities increase significantly and materialise in the future, we may be required to fulfil our payment obligations, which could have an adverse effect on our business, financial condition and results of operations. For further information on our contingent liabilities, see "*Restated Consolidated Financial Information*" on page 317.

43. ***Our arrangements with third-parties such as marketers engaged in business of marketing and selling various agrochemicals expose us to certain risks.***

We have entered into certain marketing agreements in relation to supply and distribution of our products. Association with third party marketers exposes to risks such as trademark misuse. Further, there could be lapses by the marketers in labelling compliance and other quality standards. We cannot assure you that we will be able to prevent such misuses or lapses. Such instances could have an impact on our business, financial condition and cash flows.

44. ***Failures in internal control systems could cause operational errors which may have an adverse impact on our profitability.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. Maintaining such internal controls require human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

While we believe that we have adequate controls, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. These factors may have an adverse effect on our reputation, business, results of operations, cash flow and financial condition.

45. We have entered into related party transactions in the past and may continue to do so in the future. The terms of these related party transactions, while at arm's length, may be unfavourable to us.

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. For details relating to our related party transactions, please see "*Restated Consolidated Financial Information –Note 39*" on page 370.

[*Remainder of this page has been left blank intentionally*]

Details our related party transactions in the ordinary course of business during the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 are provided below:

Particulars	Nature of transactions	Transactions during the six months ended September 30 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for the six months ended September 30 2024 (*in %*)	Transactions during Fiscal 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2024 (in %)	Transactions during Fiscal 2023 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2023 (in %)	Transactions during Fiscal 2022 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2022 (in %)
BPI Chemtex Private Limited (Formerly known as Bharat Pesticides Industries Private Limited)	Job Work Charges	7.00	0.10%	11.44	0.10%	15.69	0.13%	16.09	0.14%
	Purchase of Products	39.96	0.57%	-	-	-	-	3.83	0.03%
	Reimbursement of Expenses	0.44	0.01%	0.75	0.01%	0.46	0.00%	0.14	0.00%
	Rent Expenses	1.65	0.02%	2.37	0.02%	2.34	0.02%	2.22	0.02%
Indo GSP Chemical Private Limited	Interest income	10.03	0.14%	0.87	0.01%	-	-	-	-
	Export Benefit Receipt	0.11	0.00%	-	-	-	-	-	-
	Job Work Income	54.70	0.78%	-	-	-	-	-	-
	RODTEP Licence Purchase	5.43	0.08%	-	-	-	-	-	-
	Loan Given	-	-	200.00	1.74%	-	-	-	-
	Sales of Products	1008.14	14.33%	83.65	0.73%	-	-	-	-
Athena Trust	Dividend	0.05	0.00%	0.01	0.00%	0.05	0.00%	-	-
Alpha Trust	Dividend	4.55	0.06%	-	-	-	-	-	-
BETA Trust	Dividend	0.56	0.01%	0.11	0.00%	0.62	0.01%	-	-
	Sale of Investment	-	-	13.26	0.12%	-	-	-	-
Kappa Trust	Dividend	6.27	0.09%	1.25	0.01%	6.32	0.05%	-	-
	Sale of Investment	-	-	25.50	0.22%	-	-	-	-
Shard Trust	Dividend	0.05	0.00%	0.01	0.00%	0.05	0.00%	-	-
Stamford Trust	Dividend	0.68	0.01%	0.14	0.00%	0.75	0.01%	-	-
Monakhos Trust	Dividend	0.00	0.00%	-	-	0.00	0.00%	-	-
Sadguru Shree Vallabhacharya Charitable Trust	Contribution towards Corporate Social Responsibility	8.30	0.12%	16.08	0.14%	14.85	0.12%	12.40	0.10%
Mr. Vrajmohan R Shah	Dividend	-	-	-	-	7.17	0.06%	6.52	0.05%
	Interest	-	-	-	-	-	-	1.60	0.01%
	Loan Repaid	-	-	-	-	-	-	50.11	0.42%
	Loan Taken	-	-	-	-	-	-	34.42	0.29%
	Salary	-	-	-	-	-	-	9.46	0.08%
Mr.Kenal V Shah	Dividend	-	-	-	-	-	-	5.87	0.05%
	Incentive	-	-	-	-	-	-	28.00	0.24%
	Interest	0.10	0.00%	1.08	0.01%	1.99	0.02%	3.21	0.03%

Particulars	Nature of transactions	Transactions during the six months ended September 30 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for the six months ended September 30 2024 (*in %*)	Transactions during Fiscal 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2024 (in %)	Transactions during Fiscal 2023 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2023 (in %)	Transactions during Fiscal 2022 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2022 (in %)
	Loan Repaid	10.16	0.14%	6.42	0.06%	13.55	0.11%	41.45	0.35%
	Loan Taken	-	-	0.77	0.01%	3.40	0.03%	22.21	0.19%
	Rent Expenses	0.75	0.01%	-	-	0.68	0.01%	0.90	0.01%
	Salary	-	-	-	-	0.02	0.00%	14.20	0.12%
Mr.Bhavesh V Shah	Advance for Travelling	-	-	0.30	0.00%	-	-	-	-
	Dividend	6.36	0.09%	1.27	0.01%	6.99	0.06%	5.84	0.05%
	Incentive	-	-	-	-	-	-	28.00	0.24%
	Interest	0.26	0.00%	1.77	0.02%	1.76	0.01%	4.05	0.03%
	Loan Repaid	18.28	0.26%	7.61	0.07%	64.05	0.53%	20.09	0.17%
	Loan Taken	-	-	1.97	0.02%	38.10	0.32%	25.25	0.21%
	Rent Expenses	0.75	0.01%	1.80	0.02%	1.13	0.01%	0.90	0.01%
	Sales of Fixed Asset	0.33	0.00%	-	-	-	-	-	-
	Salary	8.85	0.13%	26.00	0.23%	26.01	0.22%	14.20	0.12%
Mr. Mehul Pandya	Advance for Travelling	0.12	0.00%	0.09	0.00%	-	-	-	-
	Reimbursement of Expense	-	-	0.17	0.00%	-	-	-	-
	Salary	3.18	0.05%	6.41	0.06%	4.50	0.04%	-	-
Mr.Shail J Shah	Salary	4.84	0.07%	7.10	0.06%	7.80	0.06%	5.92	0.05%
Mr. Kamlesh D. Patel	Salary	1.18	0.02%	-	-	-	-	-	-
Vrajmohan Ramanlal Shah (HUF)	Dividend	-	-	-	-	-	-	1.94	0.02%
	Interest	-	-	-	-	0.08	0.00%	0.13	0.00%
	Loan Repaid	-	-	0.08	0.00%	2.66	0.02%	0.32	0.00%
	Loan Taken	-	-	0.00	0.00%	1.48	0.01%	0.16	0.00%
	Rent Expenses	-	-	-	-	0.12	0.00%	0.48	0.00%
Ms.Vilasben V Shah	Dividend	5.68	0.08%	2.05	0.02%	4.65	0.04%	1.76	0.01%
	Interest	0.09	0.00%	0.98	0.01%	1.31	0.01%	1.15	0.01%
	Loan Repaid	9.51	0.14%	2.93	0.03%	28.43	0.24%	0.60	0.00%
	Loan Taken	-	-	1.01	0.01%	1.61	0.01%	25.92	0.22%
	Rent	0.48	0.01%	0.60	0.01%	0.48	0.00%	-	-
	Sale of Fixed Assets	0.38	0.01%	-	-	-	-	0.12	0.00%
Bhavesh Vrajmohan Shah HUF	Dividend	-	-	-	-	-	-	0.52	0.00%
Kenal Vrajmohan Shah HUF	Dividend	-	-	-	-	-	-	0.52	0.00%

Particulars	Nature of transactions	Transactions during the six months ended September 30 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for the six months ended September 30 2024 (*in %*)	Transactions during Fiscal 2024 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2024 (in %)	Transactions during Fiscal 2023 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2023 (in %)	Transactions during Fiscal 2022 (*in ₹ million*)	% of Revenue from Continuing Operations for Fiscal 2022 (in %)
Ms.Falguni K. Shah	Dividend	0.00	0.00%	-	-	0.00	0.00%	0.56	0.00%
	Interest	-	-	0.02	0.00%	0.02	0.00%	0.02	0.00%
	Loan Repaid	-	-	0.27	0.00%	-	-	0.03	0.00%
	Loan Taken	-	-	0.02	0.00%	0.02	0.00%	0.02	0.00%
Ms.Deepa B. Shah	Dividend	-	-	-	-	0.00	0.00%	0.56	0.00%
	Interest	-	-	0.09	0.00%	0.09	0.00%	0.09	0.00%
	Loan Repaid	-	-	1.13	0.01%	-	-	0.37	0.00%
	Loan Taken	-	-	0.06	0.00%	0.08	0.00%	0.09	0.00%
	Sale of Fixed Assets	-	-	-	-	-	-	0.31	0.00%
Mr.Pujan Shah	Dividend	0.00	0.00%	0.00	0.00%	-	-	-	-
Ms.Vihangi Shah	Dividend	0.00	0.00%	-	-	0.00	0.00%	-	-
	Reimbursement of Expense	-	0.00%	0.20	0.00%	-	-	-	-
	Advance for Travelling	0.55	0.01%	-	-	-	-		0.00%
	Salary	0.31	0.00%	0.44	0.00%	-	-	-	-
Ms. Riddhi Shah	Dividend	0.01	0.00%	0.00	0.00%	0.01	0.00%	0.06	0.00%
	Salary	-	-	1.32	0.01%	1.01	0.01%	0.45	0.00%
	Sale of Fixed Assets	0.70	0.01%	-	-	-	-	0.27	0.00%
Mr.Tirth Shah	Advance for Travelling	-	-	0.14	0.00%	-	-	-	-
	Dividend	1.34	0.02%	0.27	0.00%	1.47	0.01%	1.33	0.01%
	Interest	-	-	0.24	0.00%	0.68	0.01%	1.13	0.01%
	Loan Repaid	-	-	5.77	0.05%	27.98	0.23%	4.03	0.03%
	Loan Taken	-	-	0.24	0.00%	10.05	0.08%	21.52	0.18%
	Salary	7.08	0.10%	5.95	0.05%	5.95	0.05%	1.78	0.01%

While all such transactions have been conducted on an arm's length basis, we cannot assure you that we might not have obtained more favourable terms had such transactions been entered into with unrelated parties. While we shall endeavour to conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approvals, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. While our Company will endeavour to duly address such conflicts of interest as and when they may arise, we cannot assure you that these arrangements in the future, or any future related party transactions that we may enter, individually or in the aggregate, will not have an adverse effect on our business, financial condition and results of operations.

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

We are subject to labour legislations that protect the interests of workers, including legislations that set forth detailed procedures for dispute resolution and employee removal and impose certain financial obligations on employers upon retrenchment of employees, as well as laws and regulations relating to employee welfare and benefits such as minimum wage and maximum working hours, overtime, working conditions, non-discrimination, employee compensation, employee insurance, bonus, gratuity, provident fund, leave benefits and other such employee benefits. These legislations require compliance, from time to time, which may among others, involve payments to be made depending upon their period of employment. If we fail to comply with labour welfare legislations, we may be exposed to fines and we may also face the risk of our licenses under applicable legislations being cancelled or suspended. For further details on the labour laws and other regulations applicable to us, please refer to "*Key Regulations and Policies*" on page 262. Further, regulatory agencies in different states and courts in India may interpret compliance requirements differently, which may make compliance with laws and regulations more complex, time consuming and costly.

Details of our labour costs, including as a percentage of our total expenses for continuing operations in the six months ended September 30, 2024 or Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)
Labour charges	77.42	1.25%	105.48	0.98%	92.90	0.79%	96.33	0.87%

In the month of September 2024, we engaged services from 825 contractual labourers.

We also incur various employee costs, including salaries, wages and bonus, staff welfare expenses and contribution to provident and other funds. Our employee benefit expenses and such expenses as a percentage of our total expenses for the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are as provided below:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	As a percentage of our total expenses (%)	(in ₹ million)	As a percentage of our total expenses (%)	(in ₹ million)	As a percentage of our total expenses (%)	(in ₹ million)	As a percentage of our total expenses (%)
Employee Benefits Expenses	494.80	7.98%	804.69	7.44%	638.04	5.39%	667.10	6.03%

In the event the welfare requirements under labour regulations applicable to us are changed, which leads to an increase in employee benefits payable by us, there can be no assurance that we will be able to recover such increased amounts from our customers in a timely manner, or at all. Our profit margins may get adversely impacted if we are unable to pass on such cost increases to our customers. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires.

47. Our Statutory Auditors have included certain Emphasis of Matter paragraphs with respect to their audit reports. If such observations are included in future audit reports or examination reports, the trading price of the Equity Shares may be adversely affected.

Our Statutory Auditors have included certain Emphasis of Matter paragraphs with respect to their audit reports:

"Emphasis of Matter - Basis of Accounting and Restriction on Distribution and Use:

We draw attention to Note 3.1 to the Special Purpose Ind AS Interim Consolidated Financial Statements which describes the basis of its preparation. The Special Purpose Ind AS Interim Consolidated Financial Statements have been prepared by the management of the holding Company's management solely for the purpose of the preparation of its Restated Consolidated Financial Information of the Group for the half year ended September 30,2024, to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus and Prospectus (collectively referred to "Offer Documents") which is to be filed by holding Company in connection with the proposed Initial Public Offering ("IPO") of the equity shares with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI ICDR Regulations"), and the Guidance Note on Reports in Company Prospectus (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, these Special Purpose Ind AS Interim Consolidated Financial Statements may not be suitable for any another purpose.

Our report is addressed to the Board of Directors of the holding Company and intended solely for the purpose as mentioned above. This should not be distributed to or used by any other parties. M S K C & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. 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."

The examination report issued by our Statutory Auditors for the six months ended September 30, 2024, and Fiscals 2024, 2023 and 2022 is not modified in respect of the above matter. However, there can be no assurance that the examination reports for any future fiscals will not contain such matters or that such matters will not otherwise affect our results of operations in such future periods, as well as our financial condition, and the trading price of the Equity Shares.

48. The objects of the Offer and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution. The deployment of funds is based on management estimates and as per the details mentioned in the section titled "Objects of the Offer". Any revision in the estimates may require us to reschedule our expenditure and may have a bearing on our expected revenues and earnings. Further, if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds for the purposes described in the section "*Objects of the Offer*" beginning on page 113. Our funding requirements are based on management estimates and our current business plans and has not been appraised by any bank or financial institution. The deployment of the Net Proceeds will be at the discretion of our Board. Whilst a monitoring agency will be appointed for monitoring the utilization of the Gross Proceeds, the proposed utilization of the Gross Proceeds is based on current conditions, internal management estimates and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. In the event of variation in actual utilization of the proceeds of the Offer, deployment towards a particular activity may be met from funds earmarked for any other activity and/or from our internal accruals, subject to applicable law. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of the Gross Proceeds. Further, any such revision in the estimates may require us to revise our projected expenditure which may have a bearing on our profitability, which in turn may affect our business and results of operations.

49. Variation in the utilisation of Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

We intend to use the net proceeds raised pursuant to the Fresh Issue as set forth under "*Objects of the Offer*" on page 113. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all.

Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. However, we will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds from the Fresh Issue in accordance with Regulation 7(2) of the SEBI ICDR Regulations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on the Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

50. Our Promoters hold 90.48 % of the pre-Offer shareholding of our Company and will continue to retain a significant shareholding in our Company after the Offer, which will allow them to exercise influence over us. Any substantial change in our Promoters' shareholding may have an impact on the trading price of our Equity Shares which could have an adverse effect on our business, financial condition, results of operations and cash flows.

Our Promoters hold 90.48 % of the pre-Offer shareholding of our Company as on the date of this Draft Red Herring Prospectus, and will continue to exercise influence over all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters. Further, the Promoters' shareholding may limit the ability of a third party to acquire control.

The interests of our Promoters could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoters will act to resolve any conflicts of interest in our Company's or your favour. Further, the disposal of Equity Shares by any of our Promoters or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

51. We may be exposed to the risks of significant breaches of data security, and malfunctions or disruptions of information technology systems which may have an adverse effect on our business and results of operations.

We have deployed information technology systems and accounting system to support our business processes, including sales, order processing, production, inventory management, quality control, product costing, human resources, distribution and finance. We have implemented SAP and other employee related software. These systems may be potentially vulnerable to data security breaches, whether by employees or others, which may result in unauthorized persons getting access to sensitive data. Such data security breaches could lead to the loss of data related to our products and services and other proprietary information could be compromised. These systems are also susceptible to outages due to telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events. Effective response to such disruptions or malfunctions shall require effort and diligence on the part of our third-party distribution partners and employees to avoid any adverse effect to our information technology systems.

52. Employee misconduct or failure of our internal processes or procedures could harm us by impairing our ability to attract and retain customers and subject us to significant legal liability and reputational harm, which could adversely affect our reputation, business, results from operations, financial conditions and cash flows.

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in costly litigation and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures and internal policies, the precautions we take to prevent and detect such activity may not be effective in all cases and we may be unable to adequately prevent or deter such activities in all cases. there could be instances of fraud and misconduct by our employees which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, including claims for alleged negligence, in connection with any such unauthorized transaction, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurers, there can be no assurance that we shall recover any amounts lost through such fraud or other misconduct.

We may also be subject to theft or embezzlement by our employees, suppliers or third-party transportation or logistics services provider, which may result in loss of our inventory. Although there have been no incidents of theft or embezzlement in the six months ended September 30, 2024 or Fiscal 2024, Fiscal 2023 and Fiscal 2022 and we have set up various security measures at our Manufacturing Facilities, 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 theft, embezzlement, loss of stock in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition and cash flows.

53. We may not be able to secure additional funding in the future. In the event we are unable to obtain sufficient funding, it may delay our growth plans and have a material adverse effect on our business, cash flows and financial condition.

From time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. Any changes in our Company's future plans may require additional funding. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If our Company raises funds in future by incurring additional debt, the interest and debt repayment obligations of our Company will increase, and our Company may be subject to supplementary or new covenants, which could limit the ability to access cash flow from operations and/or other means of financing by our Company. Moreover, these additional funds could come at a higher cost which may impact the profitability of our Company. Further, our Company cannot assure you that it will be able to obtain adequate financing to find future capital requirements on acceptable terms, in time.

54. We may not achieve the benefits we expect from future acquisitions and business partnerships, which may have an adverse effect on our profitability and ability to manage our business prospects.

We may fail to identify or secure suitable acquisition or investment opportunities in the future, or our competitors may capitalize on such opportunities before we do. Moreover, identifying such opportunities could demand substantial management time and resources, and negotiating and financing acquisitions and establishing business partnerships might involve significant costs and uncertainties. If we fail to successfully source, execute and integrate acquisitions and investments in the future, our overall growth may be impaired, and our business operations, financial performance and prospects may be materially and adversely affected.

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

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Gross Profit, Gross Margin, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Capital Employed, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value per share have been included in this Draft Red Herring Prospectus. These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS, or US GAAP. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. For details see, "*Definitions and Abbreviations*", "C*ertain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*", "*Basis for Offer Price*", "*Our Business*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 1, 27, 122, 237, 317 and 384, respectively.

56. An inability to develop or implement effective risk management frameworks could expose us to unidentified risks or unanticipated levels of risk.

While we have implemented various risk management frameworks, there can be no assurance that such frameworks will be effective in identifying or addressing all possible risks or levels of risk, including risks associated with liquidity, interest rates, credit, currency and exchange rate fluctuations, operations, and technical and legal matters, that we encounter in our business and operations. In addition, there can be no assurance that our risk management frameworks are as comprehensive as those implemented by other financial institutions, which could expose us to more risks than our competitors.

Our risk management frameworks are based, among other considerations, on historical market behaviour, information regarding borrowers, and market knowledge. The effectiveness of our risk management is therefore limited by the quality and timeliness of available data. Consequently, our frameworks may not predict future risk exposures that could vary from or be greater than that indicated by historical measures. In addition, risk related data and information available to us may not be accurate, complete, up-to-date or properly evaluated. Our risk management frameworks may also not be fully effective in mitigating risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some of our risk management systems are not automated and are subject to human error.

Our risk management frameworks are also influenced by applicable law, regulations and policies of the Government of India. If there is any development by the Government of India in applicable law, regulations or policies, our risk management frameworks may be inadequate or ineffective in addressing risks that arise as a consequence of such changes and in turn this could adversely affect our business and operations. Further, some of our risk management strategies may not be effective in a difficult or less liquid market environment, where other market participants may be attempting to use the same or similar strategies to deal with difficult market conditions. In such circumstances, it may be difficult for us to reduce our risk position due to the activity of other market participants.

57. 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.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on December 6, 2024. For details, see "*Dividend Policy*" on page 316. There is no guarantee that any dividends will be declared or paid in the future. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We 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. 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. Further 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.

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

We are exposed to interest rate risk resulting from fluctuations in interest rates in our borrowings. As of September 30, 2024, we had outstanding borrowings (comprising current and non-current borrowings) of ₹ 2,889.63 million, based on our Restated Consolidated Financial Information. Upward fluctuations in interest rates may increase our borrowing costs, which could impair our ability to compete effectively in our business relative to competitors with lower levels of indebtedness. As a result, our business, financial condition, cash flows and results of operations may be adversely affected. In addition, we cannot assure you that difficult conditions in the global credit markets will not negatively impact the cost or other terms of our existing financing as well as our ability to obtain new credit facilities or access the capital markets on favourable terms.

59. Any downgrading of our credit rating by a 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.

Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. A decrease in these credit ratings could limit our access to capital markets and increase our borrowing costs, which could materially and adversely affect our financial condition and operating results. The table below sets out the credit ratings assigned by India Ratings and Research Private Limited and ICRA Limited to our long-term bank facilities and our short-term bank facilities for the periods set out below:

Details of the credit rating letter	Long term rating	Short term rating
India Ratings and Research Private Limited dated November 3, 2023	IND A – (Positive)	IND A – (Positive)/IND A2+
ICRA Limited dated November 3, 2023	ICRA A- (Stable)	ICRA A2+ (Stable)

While we have not had any credit rating downgrades in the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, our credit rating may be downgraded in the future due to various factors, including factors which may be beyond 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. If any of these risks materialise, it could have a material adverse effect on our business, reputation, results of operations and financial condition.

60. We will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholders will receive the Net Proceeds from the Offer for Sale.

The Offer consists of a Fresh Issue and an Offer for Sale. The Promoter Selling Shareholders shall be entitled to the Net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Promoter Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed public company, we shall incur legal, accounting, insurance and other expenses that we have not incurred as an unlisted public company, including costs associated with listed company reporting and corporate governance requirements. We expect that rules and regulations shall increase our legal and financial compliance costs and make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. Laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. Laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our senior management. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting, fines, sanctions and other regulatory action and potentially civil litigation. Any such action could adversely affect our business, financial condition and results of operations and cash flow.

For instance, we shall be subject to the SEBI Listing Regulations which shall require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we shall need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention shall be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, 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 there can be no assurance that we shall be able to do so in a timely and efficient manner.

External Risks

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

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

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

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

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

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

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

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

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

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

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

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

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

64. The impact of the Israel-Hamas war, the Iran-Israel conflict or the Russian invasion of Ukraine on the global economy, energy supplies and raw materials is uncertain, but may prove to negatively impact our business and operations.

The short and long-term implications of the Israel-Hamas war, the Iran-Israel conflict or Russia's invasion of Ukraine are difficult to predict at this time. As on the date of this Draft Red Herring Prospectus, we have not experienced any material interruptions in our business operations in connection with these conflicts. We continue to monitor any adverse impact that the outbreak of war in Ukraine, the subsequent institution of sanctions against Russia by the United States and several European and Asian countries, and the Israel-Hamas war or the Iran-Israel conflict may have on the global economy in general, on our business and operations and on the businesses and operations of our lenders and other third parties with which we conduct business. To the extent the wars in Ukraine or Israel or the conflict between Iran and Israel may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; significant volatility in commodity prices and supply of energy resources; political and social instability; changes in consumer or purchaser preferences and constraints; volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition.

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

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business.

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

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

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

A portion of our revenue is derived from our International Business. Details of revenue generated from International Business for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Revenue from Continuing Operations *(in %)***
Revenue from International Business	582.46	8.28%	1,241.49	10.78%	1,717.92	14.28%	2,649.63	22.24%

From time to time, tariffs, quotas and other tariff and non-tariff trade barriers may be imposed on our products in jurisdictions in which we operate or seek to sell our products. There can be no assurance that the countries or regions (like the Latin American market) where we seek to sell our products will not impose trade restrictions on us in future. We may also be prohibited from exporting to certain restricted countries that may be added to a sanctions list maintained by the Government of India or other foreign governments, such as the Specially Designated Nationals and Blocked Persons list maintained by the Office of Foreign Assets Control of the US Department of Treasury in the United States. In February 2022, hostilities between Russia and the Ukraine commenced, which has led to the imposition of sanctions of various Russian interests (and in some cases Belarus) by the European Union, Australia, Canada, Japan, New Zealand, Switzerland, South Korea, the United Kingdom and the United States. Any such imposition of trade barriers or international sanctions may have an adverse effect on our business, financial condition and results of operations.

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

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

The Government of India announced the union budget for 2025, following which the Finance (No.2) Act, 2024 was enacted which inter alia increased the rate of taxation of short-term capital gains and long-term capital gains arising from transfer of an equity share. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Further, the Government of India introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, which were to take effect from April 1, 2021 (collectively, the "**Labour Codes**"). The Government of India has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely affect our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our businesses in the future.

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

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

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

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

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act which came into effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, cash flows and prospects. Recently, the Government of India has notified a provision related to investigation procedure whereby, regulator CCI can issue show cause notices to parties concerned as well as grant them time to respond before passing a final order.

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

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

The Restated Consolidated Financial Information for the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023, and Fiscal 2022, included in this Draft Red Herring Prospectus are derived from audited consolidated financial statements as of and for the six months ended September 30, 2024, and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Ind AS the provisions of the Companies Act, 2013 and other accounting principles generally accepted in India and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. Ind AS differs from accounting principles with which you may be familiar, such as Indian GAAP, IFRS and US GAAP.

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

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

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

Risks related to the Offer and the Equity Shares

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

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

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

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

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

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

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

Our market capitalisation (based on the Offer Price) to revenue (Fiscal 2024) multiple is [●] times; our market capitalisation (based on the Offer Price) to price to earnings ratio (based on profit after tax for Fiscal 2024) is [●] at the upper end of the Price Bank.

The Offer Price will be determined by our Company in consultation with BRLMs based on various factors and assumptions. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with Book Running Lead Manager through the Book Building Process, and will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" beginning on page 122 and may not be indicative of the market price for the Equity Shares after the Offer. Accordingly, the Offer Price, multiples and ratio may not be indicative of the market price of the Equity Shares on listing or thereafter. The factors that could affect the market price of the Equity Shares include, among other, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The valuation exercise undertaken for the purposes of the Offer by our Company, in consultation with the Book Running Lead Managers, is not based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. As a result, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

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

On listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

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

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

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

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

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

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

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

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

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

The Offer Price will be based on numerous factors, as described under "*Basis for Offer Price*" beginning page 122 may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, we cannot assure you that investors will be able to resell their Equity Shares at or above the Offer Price

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

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering and grants of stock options under our employee stock option plan, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations), may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

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

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

Furthermore, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the GoI, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all.

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

For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 481. Our ability to raise any foreign capital under the FDI route is therefore constrained by Indian law, which may adversely affect our business, cash flows, results of operations, financial condition and prospects.

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

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

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

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

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

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

Under the Companies Act, a company having share capital and incorporated in India is required to offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

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

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

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

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

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

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

85. The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.

The current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue prices. For details, see "*Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs*" on page 445. The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or that sustained trading will take place in our Equity Shares, or provide any assurance regarding the price at which our Equity Shares will be traded after listing.

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

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

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

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

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

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

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

As we are established in India under the Companies Act, any insolvency proceedings relating to us is likely to involve Indian insolvency laws (including the Insolvency and Bankruptcy Code, 2016 of India), the procedural and substantive provisions of which may differ from comparable provisions of the local insolvency laws of jurisdictions with which investors are familiar.

SECTION III: INTRODUCTION

THE OFFER

The details of the Offer are summarised below:

Equity Shares Offered	
Offer of Equity Shares of face value of ₹ 10 each^	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million
of which	
Fresh Issue[(1)]^	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹2,800.00 million
Offer for Sale[(2)]^	Up to 6,000,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
The Offer consists of:	
Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
The Net Offer comprises of:	
QIB Portion [(4)(5)]	Not more than [●] Equity Shares of face value of ₹ 10 each
of which	
- Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹ 10 each
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹ 10 each
of which	
- Mutual Fund Portion	[●] Equity Shares of face value of ₹ 10 each
- Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
Non-Institutional Portion[(5)(6)(7)]	Not less than [●] Equity Shares of face value of ₹ 10 each
Of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value of ₹ 10 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹ 0.1 million	[●] Equity Shares of face value of ₹ 10 each
Retail Portion[(6)(7)]	Not less than [●] Equity Shares of face value of ₹ 10 each
Pre- and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	39,018,750 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹ 10 each
Use of Net Proceeds by our Company	For details of the use of proceeds from the Fresh Issue, see "*Objects of the Offer*" on page 113. Our Company will not receive any proceeds from the Offer for Sale.

(1) Our Board has authorized the Offer, pursuant to a resolution dated December 6, 2024 and our Board has taken on record the participation of the Promoter Selling Shareholders in the Offer for Sale pursuant to a resolution dated December 6, 2024. Our Shareholders have authorized the Fresh Issue pursuant to a special resolution dated December 7, 2024.

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

S. No.	Name	Date of consent letter/Date of board resolution	Number of Offered Shares
1.	Vilasben Vrajmohan Shah	October 21, 2024	Up to 2,651,250
2.	Bhavesh Vrajmohan Shah	October 21, 2024	Up to 1,674,375
3.	Kappa Trust	October 21, 2024	Up to 1,674,375

Each Promoter Selling Shareholder has confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with Regulation 8 of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures- Authority of the Offer" on page 438.

(3) In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹0.50 million (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹0.50 million (net of Employee Discount, if any) to each Eligible Employee), shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount on the Offer Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced two Working Days prior to the Bid/Offer Opening Date. For further details, see "Offer Structure" and "Offer Procedure" on pages 457 and 461, respectively.

(4) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate

demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIBs (other than Anchor Investors) in proportion to their Bids. See "Offer Procedure" on page 461.

(5) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB portion would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see "Offer Structure" on page 457.*

(6) *SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹0.50 million, shall use the UPI Mechanism. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

(7) *Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

^ *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under the applicable law, aggregating up to ₹ 560.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the equity shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.*

For further details, see "*Offer Structure*", "*Terms of the Offer*" and "*Offer Procedure*" on pages 457, 451 and 461 respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 317 and 384, respectively.

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RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million, unless otherwise specified)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-Current Assets				
(a) Property, Plant and Equipment	950.87	1,021.12	951.26	957.06
(b) Capital Work-In-Progress	748.58	484.00	145.53	108.72
(c) Goodwill	31.26	31.26	31.26	31.26
(d) Other Intangible Assets	19.53	19.70	17.43	20.80
(e) Intangible Assets Under Development	44.31	25.07	10.98	2.70
(f) Right-of-use Assets	693.98	696.99	692.01	655.63
(g) Financial Assets				
-Investments	69.96	78.24	26.06	15.02
-Loans	1.19	1.48	2.41	3.65
-Other Financial Assets	5.95	5.39	4.27	3.81
(h) Non-Current Tax (Net)	32.09	39.23	43.20	0.56
(i) Deferred Tax Assets (Net)	167.66	136.22	120.28	150.76
(j) Other Non-Current Assets	220.23	78.21	309.60	259.36
Total Non-Current Assets (A)	**2,985.61**	**2,616.91**	**2,354.29**	**2,209.33**
Current Assets				
(a) Inventories	2,784.67	2,257.63	3,507.17	3,779.12
(b) Financial Assets				
-Investments	19.07	-	-	-
-Trade Receivables	5,854.86	3,243.93	4,149.75	4,072.01
-Cash and Cash Equivalents	368.50	299.64	204.57	1,225.41
-Bank Balances other than above	148.38	103.28	224.67	96.82
-Loans	201.69	202.13	3.56	4.47
-Other Financial Assets	26.25	45.62	8.60	7.61
(c) Other Current Assets	827.67	728.30	868.68	1,155.13
(d) Assets Held for Sale	-	305.99	-	-
Total Current Assets (B)	**10,231.09**	**7,186.52**	**8,967.00**	**10,340.57**
TOTAL ASSETS (A)+(B)	**13,216.70**	**9,803.43**	**11,321.29**	**12,549.90**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	390.19	260.13	274.80	294.80
(b) Other Equity	3,943.67	3,444.55	3,360.02	4,390.91
Equity attributable to owners	**4,333.86**	**3,704.68**	**3,634.82**	**4,685.71**
Non-controlling Interest	30.92	(0.41)	3.03	1.39
Total Equity (A)	**4,364.78**	**3,704.27**	**3,637.85**	**4,687.10**
Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
-Borrowings	728.87	551.55	983.35	1,197.63
-Lease Liabilities	9.41	9.98	-	-
(b) Provisions	19.66	11.26	9.40	9.15
Total Non-Current Liabilities (B)	**757.94**	**572.79**	**992.75**	**1,206.78**
Current Liabilities				
(a) Financial Liabilities				
-Borrowings	2,160.76	1,802.83	2,259.22	2,004.71
-Lease Liabilities	2.20	2.01	-	-
-Trade Payables				
Total Outstanding dues of Micro and Small Enterprises	85.38	68.18	63.24	33.23
Total Outstanding dues of other than Micro and Small Enterprises	4,290.63	2,259.55	3,452.83	3,396.22
-Others Financial Liabilities	383.33	373.46	245.59	325.52
(b) Provisions	778.39	354.64	397.39	415.82
(c) Current Tax Liabilities (Net)	181.01	69.99	1.50	214.68
(d) Other Current Liabilities	212.28	330.60	270.92	265.84
(e) Liabilities directly associated with assets classified as held for sale	-	265.11	-	-
Total Current Liabilities (C)	**8,093.98**	**5,526.37**	**6,690.69**	**6,656.02**
TOTAL EQUITY AND LIABILITIES (A)+(B)+(C)	**13,216.70**	**9,803.43**	**11,321.29**	**12,549.90**

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, unless otherwise specified)

Particulars	For the six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
CONTINUING OPERATIONS				
INCOME				
(a) Revenue from Operations	7,034.56	11,521.61	12,033.09	11,913.07
(b) Other income	54.52	60.67	27.38	112.06
TOTAL INCOME	**7,089.08**	**11,582.28**	**12,060.47**	**12,025.13**
EXPENSES				
(a) Cost of materials consumed	4,422.31	6,439.18	8,754.88	8,487.73
(b) Purchases of stock-in-trade	98.48	107.70	215.24	200.11
(c) Changes in inventories of finished goods, Stock-in-trade & work in progress	(326.39)	902.06	(200.89)	(547.48)
(d) Employee benefits expenses	494.80	804.69	638.04	667.10
(e) Finance cost	147.12	339.91	369.53	237.40
(f) Depreciation & amortization expenses	99.07	198.58	210.06	199.26
(g) Other expenses	1,265.58	2,024.60	1,840.38	1,812.42
TOTAL EXPENSES	**6,200.97**	**10,816.72**	**11,827.24**	**11,056.54**
Restated Profit before exceptional items and tax from Continuing Operations	**888.11**	**765.56**	**233.23**	**968.59**
Exceptional items	-	-	-	-
Restated Profit Before Tax from Continuing Operations	**888.11**	**765.56**	**233.23**	**968.59**
Tax Expenses of Continuing Operations				
(a) Current tax expense	257.16	224.36	30.83	288.03
(b) Short / (Excess) provision for tax relating to prior period/years	-	2.15	(3.93)	4.23
(c) Deferred tax (Income)/Expenses	(27.74)	(16.35)	30.60	(46.75)
Total Tax Expenses of Continuing Operations	**229.42**	**210.16**	**57.50**	**245.51**
Restated Profit for the period / year from Continuing Operations	**658.69**	**555.40**	**175.73**	**723.08**
DISCONTINUED OPERATIONS				
Restated Profit before tax for the period/year from Discontinued Operations	9.59	76.72	53.69	43.42
Less: Tax expense on Discontinued Operations	2.42	19.24	13.88	10.58
Restated Profit for the period/year from Discontinued Operations	**7.17**	**57.48**	**39.81**	**32.84**
Restated Profit for the period/year from Continuing and Discontinued Operations	**665.86**	**612.88**	**215.54**	**755.92**
Restated Other Comprehensive Income / (Loss)				
(i) Items that will not be reclassified to profit or loss				
- Remeasurement Gain / (Loss) on defined benefit plans	(14.71)	(1.90)	(0.39)	3.66
- Income tax	3.70	0.48	0.10	(0.92)
(ii) Items that will be reclassified to profit or loss				
- Exchange differences on translation of financial statements of foreign subsidiaries	0.19	-	-	-
Restated Other Comprehensive Income / (Loss) for the period/year (net of tax)	(10.82)	(1.42)	(0.29)	2.74
Restated Total Comprehensive Income for the period/year	**655.04**	**611.46**	**215.25**	**758.66**
Restated Net Profit for the period/year attributable to				
Owners of the parent	666.01	613.30	213.91	754.01
Non-controlling interest	(0.15)	(0.42)	1.63	1.91
Restated Other Comprehensive Income / (Loss) for the period/year attributable to				
Owners of the parent	(11.01)	(1.42)	(0.29)	2.74
Non-controlling interest	-	-	-	-
Restated Total Comprehensive Income / (Loss) for the period/year attributable to				
Owners of the parent	655.00	611.88	213.62	756.75
Non-controlling interest	(0.15)	(0.42)	1.63	1.91
Restated Earning Per Equity Share (Face Value of Rs.10 each)				
Basic and Diluted				
Continuing Operations (Basic and Diluted)	16.89*	13.49	4.20	16.31
Discontinued Operations (Basic and Diluted)	0.18*	1.40	0.96	0.74
Continuing and Discontinued Operations (Basic and Diluted)	17.07*	14.89	5.16	17.05

* *Not annualized*

RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million, unless otherwise specified)

Particulars	For the Six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated Profit Before taxation from				
Continuing Operations	888.11	765.56	233.23	968.59
Discontinued Operations	9.59	76.72	53.69	43.42
Restated Net Profit for the period/year from Continuing Operations and Discontinued Operations	**897.70**	**842.28**	**286.92**	**1,012.01**
Adjustments for:				
Depreciation and amortisation expense	99.07	199.09	210.33	199.42
(Profit)/Loss on sale of property, plant & equipment	(0.11)	0.27	2.19	(0.93)
Finance costs	147.12	343.90	371.20	239.41
Interest income	(14.64)	(16.34)	(7.15)	(9.84)
Provision for doubtful trade and other receivables, loans and advances	60.00	88.50	6.04	16.58
Bad debts written off	10.17	23.81	14.45	5.05
Sundry balance Written Off	0.42	5.20	5.94	4.55
Sundry balances written back	(3.52)	(5.74)	(11.55)	(26.04)
Net unrealised exchange (gain) / loss	(4.65)	4.97	(8.35)	(3.78)
Net Gain on Investments measured at fair value through profit or loss	(3.21)	(2.19)	(1.35)	(0.01)
Provision for inventories (Net)	(5.14)	(33.76)	9.69	-
Profit from selling of Business	-	(0.28)	-	-
Operating profit before working capital changes	**1,183.21**	**1,449.71**	**878.36**	**1,436.42**
Changes in operating assets / liabilities:				
(Increase)/ Decrease in Inventories	(425.44)	1,186.84	262.27	(998.53)
(Increase)/ Decrease in Trade receivable, loans and other financial & Non financial assets	(2,606.39)	492.57	174.47	(1,433.82)
Increase/ (Decrease) in Trade payables, provisions and other financial & Non financial liabilities	2,133.91	(889.28)	16.68	695.08
Cash Generated from / (Used in) operations	**(897.92)**	**790.13**	**453.42**	**(1,737.27)**
Net income tax paid	(140.13)	(172.42)	(296.63)	(137.39)
Net cash Generated from / (Used in) operating activities (A)	**145.16**	**2,067.42**	**1,035.15**	**(438.24)**
B. Cash flow from investing activities				
Capital expenditure on property, plant & equipment, including capital advances	(426.74)	(286.41)	(337.11)	(498.98)
Proceeds from sale of property, plant & equipment	4.13	13.79	0.42	5.12
Bank Deposits placed during the period/year not considered as Cash and Cash Equivalents	(45.63)	121.49	(128.32)	78.60
Interest received	9.01	11.52	6.57	7.82
Purchase of Investment	(7.58)	(50.00)	(9.68)	(15.01)
Net cash Generated from / (Used in) investing activities (B)	**(466.81)**	**(189.61)**	**(468.12)**	**(422.45)**
C. Cash flow from financing activities				
Proceeds of long-term borrowings	600.16	-	101.37	1,292.20
Repayment of long-term borrowings	(428.18)	(500.12)	(193.92)	(146.28)
Proceeds/(Repayment) from short term borrowings (net)	363.28	(388.06)	132.79	669.55
Buyback of Share	-	(527.40)	(1,234.28)	-
Repayment of Lease Liability	(1.51)	(1.81)	-	-
De-recognition of NCI	31.33	(12.16)	-	-
Finance costs	(149.07)	(348.22)	(365.17)	(215.85)
Dividends paid	(26.01)	(5.50)	(30.23)	(29.48)
Net cash Generated from / (Used in) financing activities (C)	**390.00**	**(1,783.27)**	**(1,589.44)**	**1,570.14**
Net Increase / (decrease) in Cash and Cash Equivalents (A)+(B)+(C)	**68.35**	**94.54**	**(1,022.41)**	**709.45**
Cash and cash equivalents at the beginning of the period/year	299.64	204.57	1,225.41	512.95
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	0.51	0.53	1.57	3.01
Cash and Cash Equivalents at the end of the period/year	**368.50**	**299.64**	**204.57**	**1,225.41**
Reconciliation of Cash and Cash Equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	368.50	299.64	204.57	1,225.41
Add: Bank balances not considered as Cash and Cash Equivalents	148.38	103.28	224.67	96.82
Cash and Other Bank Balance at the end of the period/year	**516.88**	**402.92**	**429.24**	**1,322.23**

GENERAL INFORMATION

Our Company was originally incorporated as "*Gujarat Superphosphate Industries Private Limited*" as a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 12, 1985 issued by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**"). The name of the Company was thereafter changed to *"GSP Crop Science Private Limited*" and a fresh certificate of incorporation dated September 19, 2003 was issued by the RoC.

The name of the Company was thereafter changed to "*GSP Crop Science Limited*" upon conversion to a public limited company pursuant to a Board resolution dated September 26, 2024, a special resolution passed in the extraordinary general meeting of the Shareholders held on October 7, 2024, and consequently a fresh certificate of incorporation dated November 6, 2024, was issued by the RoC to reflect the change in name.

Registered and Corporate Office of our Company

404, Lalita Complex, Rasala Road,
Mithakhali Six Road, Navrangpura,
Ahmedabad, 380 009, Gujarat,
India

Corporate Identity Number: U24120GJ1985PLC007641

Company Registration Number: 007641

Registrar of Companies

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

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

Filing

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

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

The Red Herring Prospectus, along with the material documents and contracts required to be filed and a copy of the Prospectus, will be filed with the RoC in accordance with Section 32 and Section 26 of the Companies Act, respectively, and through the electronic portal.

Board of Directors

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

Name	Designation	DIN	Address
Bhavesh Vrajmohan Shah	Chairman and Managing Director	00094669	35 Manikamal Society, Sal Hospital Road, Near Surdhara Circle, Thaltej, Ahmedabad 380054, Gujarat, India
Shail Jayesh Shah	Whole-time Director and Chief Financial Officer	07543594	B-603 Aman, Ornet Park-3 Lane, behind Maple County-2, Shilaj, Ahmedabad 380059, Gujarat, India
Tirth Kenal Shah	Whole-time Director	07598253	29/11 Manikamal Society, Near Surdhara Circle, Thaltej, Ahmedabad 380054, Gujarat, India

Name	Designation	DIN	Address
Mehul Premkantbhai Pandya	Whole-time Director	09618063	B-2-803, Green Acres, Near Auda Garden, Prahaladnagar, Ahmadabad City, Ahmedabad, Manekbag, 380015, Gujarat
Apurva Soham Mashruwala	Independent Director	10751746	11, Patidar Society, Panchwati, Ahmedabad City, Ahmedabad, 380006, Gujarat
Ashish P Mehta	Independent Director	03619474	701, Cedar Tharwanis Rosewood Heights Plot No 270, Sector 10, Near HexBlox Kharghar Panvel Raigarh, 410210, Maharashtra
Bharat Ramniklal Shah	Independent Director	00191638	101, Shyam Deep Appartment, Vasantnagar Soicety, Near Sardar Patel School, Bhairavnath Road, Ahmedabad City, Ahmedabad, Maninagar, Gujarat, 380008
Nakul J Sharedalal	Independent Director	09033245	N-10/11, Gulmohar Enclave 2, Telav - Kolat Road, Gujarat, Kolat, Ahmedabad, 382210, Gujarat

For brief profiles and further details of our Directors, see "*Our Management*" on page 289.

Company Secretary and Compliance Officer

Kamleshbhai D Patel is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Kamleshbhai D Patel
404, Lalita Complex, Rasala Road,
Mithakhali Six Road, Navrangpura,
Ahmedabad, Gujarat,
380 009, India
Tel: +91 79 61915165
E-mail: cs@gspcrop.com

Statutory Auditors of our Company

M S K C & Associates, Chartered Accountants
602, Floor 6, Raheja Titanium
Western Express Highway
Geetanjali, Railway Colony
Ram Nagar, Goregaon (East)
Mumbai 400 063, India
E-mail: ojasjoshi@bdo.in
Tel: 022-69740200
ICAI Firm Registration Number: 001595S
Peer Review Certificate Number: 015832

Changes in Statutory Auditors

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

Particulars	Date of Change	Reason for Change
M S K C & Associates, Chartered Accountants 602, Floor 6, Raheja Titanium Western Express Highway Geetanjali, Railway Colony, Ram Nagar, Goregaon (East), Mumbai 400 063, India **E-mail:** ojasjoshi@bdo.in **ICAI Firm Registration Number:** 001595S **Peer Review Certificate Number:** 015832	August 24, 2024	Appointment as Statutory Auditors
Deloitte Haskins And Sells 19th Floor, Shapath – V, Besides Crowne Plaza Hotel, Opposite Karnavati Club, S G Highway, Ahmedabad, 380 015, India **Firm Registration Number:** 117365W	August 24, 2024	Cessation due to completion of tenure

Particulars	Date of Change	Reason for Change
Peer Review Certificate Number: 016480		

Investor Grievances

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

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

Any ASBA Bidder whose Bid has not been considered for Allotment, due to the failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB in terms of SEBI Master Circular dated June 21, 2023 (to the extent applicable).

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

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex,
N.M. Joshi Marg, Lower Parel,
Mumbai – 400013
Maharashtra, India
Tel.: +91 22 4332 0736
E-mail: gspcrop.ipo@equirus.com
Website: www.equirus.com
Investor grievance
e-mail: investorsgrievance@equirus.com
Contact person: Malay Shah
SEBI Registration Number: INM000011286

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai- 400 025, Maharashtra, India
Tel.: + 91 22 7193 4380
E-mail : gspcrop.ipo@motilaloswal.com
Website: www.motilaloswalgroup.com
Investor grievance e-mail: moiaplredressal@motilaloswal.com
Contact Person: Kunal Thakkar
SEBI Registration Number: INM000011005

Inter-se Allocation of Responsibilities between the BRLMs

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

S. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	MOIAL and Equirus	Equirus
2.	Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, and Underwriting Agreements and RoC filing	MOIAL and Equirus	Equirus
3.	Drafting and approval of all statutory advertisements	MOIAL and Equirus	Equirus
4.	Drafting and approval all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI	MOIAL and Equirus	MOIAL
5.	Appointment of Registrar, Printer and Ad agency (including coordination of agreements)	MOIAL and Equirus	Equirus
6.	Appointment of all other intermediaries including Banker (s) to the Offer, Syndicate, Monitoring Agency, etc. (including coordination of all agreements)	MOIAL and Equirus	MOIAL
7.	Preparation of road show presentation and FAQs for the road show team	MOIAL and Equirus	MOIAL
8.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	MOIAL and Equirus	MOIAL
9.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalising the list and division of domestic investors for one-to one meetings • Finalising domestic road show and investor meeting schedules	MOIAL and Equirus	Equirus
10.	Conduct non-institutional marketing of the Offer	MOIAL and Equirus	Equirus
11.	Conduct retail marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	MOIAL and Equirus	MOIAL
12.	Coordination with Stock Exchanges for anchor intimation, for book building software, bidding terminals and mock trading.	MOIAL and Equirus	MOIAL
13.	Managing the book and finalization of pricing in consultation with Company	MOIAL and Equirus	Equirus
14.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of	MOIAL and Equirus	MOIAL

S. No.	Activity	Responsibility	Co-ordination
	allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders under the Offer for Sale to the Government and filing of the securities transactions tax return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004.		

Syndicate Members

[●]

Legal Counsel to the Company

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

Registrar to the Offer

Link Intime India Private Limited

C 101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai, Maharashtra - 400083
Tel: +91 810 811 4949
E-mail: gspcrop.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: gspcrop.ipo@linkintime.co.in
Contact person: Shanti Gopakrishnan
SEBI Registration No.: INR000004058

Banker(s) to the Offer

[●]

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers/Lenders to our Company

IndusInd Bank Limited
PNA House, Plot No 57,
Road Number 17, Marol MIDC,

Andheri (East), Mumbai – 400 093
Tel: (022) 6109389
E-mail: nseclg@indusind.com
Website: www.indusind.com
Contact person: Prasad Shigwan

HDFC Bank Limited
1st Floor, HDFC Bank House,
Navrangpura, Ahmedabad,
Gujarat – 380 009
Tel: 9825398995
E-mail: uday.chandiramani@hdfcbank.com
Website: www.hdfcbank.com
Contact person: Uday Chandiramani

Tata Capital Limited
5th Floor, Capital One Building,
Near Mitthakhali Six Road,
Navrangpura, Ahmedabad,
Gujarat – 380 009
Tel: 9909977884
E-mail: joy.sengupta@tatacapital.com
Website: www.tatacapital.com
Contact person: Joy Sengupta

Bajaj Finance Ltd
3rd Floor, Panchshil Tech Park,
Viman Nagar, Pune – 411 014,
Maharashtra, India
Tel: 020 - 71576403
E-mail: investor.service@bajajfinserv.in
Website: https://www.aboutbajajfinserv.com/finance-about-us
Contact person: R Vijay

IDFC FIRST Bank Limited
Sun Square, 3rd Floor, Nr. Hotel Nest,
Off C G Road, Ahmedabad – 380006
Gujarat
Tel: +91 9825098785
E-mail: Anand.hurkat@idfcfirstbank.com
Website: www.idfcfirstbank.com
Contact person: Anand Hurkat

State Bank of India
State Bank of India, Overseas Bank
AFF 1, Iscon Elegance,
Nr. Prahaladnagar Cross Road,
Sarkhej – Gandhinagar Hwy,
Ahmedabad, Gujarat
Tel: +91 9650002340
E-mail: rm2.obahm@sbi.co.in
Website: https://www.onlinesbi.sbi/
Contact person: Praveen Kumar Singla

Citibank NA
10th floor, First International Finance Centre,
G Block, BKC Bandra Kurla Complex,
Mumbai - 400051
Tel: 022-61750000
E-mail: charmy.patel@citi.com
Website: www.online.citibank.co.in
Contact person: Charmy Patel

Axis Bank Limited
CBB, Ahmedabad, 3rd Eye One Building,
2nd Floor, C.G Road, Ahmedabad.
Tel: 9819987415
E-mail: vikram.nehra@axisbank.com,
Website: www.axisbank.com
Contract person: Vikram Nehra

Designated Intermediaries

Self Certified Syndicate Banks

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

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

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency, prior to the filing of the Red Herring Prospectus with the RoC for monitoring the utilization of the Gross Proceeds. For further details in relation to the proposed utilisation of the Net Proceeds, see '*Objects of the Offer*' on page 113.

Appraising Agency

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

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

1. Our Company has received written consent dated December 20, 2024 from M S K C & Associates, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 6, 2024 on our Restated Consolidated Financial Information; (ii) their report dated December 20, 2024 on the statement of possible special tax benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

2. Our Company has received written consent dated December 20, 2024 from Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our independent chartered accountants, and in respect of the various certifications issued by them to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

3. Our Company has received written consent dated December 17, 2024, from the practicing company secretary, Kashyap R. Mehta & Associates, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 in its capacity as practicing company secretary and in respect of their search report dated December 17, 2024, certificate dated December 20, 2024 issued in connection with the issuance of Equity Shares in compliance with Companies Act and the certificate dated December 20, 2024 in connection with the compliance of the GSP ESOP Plan 2024 with the SEBI SBEB Regulations. and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

4. Our Company has received written consent dated December 20, 2024 from the Chartered Engineer, Vinit G. Tiwari, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in

this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered engineer, in relation to the certificate dated December 20, 2024, certifying, inter alia, the details of installed capacity and capacity utilization of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

5. Our Company has received written consent dated December 20, 2024 from Intellectual Property law firm, Infinvent IP, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Intellectual Property law firm, in relation to the certificate dated December 20, 2024, certifying, inter alia, the details of the intellectual property rights of our Company and Subsidiaries. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Book Building Process

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

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

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹0.20 million) and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and can withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw Bids after the Anchor Investor Bid/ Offer Period. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Offer*', '*Offer Structure*' and '*Offer Procedure*' on pages 451, 457 and 461, respectively.

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

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

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 461.

Underwriting Agreement

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

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

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

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

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

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

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

CAPITAL STRUCTURE

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

(In ₹ except share data)

S. No.	Particulars	Aggregate value at face value (₹)	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL**[(1)]		
	50,000,000 Equity Shares of face value ₹10 each	500,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER**		
	39,018,750 Equity Shares of face value of ₹10 each	390,187,500	-
C	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value ₹10 each aggregating up to ₹ [●] million[(2)(4)]	[●]	[●]
	of which		
	Fresh Issue of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 2,800.00 million[(2)(4)]	[●]	[●]
	Offer for Sale of up to 6,000,000 Equity Shares of face value ₹10 each aggregating up to ₹ [●] million[(3)]	[●]	[●]
	The Offer includes:		
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million[(5)]	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 10 each	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	Nil	
	After the Offer	[●]	

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

(1) *For details in relation to the changes in the authorized share capital of our Company in the 10 years immediately preceding the date of this Draft Red Herring Prospectus, see "History and Certain Corporate Matters—Amendments to the Memorandum of Association" on page 272.*

(2) *Our Board has authorized the Offer, pursuant to their resolution dated December 6, 2024, and our Board has taken on record the participation of the Promoter Selling Shareholders in the Offer for Sale pursuant to a resolution dated December 6, 2024. Our Shareholders have authorized the Fresh Issue pursuant to a special resolution dated December 7, 2024.*

(3) *The Promoter Selling Shareholders severally not jointly have confirmed that the Offered Shares are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorizations by the Promoter Selling Shareholders in relation to the Offer for Sale, see "The Offer" and "Other Regulatory and Statutory Disclosures" on page 76 and 438.*

(4) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, as may be permitted under applicable law, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.*

(5) *In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹[●] (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

Notes to Capital Structure

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

Our Company is in compliance with the Companies Act, 2013 and the Companies Act, 1956, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.

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

Primary issuance of Equity Shares

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price/buy-back price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
February 12, 1985	2	100	100	Initial subscription to the Memorandum of Association	Cash	2	200	1 equity share each was allotted to Vrajmohan Ramanlal Shah and Chandrakant Ramanlal Shah
October 28, 1985	9,500	100	100	Further issue	Cash	9,502	950,200	9,500 equity shares were allotted to Bharat Pesticides Industries Private Limited
March 6, 1996	10,500	100	100	Further issue	Cash	20,002	2,000,200	1,500 equity shares were allotted to Vrajmohan Ramanlal Shah, 260 equity shares were allotted to Falguniben Kenalbhai Shah, 620 equity shares were allotted to Chandrakant Ramanlal Shah, 1,350 equity shares were allotted to Vilasben Vrajmohan Shah, 1,810 equity shares were allotted to Kenal Vrajmohan Shah, 10 equity shares were allotted to Binduben Chandrakant Shah, 260 equity shares were allotted to Deepaben Bhavesh Shah, 1,040 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 1,780 equity shares were allotted to Bhavesh Vrajmohan Shah, 530 equity shares were allotted to Chandrakant Ramanal Shah (HUF), 600 equity shares were allotted to Geetaben Chandrakant Shah and 370 equity shares each were allotted to Chirag Chandrakant Shah and Nirav Chandrakant Shah
March 27, 1996	60,006	100	N.A.	Bonus issue in the ratio of three equity shares for each equity share held	N.A.	80,008	8,000,800	4,500 equity shares were allotted to Vrajmohan Ramanlal Shah, 1860 equity shares were allotted to Chandrakant Ramanlal Shah, 780 equity shares were allotted to Falguniben Kenalbhai Shah, 4,050 equity shares were allotted to Vilasben Vrajmohan Shah, 5,430 equity shares were allotted to Kenalbhai Vrajmohanbhai Shah, 30 equity shares were allotted to Binduben Chandrakant Shah, 780 equity shares were allotted to Deepaben Bhavesh Shah, 3,120 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 5,340 equity shares were allotted to Bhavesh Vrajmohan Shah, 1,590 equity shares were allotted to Chandrakant Ramanlal Shah (HUF), 1,800 equity shares were allotted to Geeta Chandrakant Shah, 1,110 equity shares each were allotted to

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price/buy -back price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
								Chirag Chandrakant Shah and Nirav Chandrakant Shah, 6 equity shares were alloted to Vilasben Vrajmohan Shah (*as a nominee of Bharat Pesticides Industries Private Limited*) and 28,500 equity shares were allotted to Bharat Pesticides Industries Private Limited
July 11, 2003	9,992	100	100	Further issue	Cash	90,000	9,000,000	3,000 equity shares were allotted to Vrajmohan Ramanlal Shah, 1,000 equity shares each were allotted to Vrajmohan Ramanlal Shah (HUF) and Vilasben Vrajmohan Shah, 1,500 equity shares each were allotted to Kenalbhai Vrajmohanbhai Shah and Bhavesh Vrajmohan Shah, 996 equity shares each were allotted to Falguniben Kenalbhai Shah and Deepaben Bhaveshbhai Shah
March 17, 2008	900,000	100	N.A.	Bonus issue in the ratio of 10 equity shares for each equity share held	N.A.	990,000	99,000,000	123,290 equity shares were allotted to Vrajmohan Ramanlal Shah, 51,600 equity shares were allotted to Vrajmohan Ramanlal Shah HUF, 10 equity shares were allotted to Vrajmohan Ramanlal Shah (*jointly held with V.C. Shah*), 64,080 equity shares were allotted to Vilasben Vrajmohan Shah, 120,740 equity shares were allotted to Kenalbhai Vrajmohan Shah, 10 equity shares were allotted to Kenal Vrajmohan Shah (HUF), 20,360 equity shares were allotted to Falguniben Kenal Shah, 119,540 equity shares were allotted to Bhavesh Vrajmohan Shah, 10 equity shares were allotted to Bhavesh Vrajmohan Shah (HUF), 20,360 equity shares were allotted to Deepaben Bhavesh Shah and 380,000 equity shares were allotted to Bharat Pesticides Industries Private Limited
August 22, 2009	10,000	100	100	Further issue	Cash	1,000,000	100,000,000	1,081 equity shares were allotted to Vrajmohan Ramanlal Shah, 40 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 9 equity shares were allotted to Vrajmohan Ramanlal Shah (*jointly held with V.C. Shah*), 12 equity shares were allotted to Vilasben Vrajmohan Shah, 3,706 equity shares were allotted to Kenal Vrajmohan Shah, 9 equity shares were allotted to Kenal Vrajmohan Shah (HUF), 54 equity shares were allotted to Falguniben Kenalbhai Shah, 5,026 equity shares were allotted to Bhavesh Vrajmohan Shah, 9 equity shares were allotted to Bhavesh Vrajmohan Shah (HUF) and 54 equity shares were allotted to Deepaben Bhavesh Shah
March 30, 2010	1,500,000	100	N.A.	Bonus issue in ratio of 1.5 equity shares for each equity share held	N.A.	2,500,000	250,000,000	205,050 equity shares were allotted to Vrajmohan Ramanlal Shah, 116,484 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 30 equity shares were allotted to Vrajmohan Ramanlal Shah (*jointly held with Vallabhdas C. Shah, Vallabhdas C. Shah HUF, Shantaben V. Shah, Harshad V. Shah, Harshad V. Shah HUF, Gopal V. Shah, Gopal V. Shah HUF, Hemlata G. Shah, Naresh V. Shah and Naresh V. Shah HUF*)105,750 equity shares were allotted to Vilasben

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price/buy-back price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
								Vrajmohan Shah, 352,026 equity shares were allotted to Kenal Vrajmohan Shah, 31,314 equity shares were allotted to Kenal Vrajmohan Shah (HUF), 33,675 equity shares were allotted to Falguni Kenal Shah, 350,112 equity shares were allotted to Bhavesh Vrajmohan Shah, 31,314 equity shares were allotted to Bhavesh Vrajmohan Shah (HUF), 33,675 equity shares were allotted to Deepapen Bhavesh Shah 160,578 equity shares were allotted to V.R. Shah (*jointly held with V.V. Shah*), 79,992 equity shares were allotted to V.V. Shah (jointly held with V.R. Shah)
April 10, 2013	96,000	100	520.83	Further issue	Cash	2,596,000	259,600,000	24,000 equity shares each were allotted to Arief Mohammed, Munaf Mohammed, Younus Mohammed and Anees Mohammed
March 29, 2014	6,250	100	520.83	Further issue	Cash	2,602,250	260,225,000	6,250 equity shares were allotted to Ajit Singh Gujral
December 10, 2014	345,753	100	2,747.62	Preferential allotment	Cash	2,948,003	294,800,300	345,753 equity shares were allotted to Oman India Joint Investment Fund
May 2, 2022	(200,000)	100	5,524.50	Buy back of equity shares(1)	Cash	2,748,003	274,800,300	Buy back of 200,000 equity shares from Oman India Joint Investment.
March 28, 2024	(146,753)	100	3,431	Buy back of equity shares(2)	Cash	2,601,250	260,125,000	Buy back of 145,753 equity shares from Oman India Joint Investment Fund and buy back of 1,000 equity shares from Alkesh M. Patel HUF
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 2,601,250 equity shares of ₹100.00 each aggregating to ₹260,125,000 were sub-divided as 26,012,500 Equity Shares of ₹10.00 each aggregating to ₹260,125,000.								
August 27, 2024	13,006,250	10	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	N.A.	39,018,750	390,187,500	24,500 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Athena Trust), 280,125 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Beta Trust), 340,775 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Stamford Trust), 3,133,350 Equity Shares were allotted to Falguni Kenal Shah (trustee of Kappa Trust), 24,500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Shard Trust), 500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Monakhos Trust), 2,275,125 Equity Shares were allotted to Bhavesh Vrajmohan Shah (trustee of Alpha Trust), 5,000 Equity Shares each were allotted to Shalin Bipin Patel and Varshaben Bipinkumar Patel, 2,500 Equity Shares were allotted to Ashokkumar Koshti, 7,500 Equity Shares each were allotted to Nikhil C Shah, Jayesh Harjibhai Visavadia, Patel Pankaj S, Jenis Jayprakash Thakkar, 2,500 Equity Shares each were allotted to Manishaben Urvishkumar Patel, Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel, Anik Anantkumar Shah, 6,250 Equity Shares each were allotted to Jagdish Arvind Kalolia and Sonal Jagdishbhai Kalolia, 5,000 Equity Shares were allotted to Mrunal Arvindbhai Sanghvi, 2,500 Equity Shares were allotted to

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price/buy -back price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
								Rajeshbhai Dirajlal Gondaliya, 15,500 Equity Shares were allotted to Nita Dhiren Kothary, 1,953,750 Equity Shares were allotted to Shah Vrajmohan Ramanlal, 500 Equity Shares each were allotted to Pujan Bhavesh Shah, Vihangi Bhavesh Shah, Deepa Bhavesh Shah and Falguni Kenal Shah, 883,750 Equity Shares were allotted to Vilasben Vrajmohan Shah, 3,178,550 Equity Shares were allotted to Bhavesh Vrajmohan Shah, 5,500 Equity Shares were allotted to Riddhi Kenal Shah, 668,600 Equity Shares were allotted to Tirth Kenal Shah, 2,500 Equity Shares each were allotted to Shital Avinash Mane, Rajubhai Vinodrai Shah, Jayesh Rajnikant Shah, Jignaben Jayeshbhai Shah and Mukesh Maganbhai Patel, 5,000 Equity Shares each were allotted to Nileshbhai Nautambhai Jani, Vipul Hasmukhlal Shah and Hiteshkumar Hasmukhlal Shah, 3,500 Equity Shares were allotted to Mamtaben Tarunkumar Shah, 1,500 Equity Shares each were allotted to Tarunkumar Hasmukhlal Shah, Dipak Kumar Mafat Bhai Patel, Rajendra Govind Landge and Dhairya G Shah, 65,225 Equity Shares were allotted to Ajit Singh Gujral, 6,000 Equity Shares each were allotted to Swati Rajendra Landge and Shilaben Patel, 13,000 Equity Shares were allotted to Rakeshkumar Vinodchandra Shah, 12,500 Equity Shares were allotted to Hetal Rakesh Shah and 7,500 Equity Shares were allotted to Shyam Mehulkumar Pandya.

(1) *Our Company has bought back 200,000 Equity Shares at a price of ₹ 5,524.50 (which represented 6.78% of the total number of fully paid-up share capital at that time) from certain equity shareholders pursuant to a board resolution dated April 2, 2022 and shareholders' resolution dated April 5, 2022 on a proportionate basis through a tender offer method. For the purpose of the buy-back, our Company has obtained a valuation report dated March 30, 2022 for valuation of our Equity Shares as on October 31, 2021.*

(2) *Our Company has bought back 146,753 Equity Shares at a price of ₹ 3,431.00 (which represented 5.34% of the total number of fully paid-up share capital at that time) from certain equity shareholders pursuant to a board resolution dated February 14, 2024 and shareholders' resolution dated February 23, 2024 on a proportionate basis through a tender offer method. For the purpose of the buy-back, our Company has obtained a valuation report dated February 12, 2024 for valuation of our Equity Shares as on December 31, 2023.*

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

As on the date of this Draft Red Herring Prospectus, our Company has not issued any preference shares.

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

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

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Reason for allotment	List of allottees	Benefits accrued to our Company
March 27, 1996	60,006	100	N.A.	Bonus issue in the ratio of three equity shares for each equity share held	4,500 equity shares were allotted to Vrajmohan Ramanlal Shah, 1860 equity shares were allotted to Chandrakant Ramanlal Shah, 780 equity shares were allotted to Falguniben Kenalbhai Shah, 4,050 equity shares were allotted to Vilasben Vrajmohan Shah, 5,430 equity shares were allotted to Kenalbhai Vrajmohan Shah, 30 equity shares were allotted to Binduben Chandrakant Shah, 780 equity shares were allotted to Deepaben Bhavesh Shah, 3,120 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 5,340 equity shares were allotted to Bhavesh Vrajmohan Shah, 1,590 equity shares were allotted to Chandrakant Ramanlal Shah (HUF), 1,800 equity shares were allotted to Geeta Chandrakant Shah, 1,110 equity shares each were allotted to Chirag Chandrakant Shah and Nirav Chandrakant Shah, 6 equity shares were alloted to Vilasben Vrajmohan Shah (*as a nominee of Bharat Pesticides Industries Private Limited*) and 28,500 equity shares were allotted to Bharat Pesticides Industries Private Limited	-
March 17, 2008	900,000	100	N.A.	Bonus issue in the ratio of 10 equity shares for each equity share held	123,290 equity shares were allotted to Vrajmohan Ramanlal Shah, 51,600 equity shares were allotted to Vrajmohan Ramanlal Shah HUF, 10 equity shares were allotted to Vrajmohan Ramanlal Shah (*jointly held with V.C. Shah*), 64,080 equity shares were allotted to Vilasben Vrajmohan Shah, 120,740 equity shares were allotted to Kenalbhai Vrajmohan Shah, 10 equity shares were allotted to Kenal Vrajmohan Shah (HUF), 20,360 equity shares were allotted to Falguniben Kenalbhai Shah, 119,540 equity shares were allotted to Bhavesh Vrajmohan Shah, 10 equity shares were allotted to Bhavesh Vrajmohan Shah (HUF), 20,360 equity shares were allotted to Deepaben Bhavesh Shah and 380,000 equity shares were allotted to Bharat Pesticides Industries Private Limited	-
March 30, 2010	1,500,000	100	N.A.	Bonus issue in ratio of 1.5 equity shares for each equity share held	205,050 equity shares were allotted to Vrajmohan Ramanlal Shah, 116,484 equity shares were allotted to Vrajmohan Ramanlal Shah (HUF), 30 equity shares were allotted to Vrajmohan Ramanlal Shah (*jointly held with Vallabhdas C. Shah, Vallabhdas C. Shah HUF, Shantaben V. Shah, Harshad V. Shah, Harshad V. Shah HUF, Gopal V. Shah, Gopal V. Shah HUF, Hemlata G. Shah, Naresh V. Shah and Naresh V. Shah HUF*) 105,750 equity shares were allotted to Vilasben Vrajmohan Shah, 352,026 equity shares were allotted to Kenal Vrajmohan Shah, 31,314 equity shares were allotted to Kenal Vrajmohan Shah (HUF), 33,675 equity shares were allotted to Falguni Kenal Shah, 350,112 equity shares were allotted to Bhavesh Vrajmohan Shah, 31,314 equity shares were allotted to Bhavesh Vrajmohan Shah (HUF), 33,675 equity shares were allotted to Deepaben Bhavesh Shah, 160,578 equity shares were allotted to V.R.	-

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per Equity Share (₹)	Reason for allotment	List of allottees	Benefits accrued to our Company
					Shah (*jointly held with V.V. Shah*), 79,992 equity shares were allotted to V.V. Shah (jointly held with V.R. Shah).	
August 27, 2024	13,006,250	10	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	24,500 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Athena Trust), 280,125 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Beta Trust), 340,775 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Stamford Trust), 3,133,350 Equity Shares were allotted to Falguni Kenal Shah (trustee of Kappa Trust), 24,500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Shard Trust), 500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Monakhos Trust), 2,275,125 Equity Shares were allotted to Bhavesh Vrajmohan Shah (trustee of Alpha Trust), 5,000 Equity Shares each were allotted to Shalin Bipin Patel and Varshaben Bipinkumar Patel, 2,500 Equity Shares were allotted to Ashokkumar Koshti, 7,500 Equity Shares each were allotted to Nikhil C Shah, Jayesh Harjibhai Visavadia, Patel Pankaj S, Jenis Jayprakash Thakkar, 2,500 Equity Shares each were allotted to Manishaben Urvishkumar Patel, Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel, Anik Anantkumar Shah, 6,250 Equity Shares each were allotted to Jagdish Arvind Kalolia and Sonal Jagdishbhai Kalolia, 5,000 Equity Shares were allotted to Mrunal Arvindbhai Sanghvi, 2,500 Equity Shares were allotted to Rajeshbhai Dirajlal Gondaliya, 15,500 Equity Shares were allotted to Nita Dhiren Kothary, 1,953,750 Equity Shares were allotted to Shah Vrajmohan Ramanlal, 500 Equity Shares each were allotted to Pujan Bhavesh Shah, Vihangi Bhavesh Shah, Deepa Bhavesh Shah and Falguni Kenal Shah, 883,750 Equity Shares were allotted to Vilasben Vrajmohan Shah, 3,178,550 Equity Shares were allotted to Bhavesh Vrajmohan Shah, 5,500 Equity Shares were allotted to Riddhi Kenal Shah, 668,600 Equity Shares were allotted to Tirth Kenal Shah, 2,500 Equity Shares each were allotted to Shital Avinash Mane, Rajubhai Vinodrai Shah, Jayesh Rajnikant Shah, Jignaben Jayeshbhai Shah and Mukesh Maganbhai Patel, 5,000 Equity Shares each were allotted to Nileshbhai Nautambhai Jani, Vipul Hasmukhlal Shah and Hiteshkumar Hasmukhlal Shah, 3,500 Equity Shares were allotted to Mamtaben Tarunkumar Shah, 1,500 Equity Shares each were allotted to Tarunkumar Hasmukhlal Shah, Dipak Kumar Mafat Bhai Patel, Rajendra Govind Landge and Dhairya G Shah, 65,225 Equity Shares were allotted to Ajit Singh Gujral, 6,000 Equity Shares each were allotted to Swati Rajendra Landge and Shilaben Patel, 13,000 Equity Shares were allotted to Rakeshkumar Vinodchandra Shah, 12,500 Equity Shares were allotted to Hetal Rakesh Shah and 7,500 Equity Shares were allotted to Shyam Mehulkumar Pandya.	-

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

Except as disclosed below, our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price/buy-back price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Name of allottees
August 27, 2024	13,006,250	10	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	N.A.	24,500 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Athena Trust), 280,125 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Beta Trust), 340,775 Equity Shares were allotted to Deepa Bhavesh Shah (trustee of Stamford Trust), 3,133,350 Equity Shares were allotted to Falguni Kenal Shah (trustee of Kappa Trust), 24,500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Shard Trust), 500 Equity Shares were allotted to Falguni Kenal Shah (trustee of Monakhos Trust), 2,275,125 Equity Shares were allotted to Bhavesh Vrajmohan Shah (trustee of Alpha Trust), 5,000 Equity Shares each were allotted to Shalin Bipin Patel and Varshaben Bipinkumar Patel, 2,500 Equity Shares were allotted to Ashokkumar Koshti, 7,500 Equity Shares each were allotted to Nikhil C Shah, Jayesh Harjibhai Visavadia, Patel Pankaj S, Jenis Jayprakash Thakkar, 2,500 Equity Shares each were allotted to Manishaben Urvishkumar Patel, Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel, Anik Anantkumar Shah, 6,250 Equity Shares each were allotted to Jagdish Arvind Kalolia and Sonal Jagdishbhai Kalolia, 5,000 Equity Shares were allotted to Mrunal Arvindbhai Sanghvi, 2,500 Equity Shares were allotted to Rajeshbhai Dirajlal Gondaliya, 15,500 Equity Shares were allotted to Nita Dhiren Kothary, 1,953,750 Equity Shares were allotted to Shah Vrajmohan Ramanlal, 500 Equity Shares each were allotted to Pujan Bhavesh Shah, Vihangi Bhavesh Shah, Deepa Bhavesh Shah and Falguni Kenal Shah, 883,750 Equity Shares were allotted to Vilasben Vrajmohan Shah, 3,178,550 Equity Shares were allotted to Bhavesh Vrajmohan Shah, 5,500 Equity Shares were allotted to Riddhi Kenal Shah, 668,600 Equity Shares were allotted to Tirth Kenal Shah, 2,500 Equity Shares each were allotted to Shital Avinash Mane, Rajubhai Vinodrai Shah, Jayesh Rajnikant Shah, Jignaben Jayeshbhai Shah and Mukesh Maganbhai Patel, 5,000 Equity Shares each were allotted to Nileshbhai Nautambhai Jani, Vipul Hasmukhlal Shah and Hiteshkumar Hasmukhlal Shah, 3,500 Equity Shares were allotted to Mamtaben Tarunkumar Shah, 1,500 Equity Shares each were allotted to Tarunkumar Hasmukhlal Shah, Dipak Kumar Mafat Bhai Patel, Rajendra Govind Landge and Dhairya G Shah, 65,225 Equity Shares were allotted to Ajit Singh Gujral, 6,000 Equity Shares each were allotted to Swati Rajendra Landge and Shilaben Patel, 13,000 Equity Shares were allotted to Rakeshkumar Vinodchandra Shah, 12,500 Equity Shares were allotted to Hetal Rakesh Shah and 7,500 Equity Shares were allotted to Shyam Mehulkumar Pandya.

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

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

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

Our Company has not issued or allotted any shares in terms of a scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 and Sections 230-234 of the Companies Act, 2013.

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

As on the date of this Draft Red Herring Prospectus, our Promoters hold 35,304,900 Equity Shares constituting approximately 90.48% of the issued, subscribed and paid-up share capital of our Company.

(a) Build-up of Promoters' equity shareholding in our Company

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

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
Bhavesh Vrajmohan Shah							
March 6, 1996	1,780	100	100	Cash	Further Issue	Negligible	[●]
March 27, 1996	5,340	100	N.A.	N.A.	Bonus Issue in the ratio of three equity shares for each equity share held	0.01	[●]
April 10, 2001	(1)	100	100	Cash	Transfer to Bhavesh Vrajmohan Shah (HUF)	Negligible	[●]
July 11, 2003	1,500	100	100	Cash	Further Issue	Negligible	[●]
July 15, 2004	2,400	100	100	Cash	Transfer from Gitaben C. Shah	Negligible	[●]
July 15, 2004	935	100	100	Cash	Transfer from Nirav Chandrakant Shah	Negligible	[●]
March 17, 2008	119,540	100	N.A.	N.A.	Bonus issue in the ratio of 10 equity shares for each equity share held	0.31	[●]
August 22, 2009	5,026	100	100	Cash	Further Issue	0.01	[●]
November 13, 2009	96,888	100	100	Cash	Transfer from Bharat Pesticides Industries Private Limited	0.25	[●]
March 30, 2010	350,112	100	N.A.	N.A.	Bonus issue in ratio of 1.5 equity shares for each equity share held	0.90	[●]
September 8, 2022	52,190	100	N.A.	N.A.	Dissolution of Bhavesh V. Shah (HUF) vide the deed of total partition dated August 2, 2022	0.13	[●]
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 635,710 equity shares of ₹100.00 each held by Bhavesh Vrajmohan Shah were sub-divided as 6,357,100 Equity Shares of ₹10.00.							
August 27, 2024	3,178,550	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	8.15	[●]
Total (A)	**9,535,650**					**24.44**	**[●]**
Tirth Kenal Shah							

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
August 8, 2013	133,320	100	N.A.	N.A.	Gift from Vilasben Vrajmohan Shah and Vrajmohan Ramanlal Shah	0.34	[●]
August 26, 2022	(100)	100	N.A.	N.A.	Gift to Vilasben Vrajmohan Shah	Negligible	[●]
April 4, 2024	500	100	1,464.59	Cash	Transfer from Kawar Lal Dabodhia	Negligible	[●]
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 133,720 equity shares of ₹100.00 each held by Tirth Kenal Shah were sub-divided as 1,337,200 Equity Shares of ₹10.00 each.							
August 27, 2024	668,600	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	1.71	[●]
Total (B)	**2,005,800**					**5.14**	**[●]**
Vilasben Vrajmohan Shah							
March 6, 1996	1,350	100	100	Cash	Further issue	Negligible	[●]
March 27, 1996	4,050	100	N.A.	N.A.	Bonus issue in the ratio of three equity shares for each equity share held	0.01	[●]
July 11, 2003	1,000	100	100	Cash	Further issue	Negligible	[●]
June 12, 2006	8	100	100	Cash	Transfer from Bharat Pesticides Industries Private Limited	Negligible	[●]
March 17, 2008	64,080	100	N.A.	N.A.	Bonus issue in the ratio of 10 equity shares for each equity share held	0.16	[●]
August 22, 2009	12	100	100	Cash	Further issue	Negligible	[●]
March 30, 2010	105,750	100	N.A.	N.A.	Bonus issue in ratio of 1.5 equity shares for each equity share held	0.27	[●]
May 31, 2022	518,455	100	N.A.	N.A.	Gift from Kenal Vrajmohan Shah	1.33	[●]
June 17, 2022	52,190	100	N.A.	N.A.	Gift from Kenal Vrajmohan Shah	0.13	[●]
August 24, 2022	56,025	100	N.A.	N.A.	Gift from Deepa Bhavesh Shah	0.14	[●]
August 26, 2022	68,155	100	N.A.	N.A.	Gift from Pujan Bhavesh Shah	0.17	[●]
August 26, 2022	100	100	N.A.	N.A.	Gift from Tirth Kenal Shah	Negligible	[●]
August 26, 2022	56,025	100	N.A.	N.A.	Gift from Falguni Kenal Shah	0.14	[●]
August 26, 2022	4,900	100	N.A.	N.A.	Gift from Vihangi Bhavesh Shah	0.01	[●]
August 26, 2022	4,900	100	N.A.	N.A.	Gift from Riddhi Kenal Shah	0.01	[●]
September 8, 2022	194,140	100	N.A.	N.A.	Dissolution of Vrajmohan Ramanlal Shah (HUF) by way of the Deed of Total Partition dated July 5, 2022	0.50	[●]

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
September 9, 2022	(574,480)	100	N.A.	N.A.	Gift to Kappa Trust	(1.47)	[●]
September 9, 2022	(4,900)	100	N.A.	N.A.	Gift to Athena Trust	(0.01)	[●]
September 9, 2022	(56,025)	100	N.A.	N.A.	Gift to Beta Trust	(0.14)	[●]
September 9, 2022	(4,900)	100	N.A.	N.A.	Gift to Shard Trust	(0.01)	[●]
September 9, 2022	(68,155)	100	N.A.	N.A.	Gift to Stamford Trust	(0.17)	[●]
September 9, 2022	(100)	100	N.A.	N.A.	Gift to Monakhos Trust	Negligible	[●]
October 12, 2022	(52,190)	100	N.A.	N.A.	Gift to Kappa Trust	(0.13)	[●]
November 28, 2022	260,885	100	N.A.	N.A.	Transfer from Vrajmohan Ramanlal Shah	0.67	[●]
December 4, 2023	500	100	1,441.45	Cash	Transfer from Heena Sarvaiya	Negligible	[●]
February 28, 2024	(455,025)	100	N.A.	N.A.	Gift to Alpha Trust	(1.17)	[●]
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 176,750 equity shares of ₹100.00 each were sub-divided as 1,767,500 Equity Shares of ₹10.00.							
August 27, 2024	883,750	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	2.26	[●]
September 20, 2024	5,861,250	10	N.A.	N.A.	Transmission from Vrajmohan Ramanlal Shah	15.02	[●]
Total (C)	**8,512,500**					**21.82**	**[●]**
Falguni Kenal Shah							
March 6, 1996	260	100	100	Cash	Further Issue	Negligible	[●]
March 27, 1996	780	100	N.A.	N.A.	Bonus issue in the ratio of three equity shares for each equity share held	Negligible	[●]
July 11, 2003	996	100	100	Cash	Further Issue	Negligible	[●]
March 17, 2008	20,360	100	N.A.	N.A.	Bonus issue in the ratio of 10 equity shares for each equity share held	0.05	[●]
August 22, 2009	54	100	100	Cash	Further Issue	Negligible	[●]
March 30, 2010	33,675	100	N.A.	N.A.	Bonus issue in ratio of 1.5 equity shares for each equity share held	0.09	[●]
August 26, 2022	(56,025)	100	N.A.	N.A.	Gift to Vilasben Vrajmohan Shah	(0.14)	[●]
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 100 equity shares of ₹100.00 were sub-divided as 1,000 Equity Shares of ₹10.00 each.							
August 27, 2024	500	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	Negligible	[●]
Total (D)	**1,500**					**Negligible**	**[●]**
Alpha Trust							
February 28, 2024	455,025	100	N.A.	N.A.	Gift from Vilasben Vrajmohan Shah	1.17	[●]

Date of allotment/ transfer	Number of fully paid- up Equity Shares	Face value (₹)	Issue/ Transfer price per Equity Share (₹)	Nature of consideration	Nature of acquisition/ allotment/ transfer	Percentage of pre- Offer Equity Share capital (%)	Percentage of post- Offer Equity Share capital (%)
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 455,025 equity shares of ₹100.00 each were sub-divided as 4,550,250 Equity Shares of ₹10.00.							
August 27, 2024	2,275,125	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	5.83	[●]
November 22, 2024	(1,023,825)	10	N.A.	N.A.	Gift to Kappa Trust	(2.62)	[●]
November 22, 2024	(975,975)	10	N.A.	N.A.	Gift to Stamford Trust	(2.50)	[●]
Total (E)	**4,825,575**					**12.37**	**[●]**
Kappa Trust							
September 9, 2022	518,455	100	N.A.	N.A.	Gift from Vilasben Vrajmohan Shah	1.32	[●]
September 9, 2022	56,025	100	N.A.	N.A.	Gift from Vilasben Vrajmohan Shah	0.14	[●]
October 12, 2022	52,190	100	N.A.	N.A.	Gift from Vilasben Vrajmohan Shah	0.13	[●]
Pursuant to the resolutions passed by our Board and our Shareholders in the meetings held on May 29, 2024 and June 27, 2024, our Company has subdivided its equity shares, such that 626,670 equity shares of ₹100.00 were sub-divided as 6,266,700 Equity Shares of ₹10.00 each.							
August 27, 2024	3,133,350	10	N.A.	N.A.	Bonus issue in the ratio of 0.5 equity shares for each equity share held	8.03	[●]
November 22, 2024	1,023,825	10	N.A.	N.A.	Gift from Alpha Trust	2.62	[●]
Total (F)	**10,423,875**					**26.71**	**[●]**
Grand Total (A+B+C+D+E +F)	**35,304,900**					**90.48**	**[●]**

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

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

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

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

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

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

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "—*Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares – Build-up of Promoters' equity shareholding in our Company*" on page 101.

In this connection, we confirm the following:

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

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

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

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

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

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

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

(d) Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors

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

(e) Other requirements in respect of lock-in

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

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

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

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

Other than the secondary transactions of our Promoters disclosed in "*Capital Structure - Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares*" on page 104, the secondary transfers of Equity Shares by the members of Promoter Group, since incorporation of our Company is set forth below:

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor	Details of transferee	Face value per Equity Shares (₹)	Transfer price per Equity Share (₹)	Nature of consideration
March 8, 1985	1	Vrajmohan Ramanlal Shah	Vilasben Vrajmohan Shah (on behalf of Bharat Pesticides Industries Private Limited)*	100	100	Cash
March 8, 1985	1	Chandrakant R Shah	Vilasben Vrajmohan Shah (on behalf of Bharat Pesticides Industries Private Limited)*	100	100	Cash
April 10, 2001	1	Vrajmohan Ramanlal Shah	Vrajmohan Ramanlal Shah, Vallabhdas C. Shah, Vallabhdas C. Shah HUF, Shantaben V. Shah, Harshad V. Shah, Harshad V. Shah HUF, Gopal V. Shah, Gopal V. Shah HUF, Hemlata G. Shah, Naresh V. Shah and Naresh V. Shah HUF	100	100	Cash
April 10, 2001	1	Kenal Vrajmohan Shah	Kenal Vrajmohan Shah HUF	100	100	Cash
July 15, 2004	2,480	Chandrakant R Shah	Vrajmohan Ramanlal Shah	100	100	Cash
July 15, 2004	40	Binduben C. Shah	Vrajmohan Ramanlal Shah	100	100	Cash
July 15, 2004	810	Chiragbhai C. Shah	Vrajmohan Ramanlal Shah	100	100	Cash
July 15, 2004	2,120	Chandrakant R Shah (HUF)	Kenal Vrajmohan Shah	100	100	Cash
July 15, 2004	670	Chiragbhai C. Shah	Kenal Vrajmohan Shah	100	100	Cash
July 15, 2004	545	Nirav C. Shah	Kenal Vrajmohan Shah	100	100	Cash
November 13, 2009	107,052	Bharat Pesticides Industries Private Limited	Vrajmohan Ramanlal Shah and Vilasben Vrajmohan Shah	100	100	Cash
November 13, 2009	53,328	Bharat Pesticides Industries Private Limited	Vilasben Vrajmohan Shah and Vrajmohan Ramanlal Shah	100	100	Cash
November 13, 2009	98,164	Bharat Pesticides Industries Private Limited	Kenal Vrajmohan Shah	100	100	Cash
November 13, 2009	20,856	Bharat Pesticides Industries Private Limited	Vrajmohan Ramanlal Shah HUF	100	100	Cash
November 13, 2009	20,856	Bharat Pesticides Industries Private Limited	Kenal Vrajmohan Shah HUF	100	100	Cash
November 13, 2009	20,856	Bharat Pesticides Industries Private Limited	Bhavesh Vrajmohan Shah HUF	100	100	Cash
October 6, 2010	1	Bhavesh Vrajmohan Shah HUF	Bhavesh Vrajmohan Shah (HUF) and Mohd Anees	100	100	Cash
October 6, 2010	1	Bhavesh Vrajmohan Shah HUF	Bhavesh Vrajmohan Shah(HUF) and Mohd Arief	100	100	Cash
October 6, 2010	1	Bhavesh Vrajmohan Shah HUF	Bhavesh Vrajmohan Shah(HUF) and Mohd Munaf	100	100	Cash
October 6, 2010	1	Bhavesh Vrajmohan Shah HUF	Bhavesh Vrajmohan Shah(HUF) and Mohd Yunus	100	100	Cash
August 8, 2013	1	Bhavesh Vrajmohan Shah HUF & Mohd Anees	Bhavesh Vrajmohan Shah HUF	100	520.83	Cash
August 8, 2013	1	Bhavesh Vrajmohan Shah HUF & Mohd Arief	Bhavesh Vrajmohan Shah HUF	100	520.83	Cash

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor	Details of transferee	Face value per Equity Shares (₹)	Transfer price per Equity Share (₹)	Nature of consideration
August 8, 2013	1	Bhavesh Vrajmohan Shah HUF & Mohd Munaf	Bhavesh Vrajmohan Shah HUF	100	520.83	Cash
August 8, 2013	1	Bhavesh Vrajmohan Shah HUF & Mohd Yunus	Bhavesh Vrajmohan Shah HUF	100	520.83	Cash
October 9, 2014	6,745	Vrajmohan Ramanlal Shah and Vilasben Vrajmohan Shah	Ajit Singh Gujral	100	N.A.	Gift
October 9, 2014	50	Vrajmohan Ramanlal Shah, Vallabhdas C. Shah, Vallabhdas C. Shah HUF, Shantaben V. Shah, Harshad V. Shah, Harshad V. Shah HUF, Gopal V. Shah, Gopal V. Shah HUF, Hemlata G. Shah, Naresh V. Shah and Naresh V. Shah HUF	Ajit Singh Gujral	100	750	Cash
January 11, 2021	24,000	Mohammed Munaf	Vrajmohan Ramanlal Shah	100	1,200	Cash
January 11, 2021	24,000	Mohammed Arief	Vrajmohan Ramanlal Shah	100	1,200	Cash
February 24 2021	5,000	Mohammed Younus	Vihangi Bhavesh Shah	100	1,200	Cash
February 24, 2021	5,000	Mohammed Younus	Ridhi Shah	100	1,200	Cash
February 24, 2021	1,000	Mohammed Younus	Vrajmohan Ramanlal Shah	100	1,200	Cash
March 19, 2021	1,500	Mohammed Younus	Nikhil Chimanlal Shah	100	1,200	Cash
June 17, 2021	1,000	Rajesh Gondaliya	Riddhi Kenal Shah	100	1,200	Cash
May 31, 2022	68,255	Kenal Vrajmohan Shah	Pujan Bhavesh Shah	100	N.A.	Gift
May 31, 2022	52,190	Kenal Vrajmohan Shah (HUF)	Kenal Vrajmohan Shah	100	N.A.	Cash

**There are factual inaccuracies in the form filing in relation to the transfer of equity shares from Vrajmohan Ramanlal Shah and Chandrakant R Shah to Bharat Pesticides Industries Private Limited. For further details, see "Risk Factors – There are factual inaccuracies in one of our corporate records" on page 46.*

[***Remainder of this page has been left blank intentionally***]

8. **Shareholding pattern of our Company**

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculate as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding Convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialised form (XIV)
								Number of Voting Rights			Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	**Promoters and Promoter Group**	16	38,335,575	0	0	38,335,575	98.25	38,335,575	0	38,335,575	98.25	0	98.25	0	0	0	0	38,335,575
(B)	**Public**	34	683,175	0	0	683,175	1.75	683,175	0	683,175	1.75	0	1.75	0	0	0	0	683,175
(C)	**Non-Promoter-Non Public**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	**Shares underlying depository receipts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	**Shares held by employee trusts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	50	39,018,750	0	0	39,018,750	100.00	39,018,750	0	39,018,750	100.00	0	100.00	0	0	0	0	39,018,750

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

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹10) held^	Percentage of the pre-Offer Equity Share capital (%)
1.	Kappa Trust	10,423,875	26.71
2.	Bhavesh Vrajmohan Shah	9,535,650	24.44
3.	Vilasben Vrajmohan Shah	8,512,500	21.82
4.	Alpha Trust	4,825,575	12.37
5.	Tirth Kenal Shah	2,005,800	5.14
6.	Stamford Trust	1,998,300	5.12
7.	Beta Trust	840,375	2.15

^ *Based on the beneficiary position statement dated December 18, 2024.*

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

S. No.	Name of Shareholder	Number of Equity Shares (face value ₹10) held^	Percentage of the pre-Offer Equity Share capital (%)
1.	Kappa Trust	10,423,875	26.71
2.	Bhavesh Vrajmohan Shah	9,535,650	24.44
3.	Vilasben Vrajmohan Shah	8,512,500	21.82
4.	Alpha Trust	4,825,575	12.37
5.	Tirth Kenal Shah	2,005,800	5.14
6.	Stamford Trust	1,998,300	5.12
7.	Beta Trust	840,375	2.15

^ *Based on the beneficiary position statement dated December 9, 2024.*

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

S. No.	Name of Shareholder	Number of Equity Shares (of face value of ₹10) held^	Percentage of the pre-Offer Equity Share capital (%)
1.	Bhavesh Vrajmohan Shah	635,710	23.13
2.	Vilasben Vrajmohan Shah	631,775	22.99
3.	Kappa Trust	626,670	22.80
4.	Vrajmohan Ramanlal Shah	390,750	14.22
5.	Oman India Joint Investment Fund	145,753	5.30
6.	Tirth Kenal Shah	133,220	4.85
7.	Stamford Trust	68,155	2.48
8.	Beta Trust	56,025	2.04

^ *Based on the beneficiary position statement dated December 18, 2023.*

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

S. No.	Name of Shareholder	Number of Equity Shares (of face value of ₹10 each) held^	Percentage of the pre-Offer Equity Share capital (%)
1.	Bhavesh Vrajmohan Shah	635,710	23.13
2.	Vilasben Vrajmohan Shah	631,275	22.97
3.	Kappa Trust	626,670	22.80
4.	Vrajmohan Ramanlal Shah	390,750	14.22
5.	Oman India Joint Investment Fund	145,753	5.30
6.	Tirth Kenal Shah	133,220	4.85
7.	Stamford Trust	68,155	2.48
8.	Beta Trust	56,025	2.04

^ *Based on the beneficiary position statement dated December 18, 2022.*

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

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

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
Promoters				
1.	Bhavesh Vrajmohan Shah*^	9,535,650	24.44	[●]
2.	Tirth Kenal Shah^	2,005,800	5.14	[●]
3.	Vilasben Vrajmohan Shah*	8,512,500	21.82	[●]
4.	Falguni Kenal Shah	1,500	0.00	[●]
5.	Alpha Trust	4,825,575	12.37	[●]
6.	Kappa Trust*	10,423,875	26.71	[●]
Promoter Group				
1.	Vihangi Bhavesh Shah	1,500	0.00	[●]
2.	Athena Trust	73,500	0.19	[●]
3.	Deepa Bhavesh Shah	1,500	0.00	[●]
4.	Beta Trust	840,375	2.15	[●]
5.	Riddhi Kenal Shah	16,500	0.04	[●]
6.	Shard Trust	73,500	0.19	[●]
7.	Monakhos Trust	1,500	0.00	[●]
8.	Pujan Bhavesh Shah	1,500	0.00	[●]
9.	Nikhil C Shah	22,500	0.06	[●]
10.	Stamford Trust	1,998,300	5.12	[●]
Senior Management Personnel				
1.	Rajendra Langade	4,500	0.01	[●]
2.	Jayesh H Visavadia	22,500	0.06	[●]
Total		**38,362,575**	**98.32**	**[●]**

* *Also a Promoter Selling Shareholder*
^*Also a Director*

11. We confirm that the BRLMs and their associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of the Company. The BRLMs and their affiliates may engage in the transactions with and perform services for the Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

12. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares. Further, there are no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

13. Our Company has not made any public issue since its incorporation and has not made any rights issue of any kind or class of securities since its incorporation, other than as disclosed in "– *Share Capital History of our Company*" on page 93.

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

15. Except for the Equity Shares allotted pursuant to the (i) Offer; (ii) the Pre-IPO Placement, and (iii) the GSP ESOP Plan 2024, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer or refund of application monies.

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

17. Neither our Promoters, the members of our Promoter Group nor our Directors, or any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

18. Except for the Offer and allotments pursuant to the GSP ESOP Plan 2024, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

19. As of the date of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is 50.

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

21. There are no outstanding convertible securities or outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.

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

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

24. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters and members of our Promoter Group are pledged or otherwise encumbered. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered as on the date of the DRHP.

25. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group or Group Companies, shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

26. Except to the extent of sale of the respective portion of Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoters and the members of the Promoter Group shall participate in the Offer.

27. **Employee Stock Option Plan**

Pursuant to the resolutions passed by our Board on December 6, 2024, and our Shareholders on December 7, 2024, our Company has approved the GSP Employee Stock Option Plan 2024 ("**GSP ESOP Plan 2024**") for issue of options to the eligible employees which may result in issue of Equity Shares not exceeding 400,000 Equity Shares. The GSP ESOP Plan 2024 has been framed in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The objective of the GSP ESOP Plan 2024 is to recognize and reward the eligible employees for their high performance and continued association with the Company or its Subsidiary; attract and retain talent as well as to motivate the eligible Employees to contribute to the growth and profitability of the Company or its Subsidiary; to provide a sense of ownership to the eligible employees leading to motivation, loyalty, and commitment towards the organization. The salient features of the GSP ESOP Plan 2024 are set out below:

Grant of Options and Exercise Price: Grant of Options shall be evidenced by agreement/ letter which shall be deemed to incorporate all the terms of the GSP ESOP Plan 2024.

The exercise price, subject to applicable law, shall not be more than the fair market value and shall not be less than the face value per equity share of the Company as on the date of grant.

Vesting of Options: Options granted under GSP ESOP Plan 2024 for eligible employees shall vest as per the vesting schedule provided in GSP ESOP Plan 2024. The vesting of options is subject to continued employment and fulfilment of performance parameters as may be determined by the committee of our Board.

Exercise Period: The exercise period would commence from the date of vesting of options and will be subject to a maximum period of one year from the date the options are vested or listed, whichever is later.

As of the date of this Draft Red Herring Prospectus, no options have been granted under the GSP ESOP Plan 2024.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and Offer for Sale by the Promoter Selling Shareholders.

Offer for Sale

The Promoter Selling Shareholders have, severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:

Name of the Selling Shareholder	Maximum number of Equity Shares offered in the Offer for Sale	Date of consent letter
Vilasben Vrajmohan Shah	Up to 2,651,250 Equity Shares aggregating up to ₹ [●] million	October 21, 2024
Bhavesh Vrajmohan Shah	Up to 1,674,375 Equity Shares aggregating up to ₹ [●] million	October 21, 2024
Kappa Trust	Up to 1,674,375 Equity Shares aggregating up to ₹ [●] million	October 21, 2024

The Promoter Selling Shareholders will be entitled to their respective portion of the proceeds of the Offer for Sale after deducting their respective proportion of Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Further, none of the objects for which the Net Proceeds will be utilised have been appraised by any agency or financial institution. For further details, see "– *Offer Expenses*" on page 118.

The Fresh Issue

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

Particulars	Total estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue	2,800.00**
(Less) Offer related expenses in relation to the Fresh Issue(1)#	[●]
Net Proceeds(1)	[●]

(1) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*
** *Subject to full subscription being received in the Fresh Issue*
# *For details with respect to sharing of fees and expenses amongst our Company and the Promoter Selling Shareholders in relation to the Offer, please see the section entitled, "- Offer Expenses" on page 118.*

Requirement of funds

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

1. Repayment or pre-repayment of all or a portion of certain outstanding borrowings availed by our Company; and

2. General corporate purposes.

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

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

Further, our Company expects to receive benefits of listing of the Equity Shares, including to enhance our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

Utilisation of Net Proceeds

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

Particulars	Amount (₹ in million)
Repayment or pre-repayment of all or a portion of certain outstanding borrowings availed by our Company	2,000.00
General corporate purposes(1)	[●]
Total	[●]

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

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in million)

Particulars	Estimated Amount to be funded from the Net Proceeds	Estimated deployment of Net Proceeds (Fiscal 2026)
Repayment or pre-repayment of all or a portion of certain outstanding borrowings availed by our Company	2,000.00	2,000.00
General corporate purposes(1)	[●]	[●]
Total	[●]	[●]

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

The fund requirements, the proposed deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, prevailing market conditions, other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any external/ independent agency or any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, access to capital, competition and interest rates and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the schedule of the planned repayment / prepayment of loans at the discretion of our management, subject to compliance with applicable laws. For details on risks involved, please see the section entitled "*Risk Factors - Variation in the utilisation of Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations*" on page 61.

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

Means of finance

The Objects set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance, under the SEBI ICDR Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds or through existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of the Objects

I. Repayment or pre-repayment of all or a portion of certain outstanding borrowings availed by our Company

Our Company has entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowings in the form of, *inter alia*, term loans and working capital facilities. For further details, see *"Financial Indebtedness"* beginning on page 382. As on September 30, 2024, the outstanding indebtedness of our Company is ₹ 4,282.56 million out of which ₹ 2,889.63 million is fund based.

Our Company proposes to utilise an estimated amount of ₹ 2,000.00 million from the Net Proceeds towards repayment/ prepayment, of all or a portion of certain borrowings availed by our Company. We believe that the repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favourable debt-equity ratio, reduce our interest outflow and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates and additional funds / capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Our Company may choose to repay/ prepay certain borrowings availed by our Company, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

Given the nature of these borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. Further, the amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. In light of the above, if at the time of filing of the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company.

The following table sets forth details of certain borrowings availed by our Company, out of which our Company may repay/prepay, all or a portion of, any or all of the borrowings:

[***Remainder of the page is left blank intentionally***]

S. No	Name of the Lender	Date of the sanction letter / loan agreement	Tenure	Nature of Borrowing	Amount Sanctioned (₹ in Million)	Principal amount outstanding as at September 30, 2024 (₹ in Million)	Interest rate % of borrowings taken as on latest sanction date	Re-payment debt/schedule	Pre-payment penalty	Whether utilised for Capex or not (Yes/No)	Purpose
1	HDFC Bank	February 17, 2021	60 months	Secured Fund Based Borrowings	55.90	23.29	1 year MCLR + 1% Spread	Monthly instalment	Nil	No	Working Capital
		January 25, 2024	6 months	Secured Fund Based Borrowings - Working Capital Demand Loan	50.00	49.97	9.25%	On demand, renewal on yearly basis	Nil	No	
2	State Bank of India	March 25, 2021	48 months	Secured Fund Based Borrowings	174.00	72.50	6 Month MCLR + 1% Spread	Monthly instalment	Nil	No	Working Capital
		March 14, 2022	48 months	Secured Fund Based Borrowings	88.80	79.33	6 Month MCLR + 1% Spread	Monthly instalment	Nil	No	
		February 29, 2024	6 months	Secured Fund Based Borrowings - Working Capital Demand Loan	1,200.00	720.00	9.50%	On demand, renewal on yearly basis	Nil	No	
			Not applicable	Cash Credit		186.72	9.50%	Not applicable	Nil	No	
3	Tata Capital Limited	February 25, 2022	72 months	Secured Fund Based Borrowings	310.00	185.14	Tata LTR* - 9.75%	Monthly instalment	Nil	No	Working Capital
4	Axis Bank Limited	April 18, 2023	3 months	Secured Fund Based Borrowings	120.00	25.16	9.10%	On demand, renewal on yearly basis	Nil	No	Working Capital
5	Bajaj Finance Limited	May 30, 2023	180 days	Secured Fund Based Borrowings	250.00	200.00	9.50%	On demand, renewal on yearly basis	as mutually agreed	No	Working Capital
6	Citi Bank	June 28, 2024	3 months	Secured Fund Based Borrowings - Working Capital Demand Loan	400.00	100.00	8.75%	On demand, renewal on yearly basis	2%	No	Working Capital
			89 days	Secured Fund Based Borrowings - Working Capital Demand Loan		100.00	8.75%	On demand, renewal on yearly basis	Nil	No	
			Not applicable	Cash Credit		1.72	9.70%	Not applicable	Nil		
7	IDFC First Bank Limited	May 19, 2023	1 month	Secured Fund Based Borrowings - Working Capital Demand Loan	350.00	165.20	10.05%	On demand, renewal on yearly basis	Nil	No	Working Capital
			1 month	Secured Fund Based Borrowings - Working Capital Demand Loan		44.80	10.20%	On demand, renewal on yearly basis	Nil	No	
			Not applicable	Cash Credit		131.71	10.05%	Not applicable	Nil	No	

S. No	Name of the Lender	Date of the sanction letter / loan agreement	Tenure	Nature of Borrowing	Amount Sanctioned (₹ in Million)	Principal amount outstanding as at September 30, 2024 (₹ in Million)	Interest rate % of borrowings taken as on latest sanction date	Re-payment debt/schedule	Pre-payment penalty	Whether utilised for Capex or not (Yes/No)	Purpose
8	Shinhan Bank	May 30, 2024	115 Days	Unsecured Fund Based Borrowing - Working Capital Demand Loan	200.00	200.00	9.45%	On demand, renewal on yearly basis	2%	No	Working Capital
				Total		**2,285.54**					

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors, by way of their certificate dated December 20, 2024, have confirmed that these borrowings have been utilized for the purpose for which they were availed, as provided under the relevant borrowing document

**Tata Long Term Lending Rate*

[***Remainder of this page has been left blank intentionally***]

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

In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder.

For the purposes of the Offer, our Company has obtained necessary consents and notified the relevant lenders, respectively, as is required under the relevant facility documentation. Further, to the extent our Company may be subject to the levy of prepayment penalties or premiums and other related costs, depending on the facility being repaid/prepaid, the conditions specified in the relevant documents governing such credit facility and the amount outstanding/being pre-paid/repaid, as applicable, payment of such penalty or premium and other related costs shall be made from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties or premiums, such excessive amount shall be met from our internal accruals. There have been no instances of delay, default, rescheduling, restructuring or evergreening of outstanding borrowings as detailed in table which are proposed to be repaid or prepaid by our Company from Net Proceeds.

II. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds, without limitation include strategic initiatives, funding growth opportunities, expansion initiatives and meeting exigencies, brand building, meeting expenses incurred by our Company in the ordinary course of business and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act, as may be applicable.

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

Offer Expenses

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

The Offer related expenses primarily include among others, listing fees, fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the (a) listing fees, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of our Company , each of which shall be borne solely by our Company; and (b) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholders, which shall be borne by the respective Promoter Selling Shareholder, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer will be shared between our Company and the Promoter Selling Shareholders on a pro-rata basis in proportion to the Equity Shares proposed to be issued and allotted by our Company in the Fresh Issue and the Equity Shares proposed to be transferred by each of the Promoter Selling Shareholders through the Offer for Sale, respectively and in accordance with applicable law, irrespective of our Company getting listed or not. The Promoter Selling Shareholders, severally and not jointly, agree that it shall reimburse our Company for all expenses undertaken by our Company on their behalf in relation to the Offer in proportion to the Equity Shares offered by each of them as part of the Offer. The break-down for the estimated Offer expenses are set forth below:

Activity	Estimated expenses# (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
BRLMs' fees and commissions ((including brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, and selling commission and bidding/uploading charges for members of the Syndicate, Registered Brokers, RTAs and CDPs	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]
(i) Listing fees, SEBI filing fees, upload fees, Stock Exchanges processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
(ii) Printing and stationery expenses	[●]	[●]	[●]
(iii) Advertising and marketing expenses	[●]	[●]	[●]
(iv) Fees payable to legal counsel	[●]	[●]	[●]
(v) Fees payable to the Monitoring Agency	[●]	[●]	[●]
(vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

\# *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.*

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

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% of the Amount Allotted (plus applicable taxes)*

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

(2) *No processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.*

Processing fees payable to the SCSBs on the portion for Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB (including 3-in-1 type accounts – linked online trading, demat and bank account) for blocking, would be as follows:

*Portion for RIBs**	*₹ [●] per valid application (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹ [●] per valid application (plus applicable taxes)*
*Employee Reservation Portion**	*₹ [●] per valid application (plus applicable taxes)*

* *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations). Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) *The Processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

• *Members of the Syndicate / RTAs / CDPs / Registered Brokers*	*₹ [●] per valid Application (plus applicable taxes)*
• *Sponsor Bank*	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

(4) *Selling commission on the portion for Retail Individual Bidders (using UPI Mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of the Syndicate (including their sub-Syndicate Members) would be as follows:*

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Employee Reservation Portion**	*[●]% of the Amount Allotted (plus applicable taxes)*

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

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

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

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Appraising entity

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

Bridge financing facilities

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

Monitoring of utilisation of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency to monitor the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus with the RoC. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised, till the time any part of the Fresh Issue proceeds remains unutilised. Our Company will also, in its balance sheet for the applicable Fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Gross Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditor(s) and such certification shall be provided to the Monitoring Agency. Further, in accordance with Regulation 32 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 utilisation of the Gross Proceeds from the Objects of the Offer as stated above; and (ii) details of variations in the utilisation of the Gross Proceeds from the Objects of the Offer 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 Directors' report, after placing the same before the Audit Committee. Further, our Company shall, on a quarterly basis, include the deployment of Gross Proceeds under various heads, as applicable, in the notes to our quarterly results. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by our Shareholders by way of a special resolution through postal ballot, video conferencing or other audio visual means in terms of General Circular 14/2020 dated April 8, 2020 issued by MCA read with amendments thereto. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Notice**") shall specify the prescribed details, including justification for such variation and be published and placed on website of our Company, in accordance with the Companies Act, 2013, read with relevant rules.

The Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received by the Promoter Selling Shareholders pursuant to the Offer for Sale, none of our Promoters, Directors, KMPs, Senior Management, members of the Promoter Group or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, Senior Management, Promoter Group or Group Companies.

BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below and is justified in view of these parameters. The face value of the Equity Shares is ₹10 each and the Floor Price is [●] times the face value of the Equity Shares and the Cap Price is [●] times the face value of the Equity Shares.

Investors should also refer to "*Risk Factors*", "*Our Business*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 237, 317 and 384, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

1. Well-diversified product portfolio including a wide range of insecticides, herbicides, fungicides, and plant growth regulators, making us a comprehensive solution provider for our customers;

2. Large and diverse clientele both domestically as well as internationally;

3. Strong in-house R&D capabilities with focus on innovation and product development;

4. Robust manufacturing facilities with ability to manufacture a wide range of products with a focus on sustainability; and

5. Qualified and experienced Promoters and supported by professional management team;

For further details, see *"Our Business"* on page 237.

Quantitative factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For further details, see "*Restated Consolidated Financial Information*" on page 317.

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

1. **Basic and diluted Earnings per Share ("EPS") at face value of ₹10 each, as adjusted for changes in capital:**

For Continuing Operations:

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
September 30, 2024*	16.89	16.89	-
March 31, 2024	13.49	13.49	3
March 31, 2023	4.20	4.20	2
March 31, 2022	16.31	16.31	1
Weighted Average	**10.86**	**10.86**	**-**

** Not Annualised*

Basic and Diluted EPS = Restated Profit for the period/year from Continuing Operations attributable to equity shareholders of the parent / Weighted average number of equity shares outstanding during the period/year

The EPS has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.

For Discontinued Operations:

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
September 30, 2024*	0.18	0.18	-
March 31, 2024	1.40	1.40	3
March 31, 2023	0.96	0.96	2
March 31, 2022	0.74	0.74	1
Weighted Average	**1.14**	**1.14**	**-**

** Not Annualised*

Basic and Diluted EPS = Restated Profit for the period/year from Discontinued Operations attributable to equity shareholders of the parent / Weighted average number of equity shares outstanding during the period/year

The EPS has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.

For Continuing and Discontinued Operations:

Financial Year/Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
September 30, 2024*	17.07	17.07	-
March 31, 2024	14.89	14.89	3
March 31, 2023	5.16	5.16	2
March 31, 2022	17.05	17.05	1
Weighted Average	**12.00**	**12.00**	-

** Not Annualised*

Basic and Diluted EPS = Restated Profit for the period/year from Continuing and Discontinued Operations attributable to equity shareholders of the parent / Weighted average number of equity shares outstanding during the period/year

The EPS has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.

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

Particulars	P/E at the Floor Price (no. of times)*	P/E at the Cap Price (no. of times)*
P/E ratio based on basic EPS for Financial Year 2024	[●]	[●]
P/E ratio based on diluted EPS for Financial Year 2024	[●]	[●]

* *To be populated after finalization of price band*

3. **Industry P/ E ratio**

Particulars	P/E ratio
Highest	104.95
Lowest	30.57
Average	**56.07**

Notes:

(1) The industry high and low have been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed later in this section. For further details, see "- Comparison of accounting ratios with listed industry peers" on page 124.

(2) The Industry P/E Ratio has been computed based on the closing market price of equity shares on BSE on December 10, 2024, divided by the Diluted EPS for the year ended March 31, 2024.

(3) All the financial information for the listed industry peer mentioned above is on a consolidated basis, if applicable and is sourced from the annual audited financial results of the relevant companies for the year ended March 31,2024, as available on the websites of the Stock Exchanges.

4. **Average Return on Net Worth ("RoNW")**

Financial Year	RoNW (%)	Weight
September 30, 2024*	15.20%	-
March 31, 2024	15.00%	3
March 31, 2023	4.79%	2
March 31, 2022	15.39%	1
Weighted Average	**11.66%**	-

** Not Annualised*

Return on Net Worth (%) = Restated Profit for the period/year from Continuing Operations attributable to equity shareholders of the parent / Net Worth

Net Worth is calculated as Total Equity less Non-controlling interest and Capital Reserve

5. **Net Asset Value ("NAV") per Equity Share (face value of ₹10 each)**

Net Asset Value per Equity Share	(₹)
As at March 31, 2024	94.94
As at September 30, 2024	111.07
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
- At the Offer Price	[●]

Notes:

Net Asset Value per share = Net Worth / Number of equity shares outstanding at the end of the period/year

Net Worth is calculated as Total Equity less Non-controlling interest and Capital Reserve.

The NAV has been adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.

6. **Comparison of Accounting Ratios with listed industry peers**

Name of the company	Face Value (₹ per share)	Revenue from operations *(₹ in million)*	Basic EPS 2024 (₹)	Diluted EPS 2024 (₹)	P/E as on December 10, 2024	RONW (%)	NAV (₹)
GSP Crop Science Limited	10.00	11,521.61	13.49	13.49	-	15.00%	94.94
Listed peers							
PI Industries Limited	1.00	76,658.00	110.85	110.83	37.20	19.26%	575.48
Sumitomo Chemical India Limited	10.00	28,439.47	7.40	7.40	73.70	15.14%	48.91
Dhanuka Agritech Limited	2.00	17,585.44	52.46	52.46	30.57	19.04%	275.54
Rallis India Limited	1.00	26,483.80	7.61	7.61	43.20	8.08%	94.08
Bharat Rasayan Limited	10.00	10,446.26	229.86	229.86	48.73	9.67%	2,377.43
India Pesticides Limited	1.00	6,804.10	5.24	5.24	36.24	7.29%	71.63
Excel Industries Limited	5.00	8,261.40	13.53	13.53	104.95	1.19%	1,135.23
Heranba Industries Limited	10.00	12,570.70	8.72	8.72	55.10	4.14%	210.69

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

Notes:
(1) Basic EPS and Diluted EPS refer to the Basic EPS and Diluted EPS sourced from the financial statements of the respective company
(2) P/E Ratio has been computed based on the closing market price of equity shares on BSE on December 10, 2024 divided by the Diluted EPS provided
(3) Return on net worth (RoNW) is computed as Profit/(Loss) for the year (Excluding share of minority in profits) divided by Total equity (Excluding non-controlling interest)
(4) Return on net worth (RoNW) for our Company is calculated as restated profit for the period/year from continuing operations attributable to equity share holders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less non-controlling interest and capital reserve.
(5) NAV per equity share has been computed as the Equity attributable to common shareholders (excluding non-controlling interest) divided by the total number of shares outstanding, as at March 31, 2024. The NAV for our Company has been adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.
(6) NAV per equity share for our Company is calculated as Net Worth divided by number of equity shares outstanding at the end of the period/year. Net Worth is calculated as Total Equity less non-controlling interest and capital reserve.

7. **The Offer Price is [●] times of the face value of the Equity Shares.**

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline, including due to the factors mentioned in "*Risk Factors*" on page 32, and you may lose all or part of your investments. Investors should read the above-mentioned information along with "*Our Business*", "*Management Discussion and Analysis of Financial Condition and Results of Operations*" and "*Summary of Financial Information*" on pages 237, 384 and 78. respectively, to have a more informed view.

8. **Key Performance Indicators ("KPIs")**

The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The following table highlights our key performance indicators of our financial performance that have a bearing on arriving at the basis for Offer Price and disclosed to our investors during the three years preceding to the date of this Draft Red Herring Prospectus, as at the dates and for the period indicated:

Particulars	For the six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations (₹ million)	7,034.56	11,521.61	12,033.09	11,913.07
Growth in Revenue from Operations (%)	NA	(4.25%)	1.01%	NA
Gross Profit (₹ million)	2,840.16	4,072.67	3,263.86	3,772.71
Gross Margin (%)	40.37%	35.35%	27.12%	31.67%
EBITDA (₹ million)	1,134.30	1,304.05	812.82	1,405.26
EBITDA Margin (%)	16.12%	11.32%	6.75%	11.80%
Restated Net Profit for the period / year from Continuing Operations (₹ million)	658.69	555.40	175.73	723.08

Particulars	For the six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
PAT Margin (%)	9.29%	4.80%	1.46%	6.01%
Return on Equity (%)	15.20%*	15.00%	4.79%	15.39%
Return on Capital Employed (%)	14.81%*	18.91%	9.00%	15.70%
Net Debt (₹ million)	2,372.75	1,951.46	2,813.33	1,880.11
Net Debt to EBITDA (times)	2.09x*	1.50x	3.46x	1.34x
Net Debt to Equity (times)	0.54x	0.53x	0.77x	0.40x
Net Fixed Assets Turnover Ratio (times)*	2.83x*	5.06x	6.51x	6.71x
Net Working Capital Days (No of days)	110	101	126	135
Revenue from Operations (In India) (₹ million)	6,452.10	10,280.12	10,315.17	9,263.44
Revenue from Operations (Outside India) (₹ million)	582.46	1,241.49	1,717.92	2,649.63
Revenue from Operations (In India) (%)	91.72%	89.22%	85.72%	77.76%
Revenue from Operations (Outside India) (%)	8.28%	10.78%	14.28%	22.24%

** Not Annualised*

Notes:

(1) The KPIs for our Company have been calculated considering only the continuing operations

(2) Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year

(3) Gross Profit is calculated as Revenue from operations less Cost of materials consumed, Purchases of stock-in-trade and Changes in inventories of finished goods, stock-in-trade & work in progress

(4) Gross Margin is calculated as Gross profit divided by Revenue from operations

(5) EBITDA is calculated as Restated profit for the period/year from continuing operations add Finance cost, Depreciation and amortisation expenses, and Total Tax Expenses of Continuing Operations

(6) EBITDA Margin is calculated as EBITDA divided by Revenue from operations

(7) PAT Margin is calculated as Restated profit for the period/year from continuing operations divided by Total income

(8) Return on Equity is calculated as Restated profit for the period/year from continuing operations attributable to equity share holders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less Non-controlling interest and Capital Reserve

(9) Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), Non-current borrowings and Current borrowings less Deferred tax assets (net)

(10) Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances

(11) Net Debt to EBITDA is calculated as Net Debt divided by EBITDA

(12) Net Debt to Equity is calculated as Net Debt divided by Total Equity (Excluding Capital Reserve)

(13) Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the period/year divided by Net Property, plant and equipment, Capital work-in-progress, Goodwill, Other Intangible assets, Intangible assets under development & Right-of-use assets

(14) Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365 (for full Fiscal)/182 (for the six months period ended September 30, 2024). Net Working Capital is calculated as Inventories add Trade Receivables less Trade Payables (micro and small enterprises and other than micro and small enterprises)

(15) Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant period/year

(16) Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant period/year

Explanation for the Key Performance Indicators:

KPI	Explanation for the KPI
Revenue from Operations (₹ million)	Revenue from operations helps management track business income and assess our Company's overall financial performance and scale.
Growth in Revenue from Operations (%)	Growth in revenue from operations reflects the business's expansion over the respective period compared to the previous period.
Gross Profit (₹ million) & Gross Margin (%)	Gross Profit and Gross Margin provide insights into the value added by our Company, reflecting the profitability generated over material costs from the sale of products and services.
EBITDA (₹ million) & EBITDA Margin (%)	EBITDA and EBITDA Margin provide insights into the operational efficiency and profitability of the business.
Restated Net Profit for the period/year from Continuing Operations (₹ million) & PAT Margin (%)	Restated Net Profit for the period/year from Continuing Operations and PAT Margin reflect the overall profitability and financial performance of the business from its ongoing operations.

KPI	Explanation for the KPI
Return on Equity (%)	Return on Equity measures how efficiently our Company generates profits using shareholders' funds.
Return on Capital Employed (%)	Return on Capital Employed measures how efficiently our Company generates earnings before finance costs and taxes from the capital employed in the business.
Net Debt (₹ million)	Net Debt reflects our overall debt position after adjusting for available funds as of the Balance Sheet date.
Net Debt to EBITDA (times)	Net Debt to EBITDA measures the extent to which our Company's EBITDA can cover its net debt, helping assess financial leverage.
Net Debt to Equity (times)	Net Debt to Equity measures the proportion of our Company's net debt relative to its equity. It provides insights into our Company's financial leverage, reflecting how much debt is used to finance the business in relation to shareholders' equity.
Net Fixed Assets Turnover Ratio (times)	Net Fixed Assets Turnover Ratio measures the efficiency with which our Company utilizes its net fixed assets to generate revenue.
Net Working Capital Days (No of days)	Net Working Capital Days measures the number of days it takes for our Company to convert its working capital into revenue. It reflects the efficiency of managing short-term assets and liabilities.
Revenue from Operations (In India and Outside India) (₹ million and %)	Revenue from Operations (In India and Outside India) provides insights into the geographic distribution of our Company's revenue, highlighting the contribution from domestic and international markets.

The key performance indicators set forth above, have been approved by the Audit Committee pursuant to its resolution dated December 20, 2024. Further, the Audit Committee has on December 20, 2024 taken on record that other than the key performance indicators set forth above, our Company has not disclosed any other such key performance indicators during the last three years preceding the date of this Draft Red Herring Prospectus to its investors. Further, the aforementioned KPIs have been certified by Pankaj K. Shah Associates, Chartered Accountants, by their certificate dated December 20, 2024.

Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilisation of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified as required under the SEBI ICDR Regulations.

For further details of our other operating metrics, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 237 and 384, respectively.

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

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

Comparison of KPIs with our listed industry peers

While our listed peers (mentioned below), like us, operate in the agrochemical industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

9. **Comparison of our key performance indicators with listed industry peers**

(a) Comparison of KPIs for the six months ended September 30, 2024 with listed industry peers

Particulars	**For the six months period ended September 30, 2024**								
	GSP Crop Science Limited	**PI Industries Limited**	**Sumitomo Chemical Limited**	**Dhanuka Agritech Limited**	**Rallis India Limited**	**Bharat Rasayan Limited**	**India Pesticides Limited**	**Excel Industries Limited**	**Heranba Industries Limited**
Revenue from Operations (₹ million)	7,034.56	42,899.00	18,271.84	11,478.57	17,110.00	6,100.70	4,491.50	5,338.16	7,336.70
Growth in Revenue from Operations (%)	NA	6.52%	12.25%	16.30%	6.01%	21.51%	11.34%	29.46%	4.88%
Gross Profit (₹ million)	2,840.16	22,208.00	7,470.99	4,470.61	6,710.00	1,972.50	1,834.40	2,660.51	2,688.60
Gross Margin (%)	40.37%	51.77%	40.89%	38.95%	39.22%	32.33%	40.84%	49.84%	36.65%
EBITDA (₹ million)	1,134.30	14,091.00	4,636.19	2,492.38	2,770.00	1,139.60	708.30	1,068.47	1,040.60
EBITDA Margin (%)	16.12%	32.85%	25.37%	21.71%	16.19%	18.68%	15.77%	20.02%	14.18%
Profit/(Loss) for the Year/Period (₹ million)	658.69	9,570.00	3,192.28	1,664.13	1,460.00	752.60	453.90	667.05	542.80
PAT Margin (%)	9.29%	21.34%	16.94%	14.27%	8.46%	12.08%	9.90%	12.06%	7.36%
Return on Equity (%)*	15.20%	10.03%	11.75%	13.09%	7.59%	7.07%	5.26%	4.19%	6.13%
Return on Capital Employed (%)*	14.81%	14.47%	16.32%	16.85%	12.93%	8.88%	6.94%	5.25%	6.95%
Net Debt (₹ million)	2,372.75	(27,367.00)	(6,418.75)	541.37	(160.00)	222.15	(687.00)	(149.77)	1,945.30
Net Debt to EBITDA (times)*	2.09x	NM	NM	0.22x	NM	0.19x	NM	NM	1.87x
Net Debt to Equity (times)	0.54x	(0.29)x	(0.24)x	0.04x	(0.01)x	0.02x	(0.08)x	(0.01)x	0.22x
Net Fixed Assets Turnover Ratio (times)*	2.83x	0.96x	3.20x	3.40x	1.75x	2.45x	1.24x	1.16x	1.12x
Net Working Capital Days (No of days)	110	58	101	141	93	184	162	43	120
Revenue from Operations (In India) (₹ million)	6,452.10	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations (Outside India) (₹ million)	582.46	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations (In India) (%)	91.72%	NA	NA	NA	NA	NA	NA	NA	NA
Revenue from Operations (Outside India) (%)	8.28%	NA	NA	NA	NA	NA	NA	NA	NA

**Not annualized*

Source: The financial information for our Company is based on the Restated Consolidated Financial Information as at and for the six months ended September 30, 2024

The financial information for listed industry peers mentioned above is on a consolidated basis, if applicable and is sourced from the financial results of the respective company for the six months ended September 30, 2024 with listed industry peers submitted to the Stock Exchanges.

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

Particulars	For the Fiscal Year 2024								
	GSP Crop Science Limited	**PI Industries Limited**	**Sumitomo Chemical Limited**	**Dhanuka Agritech Limited**	**Rallis India Limited**	**Bharat Rasayan Limited**	**India Pesticides Limited**	**Excel Industries Limited**	**Heranba Industries Limited**
Revenue from Operations (₹ million)	11,521.61	76,658.00	28,439.47	17,585.44	26,483.80	10,446.26	6,804.10	8,261.40	12,570.70
Growth in Revenue from Operations (%)	(4.25%)	18.08%	(19.00%)	3.43%	(10.74%)	(15.37%)	(23.11%)	(24.19%)	(4.68%)
Gross Profit (₹ million)	4,072.67	38,282.00	10,688.70	6,863.50	10,706.30	3,235.97	2,823.30	3,230.68	3,903.30
Gross Margin (%)	35.35%	49.94%	37.58%	39.03%	40.43%	30.98%	41.49%	39.11%	31.05%
EBITDA (₹ million)	1,304.05	22,329.00	5,702.44	3,624.05	3,267.50	1,520.63	1,017.50	559.55	907.00
EBITDA Margin (%)	11.32%	29.13%	20.05%	20.61%	12.34%	14.56%	14.95%	6.77%	7.22%
Profit/(Loss) for the Year/Period (₹ million)	555.40	16,815.00	3,697.44	2,390.93	1,478.70	955.12	601.70	170.10	345.00
PAT Margin (%)	4.80%	21.36%	12.58%	13.33%	5.55%	8.96%	8.65%	1.98%	2.71%
Return on Equity (%)	15.00%	19.26%	15.14%	19.04%	8.08%	9.67%	7.29%	1.19%	4.14%
Return on Capital Employed (%)	18.91%	23.61%	21.34%	25.53%	13.54%	11.70%	10.10%	1.57%	6.47%
Net Debt (₹ million)	1,951.46	(25,760.00)	(1,828.18)	(8.40)	(299.60)	318.52	(942.10)	(124.32)	1,214.00
Net Debt to EBITDA (times)	1.50x	NM	NM	NM	NM	0.21x	NM	NM	1.34x
Net Debt to Equity (times)	0.53x	(0.30)x	(0.07)x	0.00x	(0.02)x	0.03x	(0.11)x	(0.01)x	0.14x
Net Fixed Assets Turnover Ratio (times)	5.06x	2.01x	4.86x	5.02x	2.48x	4.42x	2.02x	1.86x	2.16x
Net Working Capital Days (No of days)	101	52	115	128	108	205	189	47	131
Revenue from Operations (In India) (₹ million)	10,280.12	13,688.00	22,623.86	17,585.44	20,291.40	6,599.86	4,096.90	6,908.22	8,331.10
Revenue from Operations (Outside India) (₹ million)	1,241.49	62,970.00	5,553.81	-	6,192.40	3,733.83	2,688.60	1,302.77	4,239.60
Revenue from Operations (In India) (%)	89.22%	17.86%	79.55%	100.00%	76.62%	63.18%	60.21%	83.62%	66.27%
Revenue from Operations (Outside India) (%)	10.78%	82.14%	19.53%	0.00%	23.38%	35.74%	39.51%	15.77%	33.73%

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

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

Particulars	For the Fiscal Year 2023								
	GSP Crop Science Limited	**PI Industries Limited**	**Sumitomo Chemical Limited**	**Dhanuka Agritech Limited**	**Rallis India Limited**	**Bharat Rasayan Limited**	**India Pesticides Limited**	**Excel Industries Limited**	**Heranba Industries Limited**
Revenue from Operations (₹ million)	12,033.09	64,920.00	35,109.68	17,002.20	29,669.70	12,343.44	8,849.40	10,898.19	13,188.20
Growth in Revenue from Operations (%)	1.01%	22.50%	14.69%	15.05%	13.94%	(5.13%)	23.57%	(7.49%)	(9.07%)
Gross Profit (₹ million)	3,263.86	29,393.00	12,403.39	5,847.66	10,236.40	3,952.83	3,999.80	4,590.24	4,368.50
Gross Margin (%)	27.12%	45.28%	35.33%	34.39%	34.50%	32.02%	45.20%	42.12%	33.12%
EBITDA (₹ million)	812.82	17,079.00	7,114.48	3,234.46	2,310.50	2,101.84	2,101.70	1,393.05	1,682.50
EBITDA Margin (%)	6.75%	26.31%	20.26%	19.02%	7.79%	17.03%	23.75%	12.78%	12.76%
Profit/(Loss) for the Year/Period (₹ million)	175.73	12,295.00	5,022.09	2,335.02	919.40	1,246.10	1,432.40	799.35	1,043.70
PAT Margin (%)	1.46%	18.49%	14.12%	13.38%	3.09%	9.94%	15.95%	7.25%	7.84%
Return on Equity (%)	4.79%	17.08%	21.09%	22.00%	5.31%	13.95%	18.53%	6.44%	12.88%
Return on Capital Employed (%)	9.00%	21.05%	27.78%	28.68%	8.83%	19.81%	25.27%	8.08%	16.32%
Net Debt (₹ million)	2,813.33	(22,429.00)	(3,028.48)	(4.75)	577.40	(56.93)	(575.00)	(860.49)	(304.20)
Net Debt to EBITDA (times)	3.46x	NM	NM	NM	0.25x	NM	NM	NM	NM
Net Debt to Equity (times)	0.77x	(0.31)x	(0.13)x	0.00x	0.03x	(0.01)x	(0.07)x	(0.07)x	(0.04)x
Net Fixed Assets Turnover Ratio (times)	6.51x	2.37x	7.01x	5.35x	2.98x	5.25x	3.21x	2.44x	4.71x
Net Working Capital Days (No of days)	126	75	140	109	87	170	158	61	139
Revenue from Operations (In India) (₹ million)	10,315.17	14,615.00	26,068.92	17,002.20	20,813.20	5,348.74	4,022.20	8,575.47	7,763.80
Revenue from Operations (Outside India) (₹ million)	1,717.92	50,305.00	8,664.49	-	8,856.50	6,803.44	4,796.30	2,260.74	5,348.70
Revenue from Operations (In India) (%)	85.72%	22.51%	74.25%	100.00%	70.15%	43.33%	45.45%	78.69%	58.87%
Revenue from Operations (Outside India) (%)	14.28%	77.49%	24.68%	0.00%	29.85%	55.12%	54.20%	20.74%	40.56%

Source: The financial information for our Company is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2023.
In case of listed peers, the information for the Fiscal Year 2023 has been considered as per the comparative figures appearing in the audited financial statements for the Fiscal Year ended 2024.

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

Particulars	For the Fiscal Year 2022								
	GSP Crop Science Limited	PI Industries Limited	Sumitomo Chemical Limited	Dhanuka Agritech Limited	Rallis India Limited	Bharat Rasayan Limited	India Pesticides Limited	Excel Industries Limited	Heranba Industries Limited
Revenue from Operations (₹ million)	11,913.07	52,995.00	30,612.16	14,777.75	26,039.34	13,011.56	7,161.43	11,780.20	14,503.70
Growth in Revenue from Operations (%)	NA	15.79%	15.74%	6.51%	7.18%	19.15%	10.35%	57.18%	19.01%
Gross Profit (₹ million)	3,772.71	23,767.00	11,532.30	5,386.88	9,803.65	4,585.18	3,860.55	5,711.17	5,197.60
Gross Margin (%)	31.67%	44.85%	37.67%	36.45%	37.65%	35.24%	53.91%	48.48%	35.84%
EBITDA (₹ million)	1,405.26	12,474.00	6,267.12	2,970.76	3,015.81	2,655.29	2,269.27	2,460.47	2,791.00
EBITDA Margin (%)	11.80%	23.54%	20.47%	20.10%	11.58%	20.41%	31.69%	20.89%	19.24%
Profit/(Loss) for the Year/Period (₹ million)	723.08	8,438.00	4,235.45	2,088.95	1,642.74	1,759.84	1,579.52	1,612.03	1,890.60
PAT Margin (%)	6.01%	15.62%	13.72%	13.82%	6.24%	13.36%	21.66%	13.50%	12.86%
Return on Equity (%)	15.39%	13.79%	21.98%	21.75%	9.68%	22.85%	24.76%	14.03%	26.46%
Return on Capital Employed (%)	15.70%	16.58%	30.27%	29.09%	15.20%	25.26%	33.09%	17.17%	32.37%
Net Debt (₹ million)	1,880.11	(11,424.00)	(791.24)	(14.73)	(52.52)	1,673.38	(924.45)	(627.43)	(336.00)
Net Debt to EBITDA (times)	1.34x	NM	NM	NM	NM	0.63x	NM	NM	NM
Net Debt to Equity (times)	0.40x	(0.19)x	(0.04)x	0.00x	0.00x	0.22x	(0.14)x	(0.05)x	(0.05)x
Net Fixed Assets Turnover Ratio (times)	6.71x	2.06x	7.19x	7.14x	2.89x	5.44x	3.28x	2.63x	6.98x
Net Working Capital Days (No of days)	135	94	151	112	89	189	149	57	115
Revenue from Operations (In India) (₹ million)	9,263.44	14,195.00	23,655.14	14,777.75	18,928.90	6,300.17	3,789.54	8,725.82	8,333.90
Revenue from Operations (Outside India) (₹ million)	2,649.63	38,800.00	6,669.99	-	7,110.44	6,633.34	3,302.12	2,997.57	6,015.30
Revenue from Operations (In India) (%)	77.76%	26.79%	77.27%	100.00%	72.69%	48.42%	52.92%	74.07%	57.46%
Revenue from Operations (Outside India) (%)	22.24%	73.21%	21.79%	0.00%	27.31%	50.98%	46.11%	25.45%	41.47%

Source: The financial information for our Company is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2022.
In case of listed peers, the information for the Fiscal Year 2022 has been considered as per the comparative figures appearing in the audited financial statements for the Fiscal Year ended 2023.

Notes relating to KPIs of Industry Peers:
(1) Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant year/period less Revenue from operations of the preceding year/period, divided by Revenue from operations of the preceding year/period
(2) Gross Profit is calculated as Revenue from operations less Cost of materials consumed, Purchases of stock-in-trade and Changes in inventories of finished goods, stock-in-trade & work in progress
(3) Gross Margin is calculated as Gross profit divided by Revenue from operations
(4) EBITDA is calculated as Profit/(Loss) for the year/period less Exceptional items add Finance costs, Depreciation and amortisation expense, and Total income tax expenses
(5) EBITDA Margin is calculated as EBITDA divided by Revenue from operations
(6) PAT Margin is calculated as Profit/(Loss) for the year/period divided by Total income
(7) Return on Equity is calculated as Profit/(Loss) for the year/period (Excluding share of minority in profits) divided by Total equity (Excluding non-controlling interest)

(8) Return on Equity for our Company is calculated as Restated profit for the period/year from continuing operations attributable to equity share holders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less Non-controlling interest and Capital Reserve.
(9) Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), Non-current borrowings and Current borrowings less Deferred tax asset (net)
(10) Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances
(11) Net Debt to EBITDA is calculated as Net Debt divided by EBITDA
(12) Net Debt to Equity is calculated as Net Debt divided by Total Equity (including non-controlling interest)
(13) Net Debt to Equity for our Company is calculated as Net Debt divided by Total Equity (Excluding Capital Reserve)
(14) Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year/period divided by Net Property, plant and equipment, Capital work-in-progress, Goodwill, Other Intangible assets, Intangible assets under development & Right-of-use assets
(15) Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365 (for full Fiscal)/182 (for the six months period ended September 30, 2024). Net Working Capital is calculated as Inventories add Trade Receivables less Trade Payables (micro and small enterprises and other than micro and small enterprises)
(16) Revenue from Operations (In India) (%) is calculated as Revenue from Operations (In India) divided by Revenue from operations for the relevant year/period
(17) Revenue from Operations (Outside India) (%) is calculated as Revenue from Operations (Outside India) divided by Revenue from operations for the relevant year/period
(18) NA for Industry Peers refers to information not publicly available
(19)NM for Industry Peers refers to not meaningful

10. **Past transfer(s)/ allotment(s)**

Our Company confirms that there has been no:

(a) primary/new issue of shares (Equity Shares/convertible securities), excluding grants of any options and issuance of bonus shares, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

(b) secondary sale/acquisition of shares (Equity Share/convertible securities) by Promoters, Promoter Group entities, Selling Shareholders, Shareholders having the right to nominate directors to the Board, excluding gifts, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated on the pre-issue capital before such transaction and excluding employee stock options granted but not vested), in a single transaction or multiple transactions (combined together over a span of rolling 30 days) during 18 months preceding the date of filing of this Draft Red Herring Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

S. No.	Date of transaction	Number of Equity Shares allotted/transferred	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Total consideration
1.	February 28, 2024	455,025	100	Not applicable	Gift	Gift	-
2.	April 4, 2024	500	100	1,464.59	Cash	Cash	732,296
3.	September 20, 2024	5,861,250	10	Not applicable	Transmission of shares in Demat mode	Transmission of shares in Demat mode	-
4.	November 22, 2024	975,975	10	Not applicable	Gift	Gift	-
5.	November 22, 2024	1,023,825	10	Not applicable	Gift	Gift	-

11. **The Floor Price and Cap Price vis-à-vis Weighted Average Cost of Acquisition based on past allotment(s)/ secondary transaction(s)**

Floor Price and Cap Price as compared to the weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph 10 above, are set out below:

Past allotment/ secondary transactions	Weighted average cost of acquisition (in ₹)	Floor Price (*i.e.*, ₹ [●])#	Cap Price (*i.e.*, ₹ [●])#
Weighted average cost of acquisition of primary transactions in last three years	Not applicable	[●] times	[●] times
Weighted average cost of acquisition of secondary transactions in last three years*	0.05**	[●] times	[●] times

* *Secondary transactions where Promoters, Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate directors are a party to the transaction.*

** *After considering any bonus or split of the Equity Shares undertaken post the last balance sheet of the Company for the Fiscal 2024.*

\# *To be included at the Prospectus stage.*

Explanation for Offer Price/ Cap Price

Set forth below is an explanation for the Offer Price and Cap Price being (i) [●] times and [●] times, respectively, the weighted average cost of acquisition of primary transactions in last three years; and (ii) [●] times and [●] times, respectively, the weighted average cost of acquisition of secondary transactions in last three years; along with our Company's KPIs and financial ratios for Fiscals 2022, 2023 and 2024, and in view of the external factors which may have influenced the pricing of the Offer:

[●]*

* *To be included at the Prospectus stage*

The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors'*, '*Our Business*', '*Restated Consolidated Financial Information*" and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on pages 32, 237, 317 and 384. The trading price of the Equity Shares could decline due to the factors mentioned in 'Risk Factors' or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

The Board of Directors
GSP Corp Science Limited
(formerly known as GSP Corp Science Private Limited)
404, Lalita Complex, Rasala Road,
Mithakhali Six Road, Navrangpura,
Ahmedabad - 380009
Gujarat, India

Sub: Statement of possible special tax benefits available to GSP Corp Science Limited (formerly known as GSP Corp Science Private Limited) ("Company") and its shareholders under the direct and indirect tax laws, prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations") in relation to the proposed initial public offering of equity shares ("Equity Shares") by the Company through a fresh issue of Equity Shares and an Offer for Sale by Selling Shareholders ("Offer").

1. We, M S K C & Associates ("**the Firm**"), Chartered Accountants, the Statutory Auditors of the Company, hereby confirm the enclosed statement in the Annexure prepared and issued by the Company ("**Statement**"), which provides the possible special tax benefits under the direct and indirect tax laws presently in force in India, including the Income-tax Act, 1961, ('**Act**'), the Income-tax Rules, 1962, ('**Rules**'), the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, the Customs Act, 1962, The Customs Tariff Act, 1975, Foreign Trade Policy and Handbook of Procedures, and the rules made thereunder, (collectively the "**Taxation Laws**"), regulations, circulars and notifications issued thereon, as amended by the Finance Act, 2024 & the Finance (No. 2) Act, 2024 as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, presently in force in India available to the Company and its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Several of these benefits are dependent on the Company and its shareholders as the case may be, fulfilling the conditions prescribed under the relevant provisions of the Taxation laws. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, if any, which based on business imperatives the Company and its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil such conditions for availing special tax benefits.

2. This statement of possible special tax benefits is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('**SEBI ICDR Regulations**'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

4. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.

5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. The benefits stated in the enclosed statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's Management. We are informed that 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 distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

7. We do not express any opinion or provide any assurance whether:

- The Company and its shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

8. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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 contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

11. This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in the Draft Red Herring Prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent. 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 certificate is shown or into whose hands it may come without our prior consent in writing. Any subsequent amendment / modification to provisions of the applicable laws may have an impact on the views contained in our statement. While reasonable care has been taken in the preparation of this certificate, we accept no responsibility for any errors or omissions therein or for any loss sustained by any person who relies on it.

For **M S K C & Associates**
Chartered Accountants
Firm Registration Number: 001595S

Ojas Joshi
Partner
Membership No: 109752
UDIN: **24109752BKILRK5764**

Place: Mumbai
Date: December 20, 2024

Enclosure: Annexure to the Statement of Possible Special Tax Benefits

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO GSP CROP SCIENCE LIMITED (FORMERLY KNOWN AS GSP CROP SCIENCE PRIVATE LIMITED) (THE "COMPANY") AND THE SHAREHOLDERS OF THE COMPANY

A. SPECIAL TAX BENEFITS UNDER THE DIRECT TAX REGULATIONS IN THE HANDS OF THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY

Outlined below are the possible special direct tax benefits available to the Company and its shareholders under the direct tax laws in force in India. This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"). This statement is as per the Income-tax Act, 1961 ('Act') as amended by the Finance Act, 2024 & the Finance (No. 2) Act, 2024 read with the relevant rules, circulars and notifications applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force.

1. Special Income tax benefits available to the Company in India under the Act

- Section 115BAA of the Act, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (plus applicable surcharge and cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a Company opts for section 115BAA, provisions of Minimum Alternate Tax ('**MAT**') would not be applicable and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

- A Company, opting for concessional tax rate under section 115BAA of the Act, will not be allowed to claim any of the following deductions:

  - Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)
  - Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
  - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
  - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
  - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
  - Deduction under section 35CCD (Expenditure on skill development)
  - Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA and section 80M;
  - 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 above;
  - 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 above

- The Company has evaluated and decided to opt for the lower corporate tax rate of 22 percent (plus applicable surcharge and cess) with effect from the Financial Year 2020-21 relevant to the Assessment Year 2021-22 under section 115BAA of the Act. Such option has been exercised by the Company while filing its return for the Financial Year 2020-21 relevant to the Assessment Year 2021-22 within the due date prescribed under sub-section (1) of section 139 of the Act. Since the Company has opted for lower corporate tax rate, MAT tax credit (if any) is no longer available for set-off or carry forward in future years.

- Subject to the fulfilment of prescribed conditions, for the year, the Company is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business in the year, for three assessment years including the assessment year relevant to the year in which such employment is provided. Further, where the Company wishes to claim such possible tax benefit, it shall obtain the necessary certification from a Chartered Accountant on fulfilment of the conditions under the extant provisions of the Act.

- 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 domestic and foreign companies, it may avail the above-mentioned benefit subject to fulfilment of conditions specified under section 80M of the Act.

2. Special Income tax benefits available to the Shareholders of Company under the Act in relation to transfer of equity shares of the Company.

- There are no special tax benefits available to the Shareholders of Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes under the extant provisions of the Act.

- As per section 112A of the Act, long-term capital gains, exceeding INR 1,25,000 arising from the transfer of a long-term capital asset (i.e., capital asset held for the period of 12 months or more) being an Equity Share in a Company or a unit of an equity-oriented fund wherein STT is paid on both acquisition and transfer, income tax is charged @ 12.50% without giving effect to indexation. Further, the benefit of lower rate is extended in case STT is not paid on acquisition / allotment of equity shares through Initial Public Offering.

- As per section 111A of the Act, short-term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short-term capital asset (i.e. capital asset held for the period of less than 12 months) being an Equity Share in a Company or a unit of an equity-oriented fund wherein STT is paid on both acquisition and transfer, is subject to tax @ 20%.

- Any dividend income received by the shareholders would be subject to tax deduction at source by the Company under section 194 @ 10%. However, in case of individual shareholders, this would apply only if dividend income exceeds INR 5,000. Further, dividend income shall be taxable in the hands of the shareholders at the rates as applicable in their case.

- In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident shareholder has fiscal domicile.

B. SPECIAL TAX BENEFITS UNDER THE INDIRECT TAX REGULATIONS IN THE HANDS OF THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY

Outlined below are the special tax benefits available to the Company, and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, and respective State Goods and Services Tax Act, 2017, as amended from time to time, the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”), as amended by the Finance Act, 2024 & the Finance (No. 2) Act, 2024 applicable for the Financial Year 2024-25, presently in force in India (collectively referred to as “Indirect Tax Laws”). This statement is required as per paragraph (9)(L) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”).

A) Special Indirect tax benefits available to the Company

Based on the information provided by the management, we hereby state that no special tax benefits are available to the Company under the Indirect Tax Laws.

B) Special Indirect tax benefits available to the Shareholders of the Company

Based on the information provided by the management, we hereby state that no special tax benefits are available to the Shareholders of the Company under the Indirect Tax Laws.

Note: For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under Indirect Tax Regulations.

Note:

1. *This Annexure sets out the only the special tax benefits available to the Company and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable State / Union Territory Goods and Services Tax Act, 2017, and relevant rules made thereunder ("GST Acts"), as amended from time to time, the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended by the Finance Act, 2024 & the Finance (No. 2) Act, 2024 and judicial interpretation thereof prevailing in the country, applicable for the Financial Year 2024-25, presently in force in India.*
2. *Our comments are based on specific activities carried out by the Company. Any variation in the understanding could require our comments to be suitably modified.*
3. *Based on the information provided to us, we understand that the Company has not claimed any exemption or benefits or incentives under the indirect tax laws;*
4. *This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, the changing tax laws, each investor is advised to consult his/her own tax advisor with respect to specific tax implications arising out of their participation in the Proposed IPO.*
5. *This annexure covers only indirect tax laws benefits and does not cover benefit under any other law.*
6. *Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this statement is on the express understanding that we do not assume responsibility towards the Investors who may or may not invest in the proposed issue relying on this statement.*

This statement has been prepared solely in connection with the Offer under the Regulations as amended.

For and on behalf of the Board of Directors
GSP Corp Science Limited
(Formerly known as GSP Corp Science Private Limited)

Shail Jayesh Shah

Whole time Director & Chief Financial Offier

Place: Ahmedabad
Date: December 20, 2024

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

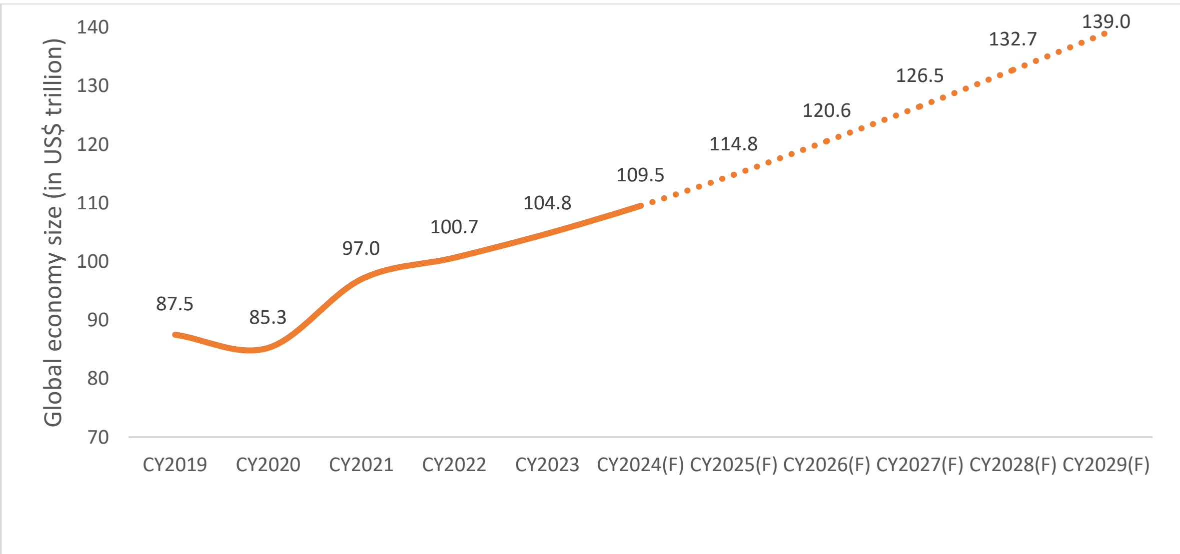
*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of the Global & Domestic Agrochemicals Market" dated December 2024 (the "**ICRA Report**"), prepared and issued by ICRA Analytics Limited ("**ICRA**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by ICRA, who were appointed by us pursuant to the engagement letter dated July 26, 2024. ICRA is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and ICRA is not a related party, as per the definition of "related party" under the Companies Act, 2013 and the SEBI Listing Regulations, to any of our Company, our Directors, Key Managerial Personnel, Senior Management, Promoters and Subsidiaries, or the BRLMs and Promoter Selling Shareholders. The data included herein includes excerpts from the ICRA Report which may have been re-ordered by us for the purposes of presentation. Further, the ICRA Report was prepared on the basis of information as of specific dates, and opinions in the ICRA Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. ICRA has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the ICRA Report will be available on the website of our Company at https://www.gspcrop.in/investors/icra-industry-report.*

Further, the ICRA Report is not a recommendation to invest or disinvest in any company covered in the ICRA Report. Prospective investors are advised not to unduly rely on the ICRA Report. The ICRA Report is not a recommendation to invest or disinvest in any company covered in the ICRA Report. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. 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 this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. Industry 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. For more information and risks in relation to commissioned reports, please see "Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 48. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 28.

1. GLOBAL ECONOMIC OVERVIEW

As per International Monetary Fund (IMF), the size of global economy projected to reach USD 109.5 trillion in CY2024 (in nominal terms) and continue to grow to US$ 139 trillion in CY2029 (in nominal terms) at a CAGR of ~5%.

Chart 1: Global economy growth and prediction till CY2029 (in US$ trillion- nominal terms)

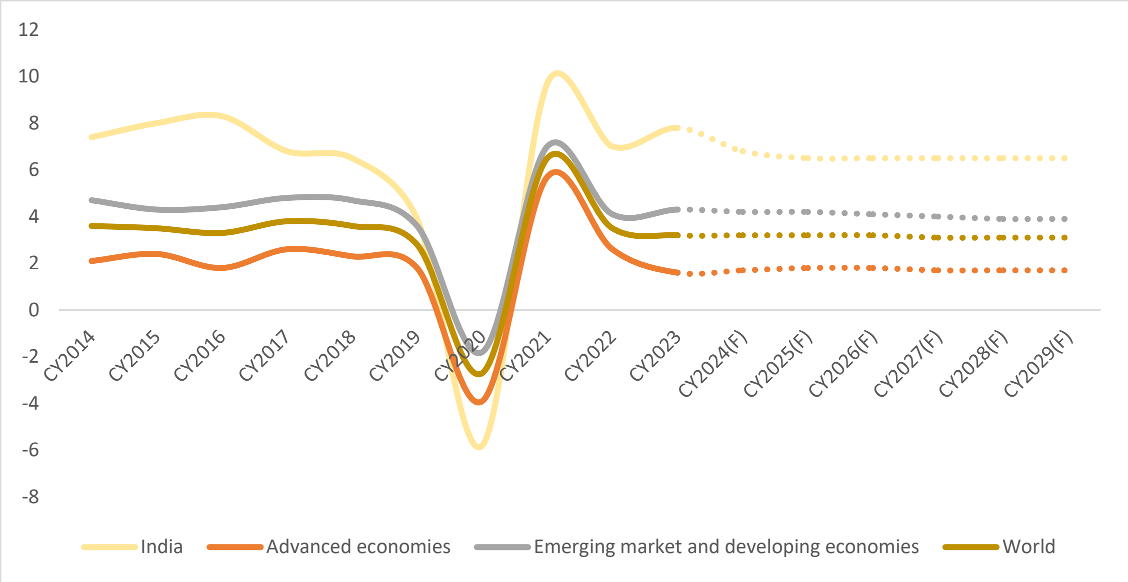


Source: International Monetary Fund (IMF), ICRA Analytics
Note: F-Forecasted; data from CY2024-2029 are forecasted

As per the International Monetary Fund (IMF)'s World Economic Outlook published in April 2024, the global growth has been estimated to hold steady at ~3.2% for CY2024 and CY2025, similar to the growth rate registered in CY2023. Despite elevated interest rates, post pandemic supply chain disruption, global energy and food crisis triggered by geo-political tensions, surge in global inflation and a synchronized tightening of monetary policies of major economies, the global economy has remained resilient, subverting expectations of a global recession. The global inflation rate is predicted to decrease from an annual average of 6.8 % in CY2023 to 5.9% in CY2024 and further to 4.5% in CY2025. This decrease is mainly due to fading away of the price shocks, especially the energy prices and easing of the labour market tightness.

1.1 Global Economies and Growth Trend:

Chart 2: Real GDP growth rate (annual % change) of India and other economies



Source: International Monetary Fund (IMF), ICRA Analytics
Note: F-Forecasted; data from CY2024-2029 are forecasted

Table 1: India v/s Other Economies (Real GDP, Y-o-Y % change)

Real GDP growth (Annual % change)	CY 2018	CY 2019	CY 2020	CY 2021	CY 2022	CY 2023	CY 2024(F)	CY 2025(F)	CY 2026(F)	CY 2027(F)	CY 2028(F)	CY 2029(F)
India	6.5	3.9	-5.8	9.7	7	7.8	6.8	6.5	6.5	6.5	6.5	6.5
Advanced economies	2.3	1.8	-3.9	5.7	2.6	1.6	1.7	1.8	1.8	1.7	1.7	1.7
Emerging market and developing economies	4.7	3.6	-1.8	7	4.1	4.3	4.2	4.2	4.1	4	3.9	3.9
World	3.6	2.8	-2.7	6.5	3.5	3.2	3.2	3.2	3.2	3.1	3.1	3.1

Source: International Monetary Fund (IMF), ICRA Analytics
Note: F- Forecasted; data from CY2024-2029 are forecasted

The Global economic growth was ~3.2% in CY2023 and is expected to grow at the same pace in CY2024 to CY2026. The growth is projected to remain steady at around ~3.1% from thereon till CY2029. Meanwhile, the real GDP growth rate for advanced economies is expected to rise to ~1.7% in CY2024 from ~1.6% in CY2023. It is further expected to increase to ~1.8% in CY2025 - CY2026, and continue to grow at a stable rate, reaching around 1.7% in CY2029.

United states of America's (USA) real GDP growth is expected to rise to ~2.7% in CY2024, before slowing down to ~1.9% in CY2025, from ~2.5% in CY2023. The European region is expected to recover from a low real GDP growth rate of 0.4% in CY2023 to 0.8% in CY2024 and further increase to 1.5% in CY2025. The decline in CY2023 was observed due to high exposure to geopolitical tensions and resultant supply chain disruptions. But as the effects of the shocks wear off, stronger household demand due to fall in inflationary rates would act as key drivers for the economy recovery in the Euro area. Canada's real GDP growth rate is expected to increase marginally from ~1.1% in CY2023 to ~1.2% in CY2024, and further move up to ~2.3% in CY2025, due to projected increase in consumption and investments. The Japanese economy is expected to witness a slowdown in real GDP growth rate, reaching ~0.9% in CY2024 as compared to ~1.9% in CY2023, followed by a marginal increase to ~1% in CY2025. The one-off factors which positively impacted Japan's growth in CY2023 weakened, leading to the steady downtrend in growth rate projections of CY2024-29. Among other advanced economies, the United Kingdom witnessed a real GDP growth rate of ~0.1% in CY2023 which is expected to increase slightly to ~0.5% in CY2024 and further go up to ~1.5% in CY2025. The recovery is attributed to decreased energy prices and disinflationary drivers easing financial conditions and improving real incomes.

Growth in real GDP rate is expected to remain stable for emerging market and developing economies in CY2024 and CY2025 at ~4.2%, which is a marginal drop from ~4.3% in CY2023. Growth in emerging and developing Asian economies is expected to decline from ~5.6% in CY2023 to ~5.2% in CY2024 and further projected to decrease to ~4.9% by CY2025. This is mainly due to the projected slowing down of the Chinese economy. On the other hand, growth in emerging and developing European economies is projected at ~3.1% in CY2024 followed by a decrease to ~2.8% in CY2025, from ~3.2% in CY2023. In Latin America and the Caribbean, the real GDP growth rate is expected to decrease from ~2.3% in CY2023 to ~2% in CY2024 before rising again to ~2.5% during in CY2025.

In Brazil, growth is expected to remain at 2.2% in CY2024 and 2.1% in CY2025 compared to ~2.9% in CY2023. The expansion of GDP in CY2023 was driven by robust private consumption, strong labour market and favourable export environment. In CY2024, the growth in GDP is due to the delayed effects of tight monetary policy and a smaller agriculture contribution. Brazil has been one of the emerging countries that contributed to global growth and has been a noteworthy producer of agriculture commodities and minerals. While productivity growth in manufacturing and services remain stagnant, agriculture sector has showcased growth through investment in innovative technologies, trade logistics and government specific initiatives, thereby supporting Brazil's spot as the world's third largest agriculture and food exporter.

India is the fastest growing major economy globally, witnessing a rise in real GDP growth rate from ~7% in CY2022 to ~7.8% in CY2023. The country is projected to grow by ~6.8% in CY2024 and ~6.5% in CY2025 as per IMF. Robust domestic demand, growth in manufacturing and services, strong private investment activity coupled with government's continued thrust on infrastructural and economic development has supported this uptrend in the country's growth rate. This is expected to remain steady with forecasts till CY2029 showing a continued growth of ~6.5%.

1.2 Shift in global manufacturing destination preference

For decades, China has been the world's dominant manufacturing centre especially since the late 1970s and 1980s due to its economic reforms that opened the country to foreign direct investments (FDIs). However, in the recent past, there has been a shift in the global landscape that led companies to reevaluate their risk, supply chain strategies and explore alternative production locations outside China. Some of the factors driving the shift from China are:

- Rising labour costs
- Geopolitical tensions- the ongoing trade war between United States and China
- Intellectual property protection concerns and trade barriers

Other countries including India, Vietnam and Mexico are emerging as top manufacturing hubs as more companies are opting for supply chain diversifications. Some of the factors driving the shift towards these destinations are:

- Competitive cost structures
- Large labour pools
- Strategic locations
- Growing scale and capabilities across industries
- Favourable government incentives
- Stable political environment

India, being the fastest growing economy globally, has been able to attract significant foreign direct investments from various companies. The Indian government's Make in India" and Production Linked Incentive (PLI) schemes for various sectors provide significant fiscal incentives for setting up of manufacturing operations.

'Make in India' initiative launched in September 2014, focuses on the growth of manufacturing sector by making India an integral part of the supply chain. India has encouraged FDIs from various countries across different sectors, thereby attracting investments through ease of doing business.

Production Linked Initiative (PLI) scheme focuses on amplifying the domestic manufacturing capabilities and exports. The scheme provides a capital outlay to 14 different sectors which boosts the investments and thereby creating additional production and employments in the specific sectors.

Mexico is emerging as another alternative, with strong intellectual property protections thereby mitigating technology theft risks. It also has skilled workers with extensive experience in automotive, aerospace, and electronics manufacturing.

Vietnam, on the other hand, offers lower labour costs, a strategic location, strong government support with favourable business environment and growing capacity in various industries.

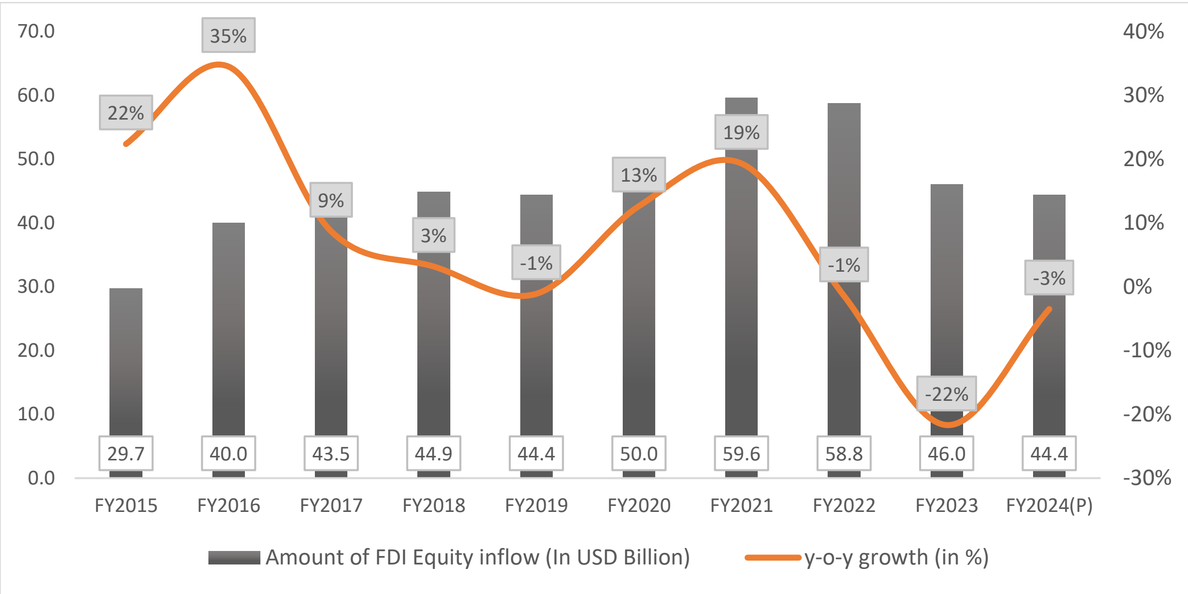
Brazil has been investing in various infrastructural projects, thereby boosting its economy. This ensures improvement in transport and logistics, better productivity and strengthened competitiveness. Brazil has a lucrative consumer market of more than 200 million people thereby making it one of the largest economies in Latin America. This encourages international industries to consider and expand into the Brazilian market.

Various other South American and Southeast Asian countries are also emerging as viable options for companies looking for production locations outside of China. Countries like Philippines, Bangladesh, Brazil, Argentina, Bolivia, Indonesia, Malaysia, Thailand have their unique advantages that make them viable options in the new global manufacturing landscape.

1.3 India's key advantages from China+1 and Europe+1 strategy being followed by manufacturing players globally.

The FDI inflows in FY2024 are projected at US$ 44.42 billion, witnessing a decline from FY2023 levels of US$ 46.0 billion, owing to global disruptions. However, India's emergence as a global manufacturing powerhouse would enhance its FDI inflows going forward. As per RBI's Annual Report for FY2024, manufacturing sectors received US$ 9.3 billion FDI in FY2024. Singapore remains the largest source of FDI inflows for India, while inflows from other countries witnessed an increase, such as Japan (+78%), Mauritius (+31%) and Netherlands (+96%).

Chart 3: Amount of FDI Equity inflow in India and y-o-y growth over the past ten years



Source: Department for Promotion of Industry and Internal Trade (DPIIT), ICRA Analytics.
Note: P-Provisional data

In the recent years, 'China+1' and 'Europe+1' strategy, has been implemented by various global manufacturing giants to diversify their risks and achieve supply chain resistance against global geopolitical disruptions. Europe is at the brink of recession driven by factors such as Germany's negative annual growth rate, rising energy prices and highest inflation recorded in 25 years, while the Chinese economy experienced a slow recovery after the pandemic. The ongoing trade war of China with United States has also created opportunities for other emerging economies to rise as viable alternatives in the global manufacturing landscape.

As per the World Bank chief, India is one of the key beneficiaries of the 'China+1' and 'Europe+1' strategy and has the opportunity to draw investments for the next 3-5 years. It has been able to attract global manufacturers for setting up production bases in the domestic market.

- Indian government is working on various infrastructure programs including projects like the Bharatmala highway programme, the Sagarmala project for port-led development and the Smart Cities Mission to transform the country's landscape and boost growth and competitiveness.

- PLI Scheme introduced by the Indian government with an initial capital outlay of Rs. 1.97 lakh crore (over $ 26 billion) across 14 sectors. It encourages production, employment, economic growth, and exports in India. It provides incentives to the companies for promoting domestic production and thus accelerating India's manufacturing investments.

- India has low-cost labour, lower energy costs as compared to Europe, digital advantage and well-balanced economic partnership and trade agreements that give greater access to finance, technology, and new markets.

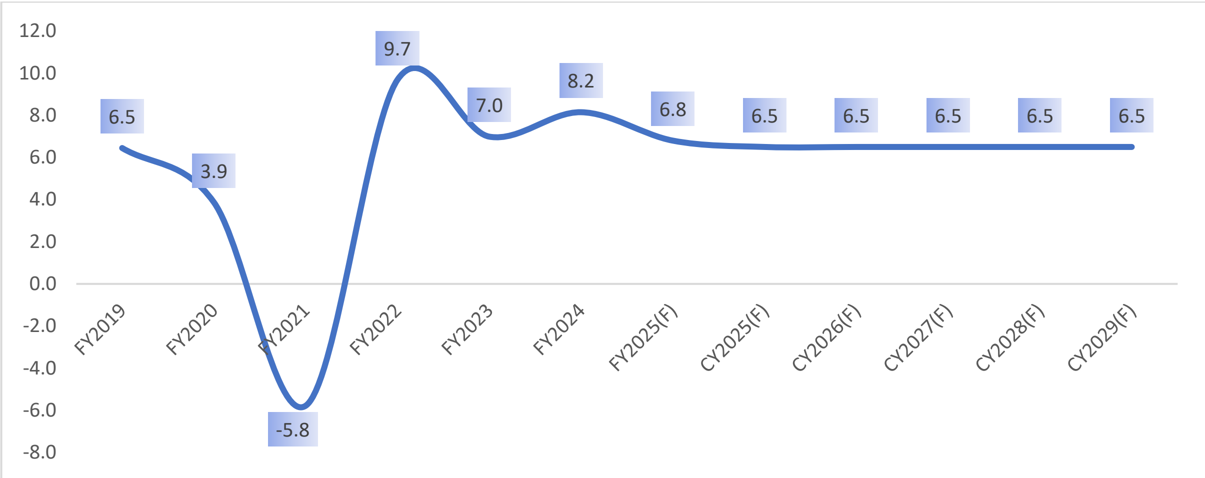
- Most importantly, India has a large domestic consumer market attracting majority investment projects in electronics, automobiles, capital goods, pharmaceuticals and defence sector. Nearly 60% of India's GDP is driven by domestic private consumption, as compared to 40% in China. Hence the economy is protected largely against external shocks and cycles of low or high public investment.

2. DOMESTIC OVERVIEW:

2.1 GDP Trend & outlook:

India's gross domestic product (GDP) at constant (2011-12) or real GDP prices is at an estimated Rs. 173.8 lakh crore in FY2024. This corresponds to a significant projected increase of ~8.2% from the FY2023 First Revised Estimates (FRE) value of Rs. 160.7 lakh crore. In FY2023, the growth rate was recorded at 7.0%.

Chart 4: GDP growth trend in India



Source: IMF (CY2025E-CY2029E), ICRA Ltd (FY2025E), ICRA Analytics
Note: F- Forecasted; data from FY2025-2029 are forecasted

The real GDP and GVA growth rates were projected at 8.2% and 7.2%, respectively for FY2024, as compared to the +7.0% and +6.7% estimates in FY2023. The GDP growth rate in Q3 of FY2024 saw a significant uptick of 8.6% followed by 7.8% growth in Q4FY2024, as reported by National Statistical Office (NSO). The slowdown witnessed during Q4FY2024 was mainly due to decreasing gross fixed capital formation growth from 9.7% in Q3FY2024 to 6.5% in Q4FY2024. Despite this, a modest growth of 4.0% was witnessed in private final consumption expenditure while government final consumption expenditure also saw a slight increase following a contraction.

The Monetary Policy Committee (MPC) indicated that the high frequency indicators of domestic activity are resilient for the current fiscal. Owing to significant tailwinds from manufacturing and services which saw sustained growth, high-capacity utilization, healthy balance sheets of banks and corporates, robust capex boost by the Government and positive business sentiments, private consumption is expected to recover. Indian Meteorological Department (IMD) also provided above-normal forecast for the South-west Monsoon season, which bodes well for the agriculture sector and in turn rural demand. The MPC anticipates an increase in investment activity driven by these factors along with improved global trade prospects in FY2025. However, potential headwinds from geopolitical tensions, volatility in international commodity prices, and geoeconomic fragmentation can hinder the growth outlook.

The MPC in June 2024 has revised the GDP growth forecast from 7.0% (indicated in the April 2024 policy) to 7.2% for FY2025.The growth forecast for each quarter has been revised upward, including Q1 FY2025 (to +7.3% from +7.1%), Q2 FY2025 (to +7.2% from +6.9%), Q3 FY2025 (to +7.3% from +7.0%) and Q4 FY2025 (to +7.2% from +7.0%), compared to the projections made in the April 2024 meeting.

As per ICRA Ltd, GDP growth is estimated to stay below 6.5% in the initial six months of FY2025. The latter half of FY2025 is expected to see a growth of above 7.0%, supported by increased Government capital expenditure towards the end of the year, a potential rise in private investment, enhanced rural demand if the monsoon is favourable, and some improvement in export figures.

Table 2: RBI estimates of GDP growth

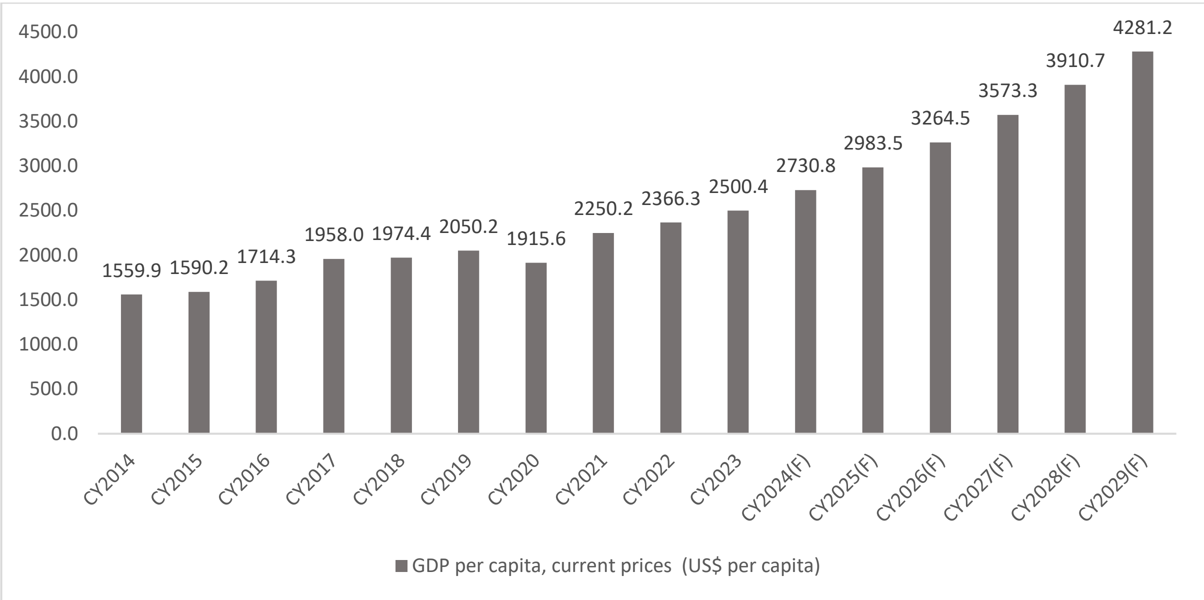
Real GDP Growth (at constant 2011-12 prices)	FY2024				FY2024	FY2025(F)*				FY2025
% change	Q1	Q2	Q3	Q4	SRE*	Q1	Q2	Q3	Q4	(F)*
GDP at market prices	8.2	8.1	8.4	5.9	7.6	7.3	7.2	7.3	7.2	7.2

Source: RBI, ICRA Analytics
Note: SRE- Second revised estimates, F- Forecasted

2.2 Per capita GDP

In CY2023, India's per capita GDP (at current US$) amounted to US$ 2,500, which was a marginal increase from the CY2022 figure of US$ 2,366. As per IMF, India's per capita GDP is estimated to witness a good growth momentum (at a CAGR of ~9.4%) all the way to CY2029, reaching approximately US$ 4,281.

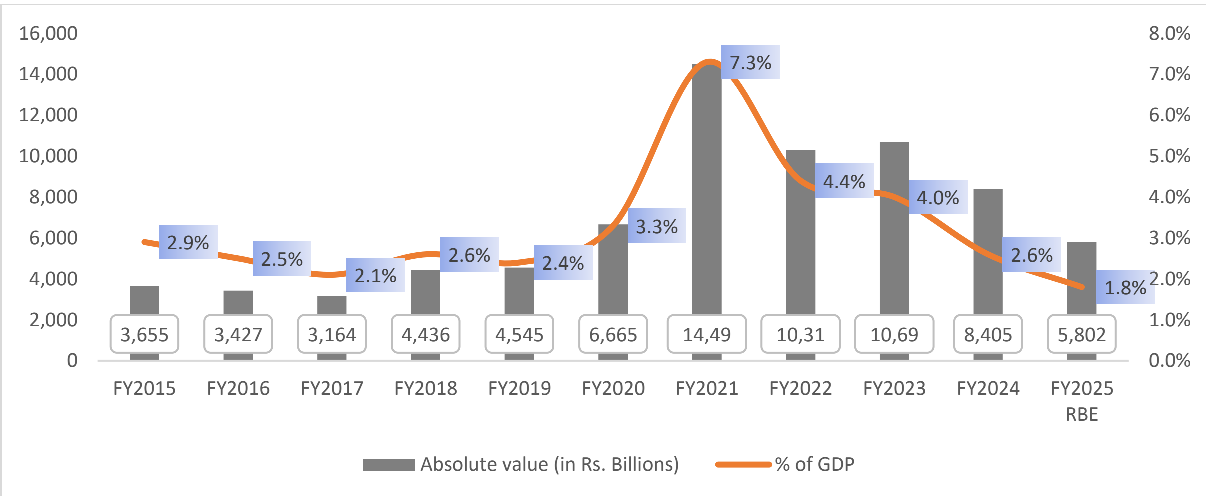
Chart 5: Per Capita GDP trend of India (at current US$)



Source: IMF, World Bank, ICRA Analytics
Note: F- Forecasted

2.3 Key deficit indicators and trends

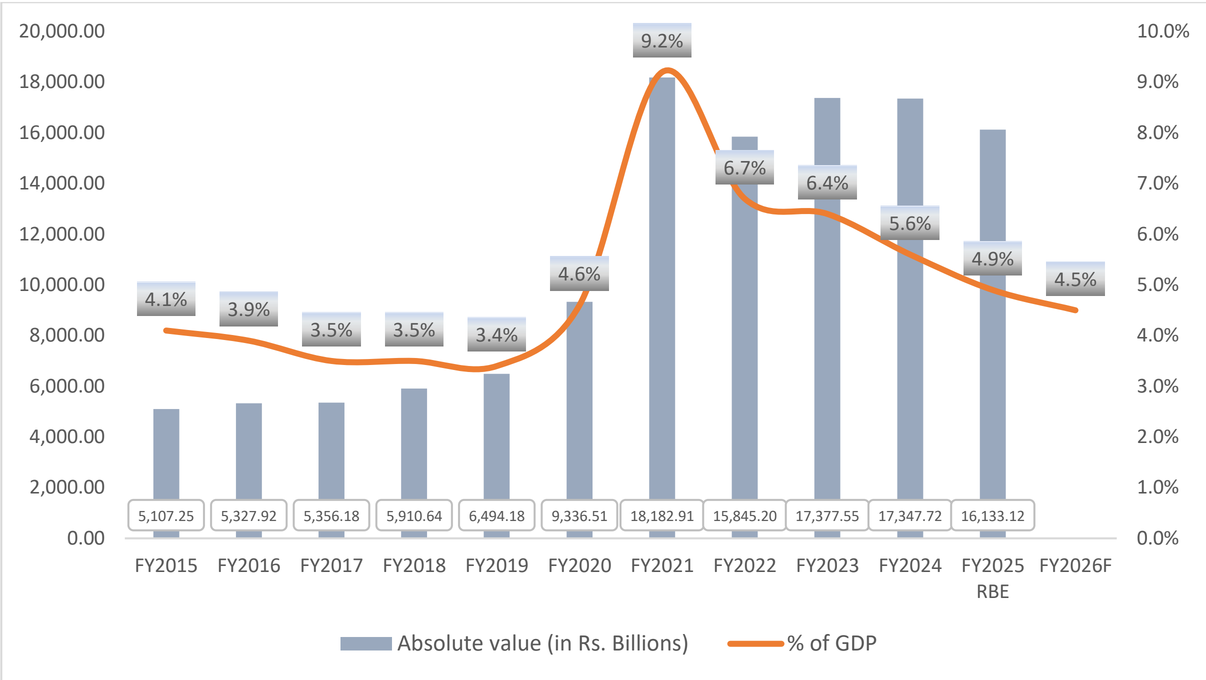
Chart 6: Revenue deficit indicator (Absolute and % of GDP)



Source: RBI-Database on Indian Economy, CMIE, ICRA Analytics; Note: RBE- Revised Budget Estimate

As per Union Budget FY2025, there has been a sharper revision in revenue receipts (+Rs. 1.3 trillion), relative to the revenue spending (+Rs. 0.5 trillion). The GoI estimated its revenue deficit to narrow to Rs. 5802 billion (-1.8% of GDP) in FY2025 Revised Budget Estimate (RBE). This entails a sharp correction from the revenue deficit of Rs. 8405 billion recorded in FY2024.

Chart 7: Fiscal deficit indicator (Absolute and % of GDP)



Source: RBI-Database on Indian Economy, CMIE, ICRA Analytics
Note: RBE- Revised Budget Estimate; F- Forecasted

In FY2025, the total receipts other than borrowings estimated at Rs.32.1 lakh crore and the total expenditure at Rs.48.2 lakh crore. For FY2025, the government has set the fiscal deficit at ~4.9% of the GDP in the revised budget, lowering the estimated rate from ~5.1% of the GDP as set in the Interim Budget Estimate (IBE), amounting to approximately Rs. 16.1 trillion. For FY2026, the Government plans to achieve a fiscal deficit of ~4.5% of GDP. From FY2027 onwards, the government plans to keep the fiscal deficit in a manner that would support decline in central government debt as % of GDP. As per ICRA Ltd, the reduction in fiscal deficit in FY2025 RBE vis-à-vis the IBE entirely stemmed from paring of revenue deficit target (by -Rs. 0.7 trillion), owing to a sharper upward revision in revenue receipts (+Rs. 1.3 trillion, led by the RBI dividend) compared to that in revenue expenditure (+Rs. 0.5 trillion). On Y-o-Y basis, The GoI expects the fiscal deficit to dip to Rs. 16,133 billion in FY2025 RBE (-4.9% of GDP) from Rs. 17,347.7 billion in the FY2024 (-5.6% of GDP), on account of robust growth in non-tax and net tax receipts, even as total expenditure is estimated to rise by 8.5%.

2.4 Exchange rate in India:

Table 3: Indian Rupee against US$ Monthly average

Month	CY2022	CY2023	CY2024
January	74.45	81.75	83.11
February	74.95	82.59	82.97
March	76.21	82.25	83.03
April	76.18	81.95	83.40
May	77.29	82.28	83.35
June	78.01	82.19	83.48
July	79.51	82.18	83.48
August	79.57	82.83	83.87
September	80.14	83.01	
October	82.28	83.23	
November	81.61	83.26	
December	82.40	83.24	

Source: X-Rates, ICRA Analytics

In FY2024, the Indian Exchange Rate averaged at 82.68(US$/Rs), reaching an all-time high of 83.26 (US$/Rs) in November 2023. The rate at the end of August 2024 stood at 83.87 (US$/Rs). As per RBI, headwinds from geopolitical tensions, volatility in international financial markets, geoeconomic fragmentation, rising Red Sea disruptions, and extreme weather events can further influence the exchange rates.

2.5 CPI general and Inflation trends

The consumer price inflation during FY2023 remained elevated at an average of 6.7%, above the RBI's tolerance level. In FY2024, the Consumer Price Index (CPI) showed moderation for two straight months, dropping to 4.7% in April 2023 and 4.3% in May 2023. However, this trend reversed in June 2023 as the CPI increased to 4.9%. and touched a high of 7.4% primarily driven by a surge in food prices. This represented the highest level recorded since the peak in April 2022 at 7.8% owing to hike in vegetable prices and other food categories including cereals, pulses, spices and milk.

In August 2023, there was a moderation in food inflation noticed due to active intervention by the Government. The moderation continued into September 2023 to 5% mainly due to a significant drop in vegetable prices and lower LPG prices. With deflation in the fuel and light category, retail inflation in October 2023 decreased to 4.9%. The inflation rate went up to 5.6% and 5.7% during November and December of 2023 followed by moderation during the last quarter of the fiscal year with inflation reaching a 10-month low in March 2024 to 4.9%.

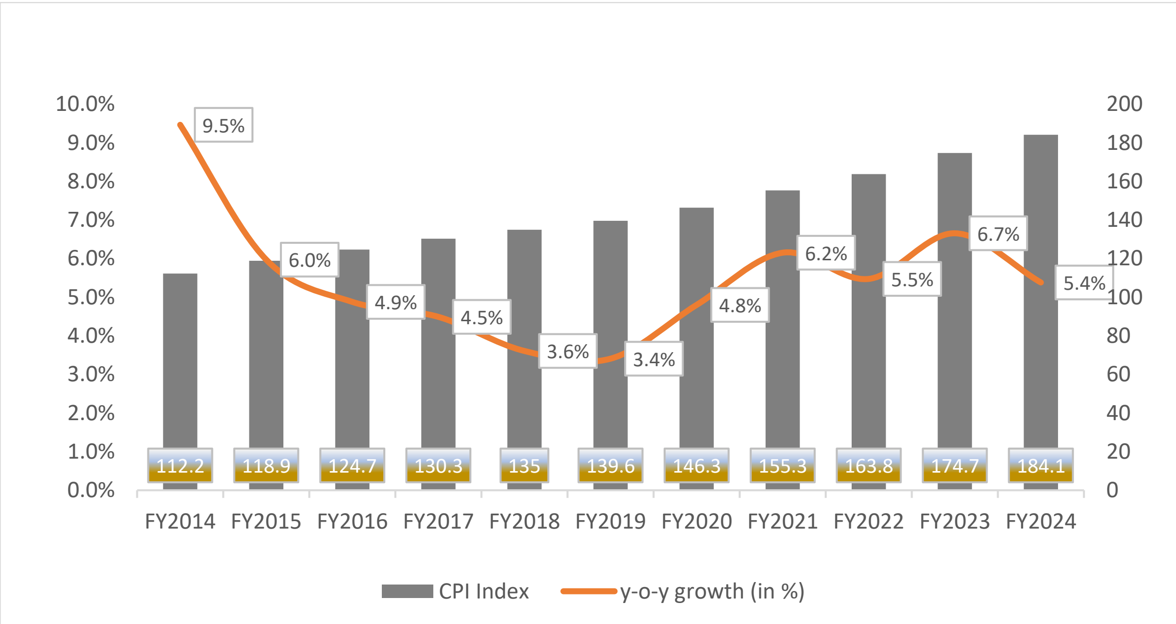
During the initial months of the FY2025, as per Ministry of Statistics & Programme Implementation (MoSPI), CPI eased slightly from 4.8% in April 2024 to 4.8% in May 2024 before shooting up again to 5.1% in June 2024. It remained within the RBI tolerance band set at 2-6%. The softening in inflation during May was led by a larger deflation in the fuel and light segment, and less-than-anticipated prints for clothing and footwear, pan, tobacco and intoxicants groups. This was followed by an uptick in June which was largely driven by the food and beverages sub-group, especially vegetables, which reached a three-month high of 29.3% due to the prolonged heat wave and deficient rainfall. Early predictions for July indicate a sequential uptick in average retail prices (across 21 of the 22 essential food items, including vegetables), due to supply disruptions resulting from heavy rainfall in the beginning of July.

In the past one year, the inflation trend has shown a downward trend since July 2023, thereby marking the slowest increase in consumer prices in one year. The ongoing global crisis such as Russia-Ukraine conflict and other geopolitical tensions, supply disruptions, uncertainty around commodity prices, spillover effects of Covid 19 are some of the factors that influence the inflation dynamics.

In the last policy meeting in June 2024, RBI left the inflation projection for FY2025 unmoved at 4.5% based on various factors. Additionally, the quarterly projections have been kept unchanged, in line with the April 2024 policy review, with Q1 FY2025 projected at 4.9%, Q2 FY2025 at 3.8%, Q3 FY2025 at 4.6%, and Q4 FY2025 at 4.5%.

Overall, as per ICRA Ltd, the headline CPI inflation is expected to print at 4.6% in FY2025, marginally higher than the MPC's projection (+4.5%).

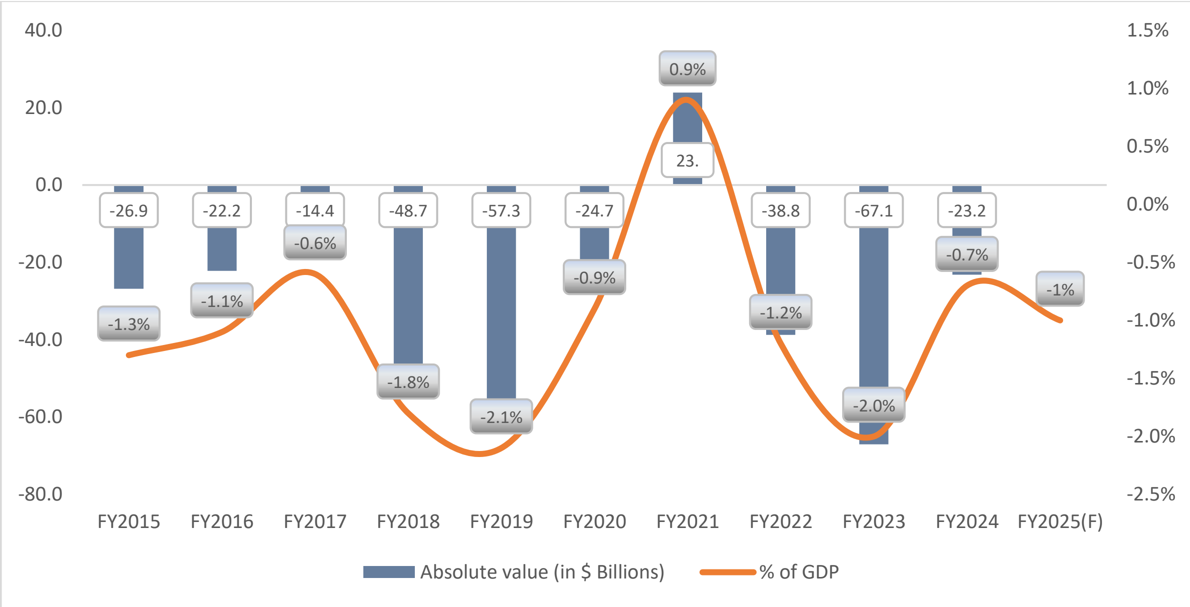
Chart 8: Inflation and CPI trend over past ten years



Source: MOSPI, ICRA Ltd, ICRA Analytics

2.6 Current Account Deficit in India

Chart 9: Current Account Deficit (Absolute and % of GDP)



Source: RBI-Database on Indian Economy, ICRA Ltd, ICRA Analytics
Note: F- Forecasted

India's Current Account Deficit (CAD) is anticipated to remain steady at 1.0% of GDP in FY2025 from 0.7% in FY2024. As per ICRA Ltd, the CAD is set to widen by US$ 40-42 billion in FY2025 from US$ 23.2 billion in FY2024, stemming from relatively stronger domestic vis-à-vis external demand, and higher global commodity prices. Besides, it is expected to be comfortably financed, particularly given the expectations of large FPI-debt inflows on account of inclusion of Indian G-secs in J.P. Morgan Government Bond Index.

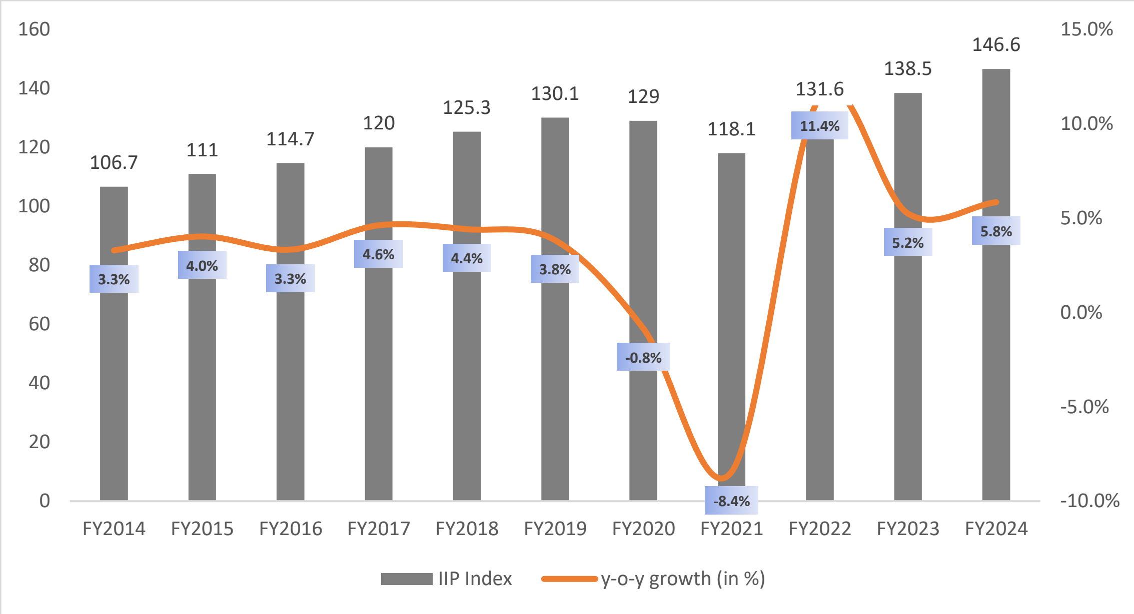
2.7 Industrial Activity Growth

India's industrial output recorded a growth of 5.2% y-o-y during FY2023. This was driven by a favourable base and a resurgence in economic activities. The IIP growth increased further to 5.8% in FY2024 from 5.2% in FY2023. This was led by persisted growth in all three sectors: mining (to +7.5% in FY2024 from +5.8% in FY2023), manufacturing (to +5.5% from +4.7%), and electricity (to +7.1% from +8.9%). Additionally, based on usage, four out of the six categories showed an expansion in FY2024 as compared to FY2023. This group encompasses consumer goods, both durable and non-durable, intermediate products, and infrastructure/construction materials.

Chemical sector has an overall IIP contribution of 14%, marking a significant position in the Indian economy.

Infrastructure related sectors performed well during FY2024. However, the slowdown in global growth and risks to rural demand have posed challenges for industrial activity. Despite some relief from inflationary pressures, high prices of certain food items remained an area of concern. In May 2024, the IIP growth rate increased to 5.9% from 5% in April 2024. The growth is attributed to recovery in manufacturing IIP y-o-y growth (+4.6% in May 2024 from +3.9% in April 2024), continued growth in electricity sector (+13.7% in May 2024 from 10.2% in April 2024) while mining saw a marginal moderation (+6.6% in May 2024 from +6.8% in April 2024).

Chart 10: Industrial activity growth over past ten years



Source: MOSPI, ICRA Analytics

2.8 Tailwinds for growth in manufacturing in India

As per IMF's World Economic Outlook 2024, India's growth rate is expected to remain strong for both FY2024 and FY2025. This is due to expanding industrial activity, including manufacturing and construction that showcased stronger than expected growth. It is also backed by resilient services activity that helped offset a slowdown in agriculture production partly caused by monsoons.

Manufacturing sector is constantly evolving, and India is offering both scale and growth. A strong logistic framework with heavy investments planned for the upcoming years is expected to transform it to a manufacturing hub globally.

To achieve the vision of *'Viksit Bharat'* and *'Atmanirbhar'*, the GoI has put in place policy reforms and initiatives like enabling Production Linked Incentive (PLI) schemes, Make-In-India initiatives, improving export-linked initiatives, providing tax incentives and subsidies to start-ups and entrepreneurs, liberalising FDI and foreign trade regimes, developing national networks and infrastructure to meet global standards along with introduction of Government schemes like PM Gati Shakti, Industrial corridors and dedicated freight corridors (DFCs), National Infrastructure Pipeline (FY2019–25) etc. The state governments are also working in tandem with central government, by offering fiscal benefits and incentives namely capital subsidies, turnover subsidies, tax reimbursements, liberalising labour laws, customized incentive packages as per scale of investments, implementing sectoral and region-specific incentives to name a few.

Initiatives like PLI schemes have helped in accelerating manufacturing investments in India. As of March 2024, 755 applications have been approved across 14 sectors, under the PLI schemes, realizing investment of Rs. 1.23 lakh crore and resulting in subsequent employment generation of approximately 8 lakhs. As of July 2024, 7 Greenfield and 25 Brownfield companies have been approved under PLI Scheme for Large Scale Electronics Manufacturing. Cumulative investment amounted to Rs. 8,282 crore out of which Rs. 3,136 crore was made by Greenfield and Rs. 5,146 crore was made by Brownfield companies. Similarly, 6 Greenfield (Rs. 78.6 crore cumulative investment) and 21 Brownfield (Rs. 386.1 crore cumulative investment) companies were approved under PLI Scheme 2.0 for IT Hardware resulting in a cumulative investment of Rs. 464.7 crore. The GoI recently also reopened the application window for PLI Scheme for White Goods due to the voracious demand witnessed in the sector.

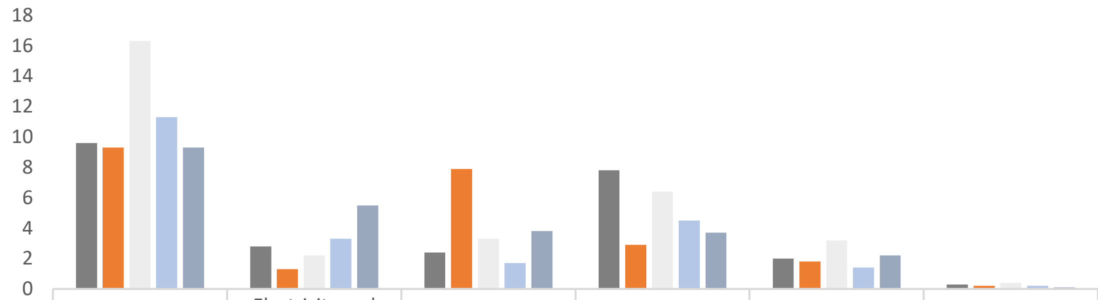
In order to attain self-reliance, reduce import dependence and enhance supply chain resilience in the critical import dependent bulk drugs - Key Starting Materials (KSMs)/ Drug Intermediates and Active Pharmaceutical Ingredients (APIs) in the country, the Department of Pharmaceuticals had launched a Production Linked Incentive (PLI) Scheme for promotion of their domestic manufacturing by setting up greenfield plants in four different Target Segments, i.e. Target segments 1 and 2 are fermentation based and Target segments 3 and 4 are chemical synthesis based. The scheme envisages manufacturing of 41 bulk drugs with a total outlay of Rs. 6,940 crore during the tenure of the scheme i.e. FY2021 to FY2030. The scheme envisages incentive at the rate of 20% for first four years, 15% for fifth year and 5% for sixth year on eligible sales of fermentation based bulk drugs. In respect of chemical synthesis based bulk drugs, incentive is to be given at the rate of 10% for six years on the eligible sales. The PLI scheme for bulk drugs will lead to reduced import dependence and better supply chain resilience. Investment worth

Rs. 3,715 crore has already been grounded, till April 2024, by the scheme participants. The increased investment has led to local capacity creation for critical bulk drugs on which the country was import dependent.

The Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) set up at Paradip, Odisha has attracted investments worth Rs 73,518 crore resulting in employment of about 40,000 people. A PCPIR is a combination of production units, public utilities, logistics, environmental protection mechanisms, residential areas and administrative services. Each PCPIR would have a refinery/ petrochemical feedstock company as an anchor tenant. Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the chemicals industry. The dedicated integrated manufacturing hubs under the PCPIR policy are likely to attract an investment of Rs. 20 lakh crores by FY2035.

India has attracted significant FDI over US$ 667.4 billion between FY2014 and FY2024, some of the key sectors being IT hardware, telecom, pharmaceutical and chemical sectors. Another key reason for rapid development can be attributed to sunrise sectors (like IT, Telecom, consumer electronics, mobiles and wearables, automotive, aerospace and defence) which are widely enabling the growth of new investments in India. Ease of doing business (EoDB) in India has also drastically improved, moving from 142nd place in FY2014 to being in 63rd place in FY2019, witnessing a jump of 79 positions within a span of 5 years. India offers a strong business ecosystem, well developed networks and infrastructure along will skilled labour force. It is on the path to becoming a global manufacturing hub as planned by the government reforms and policies and driven by the robust demand.

Chart 11: FDI inflow across different sectors over FY2020-FY2024(P) (in US$ Billion)



	Manufacturing	Electricity and Other Energy Generation, Distribution & Transmission	Transport	Communication Services	Construction	Mining
FY2020	9.6	2.8	2.4	7.8	2	0.3
FY2021	9.3	1.3	7.9	2.9	1.8	0.2
FY2022	16.3	2.2	3.3	6.4	3.2	0.4
FY2023	11.3	3.3	1.7	4.5	1.4	0.2
FY2024 (P)	9.3	5.5	3.8	3.7	2.2	0.1

Source: RBI, ICRA Analytics
Note: P- Provisional data

2.9 Key takeaways from Union Budget FY2025:

- The finance minister announced that the government will undertake a comprehensive review of the agriculture research setup to bring the focus on raising productivity. A total of 109 new high-yielding and climate-resilient varieties across 32 field and horticultural crops will be made available for farmers to cultivate.

- Allocation for the Pradhan Mantri Krishi Vikas Yojna has been increased to Rs. 75 billion for FY2025 BE (Budget estimates) from Rs. 61 billion for FY2024 RE (Revised estimates). Digital public infrastructure for agriculture would be created and focus will be on introduction of technology and agriculture research.

- The outlay towards agriculture and allied activities has been enhanced to Rs. 1.5 trillion for FY2025 BE from Rs. 1.4 trillion for FY2024 RE.

- GoI has focused on capital investment in infrastructure development. The capital outlay for FY2025 BE is at Rs. 11.1 trillion, in line with the Interim Budget, which is 16.9% higher than FY2024 RE. It continues to bode well for the infrastructure and construction sectors.

- A capital outlay of Rs. 625.9 billion is proposed for ‘New Schemes’ under the Department of Economic Affairs, excluding which the overall capex growth will moderate to 10.3% YoY over FY2024 RE. This allocation accounts for 6% of the overall Rs. 11100 billion of capex, which was a new inclusion in the Union Budget.

- The special assistance as long-term interest-free loan from the central government to the state governments has been increased to Rs. 1500 billion from Rs. 1100 billion in FY2024 RE. This increase in capital expenditure will support infrastructure development.

- The Government plans to promote water supply and sewerage treatment projects for 100 large cities in partnership with state governments and multilateral development banks.

- Basic customs duty on certain telecom equipment has been increased to 15% from 10%. This move will be positive for domestic manufacturers.

- The Budget reiterated its focus on road connectivity through the announcement of several road projects, which will help the road logistics sector from a connectivity perspective, especially in tier-2 and tier-3 cities. Phase IV of the PMGSY will be launched to provide all-weather connectivity to 25,000 rural habitations. Twelve industrial parks have been envisaged under the National Industrial Corridor Development Programme which would facilitate the road logistics sector in last-mile connectivity.

- The Government has increased the capital allocation for the Ministry of Road Transport & Highways (MoRTH) marginally by 3% to Rs. 2700 billion in FY2025 BE from Rs. 2600 billion in FY2024 RE. This would help in meeting the completion targets for the Bharatmala Pariyojana and the National Infrastructure Pipeline (NIP).

- The Union Budget continues its focus on Green Energy, reinforcing the commitment towards energy transition goals. The thrust on PM Surya Ghar Muft Bijli Yojana continues with a target to install rooftop solar plants for 1 crore households. An amount of Rs. 164 billion allocated to promote solar power, including the PM Surya Ghar Yojana for FY2025 BE, higher by 171% over FY2024 RE. The Government’s increased capital expenditure allocation is likely to support electricity demand growth.

- The Pradhan Mantri Awas Yojana (PMAY) outlay has been budgeted to increase by 56% for FY2025 vis-à-vis FY2024 RE. Three crore additional houses under PMAY, Central assistance under PMAY-Urban 2.0 and interest subvention scheme are being envisaged. Other announcements include reduction in stamp duty rates and rural and urban land-related reforms and regulations for efficient and transparent rental housing markets.

- The GoI maintained its focus on enhancing India's competitiveness in the areas of Electric Vehicles (EVs) and advanced automotive components by rationalising import duties on critical minerals and expanding the skilled manpower pool. While subsidy under Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicle (FAME) scheme was kept at Rs. 26.71 billion for FY2025 compared to Rs. 48.07 billion in FY2024, this allocation is only to cover remaining liabilities of FAME 2 which expired in March 2024. The Electric Mobility Promotion Scheme 2024 (EMPS), which was supposed to be operational from April 1st to July 31st 2024, with a total outlay of Rs.5 billion, has been extended by two more months to September 30th, 2024. Moreover, the scheme's outlay is increased to Rs. 7.78 billion. While the Budget was silent on FAME 3 scheme, the industry expects an outlay of Rs. 100 billion with some reduction in subsidy per vehicle, given the growth in the industry.

The GoI continues to support the green growth initiative through the PM-eBus Sewa Scheme and the thrust on reducing emissions and improving energy efficiency across sectors will facilitate increased adoption of alternate fuel vehicles, including e-buses.

2.10 Factors turning India into preferred manufacturing destination

Manufacturing sector is a significant contributor in India’s GDP and has the potential to transform the economy into a developed economy by FY2047, as targeted in “*Viksit Bharat”* initiative of GoI. This transformative era is supported by advancement in technology IoT (Internet of Things), AI (Artificial intelligence), robotics, and big data analytics, Cyber-physical systems (CPS). India is embracing the concept of smart manufacturing and integration of advanced technologies.

Indian government is taking various initiatives to promote smart manufacturing such as “Make in India”, “Digital India”, “National policy on Advanced Manufacturing”, “Atal Innovation Mission (AIM)”, manufacturing zones and smart cities. One of the initiatives called “SAMARTH Udyog” is focused on creating an ecosystem for the propagation of Industry 4.0 technologies across Indian manufacturing by FY2025. The Centre for the Fourth Industrial Revolution, established in FY2018, serves as a hub for developing and implementing these technologies. This technological shift ensures increased efficiency, cost reduction, quality improvement, flexibility, waste reduction, further contributing to environmental sustainability and enhanced competitiveness for the Indian manufactures.

With these technological advancements, global corporations are considering India as an attractive manufacturing destination. Many global players have already started to diversify their supply chain into the Indian manufacturing landscape.

- BASF expanded its e-coating manufacturing division in India due to its increased demand from the global and Indian automotive manufactures.

- Lubrizol Corporation, a global leader in specialty chemicals, has planned to set up the largest manufacturing facility in India, second largest globally. The latest land acquisition in Aurangabad marks the company's efforts to accelerate further growth.

- Apple's diversification away from China has been a great opportunity for scaling up in India, especially for its smartphone market. Apple started setting up their manufacturing hubs in India after Indian government promoted "Make in India" initiative which requires 30% of products sold by foreign companies to be manufactured or produced within the country. In FY2023, Apple manufactured ~14% of its i-phones in India, of which 70% were exported. Apple's exports from India have surpassed Samsung's, thereby becoming the largest smartphone exporter in India.

- Boeing's business strategy aligned with India's "Make in India", "Atmanirbhar Bharat" and "Skill in India" initiatives through investments in manufacturing, co-production, co-development, skill development, and innovation. Boeing has an established partnership with Air India and the Tata Group. In FY2023, Boeing made a deal with Air India to supply India's largest airline 220 aircraft valued at approximately US$34 billion, making it the biggest purchase in the history of civil aviation. Boeing's move indicated the acceleration of manufacturing in India and the expansion of Indian supply chain, boosting local production. Currently, Boeing's sourcing from India stands at US$1 billion a year from a network of more than 300 suppliers and employs over 6000 people in India. Furthermore, Boeing is also investing in Global Support Centre and Boeing India Logistics Centre in order to reach out to their customers more efficiently.

- Nokia has invested over Rs. 1000 crore in India. Nokia's Chennai factory has been manufacturing telecom products (5G/4G equipment) with over 50% as exports. It was the first Indian factory to start the 5G New Radio production (FY2018), thereby aligning with the "Make in India" program. Nokia is willing to localise more of its operations, identifying the need to move up the value chain in India. It is prioritizing to design telecom network infrastructure equipment in Chennai's facility, thereby shifting a large part of its global design capacity to India.

Few other factors that help India become an attractive destination for global manufacturing investments are:

- Sectoral policies and reforms: Indian government offers attractive industrial policies and measures such as Make in India, PLI scheme, export linked initiatives, enhanced investment in infrastructure, digitalization of economy, adoption of cleaner routes such as renewable energy, green hydrogen etc. and liberal FDI and foreign trade regimes, to name a few.

- Enhanced ease of doing business: As per World Bank's Doing Business Report (DBR), FY2020, India ranked 63rd in Ease of Doing Business (EoDB). India's rank improved from 142nd in FY2014 to 63rd in FY2019, registering a jump of 79 ranks in a span of 5 years. This was driven by improvements in infrastructure, digitization and simplification of procedures. Indian government's progressive policies like PM Gati Shakti, National Logistics Policy, Unified Logistics Interface Platform, reduction in corporate taxes for different business units, Business Reforms Action Plan (BRAP) and special courts for resolving disputes faster thereby helping to increase economic growth.

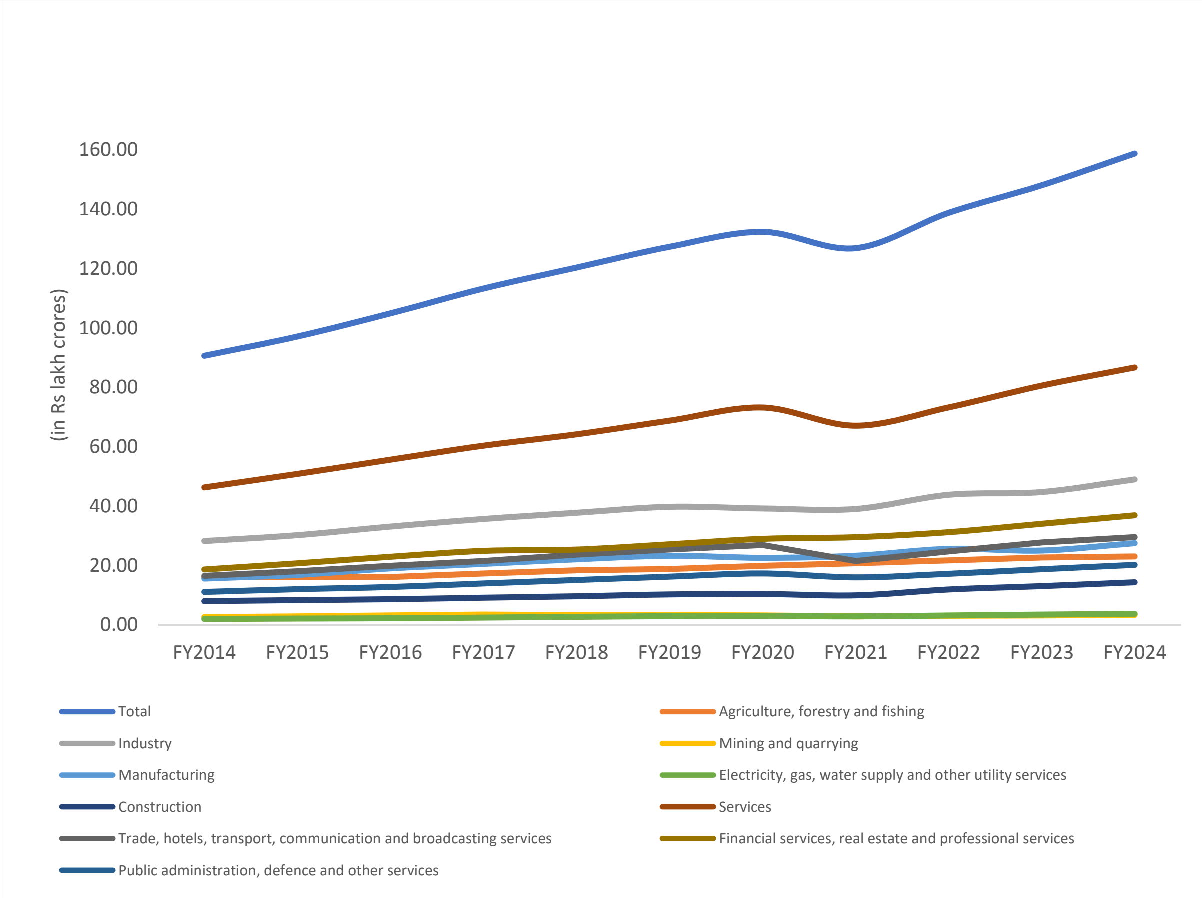
- Cheap labour and material cost makes India's manufacturing sector more attractive. Additionally, India also has a growing working population with a median age of 28 years, which is 11 years lower than China.

- India has good partnerships with different countries across the world. India-Australia Economic Cooperation and Trade agreement, India–UAE Comprehensive Economic Partnership Agreement (CEPA) are some of the recent Free Trade Agreements (FTAs) boosting international trade.

- Indian government prioritized the improvement of 5 sectors- roads, urban and housing, railways, power and irrigation, thereby undertaking projects worth US$ 1800 billion. India is expecting to increase manufacturing sector's current contribution of 17% in nation's GDP to 25% by FY2025.

2.11 Sectoral growth trend:

Chart 12: Gross Value Added at Constant Basic Prices: By Economic Activity: Base Year 2011-12



Source: RBI, ICRA Analytics

Gross Value Added (GVA) at constant prices for the services sector is Rs. 86.7 lakh crore in FY2024. It accounts for 54.6% of the total India's GVA of Rs. 158.7 lakh Cr. In FY2024, the industry sector with a GVA of Rs. 49 lakh Cr contributed 30.87% to the total and Agriculture, forestry and fishing sector with a GVA of Rs. 23.1 lakh Cr contributed 14.5% to the total.

The share of agriculture sector has shown a growth of 1.4% in FY2024. On the other hand, the share of industry sector and services sector has grown by 9.5% and 7.6% respectively from FY2023 to FY2024. In the past decade, the service sector and industry sector has grown by 87% and 73% respectively.

The manufacturing sector contributes 17.3% to the total India's GVA. The growth in manufacturing sector has been 9.9% from FY2023 to FY2024. The growth in manufacturing sector has been prominent in the past few years as India develops into a globally competitive manufacturing hub and attracting more manufacturing investments.

2.12 Impact of current geo-political situation with Russia and China on India's manufacturing sector:

India-Russia relationship development has played a crucial part in India's foreign policy. India has a steady strategic partnership with Russia involving cooperation in political, security, defence, trade and economy, science & technology and culture. In FY2024, the bilateral trade reached an all-time high of US$ 65.7 billion. The ongoing Russia-Ukraine war from the last two years, had a significant impact on Indian economy. It was accompanied by record high inflation resulting from the increased global crude oil prices. The war has also led to a decline in India's exports due to slowdown in global trade and demand.

However, India benefited from Russia by increasing the import of crude oil. Despite these challenges, India continued to maintain a stable relationship with Russia while growing at a faster rate as compared to other emerging economies. India showed resilience and continued to focus on its development driven by increased domestic demand. India is also working on increasing its exports to Russia through new models of cooperation.

India and China have a significant trade relationship, despite having persistent border tensions. China is one of the major trade partners of India, with a bilateral trade reaching US$118.4 billion in FY2024. Both the countries witnessed substantial growth in the current century, becoming strong emerging powers in Asia. India has been majorly dependent on China for various trade investments such as electrical and electronic goods, pharmaceuticals, organic chemical, plastic items.

Initially as a strategic move away from China after the deepened border tensions, India introduced trade restrictions on certain Chinese companies. However, presently both India and China are working together to get their trade relations back on track. India may ease restrictions on Chinese investment in non-sensitive sectors like solar panels and battery manufacturing. Thus, direct investments from China would help India boost its exports and keep India's growing trade deficit with China in check.

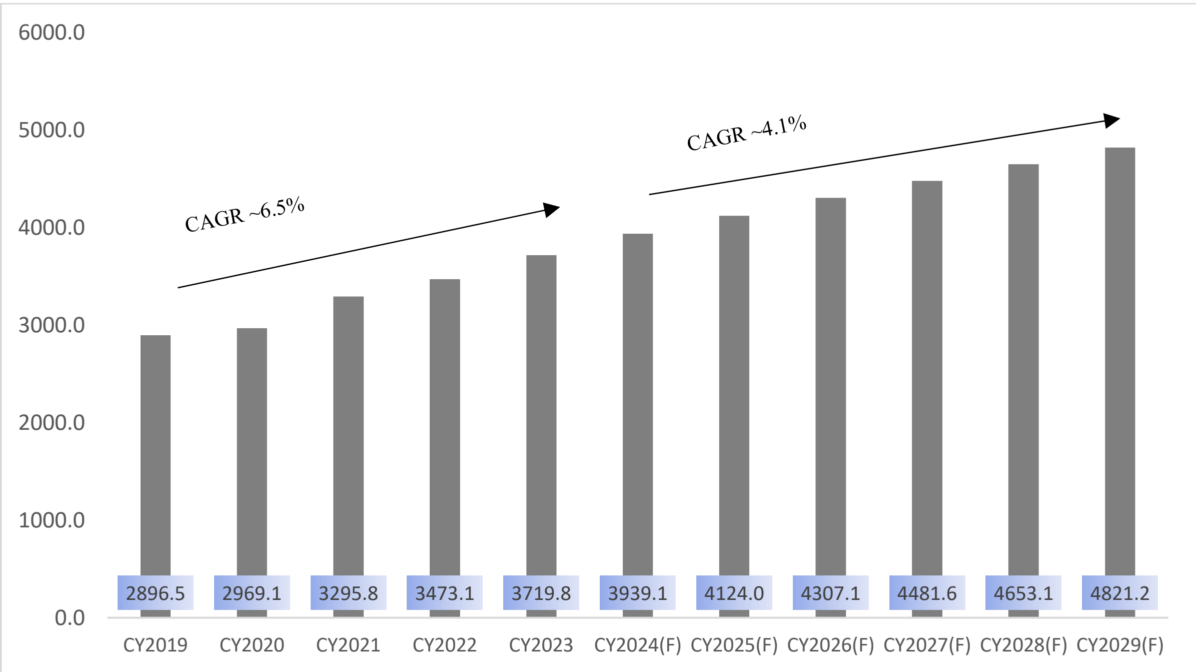
3. GLOBAL AGRICULTURE MARKET:

The establishment of healthy, sustainable, and inclusive food systems is essential for realizing global development objectives. Agriculture development serves as a potent mechanism to eradicate poverty, enhance shared prosperity, and provide sustenance for an anticipated population of 10 billion by the year 2050. The growth of the agriculture sector is two to four times more effective in increasing incomes for the poorest populations compared to growth in other sectors.

Furthermore, agriculture plays a vital role in economic advancement, contributing 4% to the global gross domestic product (GDP), and in certain least developed nations, it may represent over 25% of GDP.

The global agriculture market reached a production value of $ 3,720 billion in 2023, representing a CAGR of 6.5% during CY2019-CY2023. Going forward, global agriculture market is expected to reach a production value of $ 4,821 billion by CY2029, growing at a CAGR of 4.1% during CY2024-CY2029.

Chart13: Production value of the agriculture market (in $ billion)

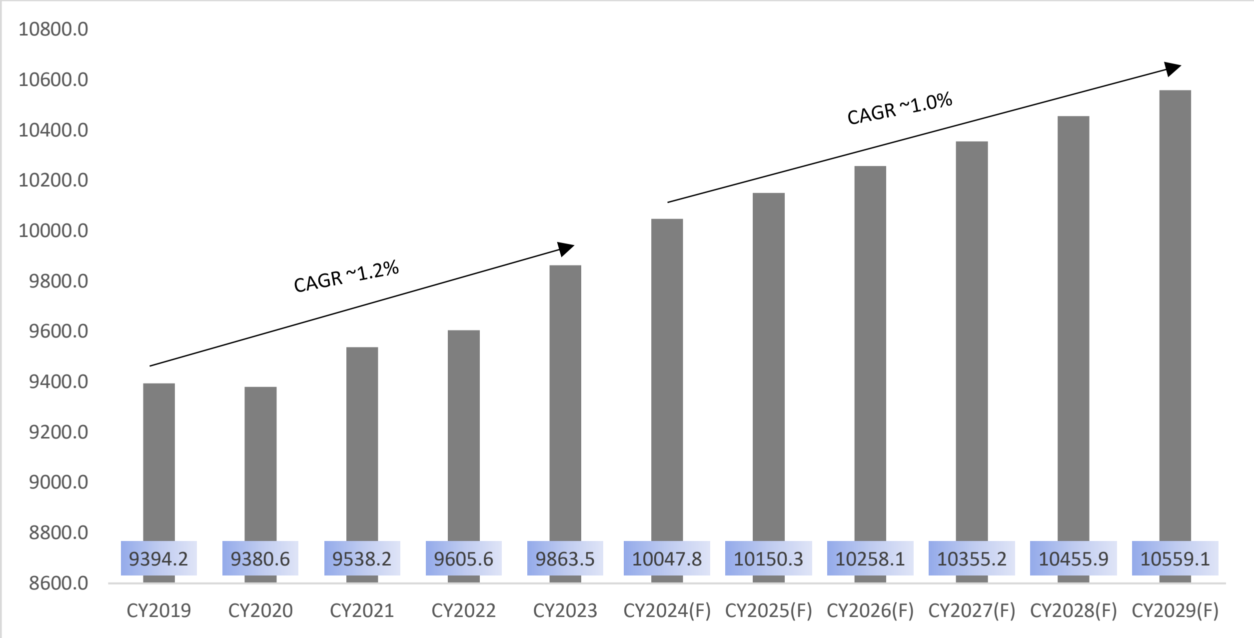


Source: FAO, IMARC group, ICRA Analytics

In terms of volume growth, the global agriculture market grew at a CAGR of 1.2% during CY2019-CY2023 to 9,863 million metric tons (MMT) in CY2023. Going forward, the market is expected to reach a production volume of 10,559 MMT by CY2029, exhibiting a CAGR of 1.0% during CY2024-CY2029.

Price realizations are rising with the volume growing at 1% and value at 4.1%. Key drivers include higher production costs (energy, labor, fertilizers), increased demand for premium products, and supply chain disruptions due to weather and geopolitical factors. These pressures result in higher prices despite limited volume growth. In addition, we used a time series forecasting methodology to project the market.

Chart14: Production volume of the agriculture market (in MMT)



Source: FAO, IMARC group, ICRA Analytics

3.1 Market drivers in the global agriculture market-

- **Global emphasis on food security:** The global emphasis on food security is driving growth in agriculture, with significant investments in sustainable and efficient food production methods to meet the needs of a projected ~10 billion plus people by 2050.

- **Organic farming:** The shift towards organic farming is significantly driving agriculture growth due to rising consumer demand for healthier and environmentally friendly products. The Organic Trade Association reported a 3.4% increase in organic food sales in the U.S. in 2023 compared to 2022. European countries like Germany and France are also experiencing growth in organic agriculture, supported by government policies and consumer demand for sustainable food options.

- **Technological advancements:** Technological advancements like IoT and AI in precision farming are revolutionizing agriculture, exemplified by AGCO Corporation's "FUSE" technology, which optimizes crop management and machinery operations. These innovations are transforming traditional farming practices, increasing productivity while reducing environmental impacts.

- **Government policies:** Government policies and subsidies play a crucial role in advancing agriculture development. The Common Agricultural Policy (CAP) of the European Union delivers essential financial assistance to farmers, enhancing both productivity and sustainability. Similarly, the U.S. Farm Bill provides crop insurance, conservation initiatives, and commodity support, which contribute to the financial security of farmers and encourage sustainable agriculture methods. Such policies are essential for sustaining a stable and productive agriculture industry.

- **Adapting to climate change:** Climate change adaptation is a key driver of agriculture innovation, focusing on resilient practices and technologies like drought-resistant crops and climate-smart agriculture. For eg, The International Rice Research Institute (IRRI) developed flood-tolerant rice varieties in Asia to help farmers maintain yields despite adverse climatic conditions. These adaptive measures are crucial for sustaining agriculture productivity in the face of climate challenges.

- **Rise of entrepreneurship in agriculture:** The rise of agribusinesses and agri-entrepreneurship, leveraging innovative technologies, is fuelling market growth and enhancing productivity. Companies in the U.S. are pioneering vertical farming, providing locally grown produce with minimal environmental impact. The adoption of sustainable practices, such as regenerative agriculture promoted by the "European Green Deal," aims to improve soil health and agriculture resilience. Additionally, advancements in agriculture biotechnology is one of the key driver. Genetic engineering is enabling the development of crops with enhanced traits, with better crop yields and disease resistance, driving modern agriculture forward.

Looking ahead, breakthroughs in gene editing technologies like CRISPR and blockchain integration for supply chain transparency are expected to drive the global agriculture market. Autonomous farming equipment, including driverless tractors and drones for crop monitoring, will revolutionize agriculture practices by enhancing efficiency and precision. Collectively, these advancements are steering the global agriculture market towards a more productive, sustainable, and resilient future.

3.2 Threats and challenges for the global agriculture sector:

The global agriculture market encounters numerous challenges that impede its development.

- **Climate change:** One of the primary concerns is climate change, which results in extreme weather phenomena and altered climatic patterns that significantly affect crop production. For example, recurrent droughts and floods can damage crops and affect overall productivity. Farmers in areas such as Sub-Saharan Africa face specific difficulties due to erratic rainfall, making it challenging to plan planting and harvesting activities. Likewise, in Australia, extended periods of drought have led to considerable losses in crop yields and decreased livestock production, underscoring the widespread impact of climate variability. These climate-induced disruptions can contribute to rising food prices and diminished food security, further complicating the dynamics of the global agriculture sector.

- **Cost concerns:** The high cost of advanced agriculture technologies is a significant barrier for smallholder farmers in developing regions like India and Vietnam. Precision farming equipment, such as sensors and data analytics, are expensive and limit productivity. Geopolitical tensions and trade restrictions disrupt international supply chains, increasing costs for producers and consumers. Trade disputes, particularly between major agriculture exporters and importers, can result in tariffs and trade barriers, further complicating the dynamics of global trade.

- **Degradation of natural resources:** The degradation of natural resources including soil erosion, nutrient depletion, and water scarcity, poses significant threats to sustainable agriculture. Intensive farming practices, such as monoculture and excessive use of chemical fertilizers, deteriorate soil health and fertility. In regions like California, overuse of groundwater for irrigation has drastically reduced water availability. Addressing these challenges requires investment in sustainable practices and resource management. While regenerative agriculture and conservation are essential, they face significant hurdles, impacting the global agriculture market and highlighting the need for strategic, long-term solutions.

3.3 Success factors in the global agriculture market:

- **Rapid advancements in technology:** These are reshaping agriculture methodologies. Innovations such as precision agriculture, intelligent irrigation systems, and sophisticated data analytics have transformed the way farmers utilize their resources, resulting in higher crop yields and improved efficiency. The introduction of agri-tech innovations, including drone surveillance and autonomous machinery, has further streamlined operations, lowering labour expenses and boosting productivity. Progress in genetic modification and CRISPR gene editing has facilitated the creation of crops that are more resistant to pests, diseases, and environmental challenges. Adding to this, investing in biotechnological research can enable companies to address critical agriculture issues and secure a competitive edge.

- **Sustainability:** This presents another significant opportunity, marked by a growing focus on environmentally friendly agriculture practices. Both consumers and regulatory authorities are advocating for sustainable approaches, including organic farming, regenerative agriculture, and integrated pest management. This transition not only addresses pressing environmental issues but also creates new market opportunities for sustainable goods. Enterprises that commit to these practices can appeal to environmentally conscious consumers while complying with rigorous regulatory requirements. The rapid increase in population and urbanization in areas such as Asia-Pacific, Latin America, and Africa is leading to a heightened demand for food and agriculture products. As these regions advanced their agriculture methodologies, there are promising prospects for investment and collaboration that can result in considerable returns.

- **Government policies and incentives**: These are crucial in promoting innovation and growth within the agriculture sector. Numerous governments are implementing programs that offer financial incentives, subsidies, and research grants aimed at supporting sustainable agriculture practices and the development of infrastructure. Organizations that collaborate with policymakers and utilize these incentives can more adeptly navigate regulatory environments and seize available opportunities. The critical issues surrounding global food security are prompting investments in technologies and practices that improve productivity and resilience. This scenario presents businesses with the chance to create solutions that tackle these challenges, including enhancements in storage and transportation systems, increases in crop yields, and reductions in food waste.

3.4 Global: Market breakup by country (size and % share for CY2023)

Table 4: Market size (production, in value terms) and percentage of top 5 countries in the agriculture sector

Country	CY2023 (in $ billion)	CY2023 (%)
China	1,425	38%
United States of America (USA)	264	7%

Country	CY2023 (in $ billion)	CY2023 (%)
Brazil	175	5%
India	148	4%
Others	1,709	46%
Total	3,720	100%

Source: FAO, IMARC group, ICRA Analytics

The total market size of the global agriculture market stands at $3720 billion. In terms of market size (in value terms) in the global agriculture market, China dominates the market with ~38% share followed by USA at ~7%, Brazil at ~5% and India taking the fourth position at ~4%.

3.5 Global export breakup by country (value & % share for CY2023)

Table 5: Export share of top 5 countries in the agriculture sector

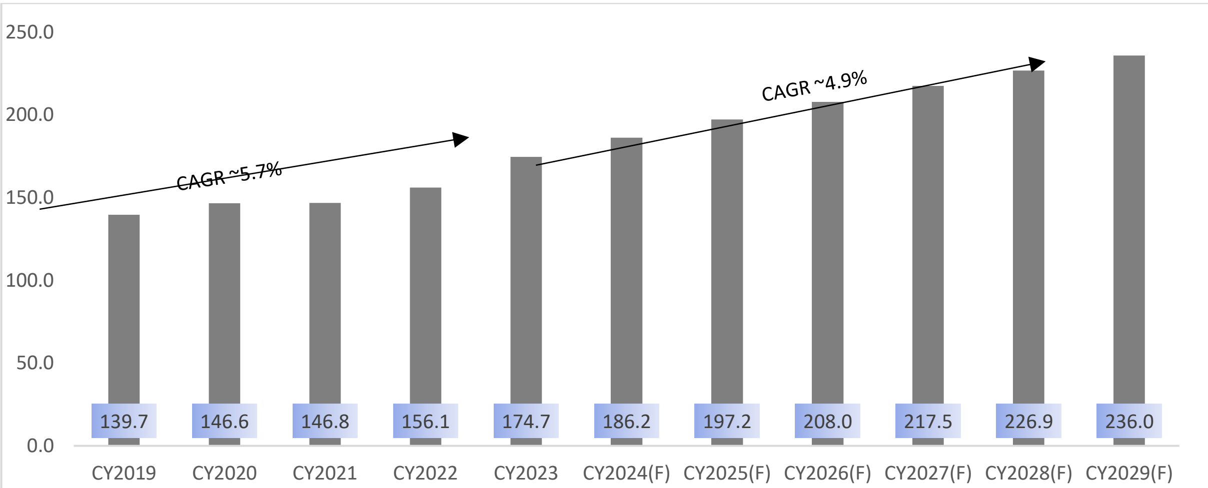
Country	CY2023 (in $ billion)	CY2023 (%)
United States of America (USA)	76,149	13.8%
Brazil	75,138	13.6%
China	37,850	6.9%
Canada	25,933	4.7%
Australia	20,029	3.6%

Source: FAO, USDA, ICRA Analytics

USA and Brazil together contribute about 27% to the global agriculture exports with relatively lower consuming population compared to China, which remains at third position with 6.9% share despite its dominant share in world agriculture production.

3.6 Brazil agriculture market

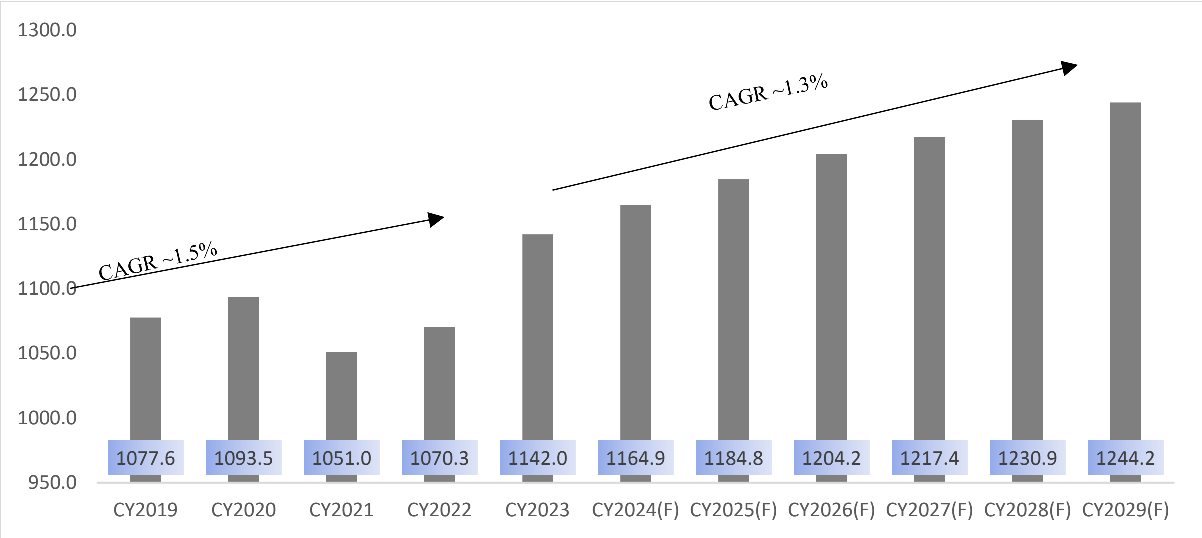
Chart 15: Production value of Brazil's agriculture market (in $ billion)



Source: FAO, IMARC group, ICRA Analytics

During CY2023, the agriculture market for Brazil reached a production value of $ 174.7 billion representing a CAGR of 5.7% during CY2019-CY2023. Going ahead, the agriculture market for Brazil is expected to reach a production value of $ 236 billion by CY2029, exhibiting a CAGR of 4.9% during CY2024-CY2029.

Chart 16: Production volume of Brazil's agriculture market (in MMT)



Source: FAO, IMARC group, ICRA Analytics

In terms of volume, the agriculture market for Brazil reached a production volume of 1,142 MMT in CY2023, exhibiting a CAGR of 1.5% during CY2019-CY2023. Going forward, the agriculture market for Brazil is expected to reach a production volume of 1,244 MMT by CY2029 exhibiting a CAGR of 1.3% during 2024-2029.

3.6.1 Market drivers:

- Brazil's agriculture output market benefits from extensive fertile land and a favorable climate, enabling the efficient cultivation of high-yield crops like soybeans, corn, sugarcane, and coffee, supporting both domestic consumption and a strong export market.
- The adoption of advanced agriculture technologies, such as precision farming tools, GPS systems, drones, and biotechnology, boosts productivity and reduces costs.
- Government initiatives, including subsidies, favorable loans, and research by entities like Embrapa, further drive agriculture growth.
- Brazil's position as a major ethanol producer aligns with the global shift toward renewable energy, enhancing its competitive edge and promoting sustainable practices.

3.6.2 Technological advancement in Brazil's agriculture sector:

The Brazilian agriculture sector is witnessing significant progress due to the integration of various advanced technologies mentioned as follows:

- The use of agriculture drones and remote sensing technologies is increasingly popular in Brazil, providing farmers with advanced tools for crop monitoring and management. Drones equipped with high-resolution sensors offer real-time insights into crop health, growth patterns, and potential problem areas. This technology supports timely, targeted interventions, reducing crop losses and enhancing overall productivity. Additionally, integrating drone technology with data analytics platforms further refines management practices, increasing the precision and effectiveness of agriculture operations.
- Precision agriculture is transforming Brazilian farming by utilizing advanced technologies to optimize crop management and resource use. This technique involves tools like GPS-guided machinery, drones, and remote sensing to collect detailed data on soil conditions, crop health, and environmental factors. For example, Solinftec, a Brazilian company, uses an advanced precision agriculture system with autonomous tractors, drones, and data analytics platforms. Their technology offers high-resolution data on soil moisture, nutrient levels, and crop health, enabling precise fertilizer and pesticide applications. This approach improves input efficiency, significantly increases crop yields, and reduces operational costs. Additionally, it supports sustainable farming practices by minimizing resource waste and environmental impact.
- Biotechnology is crucial in Brazil's agriculture progress, particularly through developing genetically modified (GM) crops. Brazilian research institutions and biotech firms are at the forefront of creating crops resistant to pests, diseases,

and harsh environmental conditions. A notable example is the extensive use of Bt cotton, a genetically engineered variety that reduces the need for chemical insecticides. This innovation has led to higher crop yields and lower production costs.

- Data analytics and farm management software are becoming integral to Brazilian agriculture, aiding farmers in making informed decisions and enhancing operational efficiency. Technologies like Agrotools and FieldView analyze data from weather conditions, soil metrics, and crop performance to provide actionable insights. These platforms streamline agriculture processes, improve resource management, and increase crop yields. The integration of data analytics with farm management systems fosters sophisticated, data-driven approaches to agriculture, driving continuous improvements in farm productivity.

- Smart irrigation systems in Brazil are advancing rapidly due to recent technological innovations. The SWAMP (Smart Water Management Platform) project, a collaboration between Brazilian institutions and the European Union, exemplifies these developments. This initiative uses IoT-based sensors and data analytics to optimize water usage in agriculture.

3.6.3 Climate Factors impacting Agriculture

- Climate change is the driving force behind more frequent and extreme weather events, including severe droughts, floods, and chronic heatwaves, which disrupt crop production and agriculture schedules. These severe weather patterns impact the crop yield negatively and can lead to reduced yields or even crop failure. India’s Ministry of Agriculture & Farmers Welfare predicts a reduction in wheat yields by ~19.3% and ~40% by FY2050 and FY2080 respectively as a result of climate factors with significant spatial and temporal variations. Another example is the Australian bush fires which were intensified by prolonged drought and elevated temperatures in CY2019-20. This devastated around 24.3 million hectares of farmland and severely affected crop yields and livestock. France’s winter drought resulted in 32 consecutive days without rainfall in early 2023. All these highlight the impact of extreme weather on agriculture productivity and food security globally.

- Global water scarcity is a major challenge for the agriculture sector. Changes in weather patterns and erratic monsoons have increased the challenges faced due to water stress. This water stress impacts irrigation practices, which in turn results in lower crop yield while increasing operational costs. A prime example of this is the Colorado River Basin in the USA which is seeing lower yields and higher operational costs by way of expensive water-saving technologies and cutting back on yield areas, as the area faces prolonged droughts. As per United Nation’s (UN) estimates, by CY2025 around 1.8 billion people will be settled in locations experiencing absolute water scarcity, thus intensifying this global challenge and putting increased pressure on the global agriculture production.

- The rise in global temperatures have led to growth in agriculture pests and diseases. This poses as a significant risk to crop health, yield and productivity. As per the Food and Agriculture Organization, invasive pests cost around $70 billion annually to the global economy, due to crop loss, lesser yields and increased use of pesticides. For example, pests like Fall Armyworm have resulted in up to 60% yield losses in parts of Africa. All these highlight the growing need to safeguard crops and ensure sustainability in the agriculture sector to ensure food security globally.

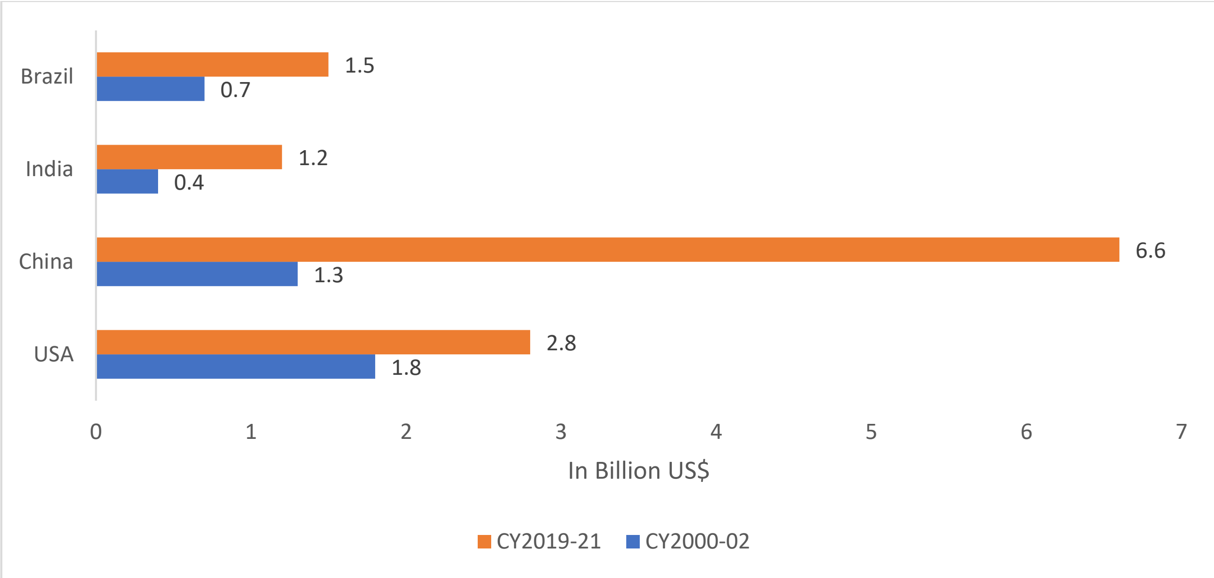
- Climate change has various effects, one of them being soil degradation. Due to the process of erosion, nutrient depletion and salinization, soil degradation can lead to lower soil fertility and agriculture productivity. For example, increased rainfall coupled with deforestation has resulted in severe soil erosion in Ethiopia, potentially reducing yields in certain regions by up to 50% from rain-fed agriculture. The Food and Agriculture Organization (FAO) estimates ~33% of global agriculture land to be already degraded and further projects ~90% to face degradation by CY2050. Effective soil conservation practices and sustainable land management is required to combat these challenges.

- Rising temperatures and shifting weather patterns have resulted in altered suitability of agriculture zones. This requires significant adjustments in agriculture practices and infrastructure in the crop zones. For example, coffee plantations needed to be relocated to higher altitudes due to increasing temperatures in tropical zones such as Brazil. These shifts reflect the broader impact of climate change on crop viability, affecting local economies and food security negatively.

- A major by-product of climate change is the rise in sea level, which is increasingly encroaching on coastal regions. This has major ecological implications and can also jeopardize agriculture global processes. Saltwater intrusion into arable lands in coastal areas leads to the soil yielding less crops or even turning infertile. Bangladesh’s rice and shrimp farming has been negatively affected significantly due to saltwater intrusion, resulting in loss of local livelihoods and risk food security. If current emission trends continue, the global sea levels can witness a rise by up to 1.1 meters by CY2100, as per The Intergovernmental Panel on Climate Change’s (IPCC) Sixth Assessment Report forecasts. Vietnam’s coastal regions are facing reduced agriculture yield due to saltwater intrusion, showcasing the consequences farming communities face in low lying areas.

3.7 Spendings by different regions on Agriculture Research and Development (R&D)

Chart 17: Agriculture Knowledge and Innovation Systems spendings (In $ billion)



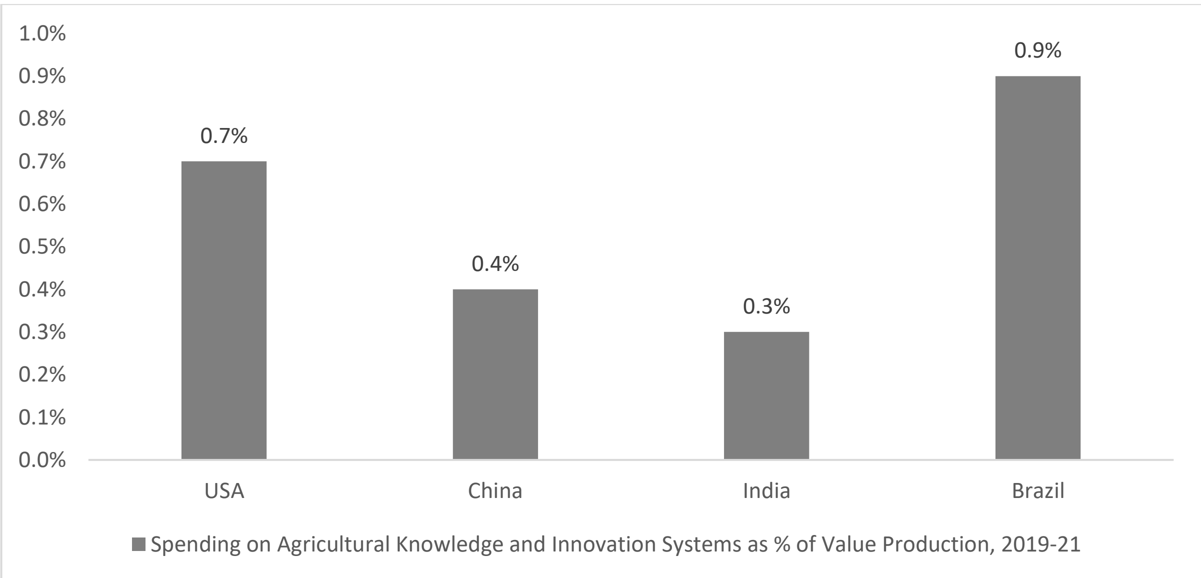
Source: OECD (2022), IMARC group, ICRA Analytics

Over the last two decades, USA witnessed an increase in spending on agriculture R&D from $1.8 billion to $2.8 billion per year, while India saw a rise from $400 million to $1.2 billion. Brazil's spending rose from $700 million to $1.5 billion. Meanwhile China saw the biggest impact, increasing almost five times from $1.3 billion to $6.6 billion annually, which is more than the cumulative spending of USA, India and Brazil.

As per data from the OECD, between CY2000-CY2002 and CY2019-CY2021, annual average spending on Agriculture Knowledge and Innovation Systems (the term used by OECD for R&D) increased by approximately $1 billion in USA, India, and Brazil (measured in nominal dollars). These investments include a wide range of activities like budgetary financing for R&D of agriculture and data dissemination, irrespective of public or private institutions or the nature and purpose of research. It also covers agriculture vocational schools, high-level education programs, training for farmers, data collection networks and information dissemination related to agriculture production and marketing.

3.8 Public R&D Spending and Agriculture Production

Chart 18: Spending on Agriculture Knowledge and Innovation Systems as % of Value Production, CY2019-CY2021



Source: OECD (2022), IMARC group, ICRA Analytics

Public R&D Spending and Agriculture Production as a % of agriculture production value were highest for Brazil at 0.9%, followed by 0.7% for USA, 0.4% in China and lastly 0.3% for India. Countries which showcase higher R&D spending have shown significant advancements in crop yields, pest control and sustainable farming practices. Such increased public investment can also help in development of new technologies, enhanced resilience against climate change and better resource management, while ensuring food security, economic growth and farmer's welfare.

3.9 Cropping cycles and classification of crops

India's two major cropping seasons are Kharif and Rabi.

Kharif crops are sown at the onset of the monsoons and harvested at the end of the rainy season, aligning with the Indian subcontinent's southwest monsoon. The word is derived from the Arabic word meaning "Autumn", due to their harvesting time coinciding with the season (around September or October). These crops are also known as monsoon crops as they thrive in the rainy season with abundance of water, in hot and humid climates. These crops are heavily reliant on the monsoons. The amount and timing of rain often becomes crucial in the successful growth of the crops. The Kharif cropping cycle varies in different regions, as per the arrival of the monsoon winds. Some common kharif crops are rice, bajra, groundnut, cotton, pulses, maize, and various oilseeds.

Rabi crops on the other hand are sown in winter and harvested in spring. These types of crops depend on the residual moisture in the soil left after the monsoons and the cooler winter climate. These are also known as winter crops. Rabi crops require less water supply and can typically be grown with irrigation process. Examples of Rabi crops are wheat, mustard, barley, green peas, sunflower, coriander, and cumin.

Table 6: Classification of Crops

Parameters	Kharif Crops	Rabi Crops
Season	Sowing period is from early summer to mid-summer, usually from mid-May aligning with the onset of monsoons	Sowing period is in winter, typically from October to December when the temperatures are comparatively cooler
Temperature	Grown in warm temperatures	Grown in cool temperatures
Water Requirements	Requires high levels of water, often needs to be submerged for optimal growth	Do not require much water supply as water requirements are low
Crops Duration	Harvesting duration is short, allowing potential for two harvests per year	Longer crop growth cycle resulting in usually one harvest per year
Examples	Maize, Cotton, Rice, Jowar, Groundnut	Barley, Peas, Wheat, Oilseeds, Gram

4. DOMESTIC AGRICULTURE MARKET OVERVIEW:

India's agriculture market output plays a key role in the county's economy, providing food security while also contributing significantly to India's GDP (approximately ~17.7% in overall GVA at current prices during FY2024). Recent developments in agriculture practices, improved technology, rise in investments coupled with favourable government policies have led to robust growth in the sector. Crops like rice, wheat, sugarcane, and cotton dominate the agriculture landscape forming the cornerstone of India's agriculture output.

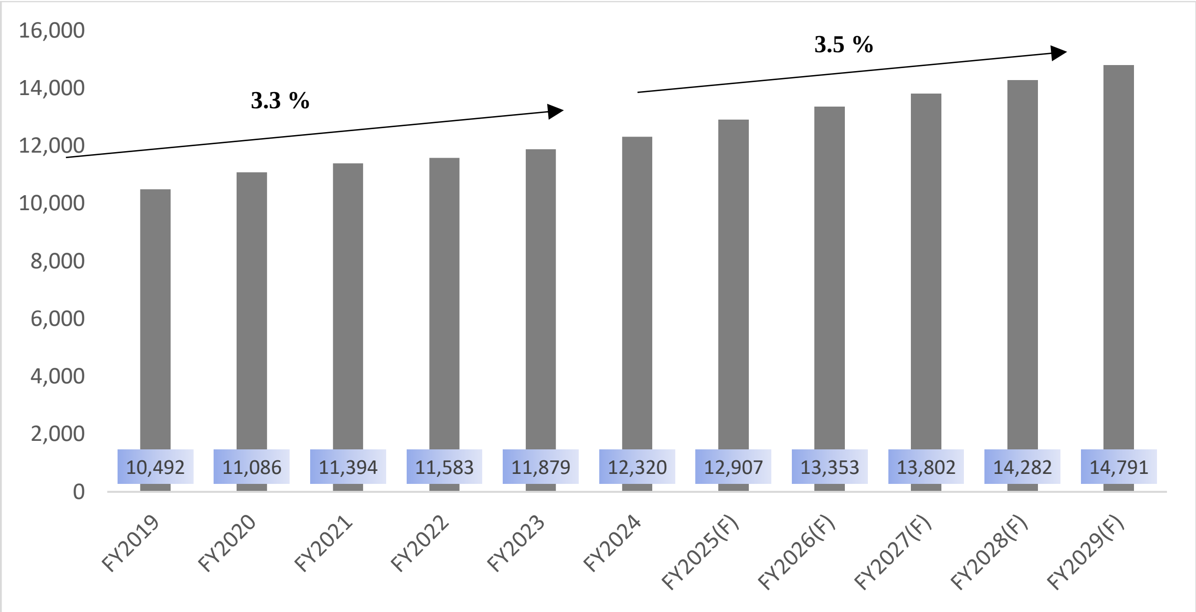
High yielding crop varieties, modern irrigation techniques, and mechanization of farming process have contributed to increased productivity. This has helped stabilize agriculture output and food production. It has also contributed to development and welfare of millions of farmers all over the country. The government has implemented various schemes like the Pradhan Mantri Fasal Bima Yojana, offering crop insurance, electronic National Agriculture Market (e-NAM) which provides a unified online market to the farmers, Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) which helps in physical access of water to farm and increase cultivable land to name a few. But despite these tailwinds, the agriculture sector faces various challenges. Climate change is one of the biggest hurdles resulting in changes in weather patterns and erratic monsoon rains. These disruptions and adverse climatic conditions result in lower crop yield or in extreme cases, crop failure. Water scarcity remains another major challenge for India, especially for regions which are reliant on the monsoons for irrigation and farming. Fragmented land holdings too hinder economies of scale and mechanization of the farming process.

To combat these challenges, there is an emphasis on sustainable agriculture production, along with integration of digital technology into farming. Precision farming, using real time data and utilizing data and technology for optimum crop yield is slowing changing the traditional agriculture landscape, as they help farmers make informed decisions, enhancing productivity and resilience.

4.1 Market Performance of the Indian agriculture market:

The Indian agriculture market has reached an estimated value of Rs. 12,320 billion in FY2024, in terms of gross value added (GVA). Indian agriculture market includes GVA for food grains, sugarcane, nine oilseeds, cotton, and jute. The growth is recorded at a CAGR of 3.3% during FY 2019-FY2024. The Indian agriculture market is projected to reach a value of Rs. 14,791 billion by FY2029 in terms of GVA, growing at expected CAGR of 3.5% during FY2025-FY2029.

Chart 19: India: Agriculture Market: Value (Rs. In Billion) FY2019-FY2024

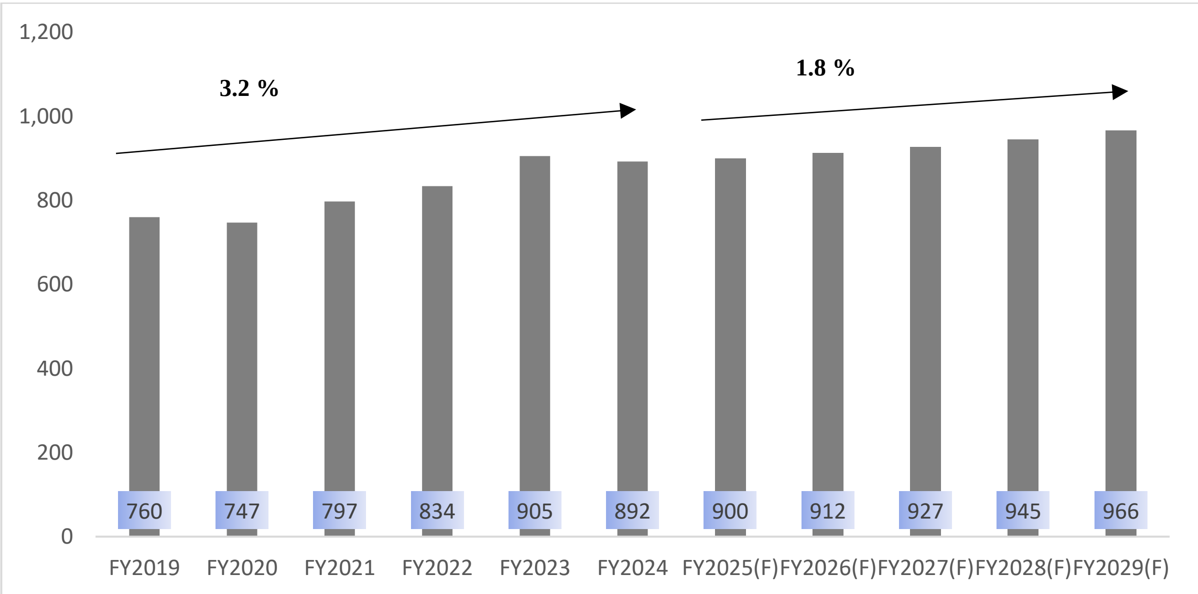


Source: Department of Agriculture and Farmers Welfare, IMARC Group, ICRA Analytics

The Indian agriculture market has reached an estimated production volume of 892 million tons in FY2024, growing at CAGR of 3.2% during FY2019-FY2024. The projected volume is expected at 966 million tons by FY2029, growing at CAGR of 1.8% during FY2025-FY2029.

Price escalation include extreme weather events, which disrupt growing seasons and reduce yields, as well as lower reservoir levels that impact water availability for irrigation. Additionally, damaged crops from unpredictable weather patterns have adversely affected farm output, leading to higher food prices. These challenges increase production costs and create supply constraints, thereby impacting the overall market value within the sector.

Chart 20: India: Agriculture Market: Production volume (in MMT) FY2019-FY2024



Source: Department of Agriculture and Farmers Welfare, IMARC Group, ICRA Analytics

The market drivers boosting value and volume of growth in the agriculture sector include:

- **Increase in consumer demand-** Increasing population of India along with rising incomes have resulted in growing demand for diverse and quality food products, thus boosting production and adoption of advanced technologies.

- **Employment generation-** As per the Periodic Labour Force Survey (PLFS) conducted by Ministry of Statistics and Programme Implementation (MoSPI), ~46% of the total workforce of India was engaged in agriculture and allied sector during FY2023. This highlights the role of the sector in employment generation in India.

- **Economic contribution-** Share of GVA from agriculture and allied sectors is ~ 18.3% of the total economy at current prices, reflecting the significant role the segment plays in the economy.

- **Impact on supply chain-** The agriculture sector supports various key industries like consumer-packaged goods (CPG), retail, agrochemicals to name a dew.

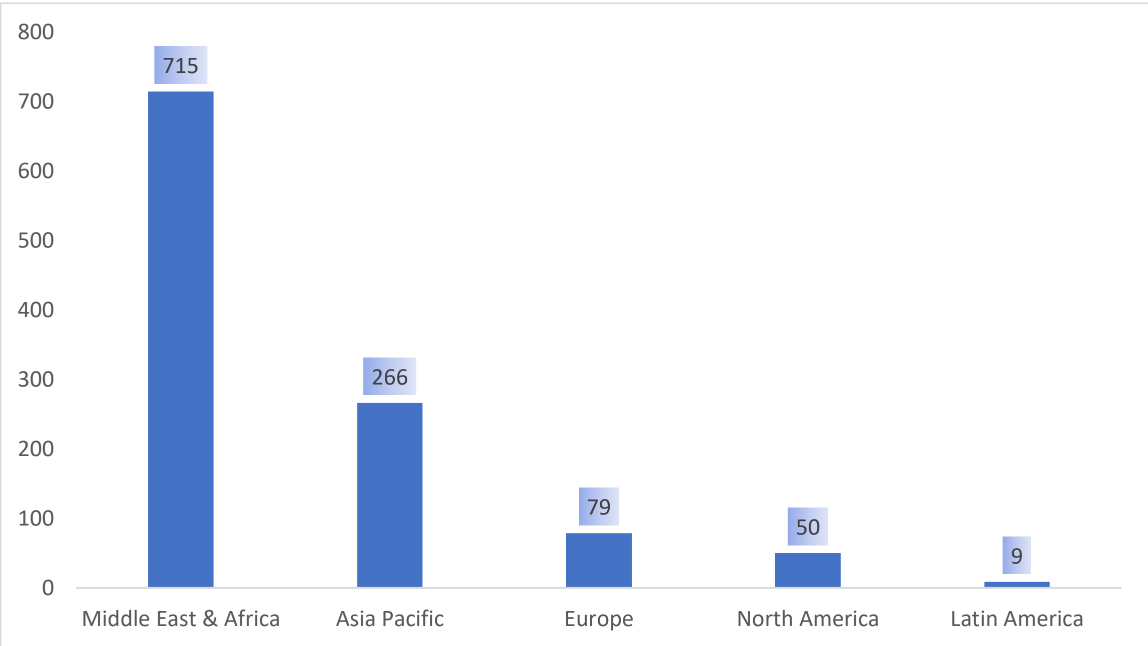
- **Development of rural regions-** Creation of employment and development of infrastructure adds to rural development. Agriculture development also leads to improved roads, schools, and healthcare facilities.

- **Export and trade-** India is a significant global exporter of rice, spices, and tea, which positively affects the foreign exchange earnings and improves the balance of trade of the nation.

4.2 India's export Market analysis:

In FY2023, the largest market for exported agriculture was Middle East & Africa. This accounted for 64% of the total exported agriculture output in terms of value. It was followed by Asia Pacific at 24%, followed by Europe at 7%, North America at 4% and lastly Latin America at 1%. The total agriculture exports stood at Rs 1,119 billion during FY2024.

Chart 21: India's Agriculture Export Market breakup by Region for FY2023 in Rs. billion (in value terms)



Source: UN Comtrade, IMARC Group, ICRA Analytics

4.3 Drivers, restraints and opportunities of the domestic agriculture:

4.3.1 Drivers:

- **Increase in Food demand-** The Indian food market is witnessing a radical shift in demand, due to urbanisation, shifts in gender composition in workforce, increasing consumption rate, demand for higher quality products etc. The rising population has increased the gap between demand and supply, driving the need for effective agriculture solutions. Furthermore, significant crop losses because of inadequate use of crop protection products are a major challenge. Agrochemicals play a key role in improving crop yield and prevention against pests and diseases. With the food demand projected to reach $1.2 trillion by FY2026, agrochemicals are essential in addressing food security challenges and driving growth in the sector.

- **Growing agriculture land-** India's total geographical area amounts to 328.7 million hectares(ha), with net sown area amounting to 139.3 million ha and gross cropped area being 197.3 million ha, reflecting a cropping intensity of 141.6%. Net sown area constitutes around 42% of the total geographical area. Furthermore, net irrigated area stands at 71.6 million ha, indicating that a significant portion of land has access to irrigation. This highlights the extent of cultivable land and the scope for further enhancement of productivity by way of improved land use and irrigation practices in India.

- **Diversification of crops-** Crop diversification has boosted India's crop production by enhancing production efficiency, increasing market resilience and overall broadening the range of crops produced in the country. This helps farmers to mitigate risks related to environmental uncertainties and market fluctuations. Various government initiatives (like Technology Mission on Oilseeds) have incentivized profitable crops to reduce reliance on imports and boost domestic production. Additionally, the diversification process also enables better climate and soil management, increases export opportunities, stabilizes agriculture production and ultimately helps drive the profitability of the agriculture sector.

- **Large workforce-** As per the PLFS conducted by MoSPI, ~ 46% of the total Indian workforce was engaged in agriculture and allied sectors in FY2023. It highlights the impact the sectors have on job creation and stabilization in India. To further develop the sectors, GoI has set up 10,000 Farmer Producer Organizations (FPOs) to boost farmer incomes and set up *713* Krishi Vigyan Kendra and 684 agriculture technology Management Agencies for training and propagation of modern technologies to farmers. These schemes and initiatives are expected to boost development and workforce strength in the agriculture segment.

- **Increased government initiatives-** Government's focus on the agriculture sector has enabled it to develop significantly in recent years. Various schemes and policies have been introduced like PMFBY, Minimum Support Price (MSP) which ensures fair pricing for farmers and a stable income for them, Pradhan Mantri Kisan Samman Nidhi (PM-KISAN), which provide direct income support to farmers, PMKSY etc. These initiatives and policies have been designed to enhance productivity, support the farmers and boost overall sectoral performance.

4.3.2 Threats and Challenges:

- **Fragmented land holdings-** Fragmented land holdings act as a major barrier to agriculture efficiency and modernization. As per the 10th Agriculture Census data, the average size of operational holdings has witnessed a steady decline from 2.28 ha in FY1971 to 1.84 hectares in FY1981, to further decrease to 1.41 ha in FY1996 to ultimately reaching 1.08 ha in FY2016. This trend of steady fragmentation hinders the use of modern farming practices and reduces overall productivity and is projected to further increase in near future due to increased population and rise in food production demands.

- **Inefficient marketing and storage facilities-** Farmers in India face difficulties in agriculture marketing because of high transportation costs, price fluctuations, inadequate market infrastructure and exploitation by local traders and middlemen. Lack of proper storage areas in rural regions further aggravates the problem, resulting in substantial post-harvest losses.

- **Improper access to crop insurance-** Indian farmers face challenges like lack of awareness, inadequate coverage, and delays in claim settlements with respect to crop insurance schemes available to them. These issues they face often undermines the effectiveness of the policies meant to protect them from crop losses and financial instability.

- **Climate change-** One major impact of climate change is change in weather patterns and severe natural disasters like extreme droughts, floods, storms etc, leading to decreased soil fertility, crop yields, and livestock production. Rise in heat stress on crops, water scarcity and stress and increased cost for pest and disease management can further reduce productivity and income.

- **Lack of proper training and extension facilities-** The extension facilities in the agriculture sector are unevenly distributed, leading to many farmers not being able to access training and up-to-date farming practices. This leads to lower crop yields, higher risk of pests and diseases, lack of knowledge regarding financial assistance, ultimately reducing their productivity and income.

4.3.3 Opportunities:

- **Infrastructural investments-** India has significant potential for investments in rural infrastructure like irrigation facilities, improved storage and warehousing, transportation networks etc. These are in place to reduce post-harvest losses and improve efficiency.

- **Technological advancement-** Agriculture technology's rapid advancement can be partly attributed to the symbiotic ecosystem comprising of digital technologies, innovative start-ups and contributions from large technology companies. Core players in the value chain are adopting digital tools to enhance their services and reach.

- Farmer supplies providers are increasingly leveraging modern technology to establish direct-to-farmer sales channels. These helps circumvent traditional middlemen and retailers.

- Both bank and non-bank financial institutions are leveraging technology to customize their offerings to farmers' specific needs while also mitigating loan risks. State Bank of India (SBI) has developed the YONO Krishi app addressing farmers' finance, input, and advisory needs.

- In farm equipment segment, companies like Mahindra are innovating by providing mechanization as a service like tractor rentals. This makes advanced machinery more accessible to farmers.

- Companies which are involved in procurement, processing, and selling agriculture products have started integrating backward into the supply chain, thus creating better market linkages for farmers. Through its e-Choupal network, ITC has helped expand its direct-from-farm procurement.

- MoooFarm, a Gurugram-based start-up, along with Microsoft helped tackle mastitis using machine learning (ML) and help farmers save US$500 million per year. Agritech players' collaboration with large companies help develop innovative solutions for farming while favouring market growth.

- **Development of agriculture in underdeveloped areas-** Rising demand for agriculture has expanded the scope for agriculture activities in regions historically considered agriculturally underdeveloped. In places where irrigation and resources are scarce, dryland farming techniques have been implemented to improve yields and productivity. Other allied activities like horticulture, floriculture, animal husbandry, and fisheries have also seen a boost in these regions, creating new economic opportunities and enhancing local livelihoods. Additionally, introduction of modern agriculture technologies and practices in these regions have slowly transformed them into more productive and economically viable regions.

- **Market linkages and export promotion-** GoI has implemented various polices to improve market linkages and export, allowing better access to both domestic and international markets. This comprises of enhancing reach of the Agriculture Produce Market Committees (APMCs) and also increasing exports of high-value crops. The Agriculture Export Policy (AEP), 2018 was introduced, with the vision to harness export potential and position India as a global leader in agriculture.

4.4 Government Initiatives to Boost Agriculture in India:

The GoI has introduced several schemes to develop the agriculture sector. Some of the most notable ones are as follows:

- **PM-KISAN-** PM-KISAN, launched on 24th February 2019, is a central government scheme that provides income support to the farmers. Financial benefit of Rs. 6000/- is provided in 3 equal instalments in a year (every 4 months), under the scheme, directly into the farmers or their family's accounts through the Direct Benefit Transfer (DBT) mode.

- **Pradhan Mantri Kisan Maan Dhan Yojana (PM-KMY)-** PM-KMY, launched on 12th September 2019, is a central government scheme, which aims to provide security to vulnerable farmer families. It is a contributary scheme where the farmers can opt to be a part of the scheme by paying a small contribution to a pension fund, which is matched by the central government.

- **PMFBY-** PMFBY, launched in FY2017, is aimed at providing an affordable crop insurance product which provides comprehensive risk cover to farmers against all non-preventable natural risks (pre-sowing to post-harvest). It also provides adequate claim amounts to the farmers. The scheme is available to all farmers and since FY2017, a total of 5549 lakh farmer applications have been insured and Rs 150589 crore paid as a claim under this scheme.

- **Formation & Promotion of new 10,000 FPOs-** The Central Sector Scheme (CSS) was launched in FY2021by the GoI for "Formation and Promotion of 10,000 FPOs", with a total budgetary outlay of Rs.6865 crore. Formation and promotion of FPOs is to be done through Implementing Agencies (IAs) which further engage Cluster Based Business Organizations (CBBOs). These aim to provide professional handholding support to the FPOs for 5 years.

- **Agriculture Infrastructure Fund (AIF)-** The AIF was launched under the Aatmanirbhar Bharat Package to bridge the existing infrastructure gaps and to mobilize investment in agriculture infrastructure. It is a medium to long term debt financing facility, used for investment in viable projects for community farming assets and post-harvest management infrastructure.

- **Rashtriya Krishi Vikas Yojana (RKVY)-** RKVY, launched as a flagship scheme of the Department of Agriculture & Farmers' Welfare (DA&FW) in FY2008, aims to incentivize States to innovate comprehensive agriculture development plans, while keeping factors like agroclimatic conditions, natural resources and technology in mind. The main focus is to ensure more inclusive and integrated development of agriculture and allied sectors. The scheme was restricted in FY2023 into the RKVY Cafeteria Scheme, integrating several existing schemes into its ambit, combining elements from:

- Soil Health Card (SHC)
- Rainfed Area Development (RAD)
- Per Drop More Crop (PDMC)
- Micro Irrigation Fund (MIF)
- Paramparagat Krishi Vikas Yojana (PKVY)
- Sub-Mission on Agriculture Mechanization (SMAM)
- Crop Residue Management
- Rashtriya Krishi Vikas Yojana - Detailed Project Report Based Schemes (RKVY-DPR)
- Agro-Forestry

- **Krishonnati Yojana:** The Krishonnati Yojana comprises 11 Schemes/Missions, which aim to develop the agriculture and allied sectors, to improve farmer incomes and enhance productivity and crop yields.
  - National Food Security Mission (NFSM)
  - Sub-Mission on Seed and Planting Material (SMSP)
  - National Mission on Edible Oils (NMEO)-Oil Palm
  - Mission for Integrated Development of Horticulture (MIDH)
  - Integrated Scheme for Agriculture Marketing (ISAM)
  - Mission Organic Value Chain Development for North Eastern Region
  - Sub-Mission on Agriculture Extension (SMAE)
  - Digital Agriculture

4.5 Government Initiatives to Boost Agriculture in India

The central government significantly influences the agriculture sector by implementing regulatory frameworks and diverse support mechanisms. In recent times, in addition to enhancing farm productivity, the government has prioritized the improvement of farmers' incomes. Recent reforms introduced for the agriculture sector encompass:

- **Amendments to the Essential Commodities Act (ECA)-**
  - Produce stock limits can only be imposed under exceptional circumstances such as national calamities or a famine.
  - Stock limit would not be applicable to other value-chain participants and processors.
  - Encouraging private investments in agriculture infrastructure and mitigate risk in agri-infrastructure.
  - ~146 million farmers can sell their produce to any person/organization anywhere in the country with a PAN card, as per new reforms.
  - Removal of state-wise restrictions for farmers where they could only sell their crops within the state mandis regulated by the APMCs previously.

- **The Farmers (Empowerment and Protection) Agreement on Price Assurance and Farm Services Ordinance, 2020-**
  - Provides farmers a legal basis to enter into contract farming practice.
  - Allows farmers to enter into written agreements with buyers, which might specify terms and conditions of quality, grade, time of supply price and extension service, for 1-5 year periods.
  - The produce's price should be a part of the agreement. The prevailing price in APMC shall be the benchmark in case of any additional amount over the agreed price.

4.6 Regulatory Framework for Domestic Agriculture Market:

- **Agricultural Produce Market Committee (APMC) Acts-** Agriculture markets are largely regulated under the state-specific APMC Act 2003 in India. The act designates specific geographical areas as market zones (which are supervised by state appointed Market Committees), where markets permitted by the government are allowed to carry out wholesale activities, creating a monopoly and restricting competition.

- **The Indian Contract Act, 1872-** Contract farming in India was initially regulated under the Indian Contract Act, 1872, which was later enhanced with the Model APMC Act 2003. This introduced specific provisions for contract farming like mandatory registration of sponsors and dispute resolution mechanisms. But despite its benefits, state governments were slow to promote contract farming due to resistance from commission agents. The Ministry of Agriculture introduced a draft Model Contract Farming Act, 2018, in February 2018, which provided a template for states to develop their own contract farming policies. In some states contract farming needs registration with the APMC, which records contractual agreements and handles disputes.

- **Essential Commodities Act, 1955-** The act regulates production, supply, and distribution of essential commodities to prevent hoarding and black marketing. This includes foodgrains, edible oilseeds and oils to name a few. The act was later modified by the Essential Commodities (Amendment) Act, 2020. The act is extremely significant in maintaining food safety and availability across the nation.

- **The Seed Act, 1966-** The act extends across India and aims to maintain and improve the quality of seeds sold and their production and supply to farmers. By amending the Seed Act, 1966 and Seed Rules, 1968, the bill seeks to enhance competition in the segment. Proposals like registration of seed varieties have been proposed under the act by the GoI, for which the seed industry has submitted observations and recommendations to the government, owing to certain drawbacks and aiming to amend the same.

4.7 Impact of Climate Change and Other Factors on Agriculture

- **Altered Rainfall Patterns:** Climate change has led to considerable changes in precipitation patterns, which have significantly affected agriculture in India, where farming is largely reliant on monsoon rains. The unpredictability of rainfall disrupts established cropping schedules, complicating the planning of sowing and harvesting for farmers. Alterations in rainfall patterns and rising temperatures may shorten the growth cycles of crops, thereby diminishing the yields of essential staples such as wheat and rice. Furthermore, variations in precipitation contribute to issues such as soil erosion, waterlogging, and increased soil salinity, which further undermine agriculture productivity. These disruptions raise serious concerns regarding food security, as a decline in agriculture output can lead to price volatility and potential food shortages, particularly in regions that are already vulnerable.

- **Severe Weather Conditions:** Events such as thunderstorms, cyclones, floods, cold waves, and heat waves present significant threats to agriculture. Thunderstorms and hail can directly damage crops, while cyclones and floods may cause waterlogging and soil erosion, severely compromising crop yields. Cold waves can hinder plant growth and lower yields, whereas heat waves can induce heat stress, adversely affecting both the quality and quantity of harvests. Research has indicated that fluctuations in rainfall and temperature resulting from these extreme weather events lead to considerable negative impacts on crop productivity.

- **Increasing Atmospheric Temperatures:** The phenomenon of climate change, primarily driven by global warming, results in a rise in average atmospheric temperatures, which in turn causes considerable alterations in the global climate system. Research in agronomy has shown that global warming adversely impacts agriculture productivity. The escalation of temperatures associated with global warming is anticipated to diminish the yields of conventional rainfed and irrigated cash crops, including jowar, bajra, pulses, sugarcane, onion, and maize.

- **Rise in sea level:** The phenomenon of rising sea levels poses considerable challenges to agriculture and food security, especially in coastal areas. The increase in salinity and the occurrence of flooding associated with elevated sea levels can result in the deterioration of arable land, thereby diminishing crop yields and jeopardizing the supply of freshwater necessary for irrigation. This situation not only endangers food production but also threatens the livelihoods of individuals reliant on agriculture activities. Furthermore, the rise in sea levels intensifies coastal erosion, leading to the loss of valuable farmland and endangering coastal communities. As sea levels continue to rise, saline water may infiltrate freshwater sources, including rivers and groundwater aquifers, compromising the quality and accessibility of these essential resources. This intrusion has repercussions not only for agriculture practices but also for drinking water availability and local ecosystems.

4.8 Importance of having a strong R&D set up in agriculture industry for key domestic players

- **Addressing challenges and sustainability:** R&D plays a critical role in tackling major challenges such as climate change, water scarcity, and soil degradation. Through targeted research, domestic players can develop sustainable farming practices and technologies that mitigate these issues. Innovations from R&D can lead to solutions that conserve water, enhance soil health, and adapt to changing climatic conditions. By integrating sustainable practices, R&D supports long-term agriculture viability, ensuring that farming remains productive and resilient in the face of environmental challenges while contributing to overall ecological balance.

- **Enhancing competitiveness and growth:** A robust R&D framework boosts competitiveness and drives growth by attracting multinational corporations (MNCs) interested in leveraging India’s skilled workforce and cost advantages. A well-established R&D setup stimulates local economies by fostering job creation and supporting related industries. Increased public investment in agriculture R&D demonstrates a commitment to fostering innovation and development within the sector. This investment not only aids the growth of domestic players but also positions the industry as a global leader in agriculture advancements, attracting further investment and promoting economic development.

- **Innovation and productivity:** A strong R&D setup is essential for fostering innovation and enhancing productivity in agriculture. By investing in research and development, domestic players can develop new technologies, crop varieties, and farming practices that significantly improve agriculture efficiency and output. This enables companies to remain competitive in both domestic and international markets by adopting cutting-edge solutions and refining farming methods. Effective R&D efforts lead to advancements that optimize crop yields, lower production costs, and address emerging agriculture challenges, thereby strengthening the industry’s capacity to meet increasing food demands.

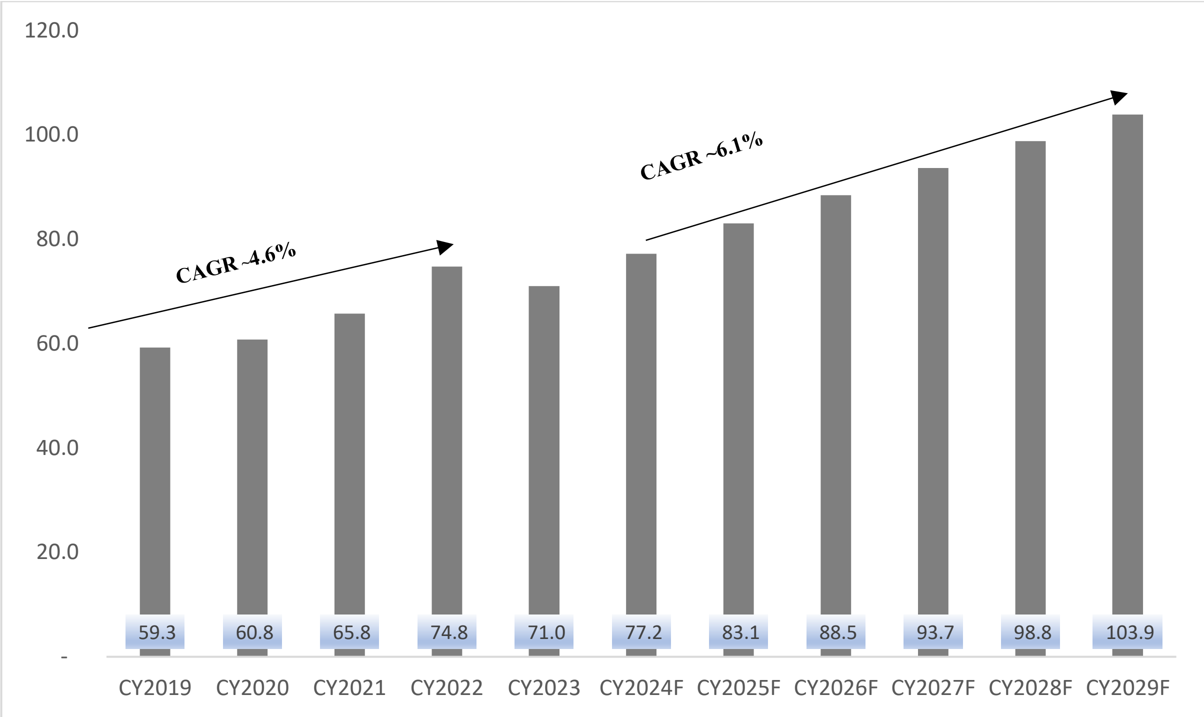
- **Improving Farmer Livelihoods:** R&D investments play a significant role in improving farmer livelihoods by developing new marketing strategies and distribution channels that increase farmers' incomes and create new opportunities. Research-driven advancements lead to better farming practices and more efficient resource use, directly benefiting farmers. By offering practical solutions, training, and guidance, R&D helps farmers optimize their operations, increase productivity, and achieve higher profitability. This focus on enhancing farming practices and economic outcomes contributes to the overall well-being and financial stability of farming communities.

5. GLOBAL AGROCHEMICAL MARKET

Agrochemicals, commonly referred to as crop protection chemicals, have been designed to protect crops from insects, diseases, and weeds. Insecticides, fungicides, herbicides, and PGR are examples of the chemical substances which are used to control harmful organisms like fungi, nematodes, mites, insects, rodents, and viruses that can damage crops. The application of agrochemicals is crucial for ensuring productive crop growth and is a key component of contemporary agriculture practices.

The global agrochemical market reached a value of $ 71.0 billion in CY2023, representing a CAGR of 4.6% during CY2019 to CY2023. Going forward, the global agrochemical market is expected to reach a market value of $ 103.9 billion by CY2029, growing at a CAGR of 6.1% from CY2024 to CY2029. Going forward, the rate of growth in sales realisations is likely to be higher than the volume growth, thereby keeping the overall sales value growth higher than the volumetric growth. This is due to several factors driving price increases. Firstly, input costs including raw materials, energy, and transportation have surged, compelling producers to raise prices to maintain margins. Additionally, heightened regulatory standards and a shift toward sustainable, eco-friendly agrochemical solutions often require more complex, higher-cost formulations, which are priced accordingly. Finally, demand for specialized products like biopesticides and herbicides is rising, adding premium pricing to the market. These factors collectively ensure that the sales value growth rate remains ahead of volume growth.

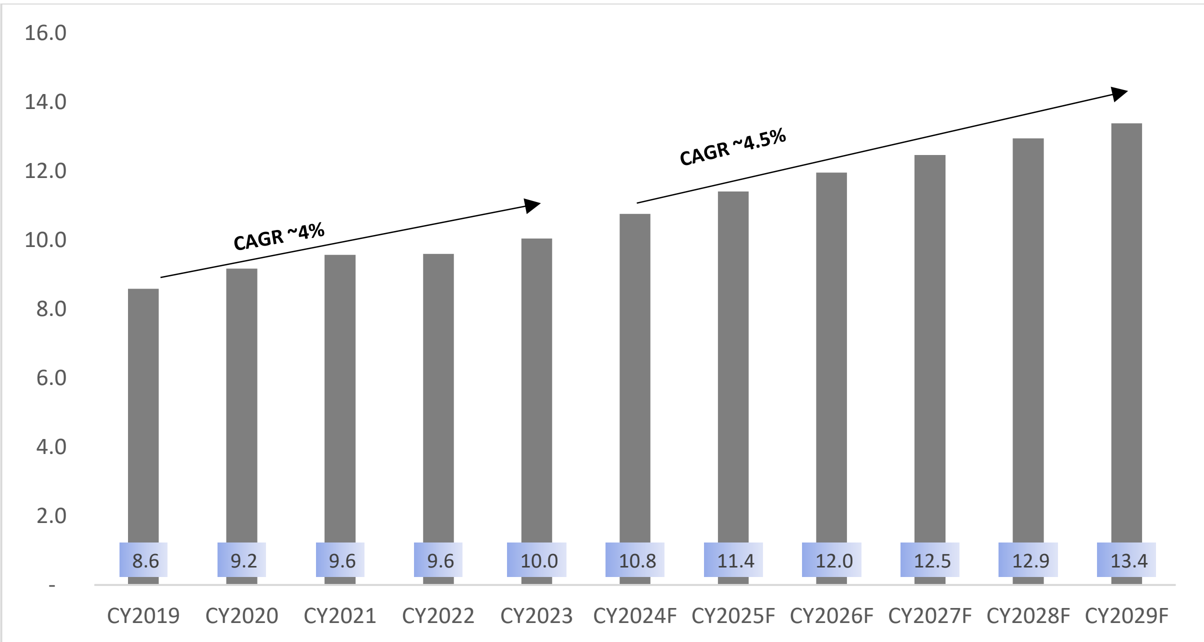
Chart 22: Global agrochemical sales value in (billion $), CY2019- CY2029F



Source: Food and Agriculture Organization of the United Nations (FAO), IMARC Group, ICRA Analytics

On the other hand, in terms of volume, the global agrochemical market reached a volume of 10.03 million tonnes (MMT) in CY2023, growing at a CAGR of 4.0% during CY2019-CY2023. Looking forward, it is expected to reach a volume of 13.4 MMT by CY2029, with a CAGR of 4.5% during CY2024-CY2029.

Chart 23: Global agrochemical sales volume in (in MMT), CY2019- CY2029F



Source: FAO, IMARC Group, ICRA Analytics

5.1 Market drivers, restraints and threats in the global agrochemical market

5.1.1 Market drivers in the global market-

- **Rising demand for increasing agriculture output:** With the global population on the rise, the necessity for food production is also increasing. This situation has created significant pressure on the agriculture sector to cultivate more crops in an efficient and sustainable manner. Agrochemicals, including pesticides, herbicides, fungicides, and PGR are essential in improving crop yields and safeguarding crops against pests and diseases. The application of these agrochemicals enables farmers to maximize farmland productivity, thereby minimizing the requirement to convert additional land for agriculture use, which is vital for environmental preservation.

- **Modern agriculture techniques by farmers worldwide**: The growing recognition and implementation of modern techniques are contributing to the expansion of the agrochemical market. Educational initiatives, including training programs, workshops, and extension services offered by agriculture organizations and agrochemical firms, are helping farmers getting information about the correct application of these products. As larger number of farmers embrace integrated pest management (IPM) and other modern farming methods, the demand for agrochemicals is expected to increase, thereby bolstering the ongoing growth of the market.

- **Increasing government assistance and advantageous regulations:** Several countries are putting in place policies that support the use of agrochemicals to secure food supplies and increase agriculture exports. They are providing subsidies and financial incentives for farmers to buy and use agrochemicals in regions where agriculture is a significant sector of the economy. Additionally, regulatory frameworks that encourage the safe and efficient use of agrochemicals, help to build consumer trust and ensure that the market continues to grow while adhering to safety standards.

- **Technological advancements:** The development of more effective and environmentally friendly agrochemical products is a result of innovations in chemical formulations and application techniques. Precision agriculture technologies, for instance, allow for targeted application of agrochemicals, reducing waste and minimizing impact on surrounding ecosystems. The increasing popularity of biopesticides and organic fertilizers is due to their sustainable nature, appealing to environmentally conscious consumers and regulatory bodies advocating for greener agriculture practices.

5.1.2 Threats and challenges witnessed in the global market are-

- **Environmental and health issues:** This factor present considerable challenges. Although pesticides and fertilizers enhance crop yields, their improper application can result in harmful consequences for the environment. Key issues include soil degradation, water pollution, and a decline in biodiversity. Additionally, negative impact on human health conditions cannot be ruled out. These concerns have prompted heightened scrutiny from environmental organizations and the public, leading to a demand for more stringent regulations and the creation of safer, more sustainable alternatives.

- **Increased competition:** The agrochemical industry is characterized by intense competition, which necessitates continuous innovation, as companies strive to create new and enhanced products that align with the changing requirements of farmers and regulatory guidelines. Nevertheless, the substantial expenses associated with research and development, coupled with the possibility of new products not being embraced by the market, results in considerable pressure. Smaller companies, in particular, may find it challenging to keep up with larger, established firms that have greater resources to allocate to innovation and marketing efforts.

- **Emergence of resistance in pests and weeds:** A significant obstacle in the agrochemical sector is the emergence of resistance in pests and weeds. The continuous application of identical agrochemicals over time can result in the evolution of resistant populations, diminishing the efficacy of these substances. This situation adversely affects agriculture productivity and compels the creation of new formulations, a process that is often time-consuming and expensive. The occurrence of resistance highlights the necessity for integrated pest management approaches and the rotation of various chemical classes to address this concern. Nevertheless, the execution of these strategies can be intricate and demands the education of farmers regarding optimal practices.

- **Environmental activism and the evolving public perception:** The growing awareness and concern about any negative impacts of agrochemicals on biodiversity, soil health, and water quality have led to increasing opposition from environmental groups and the general public. Any campaigns and reports emphasizing any dangers of certain chemicals can create substantial public pressure on governments and companies to reduce or eliminate their use. This can lead to bans on products, stricter regulations, and a fall in market demand as consumers and farmers choose more environmentally friendly alternatives.

- **Strict regulations**: The agrochemical market is facing a significant threat due to the increasingly strict regulations governing the production, sale, and use of agrochemicals to ensure environmental safety and human health. Governments and regulatory bodies around the world are tightening their controls due to geopolitical tension, trade wars etc, which can lead to shortage of raw materials. This includes imposing stricter limits on residue levels, more comprehensive testing requirements, and bans on certain high-risk chemicals. As a result, companies may face higher compliance costs, delays in product approvals, and the need to reformulate or discontinue products. The increasing practice of organic farming and the expanding demand for biopesticides and organic fertilizers are challenging the conventional agrochemical market. The growing consumer preference for organic products is leading farmers to decrease their use of synthetic chemicals and transition to organic practices. Biopesticides, made from natural sources such as animals, plants, bacteria, and specific minerals, are becoming more popular because of their reduced environmental impact and perceived safety. This transition is driven by consumer choices and regulatory incentives, compelling traditional agrochemical companies to evolve and adjust to the shifting market dynamics.

- **Climate change and erratic weather patterns:** Variations in temperature and rainfall can significantly affect the behaviour of pests and diseases, necessitating the development of new or modified chemical solutions. Additionally, severe weather events such as floods, droughts, and storms can interrupt agriculture operations and supply chains, thereby influencing both demand and distribution. To effectively respond to these changes, agrochemical companies must invest heavily in research and development, which places an additional financial burden on them.

- **Challenges related to intellectual property**: In the international agrochemical sector, challenges related to intellectual property are of considerable importance, particularly in relation to patents and their expiration. Patents grant agrochemical firms exclusive rights to manufacture and market innovative products for a duration of typically 20 years. This timeframe enables companies to recuperate the significant investments made in research and development (R&D) and to achieve a return on their investments. However, as patents reach their expiration, these formerly exclusive products become accessible to generic manufacturers, who can offer similar products at reduced prices. For example, several active ingredient patents are anticipated to expire by 2030, including prominent compounds such as chlorantraniliprole, flubendiamide, and sulfoxaflor. The emergence of generic competitors frequently results in a substantial decline in prices, which can diminish the market share and profitability of the original patent holders. The financial burden of developing new agrochemical products is considerable, often necessitating extensive investment in research and development.

  The projected market size for off-patent molecules may exceed $ 4.1 billion by 2026, as reported by AgriBusiness Global (2021).

  Prominent molecules include Chlorantraniliprole (Corteva/FMC), which had a market size of $ 1.75 billion in 2019 and is utilized for controlling chewing insects in crops such as soybean, cotton, and maize, with patent expiration expected in 2024. Other significant molecules, including Flubendiamide ($ 507 million, 2024), Sulfoxaflor ($ 190 million, 2027), and Cyantraniliprole ($ 120 million, 2026), will also lose patent protection, thereby creating opportunities for generic products and intensifying competition in the fungicide and insecticide markets for various crops.

  According to the same report, 30%-40% of off-patent active ingredients are generally adopted by generic manufacturers, with a preference for fungicides and insecticides over herbicides. However, 60%-70% of off-patent molecules remain unadopted due to factors such as limited market potential, manufacturing complexities, and unavailability.

- **Labor deficit:** The labor deficit in the agrochemicals manufacturing sector represents a significant challenge to the global market, jeopardizing production capabilities, product integrity, innovation, and cost efficiency. This scarcity of skilled professionals not only impacts production levels but also compromises the quality of agrochemical products, as there is a shortage of personnel who possess a thorough understanding of the intricate processes involved in chemical formulation and manufacturing. Additionally, the limited pool of workers with the requisite skills to operate advanced machinery and comply with stringent safety regulations increases the likelihood of operational inefficiencies and potential safety risks. Beyond these operational issues, labor shortages can result in heightened production expenses. With a reduced workforce, companies may be compelled to raise wages or invest in automation solutions to sustain production output, both of which can escalate costs.

- **Sustainability and corporate social responsibility (CSR):** The necessity for CSR within the agrochemical sector is growing stronger. Various stakeholders, such as consumers, governmental bodies, and non-governmental organizations, are paying closer attention to the environmental consequences of agrochemical products and their associated practices. This increasing scrutiny will compel companies to lessen their dependence on harmful chemicals, create environmentally friendly alternatives, and adopt sustainable agriculture methods. Meeting these demands will necessitate considerable modifications to product lines and business operations, often incurring substantial expenses. Furthermore, the shift towards more sustainable practices introduces regulatory complexities, as companies must navigate diverse global standards and expectations concerning environmental and social accountability.

5.2 Value Chain Analysis of the agrochemical market

The global agrochemical market value chain involves raw material suppliers, active ingredient manufacturers, formulators, distributors or traders, and end users. A detailed perspective on the same has been provided below:

Raw Material Supplier: The raw material supplier plays a pivotal role at the beginning of the agrochemical value chain, offering essential inputs such as basic chemicals, minerals, and plant extracts necessary for the production of agrochemicals. The supplier's duties involve sourcing high-quality raw materials, managing inventory, and ensuring timely delivery to avoid any production delays.

Active ingredients manufacturers: Manufacturers of active ingredients specialize in producing the core chemical components that form the functional part of agrochemicals. They focus on creating substances such as herbicides, pesticides, and fertilizers that directly impact plant health and productivity. These manufacturers ensure that their active ingredients meet strict safety and efficacy standards by utilizing advanced chemical processes and rigorous quality control measures. Their role is crucial as they make sure the agrochemicals are both effective and safe for agriculture use.

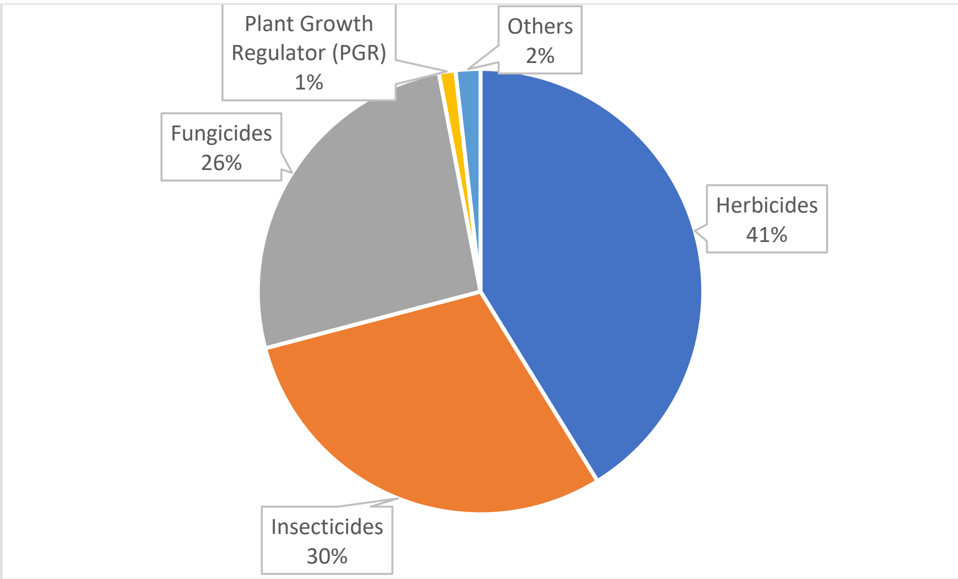
Formulators: The formulator combines the active ingredients produced by manufacturers with other components to create finished agrochemical products. This process involves designing formulations that improve the stability, efficacy, and usability of these products. The formulator must consider various factors, such as interactions of ingredients, application methods, and environmental impact. They ensure that the final agrochemical products effectively achieve their intended purposes, such as pest control or nutrient delivery, while also complying with regulatory requirements and safety standards.

Distributors or traders: Distributors or traders connect manufacturers with end users. They handle logistics, including transportation, warehousing, and inventory management, ensuring products are delivered on time and in optimal condition. Their responsibilities also encompass marketing and sales, promoting products, offering market insights, and helping manufacturers refine strategies based on demand trends and customer preferences. Additionally, distributors provide technical support and customer education on the proper use of agrochemicals, safety precautions, and best practices to maximize product efficacy. They also ensure regulatory compliance by managing necessary documentation and adhering to local regulations.

End-users: The end users in the agrochemical value chain primarily include farmers, agriculture producers, and agribusinesses who directly apply agrochemical products to crops and soil to achieve specific agriculture outcomes. Their role is crucial as they use these products to increase crop yields, control pests, and manage soil health, directly affecting their productivity and profitability. The experiences and feedback from end users provide valuable insights into the effectiveness, safety, and usability of agrochemicals. Additionally, end users often need support and guidance on optimal application methods and best practices, highlighting the importance of effective communication and service from distributors and manufacturers.

5.3 Global Market Breakup by Product Type

Chart 24: Global Market breakup by product type during CY2023 (value in terms of consumption)

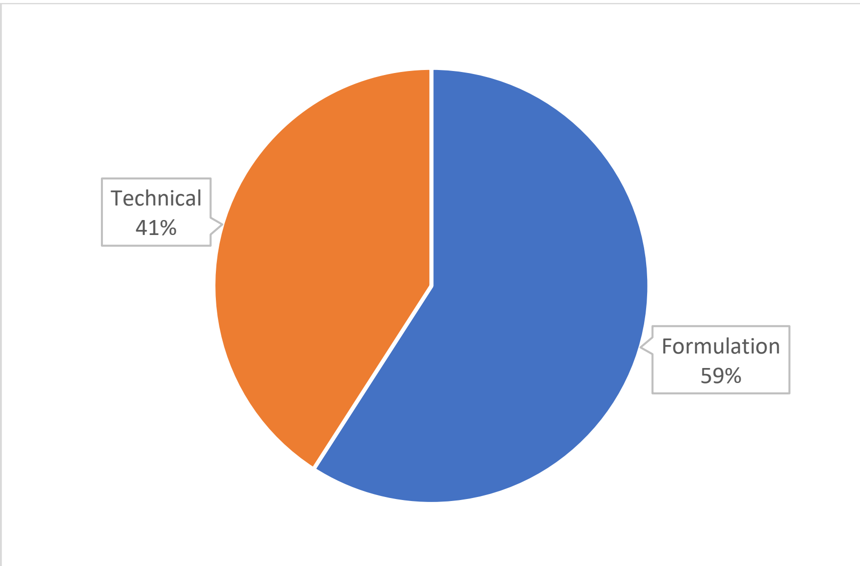


Source: IMARC Group, ICRA Analytics

During the year CY2023, herbicides dominated the market share in the global agrochemical market accounting for a share of ~41% followed by insecticides at ~30%, fungicides at ~26%, plant growth regulator at ~1% and others (Fumigants and Pheromones) at ~2%.

5.4 Global breakup by business segments

Chart 25: Global breakup by business segments during CY2023 (in %), (in terms of consumption)

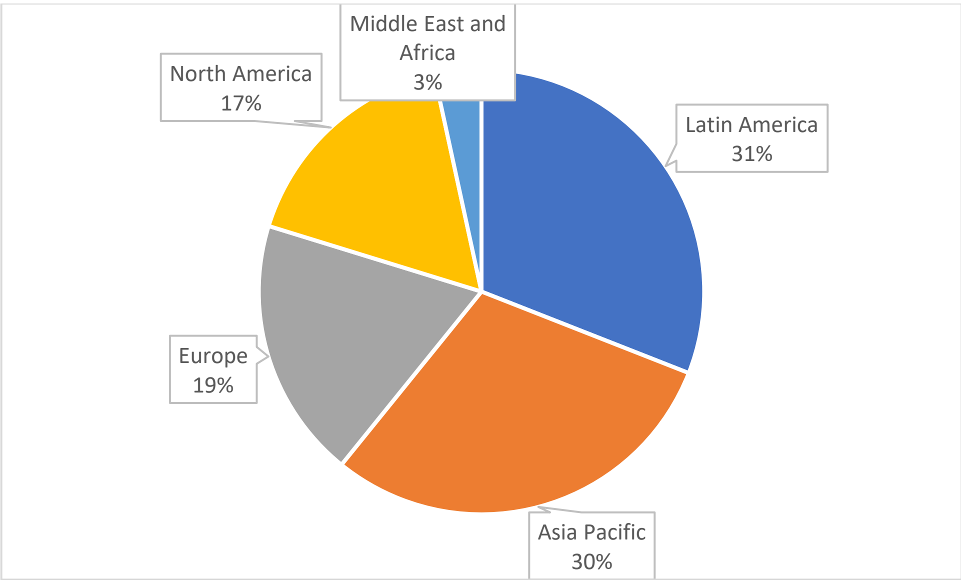


Source: IMARC Group, ICRA Analytics

During the year CY2023, formulation represented the largest business segment accounting for a share of ~59% of the total global agro chemical market followed by technical segment at ~41%.

5.5 Global market Breakup by Region

Chart 26: Global market breakup by region in CY2023 (in terms of consumption)

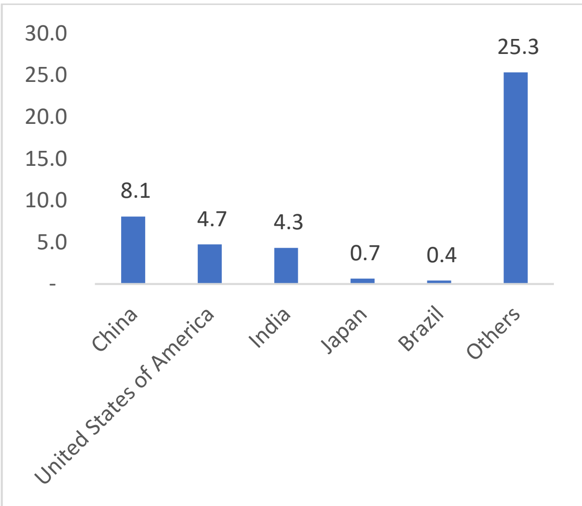


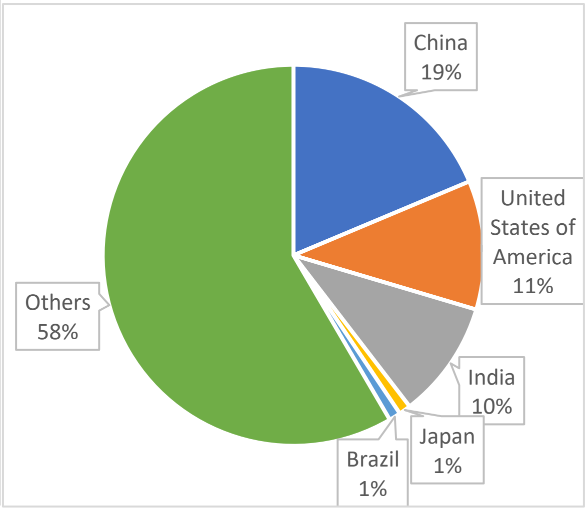
Source: IMARC Group, ICRA Analytics

During CY2023, Latin America dominated the global agrochemical market segment with a share of ~31% while Asia Pacific represented a market share of ~30%, followed by Europe at ~19%, North America at ~17% and Middle East & Africa at ~3%.

5.6 Global Export Breakup by Country

Chart 27: Global Export Breakup by Country (value terms in $ billion and in % Share for CY2023)





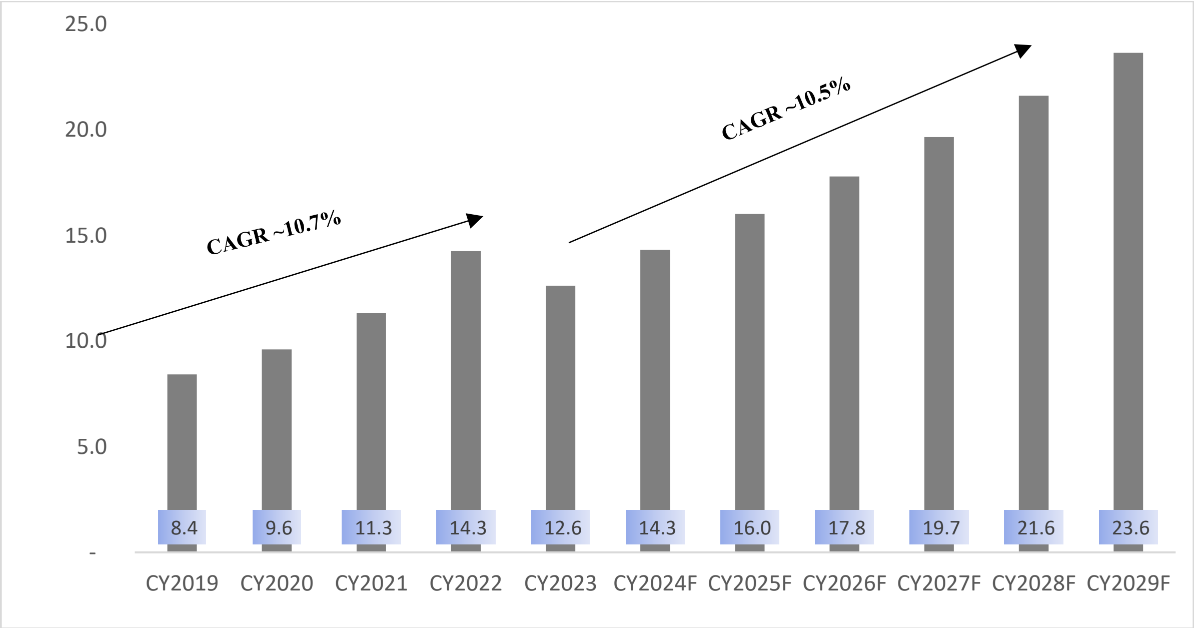
Source: IMARC Group, ICRA analytics

During CY2023, total agrochemical exports stood at $ 25.3 billion with China leading the market at $ 8.1 billion followed by United States at $ 4.7 billion, India in the 3rd position at $ 4.3 billion, Japan at $ 662 million, Brazil at $ 428 million and others at $ 25.3 billion.

5.7 Brazil Agrochemical Market overview

The agrochemical market for Brazil reached a value of $ 12.6 billion in CY2023 (in trerms of consumption) and has grown at a CAGR of ~10.7% during CY2019-CY2023. Going ahead, the agrochemical market for Brazil is expected to grow at a CAGR of ~10.5% from CY2024 to CY2029 valued at $ 23.6 billion.

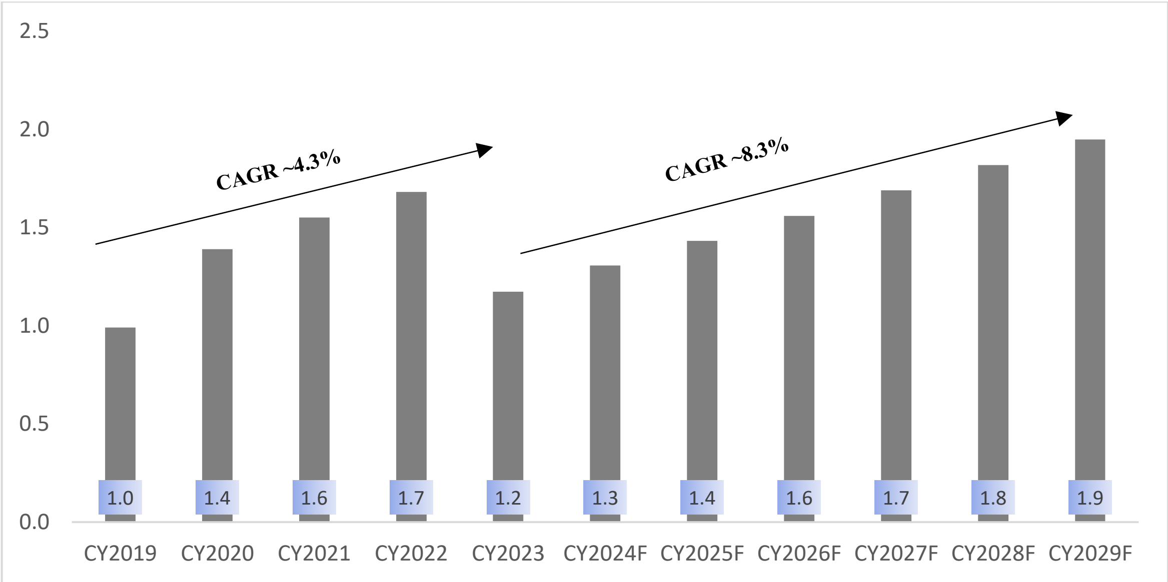
Chart 28: Brazil agrochemical sales value in ($ billion)



Source: IMARC Group, ICRA analytics

In terms of volumes, the agrochemical market for Brazil reached a volume of 1.2 MMT during CY2023, exhibiting a CAGR of 4.7% during CY2019-CY2023. Going ahead, the agrochemical volumes for Brazil are expected to touch 1.9 MMT by CY2029, growing at a CAGR of 7.9% during CY2024-CY2029. Going forward, sales realisations in Brazil are likely to grow at a higher rate than sales volumes thereby keeping the overall sales value growth higher than the volumetric growth.

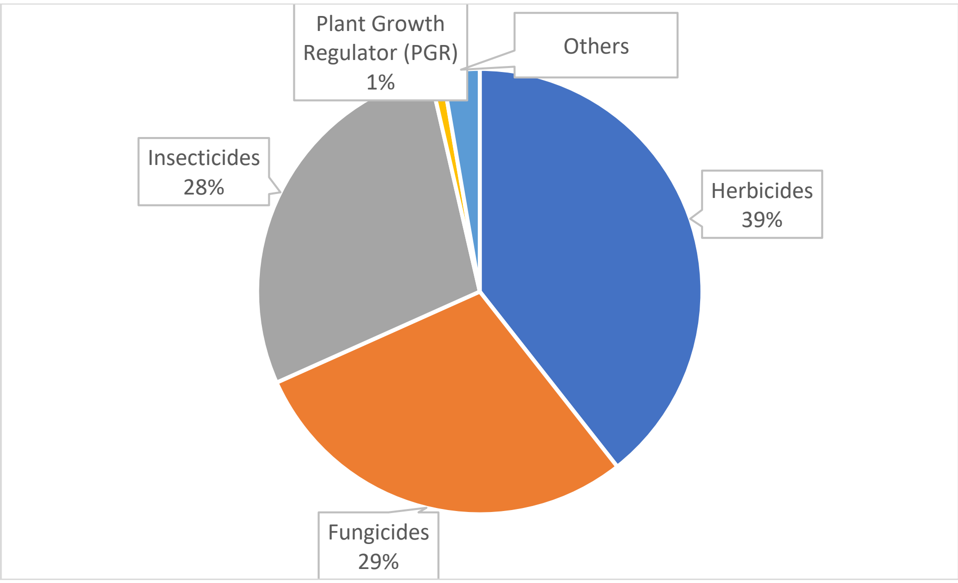
Chart 29: Brazil agrochemical sales volume (in MMT)



Source: IMARC Group, ICRA analytics

5.8 Brazil Market Breakup by Product Type

Chart 30: Brazil Market Breakup by product type, breakup by product type (in %), CY2023 (in terms of consumption)



Source: IMARC group, ICRA analytics

During CY2023, herbicides dominated the market in terms of product type in Brazil agrochemical market with a share of 39%. Fungicides has the second highest market share of approximately ~29% followed by insecticides at ~28%, plant growth regulator at ~1% and others at ~3%.

5.9 Market drivers for Brazil's agrochemical market

- The agrochemical market in Brazil is experiencing substantial growth due to the continuous expansion of agriculture land and production, expected to reach $14.3 billion by CY2024. As one of the top global producers of soybeans, corn, sugarcane, and coffee, Brazil has been increasing its cultivation areas to meet the growing global and domestic demand. This expansion necessitates extensive use of agrochemicals to boost crop yields and ensure efficient production.

- Brazil's favourable tropical and subtropical climates, along with its diverse ecosystems, support crop growth but also lead to increased pests, weeds, and diseases, which necessitates the use of agrochemicals.

- Government policies and agriculture support programs in Brazil have significantly boosted the agrochemical market. The Brazilian government promotes agriculture productivity and sustainability through subsidies for agrochemical purchases, tax incentives for agriculture inputs, and funding for agriculture research and development.

- Technological advancements in agriculture are driving the growth of the agrochemical market in Brazil. Innovations like precision agriculture, genetically modified crops, and advanced pest management techniques have made agrochemical applications more efficient and effective.

- The rising awareness and adoption of Integrated Pest Management (IPM) practices are positively affecting the agrochemical market in Brazil. IPM promotes the strategic use of biological, cultural, mechanical, and chemical methods to control pests sustainably. Although it encourages reduced reliance on chemical pesticides, IPM also incorporates specific agrochemicals as part of a comprehensive pest management strategy.

- Investment in agriculture R&D is essential for Brazil's agrochemical market. Both the government and private sector are developing new agrochemical products to tackle challenges like resistance management, climate change, and sustainable practices. The Brazilian government, through "Embrapa" (Brazilian Agricultural Research Corporation), supports agriculture R&D to foster innovation in farming practices and agrochemical products.

- The rising demand for organic and sustainable agriculture products is influencing Brazil's agrochemical market. Global consumers increasingly seek organic and sustainably produced foods, leading Brazilian farmers to adopt environmentally friendly practices. This shift challenges traditional agrochemical products but also creates opportunities for biopesticides, organic fertilizers, and other eco-friendly agrochemicals.

- The Brazilian government's efforts to improve agriculture infrastructure and provide technical assistance to farmers also stimulate demand for agrochemical products. As a major exporter of agriculture commodities to countries like

China, the European Union, and the United States, Brazil requires high productivity and quality, achievable through effective agrochemical use. Meeting the quality standards of international markets is crucial for maintaining and expanding Brazil's export footprint, further driving the demand for agrochemical products.

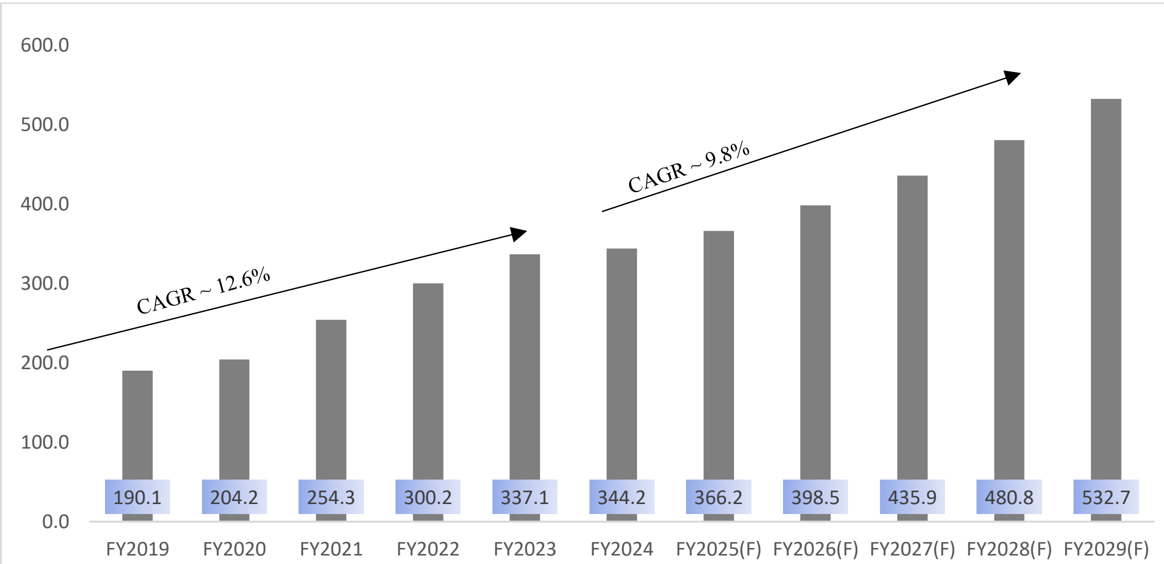
6. INDIAN AGROCHEMICAL MARKET

The size of the agrochemicals market in India reached Rs. 344.2 billion during FY2024, reflecting a compound annual growth rate (CAGR) of 12.6% from FY2019 to FY2024. With its varied agro-climatic conditions and extensive agriculture terrain, India stands as one of the foremost producers and consumers of agrochemicals on a global scale. This market encompasses a diverse array of products, including insecticides, herbicides, fungicides, and plant growth regulators, all of which are vital for safeguarding crops against pests, diseases, and weeds, thus optimizing production levels.

The expansion of the Indian agrochemical market is influenced by multiple factors. The rising population and the resulting food demand have created a need for increased agriculture output, subsequently driving the demand for agrochemical products. Furthermore, the implementation of modern agriculture techniques and the growth of irrigated arable land have also contributed to market growth. In addition, government initiatives designed to assist farmers, such as subsidies for agrochemical products and the encouragement of integrated pest management strategies, have supported this sector.

There is a noticeable trend towards the adoption of bio-pesticides and organic farming methods, spurred by heightened awareness regarding the detrimental impacts of chemical pesticides on both human health and the environment. The industry has been encountering obstacles, including rigorous regulatory requirements and the prevalence of counterfeit products. Nevertheless, the Indian agrochemical market is set for consistent growth, bolstered by advancements in agriculture technology, increased mechanization, and ongoing initiatives to boost agriculture productivity to satisfy the food needs of an expanding population**.**

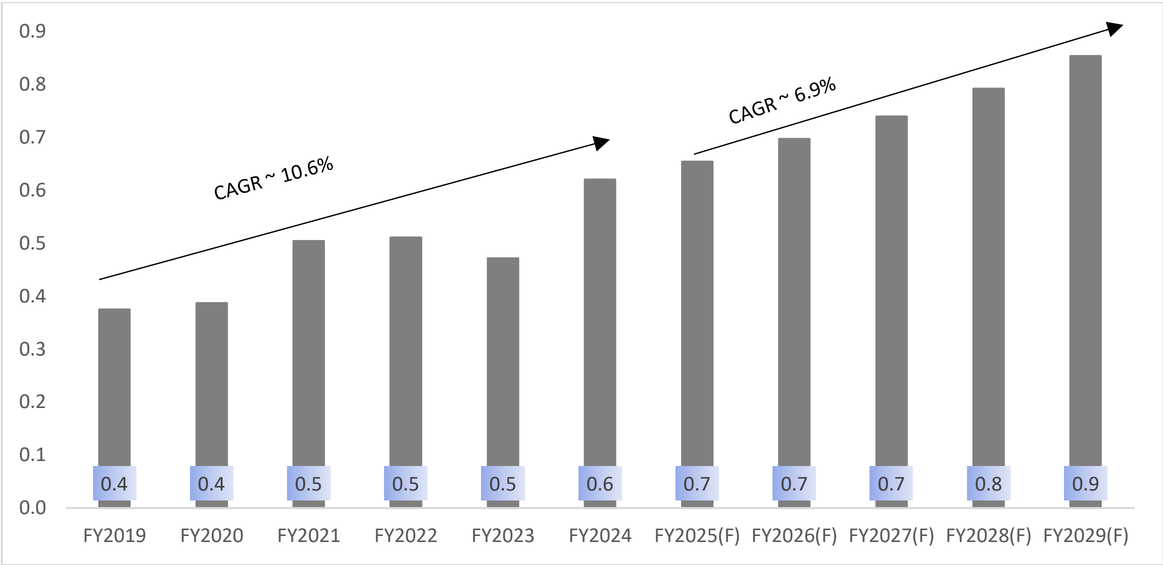
Chart 31: India Agro Chemical Market (sales in Rs billion)



Source: Department of Commerce, IMARC Group, ICRA Analytics

The India agrochemicals market reached a volume of 0.6 MMT in FY 2024, growing at CAGR 10.6% of during FY 2019-FY2024. In terms of value, the market has reached a value of Rs 344.2 billion during FY2024, exhibiting a CAGR of ~12.6% during the same period.

Chart 32: India Agro Chemical Market (volume in MMT)



Source: IMARC Group, ICRA Analytics

Going forward, the Indian agrochemicals market is expected to reach a volume of 0.9 MMT by FY2029, growing at a CAGR of 6.9% during FY2025-FY2029. In terms of value, it is expected to reach Rs 532.7 billion by FY2029, at a CAGR of 10.6% during the same period.

6.1 Major drivers of the Indian agrochemical market

The major drivers of the Indian agrochemical market are as follows-

- **Rise in population-** The Indian market is undergoing rapid transformation, influenced by notable shifts in consumption behaviours stemming from urbanization, changes in the gender dynamics of the workforce, and rising consumption levels. As the population continues to grow, the demand for food grains is increasing at a rate that outpaces production, highlighting the urgent need for effective agriculture strategies. Furthermore, a significant portion of crop yield is lost annually due to insufficient application of crop protection products. Agrochemicals are essential for enhancing crop productivity, improving yields, and managing pest populations. Additionally, food demand is projected to escalate, potentially reaching $1.2 trillion by FY2025-FY2026. These changing dynamics emphasize the critical role of agrochemicals in tackling food security issues and fostering growth within the agrochemical industry.

- **Low manufacturing and labour costs-** India is rapidly becoming a major global manufacturing hub for agrochemicals, thanks to low manufacturing and labour costs, technically trained manpower, and high production capacity. These factors have positioned the country as a competitive player in the agrochemical industry.

- **Growth in India's agriculture sector:** India's agriculture sector has grown robustly, averaging a 4.6% annual growth rate over the past six years, significantly contributing around ~17.7% of the nation's GVA (Gross Value Added). The Economic Survey FY2023-FY2024 reveals that India remains a net exporter of agriculture products, with exports reaching $46.4 billion in FY2022-FY2023. This surge in agriculture productivity and exports is increasing the demand for agrochemicals, highlighting the sector's role in driving the agrochemical industry.

- **Regulatory board:** The Pesticides Manufacturers & Formulators Association of India (PMFAI), representing 221 entities in the Indian agrochemical sector, has been crucial in driving agrochemical exports by organizing the International Crop Science Conference & Exhibitions (ICSCE) in various countries. Through various conferences and exhibitions, both in India and internationally, and numerous trade delegations, PMFAI has significantly enhanced global visibility for Indian agrochemicals.

- **Innovations:** Innovations like direct selling through Farmer Producer Organizations (FPOs) and direct-to-consumer (D2C) e-commerce platforms are transforming the agriculture ecosystem. These advancements enhance the efficiency and accessibility of agrochemical products, revolutionizing their marketing and distribution. By leveraging these channels, agrochemical companies can reach farmers more effectively, reducing reliance on traditional distribution networks and intermediaries, resulting in cost savings and increased accessibility for farmers.

- **Increase in Cultivated Land:** The growth of agricultural land and the introduction of new crop varieties heighten the demand for insecticides. The cultivation of new crops and the expansion of farming areas necessitate effective pest management strategies to promote healthy plant development and mitigate crop losses. According to the Land Use Statistics for FY2019, India's total geographical area is 328.7 million hectares, with 139.3 million hectares classified as the net sown area and 197.3 million hectares as the gross cropped area, indicating a cropping intensity of 141.6%. Additionally, the total cropped area has risen from 201.18 million hectares in FY2019 to 219.16 million hectares in 2021-22, with Maharashtra experiencing an increase from 24.92 million hectares in FY2021 to 25.73 million hectares in FY2022. This expansion, coupled with the adoption of diverse and high-yield crop varieties, further intensifies the requirement for agrochemicals.

6.2 Threats and challenges in the Indian agrochemical market

- **Lack of knowledge:** Many Indian farmers lack scientific knowledge of agronomy and agrochemical usage, relying heavily on dealer recommendations, leading to suboptimal application practices. This issue, coupled with low usage of agrochemicals, limits crop yields and agriculture productivity. With an average agrochemical usage of only 0.6 kg per hectare—6 times lower than the Asian average and 4 times lower than the global average (source: PwC) —there is a significant gap between current practices and optimal usage. Enhanced education, training for farmers, and science-based application practices are essential to improve crop performance and yields.

- **Lack of mega production facilities:** India lacks mega production facilities like those in China. In 2023, increased supplies of low-priced agrochemical products from China led global companies to raise their inventory levels by about 45 days between January and June 2023. This surge was followed by a destocking period due to a slowing global economy, resulting in a decline in India's agrochemical exports during the first half of FY2024.

- **Complex registration process:** India's registration process for agrochemicals is complex, costly, and time-consuming, posing significant barriers to new entrants and slowing the introduction of innovative products.

- **Shortage of yellow phosphorus:** India faces a significant challenge due to a shortage of yellow phosphorus, a crucial raw material for producing various agrochemical intermediates, including certain phosphorus-based pesticides and fungicides. This shortage impacts the production of these essential agrochemical products.

6.3 Opportunities in the Indian agrochemical market

- **Rise in investment:** Indian agrochemical companies are investing heavily in backward integration, investing on the production of off-patent molecules to reduce dependency on imports from China. They are registering off-patent products and building strong distributor relationships to increase volumes and offer competitive prices. Indian manufacturers are recognized for their superior quality and cost-effectiveness, particularly in producing organophosphorus compounds, carbon disulfide, and pyrethroid chemistries.

- **Increase in Research & Development:** Traditionally focused on generic products, India's agrochemical industry is now investing in R&D for patented and novel molecules. This shift is essential for sustaining long-term growth and addressing the annual loss of ₹1.48 lakh crore from pests, weeds, and fungal diseases. Developing novel agrochemical molecules will provide advanced pest control and modern weed management solutions, establishing India as a leader in agrochemical innovation.

- **International collaborations:** Collaborations between domestic manufacturers and global entities have accelerated technology transfer and knowledge sharing, driving innovations in manufacturing processes.

6.4 Value Chain Analysis

The agrochemical industry's value chain in India consists of several essential stages, each playing a vital role in the production, distribution, and application of agrochemical products. The following outlines a comprehensive value chain for the industry:

Research and Development (R&D): This foundational stage is dedicated to the discovery and formulation of novel agrochemical compounds and technologies. The primary objective of R&D initiatives is to develop innovative solutions for pest control, weed management, and disease prevention, specifically designed to address unique agriculture challenges.

Identification and Registration: Newly developed agrochemical products are required to undergo a rigorous registration process to confirm their compliance with regulatory standards. This process includes extensive evaluations of efficacy, safety, and environmental impact. Adhering to regulatory requirements is essential for market entry and guarantees that the products are both safe for use and effective for their designated purposes.

Technical Manufacturers: In India, technical manufacturers are integral to the value chain, specializing in the production of potent chemical compounds. Their responsibilities encompass the synthesis and refinement of active ingredients, which are subsequently utilized by formulators to develop final products. These manufacturers guarantee that the ingredients are not only highly effective but also customized to meet the specific requirements of various crops or plants, thereby addressing distinct agriculture challenges.

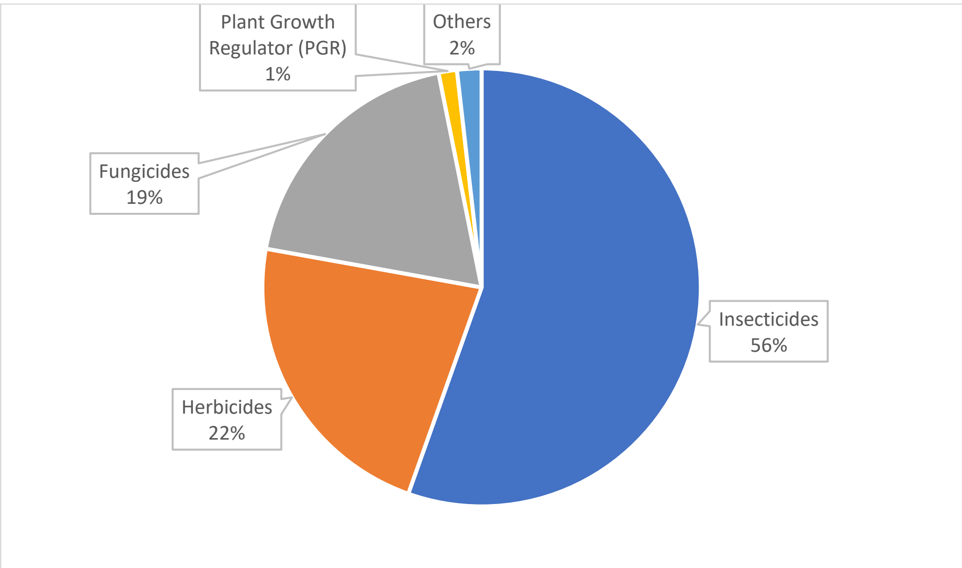
Formulation and Packaging: Formulators are responsible for creating end products by combining active ingredients with various substances, including solvents, carriers, stabilizers, and additives. This formulation process is essential to ensure that the agrochemical is not only effective but also safe and user-friendly. The design of effective formulations is vital for the overall performance of agrochemical products, significantly impacting their efficacy, safety, and the experience of the user.

Sales and Distribution: This stage pertains to the marketing, distribution, and sale of agrochemical products to farmers and distributors. It includes management of supply chains, inventory, and logistics to ensure that products are delivered to end-users efficiently.

End Users: End users, such as farmers and gardeners, apply agrochemical products to control pests, weeds, and diseases. The overall success of these products is largely dependent on their proper application by end users and their effectiveness in improving agriculture yields and protecting crops.

6.5 Market Breakup by Product Type (value wise)

Chart 33: Breakup by product type (in %), FY2024 (in terms of consumption)

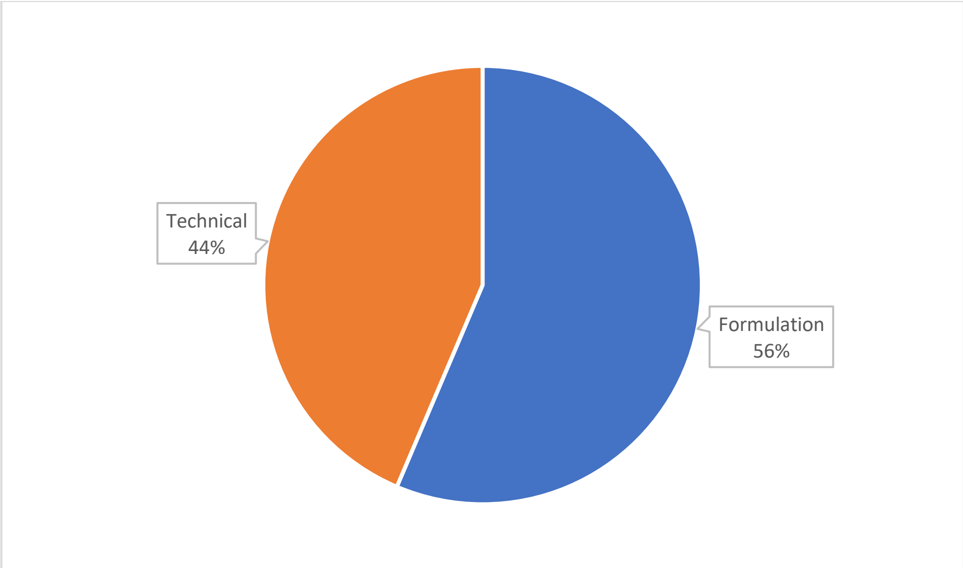


Source: IMARC Group, ICRA Analytics

Insecticides currently dominate the Indian agrochemical market at 55% of the total market size followed by herbicides at ~22%, fungicides at ~19%, plant growth regulator at ~1% and others at ~2%.

6.6 Market Breakup by Business Segments (Value Wise)

Chart 34: Breakup by business segments (in %), FY2024 (in terms of consumption)

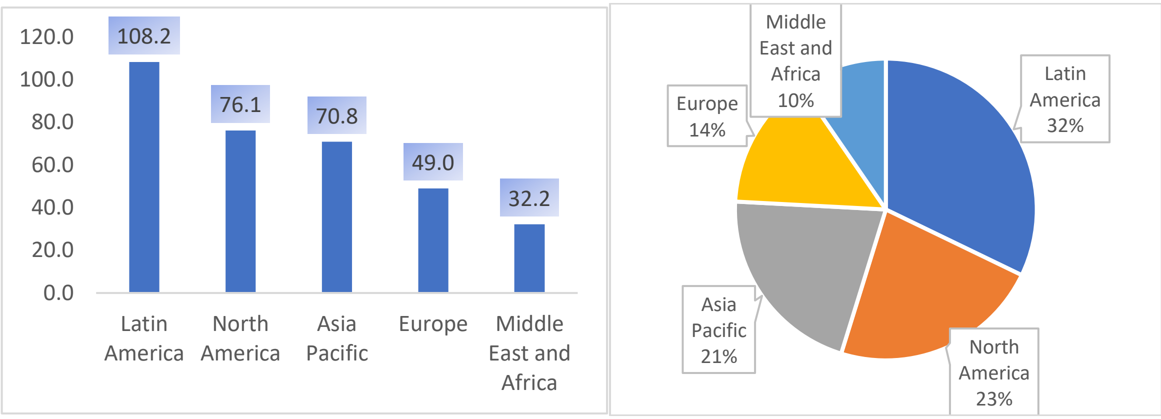


Source: IMARC Group, ICRA Analytics

During FY2024, the formulation business segment dominated the market, accounting for a share of 56% while the share of technical segment stood at ~44%.

6.7 Export Market Breakup by Region (Value Wise)

Chart 35: Breakup by region (sales value in Rs billion and export share in % terms), FY2024



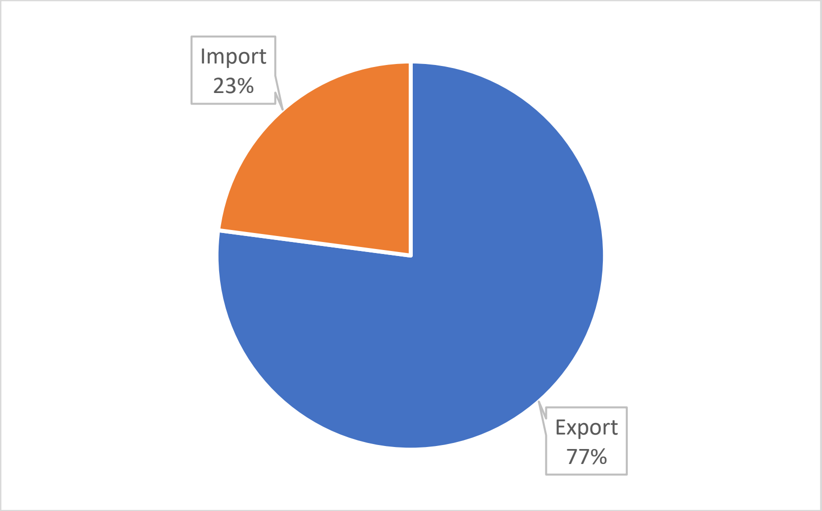
Source: IMARC Group, ICRA Analytics

During FY2024, Latin America represented the largest market segment for exported agrochemicals from India with a market share of 32% of the total export in terms of value followed by North America at ~23%, Asia Pacific at ~21%, Europe at ~14% and Middle East and Africa at ~10%.

6.8 Trade flows (Export vs Import)

India’s total exports of agrochemicals in FY2024 stood at Rs. 336.4 billion while its total imports stood at Rs. 100 billion making India a net exporter of agrochemicals.

Chart 36: Export-Import breakup (percentage wise)



Within exports, insecticides exports fell by 17% in FY2024 to Rs. 114.6 billion, fungicides exports de-grew by 11% to Rs. 75.9 billion while herbicides exports dropped by 24% to Rs. 134.5 billion during the year. Brazil and USA remained the key markets for Indian insecticide exporters with a share of 43% and 8% respectively and remained the top two destinations for fungicides exports as well with a share of 24% and 13% respectively. For herbicides exports, USA and Japan stood as the top two preferred regions with a share of 40% and 10% respectively.

Within imports, insecticides imports grew by 14% to Rs. 44.4 billion, while fungicides imports de-grew by 11% to Rs. 23.1 billion and herbicides imports declined by a sharper 20% to Rs. 31.3 billion in FY2024. China and USA remained the largest exporters of insecticides to India with a share of 35% and 25% respectively in India's total imports. For fungicides, China and Netherlands remained to top two exporters to India with a share of 26% and 23% respectively. For herbicides, China and USA continued their dominance with a share of 36% and 20% respectively.

6.9 Regulatory Framework for Domestic Agrochemical Market

India's agrochemical regulations encapsulate India's various agriculture needs, socio-economic factors and development aims. They aim at effective use of and agrochemicals while maintaining agriculture productivity and addressing environmental and wellbeing concerns.

- **The Insecticides Act, 1968 and Insecticides Rules, 1971:** This regulates the import, registration, process, manufacture, sale, transport, distribution and use of pesticides while ensuring prevention of risk to humans or animals.
- **The Pesticide Management Bill, 2020:** It was launched on March 23, 2020, by the Minister of Agriculture and Farmer Welfare. Its aim is to revamp the pesticides regulatory framework in India. This bill is set to substitute the prevailing Insecticides Act of 1968. Its primary purpose is to regulate the manufacture, import, sale, storage, distribution, use and disposal of pesticides, thereby guaranteeing the safety of humans, animals and overall environment. This bill aims at addressing the shortcomings of the existing Act, enhancing pesticides safety standards, developing regulatory processes and promoting environmentally friendly and effective pesticides.
- **Regulatory Bodies:**
  - **Central Insecticides Board and Registration Committee (CIBRC):** Under the Pesticide Management Bill, 2020, the Central Pesticides Board is set to be established by the government, with the purpose of providing expert guidance on scientific and technical issues related to pesticide regulation. The Board will assume responsibility in advising both central and state governments on several issues including the planning of norms, best practices for pesticide manufacturers, laboratories and pest control operators. In addition, the board will be accountable for developing model protocols for pesticides management and response, thereby ensuring an all-encompassing approach towards public health and safety.
  - **Food Safety and Standards Authority of India (FSSAI):** It regulates the presence of pesticide residues in food products, thereby guaranteeing consumer food safety. FSSAI ensures safety in food supply chain by establishing standards for permissible residue levels and monitors compliance.

6.10 India's rise as a Hub for Agrochemicals

- **Low-Cost Manufacturing:** Owing to the low labour costs and favourable fiscal policies, India has developed an important cost advantage in agrochemical manufacturing. India's cheap labour force has enabled agrochemical companies to reduce their production costs as compared to other developed nations. India has become a competitive player in the global agrochemical market as a result of these cost efficiencies.

- **Manpower & Production Capacity:** India has a large number of technically trained people, which is required for the complicated processes involved in agrochemicals production. India has considerable amount of unexploited production capacity, which can be used to meet both international and local demand.

- **Government Focus:** Make in India, Start-up India, PLI scheme are few of the many programs launched by the Indian government to encourage domestic manufacturing and attract foreign investment. These schemes provide financial incentives, foster innovation and improve infrastructure, thereby enhancing the competitiveness of Indian manufacturing.

- **Supplier diversification post COVID-19:** Many global manufacturing giants have rethought their dependency on China after the pandemic and are looking for alternative manufacturing hubs, including India. This shift away from China, reduces Chinese production and creates opportunities for Indian manufacturers to gain a larger share of the global market.

- **Stringent Environment Norms:** India's stringent environmental regulations (Insecticides Act and the forthcoming Pesticide Management Bill) has created a strong framework for environmental protection in agrochemical manufacturing. These regulations are comprehensive and well-defined, ensuring that environmental impacts are addressed in a systematic manner. On the other hand, the Ministry of Agriculture and Rural Affairs (MARA) in China regulates pesticides. The highest guideline is "Regulations on the Management of Pesticides" (State Council Decree 677). Pesticide registration, production, distribution, and use in China are all subject to these strict regulations.

7. REGISTRATION PROCESS AND IPR FOR AGROCHEMICALS IN INDIA

7.1 Regulatory Landscape – Relevant Acts and Regulations

Insecticides Act, 1968 principally administers India's regulatory framework for agrochemicals. This regulatory environment is intended to guarantee the safe and successful utilization of agrochemicals while balancing agriculture efficiency with considerations for health and the environment. Insecticides Act, 1968 an, The Insecticides Rules, 1971, and Pesticide Management Bill, 2020 are the key legislative frameworks governing domestic agrochemical market.

7.1.1 The Insecticides Act of 1968:

India's pesticide regulation is based on The Insecticides Act, 1968. It directs the use of pesticides, as well as their import, production, sale, transportation, and distribution, to lower the risk of harm to environment, animals, and people. While minimizing adverse effects, the act aims to guarantee the safe and efficient use of pesticides.

Characteristics of the Insecticides Act, 1968:

- Objective: To regulate the use of insecticides and keep the environment, animals, and humans safe.

- Central Insecticides Board (CIB): It has been established to prompt the central and state legislatures on issues connected with pesticide guideline. It assumes an essential part in updating and maintaining the Insecticide Schedules.

- Registration Committee (RC): It is liable for the registration of insecticides subsequent to assessing their safety, adequacy, and environmental effect. Only approved pesticides are permitted in the market, as ensured by RC.

- Central Insecticide Laboratory (CIL): It serves as the primary laboratory for insecticide testing and evaluation to ensure that safety regulations are followed.

- Phase 3(e) and Insecticide Schedules: In order to be considered for import, manufacture, transportation, distribution and use in India, pesticides, including fungicides and weedicides, should be listed in the Insecticide Schedules. In case it is not included in the list, it should initially be added by fulfilling the information necessities for schedule inclusion. This process involves discussion with the Central Insecticides Board and Official Gazette to be notified.

- Compliance and Enforcement: To ensure only registered and approved pesticides are used, the Act provides the compliance and enforcement framework. The framework summarises penalties for violations which includes imprisonment or fines in cases of non-compliance.

- Important Sections of the Insecticides Act, 1968:
  - Section 3: Definitions and Scope of the Act-
  - Section 9: Registration of Insecticides, including conditions and procedures
  - Section 18: Licensing for Manufacture, Sale, and Distribution of Insecticides
  - Section 27: Prohibition of Import, Manufacture, and Sale of Misbranded Insecticides
  - Section 36: Powers of the Central Government to make rules after consultation with the Central Insecticides Board.

7.1.2 The Insecticides Rules, 1971:

The Insecticides Rules, 1971 provide the detailed procedures and guidelines necessary to implement the Insecticides Act, 1968. They provide a clear framework for the regulation of pesticides and outline the responsibilities of various bodies.

Characteristics of the Insecticides Rules, 1971:

- **Functions of the Central Insecticides Board (CIB):**
  - Advises on technical matters related to the regulation of pesticides.
  - Recommends measures for the safety and efficacy of pesticide use.
- **Role of the Registration Committee (RC):**
  - Reviews applications for pesticide registration.
  - Evaluates the safety, efficacy, and environmental impact of pesticides.
  - Conducts regular reviews of registered pesticides.
- **Duties of the Central Insecticide Laboratory (CIL):**
  - Analyses samples of insecticides for compliance with prescribed standards.
  - Provides technical support and expertise to regulatory bodies.
- **Licensing and Labelling Requirements:**
  - Specifies the procedures for obtaining licenses for manufacturing, selling, and distributing pesticides.
  - Details labelling requirements to ensure that consumers receive accurate information about pesticide use and safety.
- **Inspection and Enforcement:**
  - Empowers inspectors to conduct inspections and take samples for analysis.
  - Provides guidelines for enforcement actions against violations.

7.1.3 The Pesticide Management Bill, 2020:

The Pesticide Management Bill, 2020 has been proposed in India as an extensive replacement for the present Insecticides Act, 1968. Some of the key issues with the Insecticides Act, 1968 are (i) restrictive definition of insecticide that only includes formulations specified in the Schedule of the Act, (ii) absence of tolerance limits for pesticide residue as a pre-condition for registration and (iii) inadequate penalties for contravention of provisions of the Act. The purpose of Pesticide Management Bill, 2020 is to better regulate the pesticide industry, keep an eye on poisonings caused by pesticides, and ensure that victims are compensated. In February 2020, the Union Cabinet of India endorsed this bill, and in June 2021, it was referred to the Standing Committee on Agriculture for additional consideration. It is anticipated that the bill, which is still being considered, will succeed the Insecticides Act of 1968 once it is approved by the Standing Committee.

Key Highlights of the Pesticide Management Bill:

- **Registration Compliance**: Pesticides will not be registered if they exceed the maximum residue limits on crops as established by the Food Safety and Standards Act of 2006. This regulation ensures that pesticide residues in food products remain within safe limits to protect consumer health.

- **Regular Reviews and Suo Moto Authority**: The Registration Committee (RC) has the authority to initiate suo moto reviews of any pesticide at any time. Additionally, the RC is required to conduct regular reviews of registered pesticides to ensure they continue to meet safety and effectiveness standards.

- **Unchanged Data Requirements**: The bill retains the existing data requirements and guidelines for pesticide registration, ensuring that the scientific evaluation processes remain rigorous, transparent, and consistent with current practices.

- **Consumer Protection and Compensation**: Under the Consumer Protection Act of 1986, consumers have the right to seek compensation for any damage or injury caused by pesticides. The bill further mandates the establishment of a compensation fund, administered by relevant authorities, to support individuals who suffer harm or death due to pesticide poisoning.

- **Stringent Penalties**: The bill introduces strict penalties for non-compliance, including fines, imprisonment, or both, to deter violations and ensure adherence to safety standards. These penalties are designed to enforce compliance and promote the safe use of pesticides in the market.

7.2 Different Types of Registration

Insecticides Act, 1968 governs the registration of agrochemicals in India and is overseen at the central level by the Central Insecticides Board & Registration Committee (CIB&RC). The issues related to the Act's implementation, such as the issuance of manufacturing licenses, are dealt with at the state level. There are 3 essential types of registrations accessible for agrochemicals.

1. Provisional Registration under Section 9(3b):

When a chemical or molecule is presented for the first time in India, provisional registration is permitted. They are commonly permitted for a time of two years. It might call for less extensive information at first, concentrating on preliminary security and viability.

2. Regular Registration under Section 9(3):

This is an exhaustive registration process for chemicals, requiring total information submission. It demands a total arrangement of information, covering all parts of chemistry, toxicity, bio-efficacy, and packaging. It is intended for importers or producers who wish to register a current pesticide with various pollutions or determinations. The timeline and fees has been discussed in detail under Section 5.4.

3. "Me-Too" Registration under Section 9(4):

After a molecule has already been registered under Section 9(3), this registration is available. Some other organization or individual can apply for registration of a similar molecule. It might necessitate demonstrating equivalence to an already registered product, thereby requiring less exhaustive data in some categories. The timeline and fees has been discussed in detail under Section 5.4.

7.3 Data Requirements and Overall Patent Application Process

- **Toxicity:** Toxicity data is important for understanding the potential risks related with the agrochemicals. This incorporates studies on intense toxicity, evaluating the impacts of momentary exposure through oral, dermal, and inhalation routes. Constant toxicity studies analyze long haul exposure impacts, concentrating on carcinogenicity, mutagenicity, furthermore, regenerative harmfulness. Ecotoxicology assessments evaluate the effect on non-target creatures, for example, aquatic life and advantageous bugs, while environmental fate information depict the substance's degradation, bioaccumulation, and development through soil, water, and air.

- **Packaging:** Packaging is a basic perspective that guarantees the safe handling and storage of agrochemicals. To ensure product stability and safety during transportation, information on packaging materials and design should be given. Users must be informed about proper handling regarding the Compliance with labeling requirements, including safety instructions, usage guidelines, and hazard warnings. The provision of Safety Data Sheets (SDS) is additionally compulsory, illustrating detailed precautions for handling, stockpiling, and removal to prevent mishaps and natural damage.

- **Chemistry:** The chemistry section involves providing detailed information on the agrochemical's identity and composition, ensuring transparency regarding the chemical's purity. This includes a thorough description of the manufacturing process, detailing the raw materials and intermediates used. Additionally, the physical and chemical properties, such as solubility, stability, volatility, and compatibility with other substances, must be documented. Analytical methods for determining the active ingredients and impurities are also crucial to establish the product's consistency and reliability.

- **Bio-efficacy:** The bio-efficacy section requires field trial results that demonstrate the agrochemical's effectiveness in controlling targeted pests, diseases, or weeds. This section should also include a detailed explanation of the product's mode of action, providing insight into how it works and its range of activity. Data on the dose-response relationship is crucial to establish the connection between the dosage and its effectiveness. Additionally, strategies for resistance management must be outlined to prevent or mitigate the potential development of resistance in pests or pathogens.

7.3.1 Data Requirements and Overall Patent Application Process

Table 7: Type & Depth of Data Requirements Depends on Category Of Pesticide (Category I-IX).

Category	Description
I	Technical grade pesticide, which is not registered for manufacturer/ Import and use in India
II	Technical grade pesticide, which is registered for manufacturer/ Import and use in India
III	Indigenous manufacturer of technical grade pesticide, which is not registered use in India
IV	Indigenous manufacturer of pesticide already registered for use in India
V	Indigenous manufacturer of new pesticide formulation(s), not registered for manufacturer and use in India
VI	New combination pesticide formulation, not registered for use in India
VII	Import of new formulation of pesticide, not registered for import/manufacture and use in India
VIII	Indigenous manufacturer of registered/unregistered formulation of microbial bio pesticides.
VIII (a)	Bio-pesticides: non-Bt & Bs based
VIII (b)	Bio-pesticides: Bt & Bs based
IX	Indigenous manufacturer of bio-pesticides-Botanical-Technical/Formulation

7.3.2 A complete list of Insecticide Registration documents

The registration of insecticides in India requires the submission of various documents to ensure compliance with the regulatory standards set by the Central Insecticides Board & Registration Committee (CIBRC). These documents are essential for verifying the insecticide's safety, efficacy, and adherence to legal requirements. Below is a comprehensive list of the key documents required for insecticide registration:

Application Form (Form I): The Application Form (Form I) is a crucial document that initiates the insecticide registration process. It requires the applicant to provide detailed information, including their name, address, contact details, and specifics about the insecticide, such as its name, composition, and intended use. The form also requires business information, indicating whether the applicant is a manufacturer, importer, or distributor. Accurate completion of this form is vital to avoid registration delays.

Manufacturing License: A Manufacturing License is mandatory for manufacturers seeking to register an insecticide. This license serves as proof of the applicant's legal authority to produce insecticides and includes details such as the license number issued by the relevant state or national authority, the validity period of the license, and the production capacity of the manufacturing facility. This document confirms compliance with regulatory requirements and demonstrates the facility's capability to manufacture the product.

Import Authorization: The Import Authorization document is essential for importers registering an insecticide. It verifies the applicant's legal permission to import the specific product into the country. This document typically includes the import license number issued by the government, information about the approved ports of entry, and a compliance assurance statement confirming that the imported product meets national standards. This ensures that the import process adheres to all regulatory norms.

Proof of Address: Proof of Address is required for all applicants to establish the business's physical location. Acceptable documents include a lease agreement for the business premises, recent utility bills (such as electricity or water) showing the address, or a government-issued certificate verifying the business address. These documents confirm that the business operates at a legitimate, recognized location, which is essential for regulatory compliance.

Certificate of Analysis: The Certificate of Analysis is a detailed report that provides laboratory testing results for the insecticide, verifying its chemical composition, purity, and quality. This document is prepared in accordance with CIBRC guidelines and includes a comprehensive breakdown of both active and inactive ingredients, purity assessment results, and adherence to national or international quality standards. The Certificate of Analysis ensures that the product is safe and effective for use.

Safety Data Sheet (SDS): The Safety Data Sheet (SDS) contains crucial information about the hazards associated with the insecticide and provides guidance on safe handling practices. It includes detailed descriptions of the product's physical and chemical properties, potential health and environmental risks, and recommended safety precautions for handling, storage, and disposal. The SDS is an essential document for ensuring the safe use and management of the insecticide.

Toxicological Data: Toxicological Data provides important information on the insecticide's toxicity levels for mammals, wildlife, and aquatic life. This data includes both acute toxicity studies, which assess the effects of short-term exposure, and chronic toxicity studies, which examine the long-term health risks. Additionally, ecotoxicological assessments evaluate the impact on non-target species and the environment. These studies are conducted at recognized facilities in compliance with CIBRC guidelines to ensure a thorough safety evaluation.

Bio-efficacy Data: It validates the insecticide's efficacy against targeted pests or diseases. It incorporates results from field preliminaries that duplicate genuine circumstances identification of pests the insecticide can control, and a relative investigation of its viability against standard medicines. To establish the product's practical efficacy in pest management, testing is required to be conducted at the approved facilities following CIBRC guidelines.

Technical Specifications: The insecticide's composition must be detailed in Technical Specifications submitted by applicants. This incorporates an exact list of active ingredients with their focuses, data on pollutions and their rates, and facts on any adjuvants used to upgrade the product's performance. To ensure the regulatory standards, these particulars are vital for understanding the product's formulation.

Shelf-Life Data: Data related to insecticide's stability during storage needs to be submitted under this. It incorporates results from stability tests that confirm the item's consistency over the long run, claims about the item's life span, and prescribed stockpiling conditions to keep up with ideal timeframe of realistic usability. Such information is essential for guaranteeing the insecticide stays powerful all through its expected use period.

Labels and Leaflets: In accordance with the Insecticide Rules of 1971, seven copies of the proposed labels and leaflets must be submitted. The name, composition, intended use, safety instructions, precautions, first aid measures, and details regarding regulatory compliance ought to be included in these materials. Appropriate labelling is required for directing clients on the protected and powerful utilization of the insecticide.

Analytical Test Reports: Analytical Test Reports are important for a sample of the insecticide applied for registration. To guarantee the product's consistency and dependability, these reports, which should be produced by well-known testing facilities, ought to include in-depth analysis, graphs, spectra, calculations, and validation. These reports support the product's quality and compliance with CIBRC testing standards.

Characterization of Active Ingredient: Data from the characterization of active ingredient must be provided by applicants for technical-grade insecticides. To confirm the active ingredient's chemical structure and purity, spectroscopic analysis like Ultraviolet, Infra-Red, Mass, and Nuclear Magnetic Resonance spectra are used. To ensure the ingredient's consistency, comparative data with standard reference materials are also required.

Fee Payment Receipt: As a proof of payment, the Fee Payment Receipt is used for the registration cycle, usually in the form of a bank draft or demand draft made out to the relevant authority. The payee's information, the amount paid in accordance with the fee schedule for the registration category, and confirmation of the transaction ought to be included in this receipt. Presenting this record is fundamental for finishing the registration application.

7.3.3 Pesticides Registration Process

The CIBRC requires an online application for pesticide registration. A web-based system called the Computerized Registration of Pesticides (CROP) application was developed to make this process easier. Its purpose is to streamline the entire registration process and make it more effective**.** To add an insecticide to the list, the product must be classified either into Category 9(3) or Category 9(4).

Registration under Category 9(3):

1. **Inclusion in the Insecticide schedule and Registration Category 9(3)-** Category 9(3) involves detailed data requirements, including bio efficacy and toxicity testing. Section 9(3) includes TI (Technical Import), FI (Formulation

Import), TIM (Technical Indigenous Manufacture), F (Formulation Indigenous Manufacture.), B/F (Bio-Pesticides), Export.

2. **Data Requirements:** Category 9(3) requires comprehensive data, including results from bio efficacy and toxicity tests for determining the insecticide's safety and effectiveness.

3. **Application for Import Permission:** Under Category 9(3), to import samples for bio efficacy and toxicity testing, an application for Registration Testing Trial (RTT) should be submitted utilizing Form C. T. The RTT application makes it easier to import the samples that need to be tested to make sure they meet regulatory requirements.

4. **Submission and Payment:** Application in form I to Registration Council (RC) + Payment of the fees by demand draft. Form I is required to submit the registration application to the RC alongside the instalment of charges. The charges are normally paid through an interest draft, which should be included with the application.

5. **Data Scrutiny and Registration Grant:** When the application and associated data are submitted, they are examined by the expert group. The RC may grant the registration certificate based on their evaluation. This endorsement is given in Form II or III, contingent upon the case and class of enlistment.

Registration under Category 9(4):

1. **Inclusion in the Insecticide schedule and Registration Category 9(4)-** Category 9(4) has a more streamlined process with fewer requirements. It includes TI (Technical Import), FI (Formulation Import), TIM (Technical Indigenous Manufacture), F (Formulation Indigenous Manufacture.)

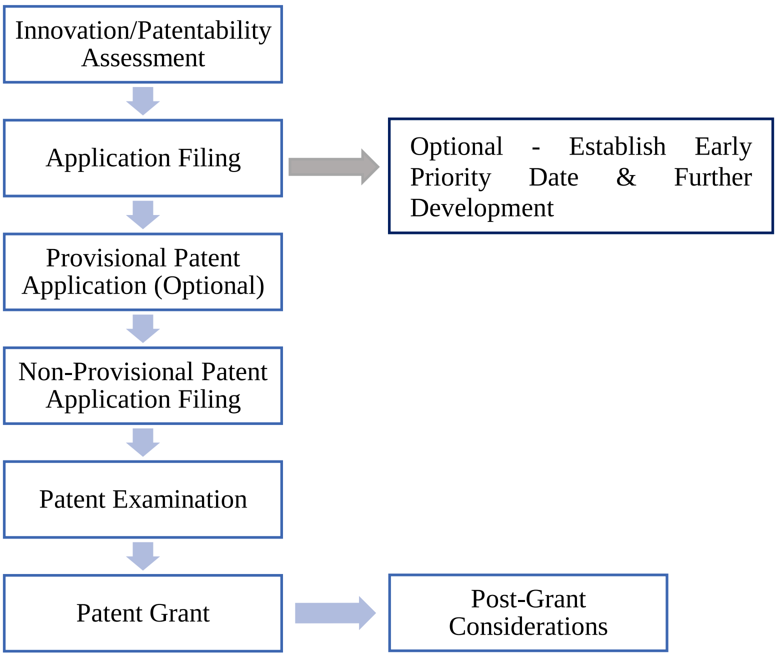
2. **Data Requirements:** Category 9(4) requires lesser extensive data.

3. **Application for Import Permission:** It is not required under this category.

4. **Submission and Payment:** Application in form I to Registration Council (RC) + Payment of the fees by demand draft. Form I is required to submit the registration application to the RC alongside the instalment of charges. The charges are normally paid through an interest draft, which should be included with the application.

5. **Data Scrutiny and Registration Grant:** When the application and associated data are submitted, they are examined by the expert group. The RC may grant the registration certificate based on their evaluation. This endorsement is given in Form II or III, contingent upon the case and class of enlistment.

7.3.4 Flowchart of the Patent Application Process



7.3.4(a) Patent Application Process in details:

The patent application process for agrochemicals involves several key steps to secure intellectual property rights for innovative solutions. Here's an overview of the process:

Innovation/Patentability Assessment: The first step in the patent application process is to evaluate the patentability of the agrochemical innovation. This involves determining whether the invention is novel and non-obvious. It is also essential to identify all inventors involved and establish clear ownership rights to prevent any future disputes.

A comprehensive prior art search is conducted to identify existing patents and related literature. This search helps assess the novelty of the innovation and ensures that it does not overlap with existing patents. Analysing prior art also provides valuable insights into the competitive landscape and helps inform the patent strategy.

Application Filing: Once the innovation's patentability is confirmed, the next step is to prepare the patent application. This involves drafting a detailed description of the invention, including supporting experimental data and creating any necessary drawings or diagrams that illustrate the invention’s design and functionality.

Provisional Patent Application (Optional): Filing a provisional patent application is an optional step that establishes an early priority date for the invention. This allows the inventor to secure a filing date while continuing to develop and refine the invention before submitting a full non-provisional application.

Non-Provisional Patent Application Filing: The final step is to submit a complete non-provisional patent application. This application includes a thorough description of the invention, specific claims that define the scope of protection, and any required drawings. The application must be accompanied by the payment of the requisite fees. This non-provisional application initiates the formal examination process, during which the patent office evaluates the invention's novelty, non-obviousness, and industrial applicability.

These steps ensure that the agrochemical innovation is protected under intellectual property laws, providing the inventor or company with exclusive rights to the invention and the ability to prevent others from using, selling, or manufacturing the patented product without permission.

Patent Examination: The patent application goes through assessment by the patent office, after filing. During this stage, the applicant should respond to solicitations for additional data, tending to any concerns or complaints raised by the examiner to push the application ahead.

Patent Grant: The patent is granted, if the application meets all prerequisites and effectively explores the assessment cycle. The inventor gets a patent certificate, which awards selective privileges to the development, keeping others from making, utilizing, or selling the licensed agrochemical without consent.

Post-Grant Considerations: After the patent is granted, the creator should screen for potential infringements and enforce their rights if needed. Also, to keep the patent active and enforceable, renewal fees at regular intervals must be paid.

7.4 Timelines and Fees

As shown in the table below, the registration procedure consists of a number of essential steps, each of which has its own distinct timetable:

Table 8: Timelines and Fees

Activity	9(4) – "Me-Too" Registration	9(3) and 9(3b) – Fresh Registration
Documentation and Form 1 Verification	0.5 month	1 month
CIB&RC Analysis	1-3 months	6-12 months
Sample Submission, Collection & Analysis	2-6 months	2-6 months
MRL Fixation (Ministry of Health)	1-2++ months	3-12 months
Registration Certificate Issuance	2 months	2 months
OVERALL PROCESS	Minimum 6 months	Minimum 12-36 months

The application fee for registering an unregistered insecticide is ₹5,000. For applicants seeking registration of an insecticide already registered under another person's name, the fee is ₹2,500. The fee ranges given here are approximate ranges and ca change.

Testing and Analysis Fees for Agrochemicals:

In addition to registration fees, testing fees are essential for verifying the safety and efficacy of agrochemical products. According to Gazette Notification No. 892 dated 13.12.2018, the testing fees are revised based on the method of analysis:

1. **Insecticides with Known Active Ingredients:**

    a. Gas Chromatography: ₹6,500 per sample

    b. High-Performance Liquid Chromatography (HPLC): ₹7,500 per sample

    c. UV-Visible Spectrometer: ₹5,500 per sample

    d. Fourier Transform Infra-Red Spectrometer (FTIR): ₹6,000 per sample

    e. Titrimetric: ₹4,000 per sample.

2. **Bio-Pesticides with Known Active Ingredients**: Testing Fee - ₹4,000 per sample

3. **Bio-Pesticides with Unknown Active Ingredients:**

    a. Nuclear Polyhedrosis Virus or Granulosis Virus: ₹2,000 per sample

    b. Bacteria Only: ₹2,000 per sample

    c. Fungi Only: ₹2,000 per sample

    d. Comprehensive (I, II, III): ₹6,000 per sample

4. **Insecticides/Bio-Pesticides with Unknown Active Ingredients:**

    a. Liquid Chromatography-Mass Spectrometry (LC-MS): ₹15,500 per sample

    b. Gas Chromatography-Mass Spectrometry (GC-MS): ₹10,500 per sample

5. **Other Formulations**: The fees for testing or analysis of formulations not specified in the schedule will be determined by the Central Government or authorized officers as needed.

7.5 Coverage on Post Registration Obligations

After agrochemicals have been registered with the CIBRC or identical regulatory bodies, a few commitments should be satisfied to keep up with the compliance and guarantee the safe and effective utilization of these products. These commitments include different perspectives, for example, product labelling, quality control, reporting, and adherence to safety and environmental regulations. The most important post-registration commitments for agrochemical items are:

1. Labelling and Packaging Compliance

- **Accurate labelling**: To guarantee that all agrochemical items are named as per the regulatory guidelines. It includes important information like the active ingredients, directions for use, safety precautions, and capacity conditions.

- **Packaging Standards**: Maintain packaging standards to guarantee the wellbeing and dependability of the item all through its timeframe of realistic usability. During transportation and handling, improper packaging also prevents accidental spills or exposure.

2. Quality Control and Manufacturing Standards

- **Adherence to Quality Standards**: In order to ensure that the quality of the agrochemical product remains in line with the registered specifications, Great Manufacturing Practices (GMP) should be followed.

- **Batch Testing**: In order to ensure that the product meets the required chemical and biological standards, regular quality control tests on production batches to be conducted. Records of such tests also to be maintained for regulatory inspections.

3. Safety and Environmental Compliance

- **Environmental Protection**: To prevent contamination and harm to ecosystems, agrochemical products should comply with environmental regulations, with proper disposal of waste and unused products.

- **Safety Measures**: To protect workers handling agrochemicals during production, transportation, and application, safety measures should be implemented. Along with that, safety training and appropriate personal protective equipment (PPE) should be provided.

4. Monitoring and Reporting

- Adverse Effects Monitoring: Lay out frameworks to screen and report any adverse impacts or incidents because of the utilization of agrochemical items. Regulatory authorities to be promptly notified in case of any safety concerns or product failures.

- Usage Data Collection: Gather and retain information on the use of the product, including application rates and geographical dispersion. This data might be expected for occasional surveys by regulatory bodies.

5. Product Stewardship and Customer Support

- Customer Guidance: End users must be informed about the benefits and risks associated with the product and also guidance must be provided on correct use and handling of agrochemicals.

- Technical Support: For effective application and management of the product, technical support and advice must be provided to the customers.

6. Compliance with Regulatory Updates

- Regulatory Changes: The product must remain compliant with the regulatory requirements and all updates must be tracked. Changes in labelling, safety data sheets and usage instructions must be amended as per the new regulations.

- Renewal and Re-registration: In case of changes in product formulation, use pattern, or safety profile, renewal of the registration must be applied.

7. Documentation and Record-Keeping

- Record Maintenance: Comprehensive records of production, quality control tests, adverse effects must be maintained and should be readily available for inspection by regulatory authorities.

- Confidentiality Agreements: As per intellectual property regulations, confidential business information and trade secrets must be protected.

8. GLOBAL INSECTICIDE MARKET:

Insecticides are specialized agents, either chemical or biological in nature, that are formulated to manage or eradicate insects which present considerable risks to agriculture, public health, and infrastructure. These substances are integral to contemporary agriculture practices, safeguarding crops from detrimental pests, thus improving yields and supporting global food security. By specifically targeting insect pests, insecticides play a crucial role in curbing the transmission of diseases and reducing harm to both crops and structures.

They are classified into various categories based on their chemical composition, modes of action, and sources, including synthetic insecticides, biological insecticides, insect growth regulators (IGRs), and natural insecticides. Each category provides unique advantages and uses, illustrating the wide range of strategies available for effective pest control in different agriculture and environmental setting.

1. **Synthetic insecticides** are chemically engineered substances designed to effectively address specific insect-related challenges. Among these are organophosphates, which disrupt the nervous systems of insects, rendering them incapacitated; pyrethroids, which imitate natural repellents to ensure broad-spectrum and long-lasting control; and neonicotinoids, which obstruct nerve transmission, providing targeted and effective pest management options.

2. **Biological insecticides** are derived from natural sources such as bacteria, fungi, or viruses, and specifically target insect pests. For example, Bacillus thuringiensis (Bt) produces proteins that are highly toxic to certain insects while being completely harmless to humans and animals, offering a safe and environmentally friendly option for pest management.

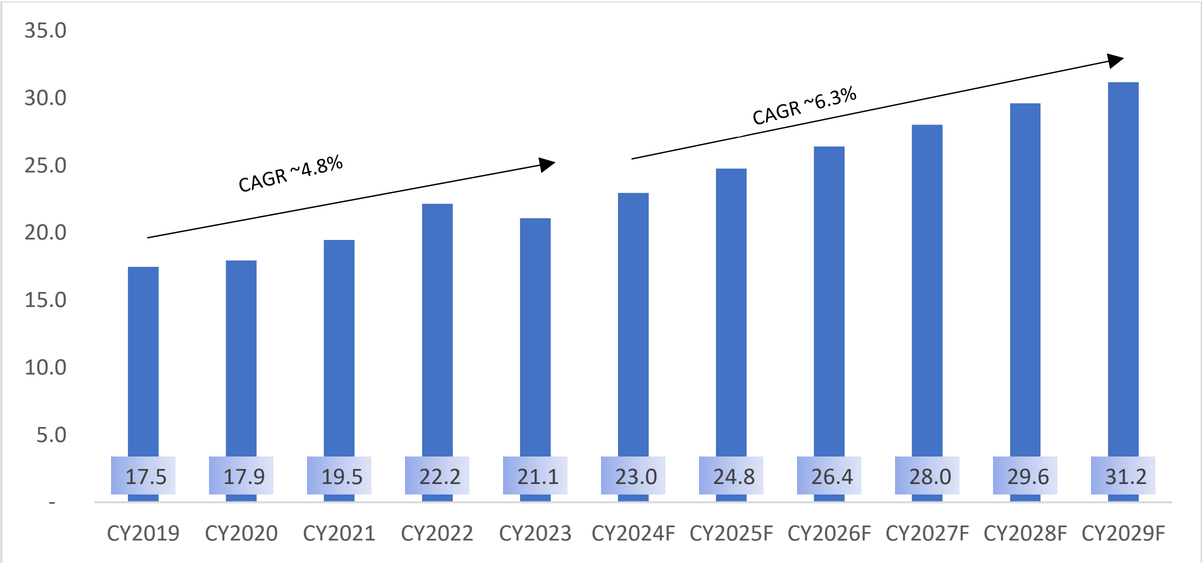
3. **Insect Growth Regulators (IGRs)** are substances that disrupt the developmental processes of insects, interfering with their growth and reproductive cycles. IGRs are employed to manage pest populations over time, representing a strategy that is generally safer and less toxic to humans and animals compared to traditional insecticides.

4. **Natural insecticides** are derived from plant or other natural sources, for e.g. neem oil and pyrethrum. These materials are often preferred due to their lower environmental impact and reduced toxicity to non-target species, making them sustainable and eco-friendly alternatives to synthetic chemicals.

8.1 Market size of the global insecticide market:

During CY2023, the global insecticides market reached a market value of $ 21.1 billion exhibiting a CAGR growth of ~4.8% during CY2019-CY2023. Going forward, global insecticides market is expected to reach a value of $ 31.2 billion by CY2029, representing a CAGR of 6.3% during CY2024-CY2029.

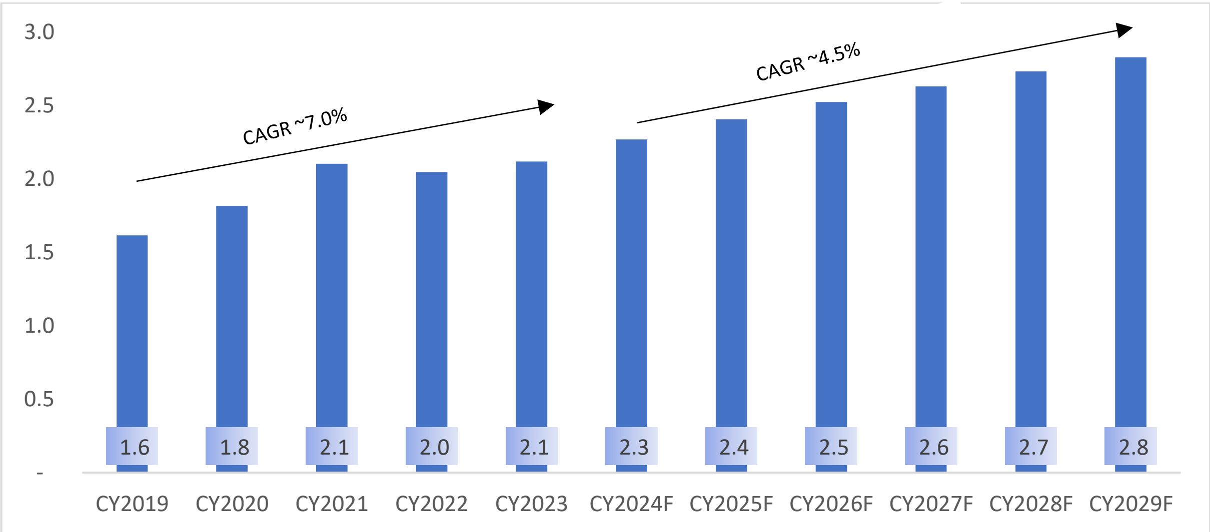
Chart 37: Insecticides Market: Sales value (in $ billion)



Source: FAO, IMARC Group, ICRA Analytics

In terms of volume, the global insecticides market reported a volume of 2.1 MMT in CY2023, representing a CAGR of 7.0% during CY2019-CY2023. Looking forward, global insecticides market is expected to reach a volume of 2.8 MMT by CY2029, exhibiting a CAGR of 4.5% during CY2024-CY2029. Higher sales value CAGR of 6.3% than volume CAGR of 4.5% is on account of higher sales realisations expected during the period CY2024-2029.

Chart 38: Insecticides Market: Sales volume (in MMT)



Source: FAO, IMARC Group, ICRA Analytics

8.2 Market drivers, restraints and success factors of the global insecticide market-

8.2.1 Market drivers-

The global market for insecticides is driven by several essential factors that tackle significant challenges in pest control for both agriculture and public health sectors-

- **Rising demand for enhanced agriculture productivity**: A primary catalyst for this market is the rising demand for enhanced agriculture productivity. With the world's population on the rise, there is an urgent necessity to boost crop yields to ensure food security and satisfy the needs of an expanding population. Insecticides are crucial in this endeavor, as they safeguard crops from pests which can lead to substantial yield reductions. For instance, in India, the use of insecticides is vital for sustaining cotton production levels, which are important not only for local consumption but also for international trade. This increasing demand for greater agriculture output emphasizes the pivotal role that insecticides play in modern farming practices, underscoring their significance in achieving food security.

- **The increasing prevalence of vector-borne diseases:** This factor represents a significant factor driving market expansion. Insecticides play a vital role in managing disease vectors, particularly mosquitoes, which transmit illnesses such as malaria and dengue fever. The World Health Organization (WHO) has emphasized the essential function of insecticides in decreasing malaria cases, particularly in areas like sub-Saharan Africa, where their application has resulted in notable declines in both disease incidence and mortality rates. The WHO's ambitious targets for 2030, which aim for a 90% reduction in global malaria incidence and mortality, highlight the persistent necessity for effective insecticides in public health strategies aimed at addressing these life-threatening diseases and enhancing overall health outcomes.

- **Growth of agriculture endeavours into new and previously underexplored regions**: The growth of agriculture endeavours into new and previously underexplored regions is significantly increasing the demand for insecticides. As farming extends into areas such as the northern latitudes of Russia and Canada, new pest challenges emerge that require effective management strategies. This geographical expansion brings forth a range of pest species that have not been encountered before, highlighting the need for the development and use of insecticides tailored to target these unique conditions. For example, as agriculture activities advanced into the northern territories of Canada, the implementation of specialized, pest-resistant insecticides becomes crucial for safeguarding newly established crops from emerging and potentially harmful threats.

- **Increasing sustainable practices:** The growing trend toward sustainable agriculture practices is fuelling a rising demand for eco-friendly insecticides. As environmental awareness increases among farmers and consumers, there is a marked preference for natural and less toxic insecticides that align with sustainability objectives. Products derived from plant sources, such as neem oil and pyrethrum, are gaining popularity due to their lower environmental impact and reduced toxicity to non-target species.

- **Technological advancement:** In addition, advancements in technology related to insecticide development and formulation are significantly contributing to market expansion. Innovations like targeted delivery systems and integrated pest management (IPM) strategies are enhancing the efficacy of insecticides while simultaneously reducing their environmental impact. A notable example is the emergence of smart insecticides that release active ingredients upon detecting specific pests, representing a major technological breakthrough. This method not only increases the efficiency of pest control but also promotes sustainability by minimizing chemical usage and focusing solely on the pests that are present.

- **Advancement of precision application technologies**: The advancement of precision application technologies, including drones and automated sprayers, has transformed the way insecticides are distributed. These innovations allow for more accurate and efficient application, reducing waste and lessening the environmental impact of pest control efforts. By utilizing these cutting-edge technologies, the industry can more effectively meet the complex demands of modern agriculture while prioritizing environmental stewardship. This emphasis on precision and sustainability is crucial for adapting insecticide use to the evolving needs of agriculture and environmental challenges.

8.2.2 Restraints witnessed in the global insecticide market:

The global insecticides market encounters several key challenges that hinder its growth and development.

- **Increasing regulatory scrutiny:** One of the key significant restraints is the increasing regulatory scrutiny and the implementation of stringent environmental regulations. Governments across the world are enforcing tighter controls on the use of chemical insecticides to reduce their potential environmental and health impacts. For instance, the European Union's REACH (Registration, Evaluation, Authorization, and Restriction of Chemicals) regulation mandates thorough safety assessments for insecticides, which can delay the approval of new products and limit the use of certain chemicals. These regulatory hurdles lead to higher compliance costs for manufacturers, ultimately impacting market growth and slowing the pace of innovation.

- **Insecticide resistance:** The development of insecticide resistance among pests presents a serious challenge. Over time, many insect species have evolved resistance to commonly used insecticides, diminishing their effectiveness and requiring the continuous development of new formulations. For example, the resistance of malaria-carrying mosquitoes to pyrethroids has become a significant concern for public health efforts, complicating the control of vector-borne diseases.

- **Increasing apprehension:** A notable limitation is the increasing apprehension regarding the detrimental effects of insecticides on non-target species and ecosystems. There is an escalating recognition and critique of the influence of chemical insecticides on beneficial insects, particularly bees, which play a crucial role in pollination. The reduction in bee populations has been associated with specific insecticides, leading to calls for more sustainable and environmentally friendly pest management strategies. This transition in consumer and regulatory inclinations towards safer alternatives exerts pressure on the industry to evolve and may ultimately reduce the market share of conventional insecticides.

8.2.3 Success factors in the global insecticide market:

- **Sustainability:** A significant factor contributing to success is the rising demand for sustainable and environmentally friendly insecticides. As public awareness of environmental issues increases, there is a noticeable transition towards products that pose minimal risks to the ecosystem and non-target organisms. Insecticides sourced from natural ingredients, such as neem oil, are gaining popularity due to their lower ecological impact. Firms that prioritize these eco-friendly alternatives can secure a substantial market share and attract consumers who are environmentally conscious.

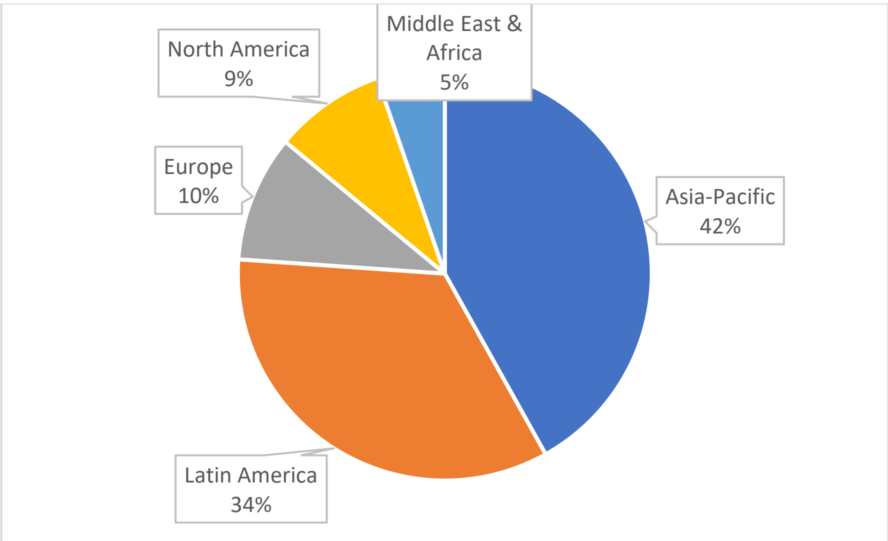
- **Technological progress:** A key determinant of success in the global insecticides market is the adoption of innovation and technological progress. Firms that allocate resources towards the creation of advanced insecticide formulations and sophisticated application technologies, including precision agriculture tools and intelligent insecticides, are strategically positioned for expansion. For example, the use of drones for targeted insecticide application not only improves efficiency but also reduces environmental repercussions.

- **Emergence of smart insecticides:** The emergence of smart insecticides, particularly those featuring controlled-release mechanisms, guarantees that active ingredients are dispensed solely in the presence of pests, thereby enhancing their effectiveness. These technological advancements address the growing demand for efficient and environmentally sustainable pest control solutions, rendering them essential for maintaining a competitive edge in the market.

- **Expansion into regions of agriculture industries:** Moreover, establishing strategic alliances and venturing into emerging markets are crucial for achieving success. Collaborations among industry leaders, academic institutions, and regulatory agencies can foster innovation and support the creation of integrated pest management (IPM) approaches. These partnerships also aid in navigating intricate regulatory landscapes and identifying new market prospects. Expanding into regions where agriculture industries are experiencing rapid growth, enables companies to meet the increasing demand for effective pest control solutions. Organizations that adopt these strategies will be well-equipped to thrive in the global insecticides market. Additionally, investing in local manufacturing facilities and distribution systems in these emerging markets can further enhance market presence and optimize supply chain operations.

8.3 Market breakup by region

Chart 39: Market breakup by region during CY2023 (in %, value in consumption terms)

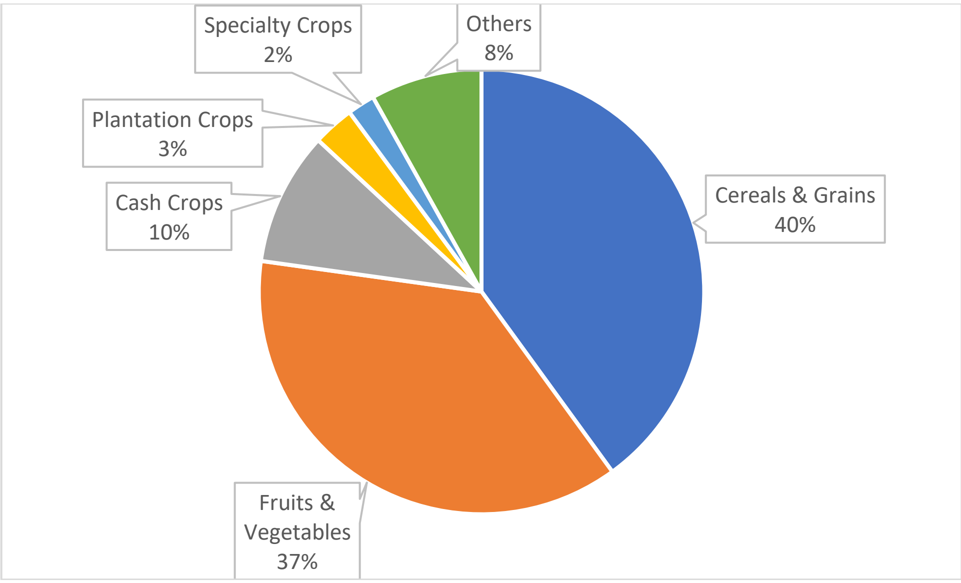


Source: IMARC Group, ICRA Analytics

During CY2023, Asia Pacific region dominated the given market segment with a market share of ~42%. It was followed by Latin America at ~34%, Europe ~10%, North America at ~9% and Middle East and Africa at ~5%.

8.4 Market breakup by application

Chart 40: Market breakup by application during CY2023 (in % terms) (value in consumption terms)



Source: IMARC Group, ICRA Analytics

During CY2023, the key segment attracting the application of insecticides was the cereals & grains at ~40% followed by fruits & vegetables segment at ~37%, cash crops at ~10%, plantation crops at ~3%, speciality crops at ~2% and others at ~8%.

8.5 Value chain analysis:

The global insecticide market value chain involves research & development, raw material procurement, manufacturing, quality control and assurance, packaging, distribution & logistics, end-user industries and post-market surveillance. A detailed perspective on the same has been provided below:

- **Research and Development (R&D):** The research and development (R&D) phase plays a pivotal role in the global insecticides market, concentrating on the formulation of new products and improving the existing ones. This phase encompasses comprehensive laboratory investigations aimed at identifying potent active ingredients and understanding their mechanisms. Field trials are essential for assessing both efficacy and safety in practical settings. Regulatory assessments are critical to guarantee adherence to international standards established by organizations such as the U.S. Environmental Protection Agency (EPA) and the European Chemicals Agency (ECHA). Additionally, the R&D phase involves the exploration of innovative technologies, including biological control agents and integrated pest management (IPM) strategies, to ensure that new products effectively tackle emerging pest issues and environmental challenges. Collaboration with academic institutions and research organizations further strengthens R&D initiatives, providing access to cutting-edge scientific knowledge and novel technologies.

- **Raw Material Procurement:** The procurement of raw materials is a critical component in the manufacturing of insecticides, necessitating the sourcing of active ingredients and additional elements required for formulation. Typical raw materials include synthetic chemicals such as pyrethroids and neonicotinoids, alongside natural products like neem oil and various plant extracts. Suppliers are required to comply with rigorous quality standards and regulatory mandates to guarantee the efficacy and safety of these materials. This process also entails the establishment of dependable supply chains to ensure the consistent availability of high-quality raw materials. Procurement strategies frequently involve evaluating suppliers for their capacity to provide traceability and transparency, which are essential for adherence to international regulations and maintaining the integrity of the final product. Furthermore, effective procurement practices include the assessment of supplier's environmental and ethical standards, which are increasingly shaping global purchasing choices.

- **Manufacturing:** The manufacturing process entails transforming raw materials into finished insecticides through a series of intricate procedures. This process involves the careful combination of active ingredients with carriers and solvents, resulting in various formulations such as sprays, powders, or granules. Typically, the process begins with the creation of a concentrated formulation, which is subsequently diluted to reach the desired concentration. State-of-the-art manufacturing facilities utilize automated systems for mixing, blending, and granulation, thereby improving accuracy and minimizing human error. High-shear mixers and reactors are frequently employed to facilitate the effective blending of components. The production line integrates in-process quality control measures to verify that the formulations are uniform and comply with regulatory standards. Furthermore, contemporary facilities make use of computer-controlled systems to continuously monitor and adjust manufacturing parameters, ensuring consistent product quality and compliance with safety regulations.

- **Quality Control and Assurance:** The processes of quality control and assurance are essential for guaranteeing the safety and effectiveness of insecticides. This phase encompasses thorough testing and inspection throughout the production cycle to uphold product standards. International standards, including those established by the International Organization for Standardization (ISO) and various national regulatory bodies, inform these practices. Testing procedures involve confirming the chemical composition, potency, and the presence of any potential contaminants to ensure that insecticides fulfill safety and performance benchmarks. Furthermore, comprehensive quality control systems integrate regular audits, cross-verifications, and validation procedures to maintain consistent quality and adherence to changing regulatory standards. The application of sophisticated analytical methods, such as high-performance liquid chromatography (HPLC) and mass spectrometry, significantly improves the precision and dependability of quality evaluations, ensuring that products function as intended and are safe for both users and the environment.

- **Packaging:** Packaging is a critical step that involves designing and producing containers that securely protect insecticides during transportation and storage. This process must adhere to regulatory standards and incorporate safety features to prevent accidental exposure. Packaging also includes detailed labeling that provides clear instructions, safety warnings, and regulatory information. For global markets, packaging designs must comply with a variety of regulations, such as those from the U.S. EPA and the European Union's Classification, Labeling, and Packaging (CLP) Regulation. There is a growing focus on selecting packaging materials based on their environmental impact, with an increasing preference for recyclable, biodegradable, and eco-friendly options to support sustainability goals. Additionally, tamper-evident seals and child-resistant packaging are crucial for ensuring consumer safety and preventing misuse. The use of innovative packaging technologies further enhances protection and usability.

- **Distribution and logistics**: It involves the transportation and delivery of packaged insecticides to various markets. Efficient logistics are crucial for ensuring timely and cost-effective delivery. This process includes managing supply chains, warehousing, and transportation while adhering to international shipping regulations. Companies must also navigate customs regulations and documentation for cross-border shipments. Advanced logistics technologies, such as GPS tracking and automated inventory systems, help optimize distribution, ensuring that insecticides reach their destinations promptly and in optimal condition. Real-time monitoring of shipments allows for quick responses to delays or disruptions, preserving product integrity and ensuring customer satisfaction.

- **End-User Industries:** Insecticides are distributed to various end-user industries, including agriculture, public health, and pest control services. In agriculture, insecticides protect crops by combating pests that threaten yields and quality. In public health, they are used for vector control, targeting insects like mosquitoes that spread diseases. Pest control companies use insecticides to manage pests in residential, commercial, and industrial settings. This stage involves understanding the specific needs of each sector and ensuring insecticides are applied effectively to address different pest challenges. Tailoring formulations and application methods to the unique requirements of each industry enhances efficacy and user satisfaction. Additionally, collaborating with end-users for field trials and feedback helps refine products to better meet specific needs and regulatory standards.

- **Post-Market Surveillance:** It refers to the ongoing assessment of insecticide's performance and effects following their introduction to the market. This process encompasses the evaluation of product efficacy, gathering consumer feedback, and identifying any new challenges, such as the development of resistance. Surveillance efforts are undertaken by manufacturers, regulatory agencies, and research organizations. The World Health Organization (WHO) and various national health authorities may perform studies to evaluate the effectiveness of insecticides in managing vector-borne diseases. This feedback mechanism is crucial for enhancing current products, directing future research and development, and ensuring that insecticides adhere to safety and efficacy standards. The collection and analysis of real-time data from end-users play a significant role in facilitating prompt updates and enhancements. Additionally, effective post-market surveillance includes public reporting systems and databases that monitor adverse effects and enable swift responses to any emerging safety issues.

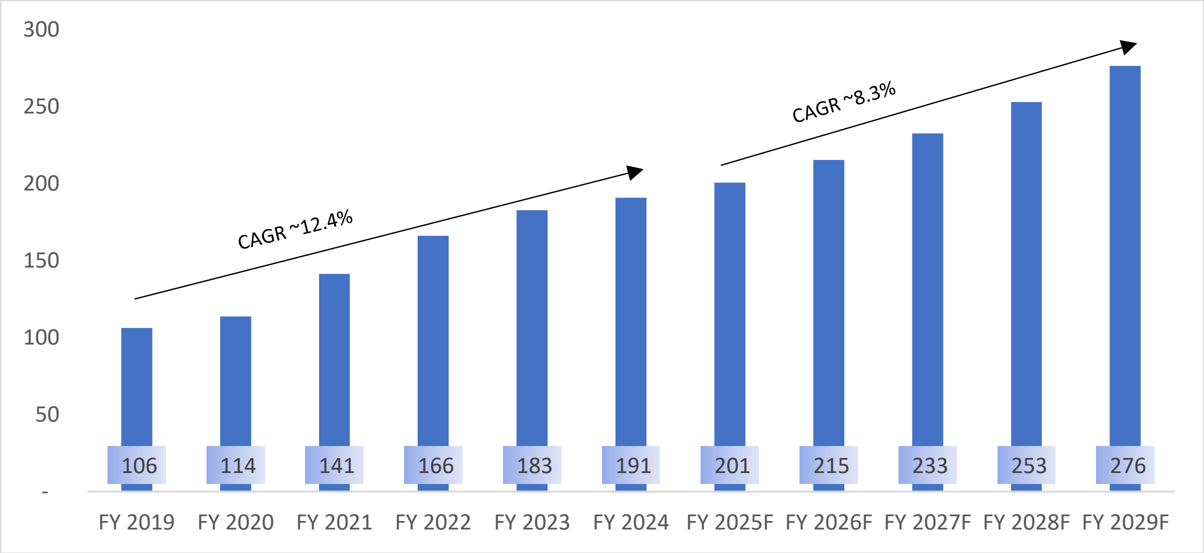
9. INDIAN INSECTICIDE MARKET:

The insecticide market in India is experiencing significant growth, primarily fuelled by the necessity for increased food production in response to a rapidly expanding population. Farmers are becoming more aware of the financial advantages associated with insecticides, including enhanced crop quality and diminished losses from pest infestations. Innovations in technology, particularly in precision agriculture, are improving the efficiency and effectiveness of insecticide application, thereby reducing waste.

Government initiatives aimed at modernizing the agriculture sector and encouraging the use of advanced inputs are further bolstering the market. There are numerous opportunities, especially in the area of environmentally friendly options such as biopesticides, as companies are increasingly investing in sustainable alternatives. The growth of precision agriculture is driving the demand for sophisticated insecticides that can seamlessly integrate with these systems, providing targeted solutions. Educational programs designed to inform farmers about the advantages and correct application of insecticides can enhance adoption rates. Furthermore, the rising global demand for agriculture products offers Indian manufacturers the chance to penetrate international markets by adhering to global standards. Partnerships with research institutions and other stakeholders can foster innovation and promote market expansion.

The Indian insecticides market reached a value of Rs 191 billion during FY 2024, growing at a CAGR of 12.4% during FY2019-FY2024. Going forward, the India insecticides market is expected to reach a value of Rs 276 billion by FY2029, growing at a CAGR of 8.3% during FY2025-FY2029.

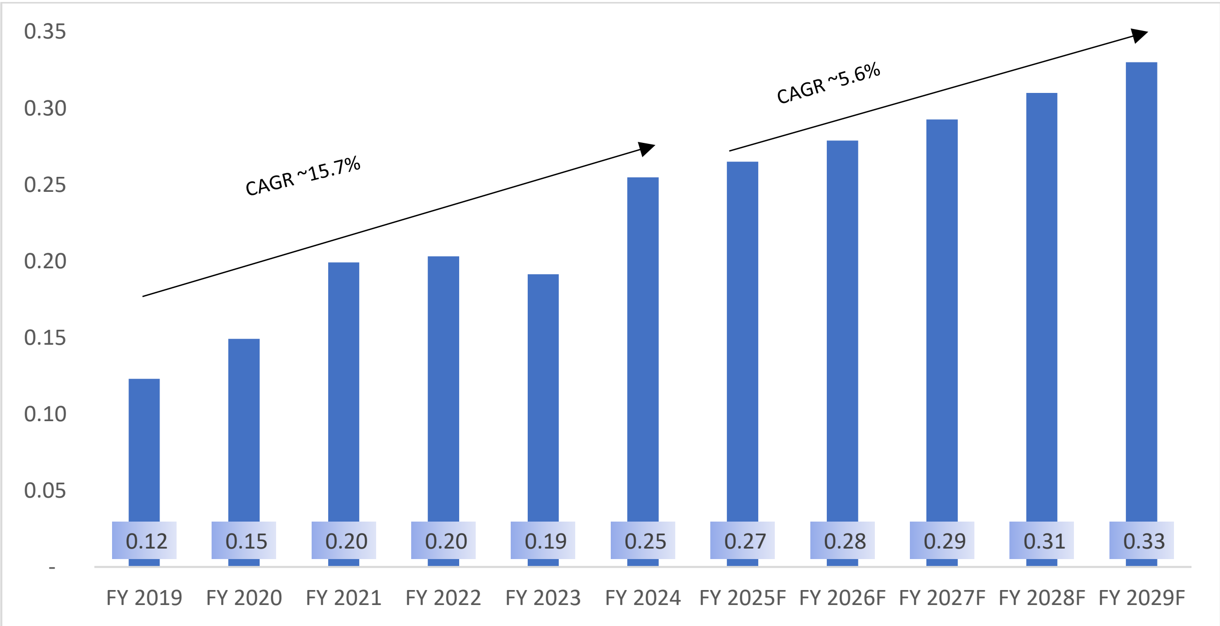
Chart 41: India: Insecticides Market: sales value in Rs billion



Source: Department of Commerce, IMARC Group, ICRA Analytics

In terms of volume, the Indian insecticides market stood at 0.25 MMT during FY2024 growing at a CAGR of ~15.7% during FY2019-FY2024 and is expected to reach a volume of 0.33 MMT by FY2029, at a CAGR of ~5.6% during FY2025-FY2029. Higher value growth than volume growth highlights the expectations of higher sales realisations during the forecasted period.

Chart 42: India: Insecticides Market: sales volume in MMT



Source: Department of Commerce, IMARC Group, ICRA Analytics

9.1 Market drivers, restraints and success factors in the Indian insecticide market

9.1.1 Market drivers:

- **Expansion of Cultivated Land:** The growth of agriculture land and the introduction of new crop varieties heighten the necessity for insecticides. The cultivation of new crops and the expansion of farming areas demand effective pest management strategies to promote healthy plant development and avert crop losses. According to the Land Use Statistics for 2018-19, India's total geographical area encompasses 328.7 million hectares, with 139.3 million hectares identified as the net sown area and 197.3 million hectares as the gross cropped area, indicating a cropping intensity of 141.6%.

- **Increasing Pest Incidences in Agriculture:** India is grappling with significant challenges posed by escalating pest incidences in agriculture. The findings reveal that the nation suffers an annual crop yield loss of approximately 18%, equating to an alarming economic deficit of around ₹90,000 crore. This considerable loss highlights the urgent necessity for effective pest management strategies to protect agriculture productivity. Additionally, India is home to 173 invasive species, including 47 that affect agriculture ecosystems, with 23 being insects. Pest infestations not only diminish crop yields but also compromise the quality of agriculture products, resulting in financial difficulties for farmers and threatening food security.

- **Enhancing Agriculture Output:** India, with a population of 1.4 billion poses rising demand for increased agriculture productivity to cater to this growing populace. This leads to the utilization of insecticides to shield crops from pests and diseases. As the necessity for enhanced agriculture yields becomes more pressing, insecticides are becoming more essential in protecting crops from various threats. Furthermore, agriculture and its associated sectors represent the primary source of livelihood in India, with 70% of rural households relying predominantly on agriculture, and 82% of farmers classified as small and marginal.

- **Government Initiatives and Policies:** A range of government programs, including subsidies for pest control and agriculture insurance, facilitate the application of insecticides. The Indian government endorses the use of insecticides through initiatives such as the Pradhan Mantri Fasal Bima Yojana (PMFBY), which offers crop insurance and stimulates the demand for pest control products. The scheme titled "Strengthening and Modernization of Pest Management Approach in India" advocates for Integrated Pest Management (IPM) through the establishment of Farmer’s Field Schools and 31 Central IPM Centres. Furthermore, initiatives like the Rashtriya Krishi Vikas Yojana and the National Horticulture Mission contribute to enhancing plant protection and agriculture resilience by implementing various pest management techniques.

9.1.2 Threats and challenges in the domestic insecticide market:

- **The Emergence of Pest Resistance:** Metabolic resistance stands as the most common form of resistance observed in insects, posing a considerable obstacle to effective pest management. Insects that display metabolic resistance typically possess increased levels or more proficient variants of enzymes that convert insecticides into harmless substances, thus reducing the efficacy of the applied chemicals. This type of resistance is largely influenced by genetic factors and the frequent use of insecticides. Prolonged reliance on the same insecticides can result in the swift emergence of resistance among insect and mite populations. This persistent cycle intensifies the challenge, complicating efforts to manage pest populations and highlighting the urgent need for the creation of more innovative and varied pest management approaches.

- **Environmental and Health Concerns:** The use of chemical insecticides has raised significant environmental and health concerns, leading to increased regulatory scrutiny. Insecticides, while effective at killing insects, can also pose risks to human health, causing symptoms such as eye irritation, coughing, heart problems, and breathing difficulties when ingested, inhaled, or absorbed through the skin. The Indian government is increasingly promoting sustainable agriculture practices and imposing restrictions on harmful chemicals, which could impact the growth of the agrochemical market.

- **Regulatory Hurdles:** The approval process for new insecticide products in India is stringent, requiring extensive assessments of safety, efficacy, and environmental impact. The Central Insecticides Board (CIB) oversees the registration of pesticides, and the lengthy approval process can delay market entry and increase costs. Meeting these regulatory standards demands significant investment, creating a potential barrier to market growth.

9.1.3 Opportunities to be tapped in the Indian Insecticide market:

- **Implementation of Precision Agriculture:** The adoption of precision agriculture technologies, including drones and remote sensing, is anticipated to transform insecticide application practices in India, facilitating more targeted and efficient pest management strategies. The Digital India initiative is instrumental in this transition, as it encourages technological innovations in the agriculture sector. For example, the government has granted an extension of its interim approval for drone usage in pesticide spraying, effective from April 18, 2024, for an additional year. This extension enables plant protection companies to continue employing drones for precise pest control, which not only enhances effectiveness but also reduces waste. Moreover, drone operators are mandated to undergo specialized training that encompasses the clinical effects of insecticides. These initiatives are aimed at ensuring the safe and effective deployment of drones, thereby advancing the field of precision agriculture and stimulating future growth in the insecticide market.

- **Increase in R&D and Patents:** Investing in research and development is driving the creation of innovative insecticide solutions and improved formulations. Collaboration with research institutions and government bodies supports new product development and technological advancements.

- **Introduction of New Products**: The introduction of innovative insecticide formulations, which are specifically designed to improve pest control in essential crops, is expected to propel future expansion within the Indian market.

9.2 Value chain analysis:

The domestic insecticide market value chain involves research & development, registration, technical manufacturer, formulations & packaging, distribution and end-user. A detailed perspective on the same has been provided below:

Research and Development (R&D): R&D serves as the fundamental basis for innovation within the agrochemical sector. This phase focuses on the creation of new insecticide molecules and formulations, driven by rigorous scientific inquiry. Researchers aim to improve the efficacy, safety, and ecological footprint of these products. The process entails thorough testing and refinement of new formulations to guarantee compliance with established standards. Additionally, the preparation of detailed documentation for regulatory approval, which includes safety and efficacy assessments, is vital during this phase. The successful execution of R&D initiatives lays the groundwork for the launch of cutting-edge pest control solutions in the marketplace.

Registration: The registration phase requires adherence to regulatory protocols to facilitate the introduction of new insecticide products into the market. Companies are obligated to present comprehensive product information to the Central Insecticides Board & Registration Committee (CIBRC). This information encompasses details regarding the product's formulation, safety profile, environmental considerations, and effectiveness. The approval process entails a thorough examination of scientific data, risk evaluations, and verification of compliance with national regulations. Upon receiving approval, companies acquire the necessary certifications and develop product labels that align with legal standards while providing clear instructions for use. This phase is essential in ensuring that products are both safe for consumers and environmentally responsible.

Manufacturing: Manufacturing is the process of converting raw materials into finished insecticide products. Raw materials are sourced from domestic suppliers or imported when local options are unavailable. These materials are transported by road and stored based on production schedules and market demand. The manufacturing process involves blending active ingredients with other components to create the final product, all while adhering to strict quality control standards to ensure consistency and effectiveness. Rigorous quality checks throughout the process ensure that the products meet industry standards and comply with regulatory requirements.

Formulation: The formulation process involves creating insecticides in various forms, such as liquids, powders, granules, and emulsifiable concentrates, depending on the intended use and target pests. This stage includes extensive testing to ensure that the formulations are effective against pests and meet safety standards for both users and the environment. Large manufacturers often have in-house formulators who develop and refine these formulations, ensuring that insecticides are tailored to specific agriculture needs and are safe for application.

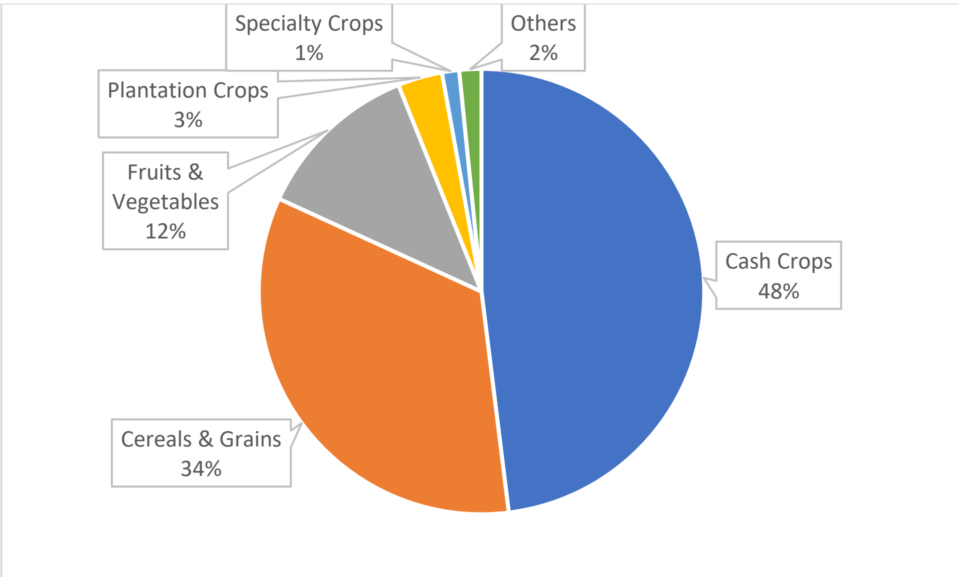
Distribution: Distribution encompasses the logistics of transporting finished insecticide products from manufacturing facilities to distribution centres and regional warehouses. Effective inventory management is essential to match market demand and accommodate seasonal variations. Products are stored under controlled conditions in warehouses to maintain their quality and efficacy until they reach retailers and end-users. Efficient distribution ensures that insecticides are available when needed and retain their effectiveness throughout the supply chain.

Retail: The retail sector encompasses the promotion and sale of insecticides through a variety of channels. This includes engaging in agriculture exhibitions, executing advertising campaigns, and implementing direct marketing strategies. A significant component of this phase is the education of farmers and retailers regarding the advantages and correct application of insecticides. Distribution occurs through a network of agrochemical retailers, cooperatives, and direct sales to farmers. Retailers are instrumental in facilitating access to insecticides and assisting farmers in selecting the appropriate products for effective pest management.

End Users: End users, primarily farmers, utilize insecticide products to control pests, weeds, and diseases. The efficacy of these products is contingent upon their correct application in accordance with established guidelines. Effective pest management not only enhances agriculture yields but also safeguards crops from potential damage, thereby increasing productivity and profitability for farmers. The proper application of insecticides is vital for achieving optimal results and ensuring that these products positively impact agriculture practices.

9.3 Market breakup by application

Chart 43: Market breakup by application during FY2024 in % terms (value in consumption terms)

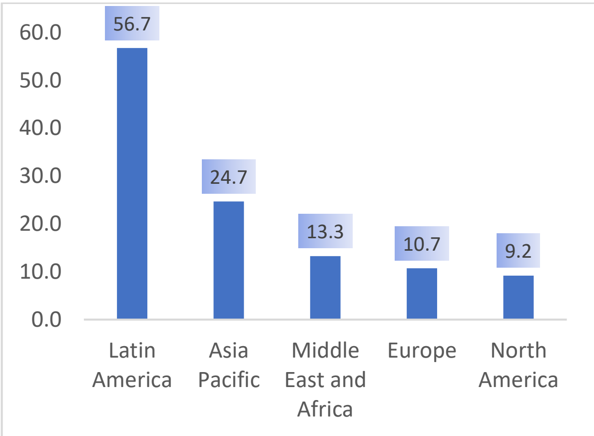


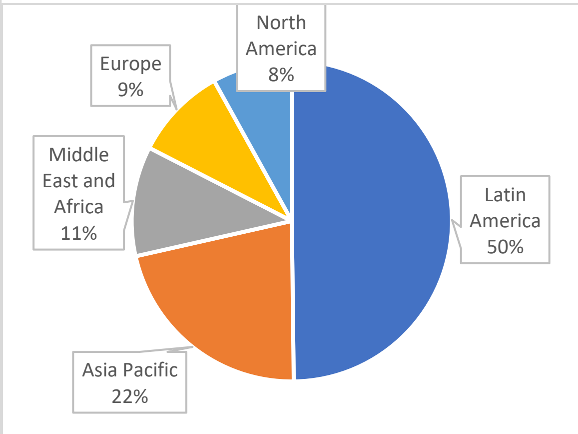
Source: IMARC Group, ICRA Analytics

During FY2024, as per application, cash crops had the lion's share of 48% of the total market followed by cereals & grains at ~34%, fruits & vegetables at ~12%, plantation crops at ~3%, specialty crops at ~1% and others at ~2%.

9.4 Insecticides export market

Chart 44: Breakup by region (sales value in Rs billion and export share in % terms), FY2024





Source: Department of Commerce, IMARC Group, ICRA Analytics Source: Department of Commerce, IMARC Group, ICRA Analytics

During FY2024, the total traded insecticides market in terms of value in India stood at Rs 158.9 billion, out of which total export stood at ~Rs 114.6 billion while import stood at ~Rs 44.4 billion. Latin America represented the largest market for exported insecticides from India, accounting for a share of 50% of the total export in term of value. It was followed by Asia Pacific at ~22%, Middle East and Africa at ~11%, Europe at ~9% and North America at 8.0%.

Herbicide Market

10. GLOBAL HERBICIDE MARKET:

Herbicides, often known as weed killers, are chemical agents specifically formulated to manage undesirable vegetation, commonly referred to as weeds. They play a crucial role in enhancing agriculture efficiency, promoting crop vitality, and optimizing harvest yields. Prior to the introduction of herbicides, conventional methods for weed management included manual weeding, utilization of cover crops, and alterations to soil characteristics such as pH, nutrient content, or salinity.

Additionally, natural substances like sea salt, industrial by-products, and various oils were utilized for controlling weeds. However, significant innovations during World War II resulted in the creation of modern herbicides, which are capable of effectively targeting a broad spectrum of weeds while preserving the integrity of crops. In contemporary practices, herbicides are essential components of weed management strategies across multiple sectors, particularly in agriculture, where their rapid adoption by farmers is attributed to their high efficiency and effectiveness. Herbicides can be categorized based on several factors, including their selectivity, application methods, and timing of use.

A comprehensive classification is provided below:

Types of Herbicides Based on Specificity

- **Selective Herbicides**: These herbicides are designed to target particular plant species, effectively managing undesirable weeds while preserving the integrity of the desired crops. Their application is prevalent in agriculture practices, as they play a crucial role in promoting crop health by specifically addressing only the weed population.

- **Non-Selective Herbicides**: Non-selective herbicides serve as comprehensive solutions that impact plant life upon application. They are frequently utilized for both pre-sowing and post-sowing burndown, as well as in chemical fallow and industrial contexts where total eradication of vegetation is necessary.

Classification of Herbicides According to Application Method

- **Soil-Applied Herbicides**: These herbicides are incorporated into the soil, where they are taken up by the roots or shoots of developing weed seedlings. To achieve optimal effectiveness, it is crucial to apply them accurately to the soil layer and ensure sufficient soil moisture to facilitate absorption.

- **Foliar-Applied Herbicides**: These herbicides are administered directly to the aerial portion of the weeds, where they penetrate through the exposed plant tissues above the soil. Foliar applications are particularly effective against established weeds, as they depend on direct contact with the leaves of the plants.

Classification of Herbicides According to Application Timing

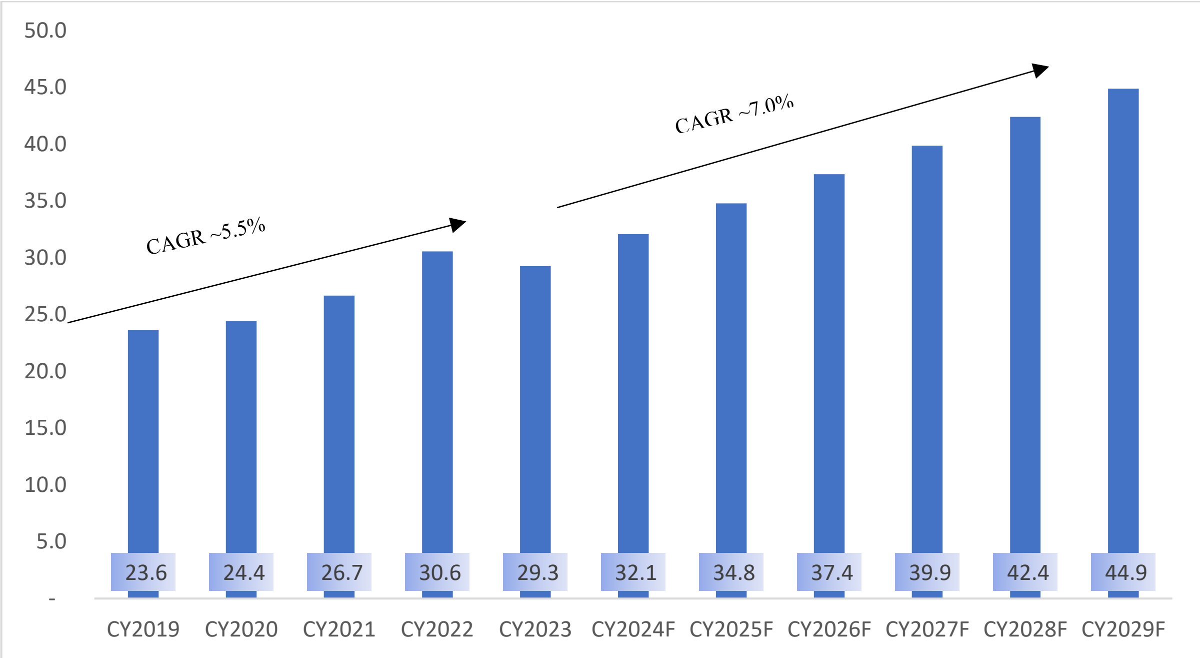
- **Pre-Plant Herbicides**: These herbicides are utilized on the soil prior to the planting of crops, effectively managing weed populations before sowing occurs. They may be categorized as either selective or non-selective. By removing weeds before planting, these herbicides create favorable conditions for the growth of crops.

- **Pre-Emergence Herbicides:** Administered before the emergence of weed seedlings from the soil, these herbicides are effective in controlling weeds at the sprouting stage, but they do not affect plants that are already established.

- **Post-Emergence Herbicides**: These herbicides are applied after weeds have appeared and can be either selective or non-selective, with applications possible on soil or foliage. They often necessitate multiple applications to achieve desired results and should be used cautiously during rainy conditions, as moisture can reduce their effectiveness.

During CY2023, the global herbicides market reached a value of $29.3 billion, exhibiting a CAGR of 5.5% during CY2019-CY2023. Going forward, global herbicides market is expected grow at a CAGR of ~7% between CY2024-CY2029 to reach a value of $ 44.9 billion by CY2029.

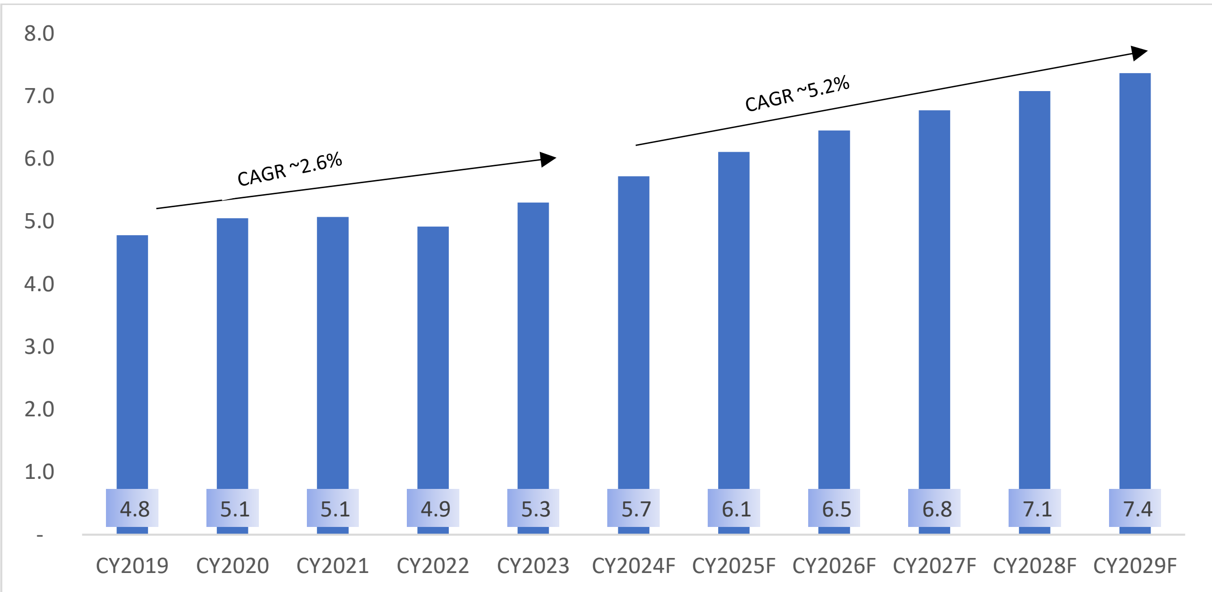
Chart 45: Global Herbicides Market: Sales Value (in $ billion), CY2019-CY2029



Source: FAO, IMARC Group, ICRA Analytics

In term of volume, the global herbicides market reached a volume of 5.3 MMT in CY2023, representing a CAGR of 2.6% during CY2019-CY2023. Moving forward, global herbicides market is expected to reach a volume of 7.4 MMT by CY2029, representing a CAGR of 5.2% during CY2024-CY2029.

Chart 46: Global Herbicides Market: Sales Volume (in MMT), CY2019-CY2029



Source: FAO, IMARC Group, ICRA Analytics

10.1 Market drivers, restraints and success factors of the global herbicide market

10.1.1 Market drivers-

- **Increasing investment in R&D:** Companies are increasingly leveraging investment in research and development (R&D) as a means to secure a competitive advantage. By innovating and refining herbicides with distinct modes of action and improving bioherbicide formulations, these organizations are achieving notable market positioning and developing customer loyalty through enhanced product offerings. Furthermore, strategic alliances and collaborations among herbicide producers, agriculture research institutions, and government agencies play a vital role in advancing product development and expanding market presence. Such partnerships allow for the exchange of technological advancements and broadened market outreach, creating significant growth prospects in a competitive landscape.

- **Rising demand for food:** The global herbicides market is experiencing substantial growth, driven by the rising global demand for food owing to population growth and the need for increased agriculture productivity. According to projections by the Food and Agriculture Organization (FAO), the global population is expected to increase by nearly one-third, or 2.3 billion people, between CY2009 and CY2050. This population surge, along with rising per capita income, is anticipated to elevate the demand for high-quality food products. As the need for food rises, so does the demand for effective crop management solutions, making herbicides a vital component of modern agriculture practices. Herbicides play a crucial role in maximizing crop yield by effectively controlling weed populations, ensuring the optimal use of increasingly scarce arable land, which is under pressure from urbanization and climate change.

- **Shortage of labour:** The growing shortage of labour in agriculture sectors across the globe is prompting farmers to turn to herbicides as a practical substitute for traditional, labour-intensive weeding techniques, thereby increasing the demand for these chemicals. Furthermore, the herbicide market is anticipated to benefit from advancements in precision farming technologies, which employ herbicides to improve soil and crop health, minimize weed competition, and ultimately boost agriculture productivity. As farmers increasingly adopt technologies such as GPS, drones, and IoT devices for enhanced field management, the demand for herbicides is projected to grow. This strategy not only improves crop yields but also enhances cost efficiency, establishing precision agriculture as a significant growth opportunity for herbicide producers.

- **Technological advancement:** Advancements in herbicide formulations have led to the development of more effective and environmentally friendly products, such as slow-release formulations, microencapsulation, and reduced-risk herbicides. These innovations have resulted in greater adoption among farmers who seek superior weed control with minimal environmental impact, thereby propelling market growth. The expansion of genetically modified (GM) crops is another key factor driving herbicide demand. GM crops like soybeans and corn, engineered to resist specific herbicides like glyphosate, enable more targeted and efficient weed management. This has led to high herbicide usage in major GM crop-producing regions such as the United States, Brazil, and Argentina, where agriculture practices heavily depend on GM technology.

10.1.2 Restraints witnessed in the global herbicide market:

- **Rising prices for bio-based herbicides:** The significant expenses linked to bioherbicides represent a considerable limitation for the market. Although bioherbicides are recognized for their ecological advantages, they frequently entail higher production and application costs in comparison to synthetic alternatives. This financial gap restricts their broader adoption, especially among small-scale farmers in developing regions, where sensitivity to pricing is a crucial factor. As a result, the market penetration of bioherbicides is limited in these areas, highlighting the need for innovations that can lower costs and enhance the accessibility and affordability of bioherbicides.

  As consumers grow more aware of the potential health hazards posed by chemical residues in food, there is a rising demand for organic farming practices that minimize or eliminate the use of chemical herbicides. Consequently, there is a noticeable trend towards the creation of organic herbicide solutions that meet consumer expectations for safer and more sustainable agriculture products.

- **Regulatory restrictions:** Environmental concerns and regulatory restrictions are significant restraints on the herbicides market, as the harmful impact of synthetic herbicides on ecosystems, particularly through soil and water contamination, has led to increasingly stringent regulatory measures worldwide. Many countries have imposed bans or restrictions on widely used herbicides like glyphosate due to health and environmental concerns. These regulatory actions have slowed market growth in regions with strict environmental regulations, forcing companies to explore alternative solutions.

- **Development of resistance:** Another critical challenge facing the herbicides market is the development of herbicide-resistant weeds. The continuous and excessive use of specific herbicides has led to the emergence of weed species that can withstand these chemicals, reducing their effectiveness. This resistance issue poses a significant challenge for farmers, who must constantly seek new methods to control these resilient weeds.

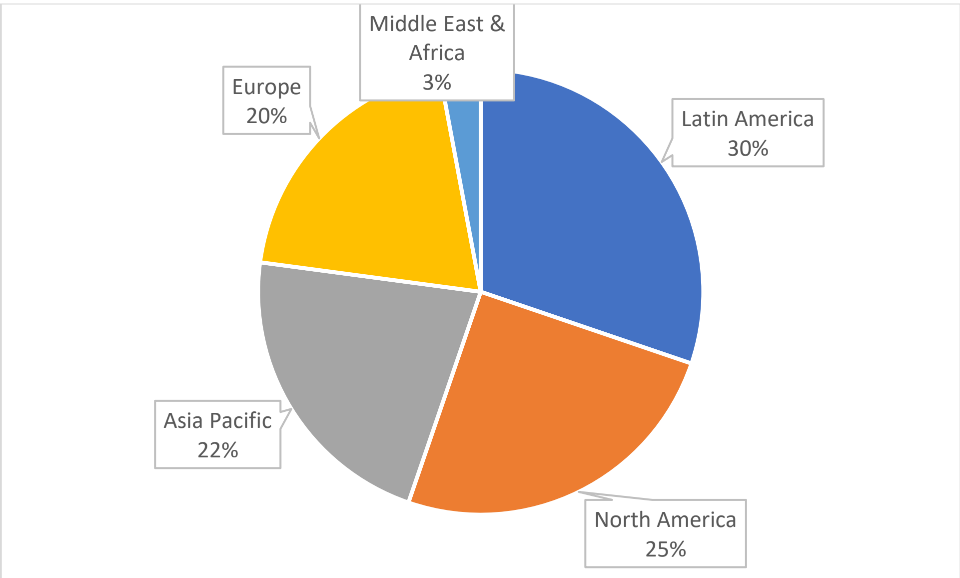
10.1.3 Success factors in the global herbicide market:

- **Advanced agriculture practices:** As the global population continues to expand and food security emerges as a critical issue, the need for innovative herbicide solutions is anticipated to increase significantly. Companies are progressively channelling investments into research and development to formulate more efficient and environmentally sustainable herbicide products. The advent of precision agriculture technologies, including in-field wireless sensors and AI-driven drones, is expected to invigorate the market by equipping farmers with real-time data and precise herbicide application capabilities, thereby improving the overall effectiveness of weed control efforts.

- **Innovations**: The expansion of herbicide product portfolios to include targeted solutions for specific crop types and regional weed challenges presents a lucrative opportunity for companies to address diverse agriculture needs across different geographies. As companies continue to innovate and broaden their offerings, the herbicides market is expected to experience robust growth, driven by the increasing demand for efficient, sustainable, and precise weed management solutions. Syngenta, a major industry player, is capitalizing on its extensive research capabilities to commercialize novel herbicides like Tetflupyrolimet, designed to meet the specific weed management needs of Asian markets. This strategy highlights Syngenta's approach to addressing regional challenges with tailored solutions, providing farmers with effective tools for crop protection.

10.2 Market breakup by region

Chart 47: Global herbicides market: Breakup by region (in % terms) during CY2023 (in terms of consumption)

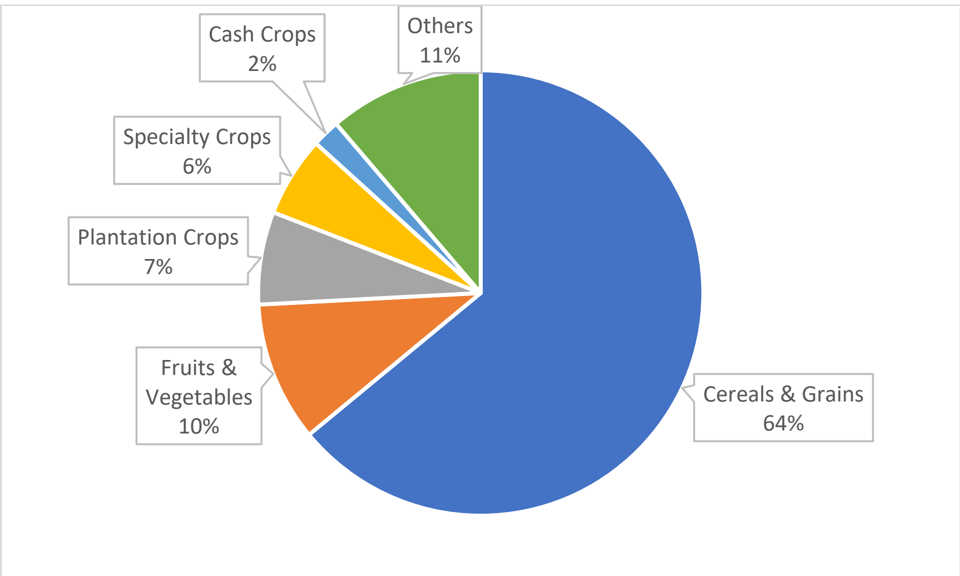


Source: IMARC Group, ICRA Analytics

During CY2023, Latin America represented the largest chunk of global market for herbicides with a share of ~30%. This was followed by North America at ~25%, Asia Pacific at ~22%, Europe at ~20% and Middle East and Africa at ~3%.

10.3 Market breakup by application

Chart 48: Global herbicides market: Breakup by application (in % terms) during CY2023 (in terms of consumption)



Source: IMARC Group, ICRA Analytics

During CY2023, cereals & grains used herbicides extensively, with a share of 64% of the total market. Cereals & grains was followed by fruits & vegetables at ~10%, plantation crops at ~7%, specialty crops at ~6%, cash crops at ~2% and others at ~11%.

10.4 Value chain analysis

Global: Herbicides Market: Value Chain Analysis

The herbicide industry's value chain encompasses several key stages given as follows.

Research and Development: This stage involves extensive scientific research aimed at identifying and developing new active ingredients with herbicidal properties. It includes significant laboratory work to synthesize new compounds, followed by rigorous testing through both laboratory and field trials to assess their effectiveness against various types of weeds. Additionally, this phase involves filing patents to protect intellectual property and submitting necessary documents to regulatory bodies for approval. These steps ensure that new herbicides meet safety and efficacy standards before being introduced to the market.

Raw Material Suppliers: Raw material suppliers are responsible for procuring essential materials from producers and delivering them to herbicide manufacturers. These suppliers, along with chemical manufacturers, play a critical role in the production process. Key materials include active ingredients, solvents, diluents, surfactants, adjuvants, and packaging materials like bottles, drums, and bags, all of which contribute to the herbicide's overall performance. These materials must adhere to specific quality standards to ensure the herbicide products are securely contained and preserved during storage and transportation. This stage also involves negotiating contracts and managing logistics to maintain a steady supply chain. Ensuring the purity and quality of raw materials is crucial, as any compromise can impact the final product's effectiveness and safety.

Herbicide Manufacturers: Manufacturers of herbicides source raw materials and then transform them into the final products, through steps such as mixing, blending, and filtering, among others. Initially, plants are cultivated in extensive fields and harvested at their optimal maturity. The harvested plant material is subsequently processed to extract the active ingredient, artemisinin, known for its herbicidal properties. Extraction techniques may involve solvent extraction, steam distillation, or supercritical fluid extraction. Following extraction, artemisinin is purified and concentrated. The final stage of production involves formulating the herbicide into its ultimate product form, which may be a liquid, powder, or in granular form. This formulation can also incorporate additional components, such as surfactants or emulsifiers, to improve the herbicide's effectiveness.

Quality Control & Assurance: The importance of quality control and assurance cannot be overstated when it comes to ensuring product safety, efficacy, and reliability. These processes involve thorough testing at multiple stages of production, starting from the sourcing of raw materials to the packaging of the final product. Advanced analytical methods, including chromatography and spectroscopy, are employed to identify impurities and confirm the composition of active ingredients. Additionally, formulations are subjected to stability testing to guarantee their effectiveness throughout the designated shelf life. Quality assurance teams also evaluate manufacturing processes to ensure adherence to regulatory standards and industry best practices, implementing corrective measures as needed to rectify any discrepancies or potential concerns.

Packaging: Packaging for herbicides is a critical aspect due to the hazardous nature of the product. The packaging design must incorporate clear labeling, safety instructions, and hazard symbols to protect both users and the environment. Innovations in packaging are increasingly focused on enhancing user-friendliness, reducing material usage, and improving recyclability. Features like easy-to-open caps and precise measuring tools are designed to make the application process safer and more efficient for end-users, ensuring that herbicides can be applied effectively and safely. Herbicides are typically packaged in bottle formats made from materials such as Polyethylene Terephthalate (PET), barrier bottles, and Polyvinyl Chloride (PVC). PET is particularly favored for common pesticide bottles due to its durability, chemical resistance, and recyclability, making it the material of choice in the industry.

Marketing and Distribution: This phase of the supply chain focuses on bringing herbicide products to market and encompasses all activities related to promoting and selling these products. Marketing and sales efforts are crucial for driving herbicide adoption within the agriculture sector. This stage includes developing marketing strategies and launching promotional campaigns to emphasize the benefits of herbicides. The distribution process involves transporting the manufactured herbicides from production facilities to various markets globally. Distributors play a key role in managing inventory levels to ensure a consistent supply that meets market demand.

End-User: The final stage of the value chain involves the end-users who apply the herbicide products. This includes farmers, agriculture businesses, and landscapers who use herbicides in agriculture settings to control weed growth and enhance crop yields, following recommended guidelines. Post-market surveillance is a critical component at this stage, ensuring the ongoing safety and effectiveness of herbicides after they enter the market. Post-market support also involves providing technical assistance and product training to customers as needed. Collaboration with cross-functional teams is essential to optimize product offerings and meet customer needs. Regular audits and inspections are conducted to ensure compliance with regulatory standards and to identify any deviations from expected performance.

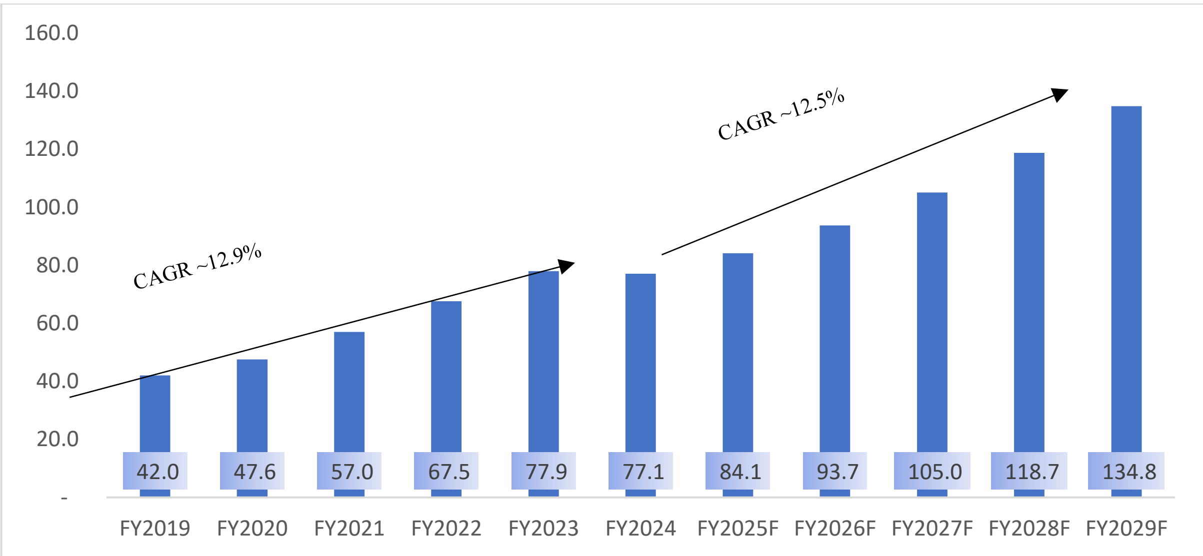
11. INDIAN HERBICIDE MARKET:

The expansion of the herbicide market in India is largely influenced by the growing necessity to enhance food production in order to sustain an increasing population. Farmers are progressively utilizing herbicides to improve crop yields by effectively controlling weed growth that could otherwise hinder productivity. Advances in technology, such as the creation of selective and systemic herbicides, contribute to greater efficiency while minimizing adverse effects on non-target species. Government efforts to modernize agriculture methods and promote the use of advanced farming inputs further strengthen the herbicide market. The emergence of sustainable agriculture practices, including the implementation of bioherbicides and integrated weed management strategies, presents additional growth opportunities by addressing environmental and health issues.

Furthermore, the rising adoption of precision agriculture technologies is fueling the demand for herbicides that can be applied with greater accuracy and efficiency. Educational initiatives that emphasize the advantages and correct application of herbicides can improve adoption rates among farmers. Additionally, as global markets seek a variety of agriculture products, Indian herbicide manufacturers have the potential to expand their reach internationally by complying with global quality standards and partnering with research institutions to foster innovation. Key chemical classes in the Indian herbicide market include glyphosate, atrazine, 2,4-D, and newer formulations designed to address evolving weed resistance issues.

The herbicides market in India stood at Rs 77.1 billion during FY2024, reflecting a compound annual growth rate (CAGR) of 12.9% from FY2019 to FY2024. The same is expected to reach Rs 134.8 billion by FY2029, exhibiting a CAGR of ~12.5% from FY2025 to FY2029.

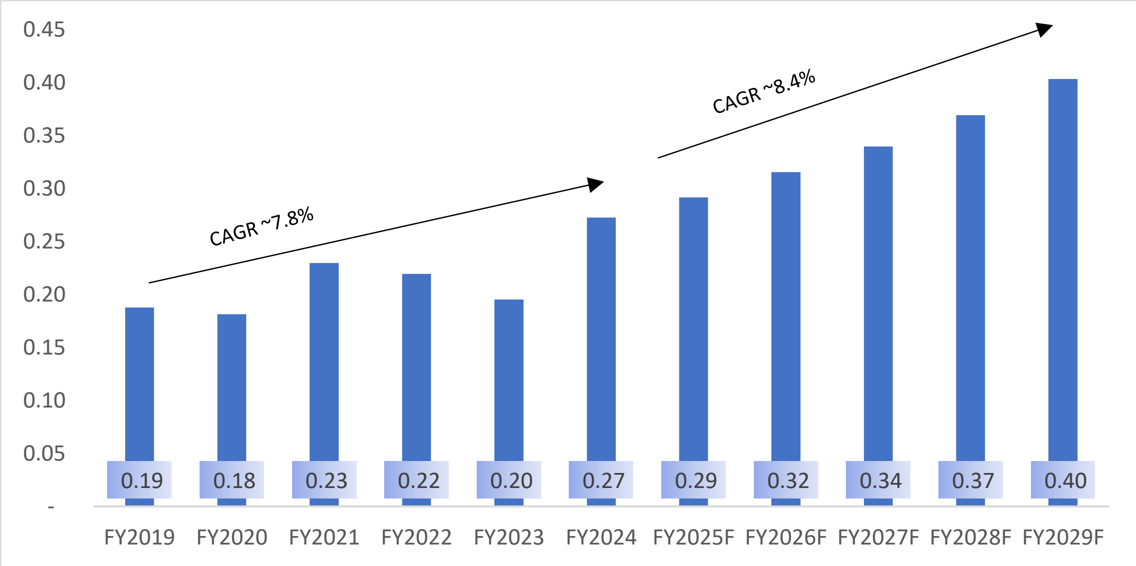
Chart 49: Indian Herbicides Market: Sales Value (in $ billion), FY2019-FY2029



Source: IMARC Group, ICRA Analytics

In terms of volume, the India herbicides market reached a volume of 0.27 MMT in FY2024, growing at a CAGR 7.8% of during FY2019-FY2024. Going forward, the Indian herbicides market is expected to reach a volume of 0.40 MMT by FY2029, growing at a CAGR of ~8.4% during FY2025-FY2029.

Chart 50: Indian Herbicides Market: Sales Volume (in MMT), FY2019-FY2029



Source: Department of Commerce, IMARC Group, ICRA Analytics

11.1 Drivers, Restraints, and Opportunities in the Indian herbicide market:

11.1.1 Market drivers-

- **Increasing demand for effective weed control:** The report titled 'Land Use Statistics-at a Glance 2012-13 to 2021-22' indicates a slight decline in agriculture land, from 180.6 million hectares in FY2019 to 180.1 million hectares in FY2022. This decrease in available agriculture land underscores the necessity for innovative farming techniques that optimize the use of existing plots. Proper weed management is essential for enhancing the productivity of these constrained resources. Weeds not only diminish crop yields but also elevate production expenses, degrade product quality, and interfere with harvesting operations. Furthermore, they obstruct irrigation water flow and can serve as hosts for disease pathogens. In light of these issues, the reliance on herbicides for effective weed management is becoming increasingly prominent.

- **Economic viability:** Weeds represent a significant challenge to the agriculture industry in India, leading to considerable annual losses in crop production. In response to this issue, farmers implement various strategies, including crop rotation, cultural practices, manual weeding, and the application of chemical herbicides. With the increasing expenses associated with alternative weed management techniques, a growing number of farmers are opting for chemical herbicides. These substances allow farmers to efficiently control weed proliferation and mitigate its adverse effects on crop yields, ultimately enhancing overall agriculture productivity.

- **Increasing crop losses**: Weeds have a considerable adverse effect on crop production by competing with agriculture plants for vital resources, including light, water, and nutrients, which results in significant economic loss. To address this challenge, weed management strategies must prioritize two key goals: minimizing immediate yield losses and decreasing the quantity of weed seeds present in the soil seed bank. Consequently, there has been a notable rise in the use of herbicides to mitigate crop losses.

- **Increasing need for enhanced crop production in India:** The swift rise in India's population, coupled with a growing consciousness regarding health, has led to a substantial surge in the demand for superior agriculture products. To meet this demand, it is crucial to optimize crop yields, which necessitates efficient management of agriculture land to eliminate unwanted vegetation. Weeds, known for their rapid growth, present a significant obstacle to both crop cultivation and yield improvement thus facilitating the use of herbicide will be beneficial to achieve the targeted crop yield.

11.1.2 Restraints witnessed in the Indian herbicide market:

- **Herbicide resistance in weeds:** While herbicides have greatly enhanced crop yields and production efficiency, their overuse and repeated application within the same chemical class can lead to the emergence of herbicide-resistant weed biotypes. In India, although herbicides are not as widely used as in developed countries, the continuous use of butachlor and isoproturon has led to resistance in weeds such as *Echinochloa colona* and *Phalaris minor*. This resistance poses a significant threat to the sustainability of the rice-wheat cropping system in the country. Given that plants have natural defense mechanisms, herbicide resistance is likely to remain a persistent issue, necessitating ongoing vigilance and the development of new strategies to manage this challenge in the future.

- **Environmental and Health Concerns:** Environmental concerns associated with herbicides include soil persistence, groundwater pollution, and the presence of toxic residues in food, feed, and fodder. Herbicides that are highly soluble in water and weakly adsorbed to soil particles, such as sulfonylurea and imidazolinone, are particularly problematic because they can easily contaminate groundwater. Additionally, some herbicides can negatively impact microbial populations and harm subsequent crops when used in succession. From a health perspective, herbicides pose risks to humans and animals, potentially causing skin allergies, respiratory issues, and other health problems.

- **Regulatory Hurdles:** In India, herbicide regulation is governed by the 'Herbicides Act, 1968,' under the supervision of the Ministry of Agriculture. The Central Herbicides Board (CIB) provides technical advice, while the Registration Committee (RC) is responsible for approving the use of herbicides and new formulations. This process involves a thorough review of the herbicide's chemistry, bioefficacy, and toxicology. As of October 20, 2015, there were 60 technical herbicides and 17 combination herbicides registered in India, but some previously approved herbicides have been debarred due to toxicity and safety concerns. The stringent approval process, ongoing scrutiny, and the potential for deregistration based on new safety data create significant regulatory challenges. For example, on October 21, 2022, the Union Ministry of Agriculture and Farmers Welfare issued a notice restricting the use of glyphosate, a widely used herbicide, due to concerns about its impact on human and animal health.

11.1.3 Opportunities tapped in the Indian herbicide market:

- **Sustainable agriculture:** Herbicides are essential in modern agriculture, playing a crucial role in controlling weeds and supporting sustainable crop productivity. By effectively managing weed populations, herbicides help prevent competition for vital resources such as water, nutrients, and sunlight, which are critical for optimal crop growth. This weed control not only maximizes crop yields but also reduces the need for more labour-intensive and costly weed management methods.

- **Advancements in Herbicide Technology:** Recent advancements in herbicide technology present significant opportunities for companies to address evolving agriculture needs. Innovations such as selective herbicides, improved formulations, and integrated weed management solutions are leading the way in this progress. For example, the introduction of Tetflupyrolimet represents a groundbreaking development in herbicide technology, marking the first major new mode of action (DHODH – HRAC Group 28) in over 30 years. Discovered by FMC Corporation with support from Syngenta Crop Protection, Tetflupyrolimet is designed to effectively control grass weeds in rice crops across Asia. Syngenta plans to commercialize products containing Tetflupyrolimet in key markets including India, Vietnam, Indonesia, Japan, and South Korea, positioning this innovation as a significant advancement in herbicide technology and offering promising solutions for managing weed resistance and enhancing crop productivity.

11.2 Value chain analysis:

The herbicide industry in India involves several key stages given as follows.

Research and Development (R&D): R&D is a vital stage in the herbicide value chain, where innovations and advancements are made to meet evolving agriculture challenges. This phase focuses on creating new herbicide formulations and improving existing ones through extensive scientific research, testing, and experimentation to develop effective weed control solutions.

Registration: After the R&D phase, the registration stage is crucial for ensuring that new herbicides comply with regulatory standards before they can be marketed. This process involves submitting detailed data on the herbicide's efficacy, safety, and environmental impact to regulatory bodies, such as the CIBRC in India. The registration process ensures that the product is safe for use and effective in controlling weeds, meeting all required standards before it enters the market.

Raw Material Supply: The raw material supply stage is critical in the herbicide value chain, as it involves the provision of essential chemicals and ingredients required for herbicide production. Chemical manufacturers produce active ingredients, solvents, surfactants, and other components that are vital for formulating herbicides. These materials are sourced from both domestic and international suppliers and play a key role in the quality and effectiveness of the final herbicide products. The availability and quality of these raw materials directly influence the efficacy, safety, and cost of the herbicide formulations, making this stage crucial for ensuring the overall success of the herbicide manufacturing process.

Manufacturing: The manufacturing process involves blending active ingredients with other essential components to produce the final herbicide product. This process is carried out under strict quality control standards to ensure consistency, safety, and effectiveness. Rigorous quality checks are conducted at various stages of manufacturing to ensure that the products meet industry standards and comply with regulatory requirements.

Formulation: The formulation of herbicide refers to the material in which it is carried on and its concentration in that carrier. This stage involves creating herbicides in various forms such as liquids, powders, granules, and emulsifiable concentrates. The choice of formulation is determined by the intended use, application method, and target weeds. Large manufacturers typically employ in-house formulators who specialize in developing and refining these formulations to optimize their performance.

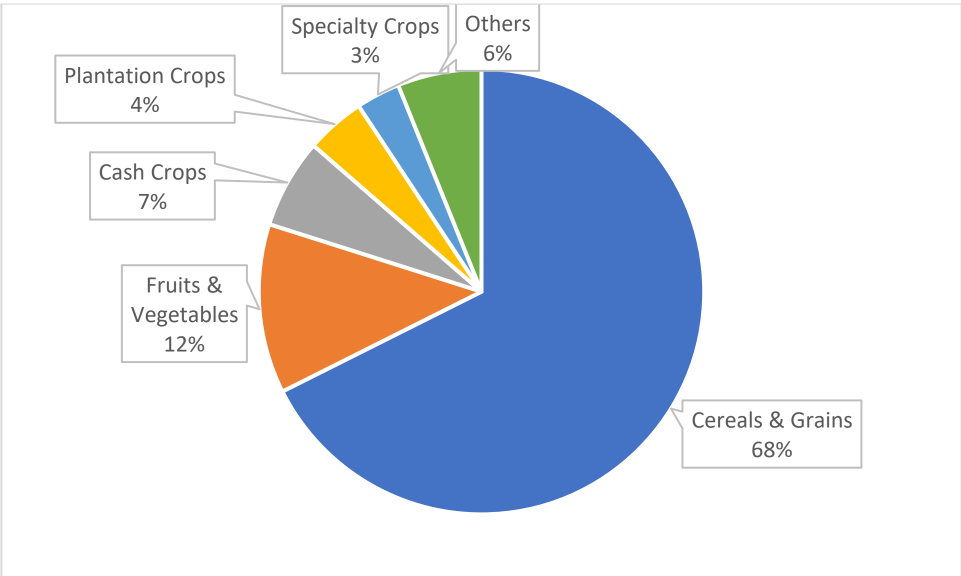
Distribution: The distribution stage is responsible for managing warehousing, inventory, and transportation to ensure that herbicides reach retailers and end-users across different regions. Distributors play a key role in maintaining a steady supply chain, ensuring that herbicides are available when and where they are needed.

Retail: The retail stage involves promoting and selling herbicides through various channels. This includes participation in agriculture fairs, running advertisements, and conducting direct marketing campaigns. Herbicide products are distributed through a network of agrochemical retailers, cooperatives, and direct sales to farmers. Retailers play a crucial role in educating farmers about the proper use of herbicides and their benefits.

End Users: End users, primarily farmers, are the final consumers of herbicides. They apply these products to control weeds and enhance crop yields. Farmer's decisions on herbicide use are influenced by factors such as crop type, weed pressure, and economic considerations. Effective herbicide application is essential for improving agriculture productivity and sustainability, helping farmers manage weeds efficiently while maximizing crop yields.

11.3 Market breakup by application (value wise)

Chart 51: Indian herbicides market: Breakup by application type (in %), FY 2024 (in terms of consumption)

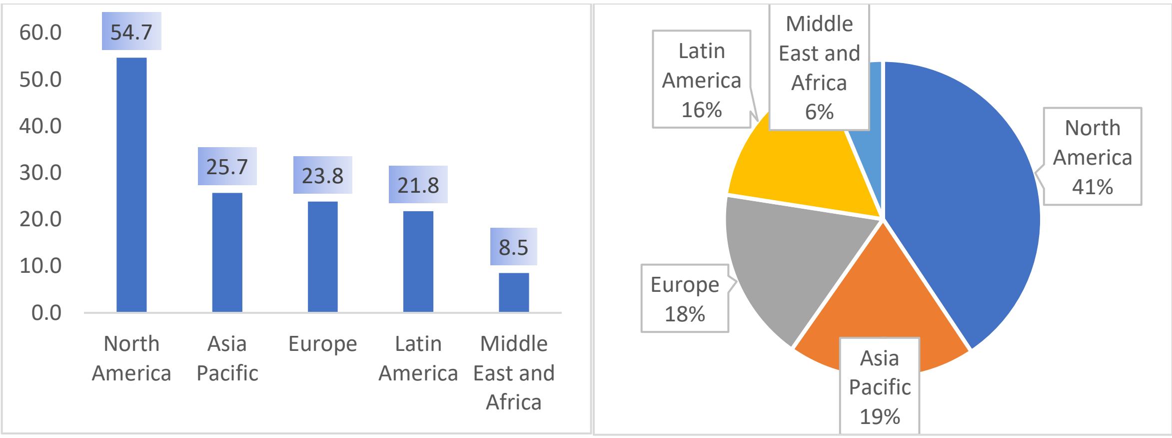


Source: IMARC Group, ICRA Analytics

During FY2024, cereals & grains used herbicides extensively in India, accounting for a share of 68% of the total market followed by fruits & vegetables at ~12%, cash crops at ~7%, plantation crops at ~4%, speciality crops at ~3% and others at ~6%.

11.4 Export market breakup by region (value wise)

Chart 52: Herbicides export market breakup by region (in % terms and value in Rs billion), FY2024



Source: Department of Commerce, IMARC Group, ICRA Analytics

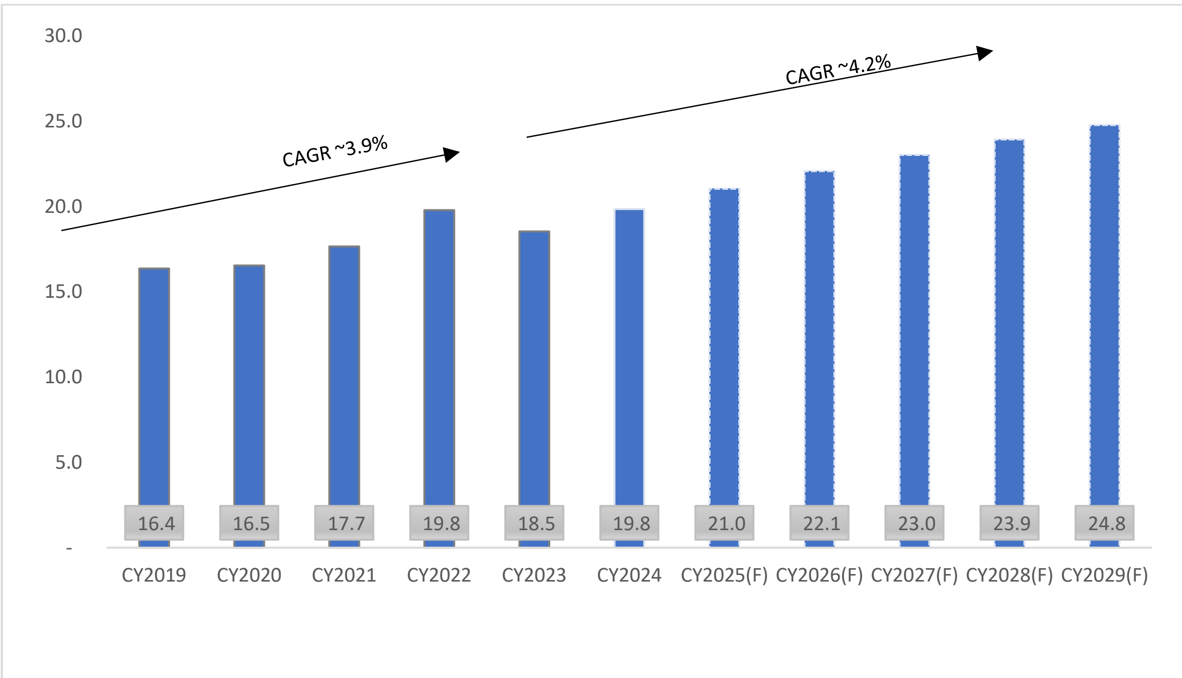
During FY2024, North America represented the largest market for exported herbicides from India, accounting for a share of 41% of the total export in term of value. This was followed by Asia Pacific at ~19%, Europe at ~18%, Latin America at ~16% and Middle East and Africa at ~6%. The market size of total export market stood at Rs 134.5 billion during FY2024 while the import market size stood at Rs 31.3 billion during FY2024.

Fungicide Market

12. GLOBAL FUNGICIDE MARKET OVERVIEW:

Fungicides are necessary for safeguarding crops against different fungal diseases that can ruin agriculture efficiency. Fungi, which include mold, mildew, blights, and rusts, due to the lack of chlorophyll are unable to produce their own carbohydrates. Majority of the crop diseases are fungal in nature as the fungi survives by feeding on living plants or dead organic matter. In recent years, bio-fungicides, formulations derived from living microorganisms are used as an alternative to conventional chemical fungicides. These are ecofriendly in nature, aligns with modern agriculture practices which focus on sustainability. Fungicides are grouped in view of different measures, identifying their adaptability for the plant, their method of activity, and their job in safeguarding plants.

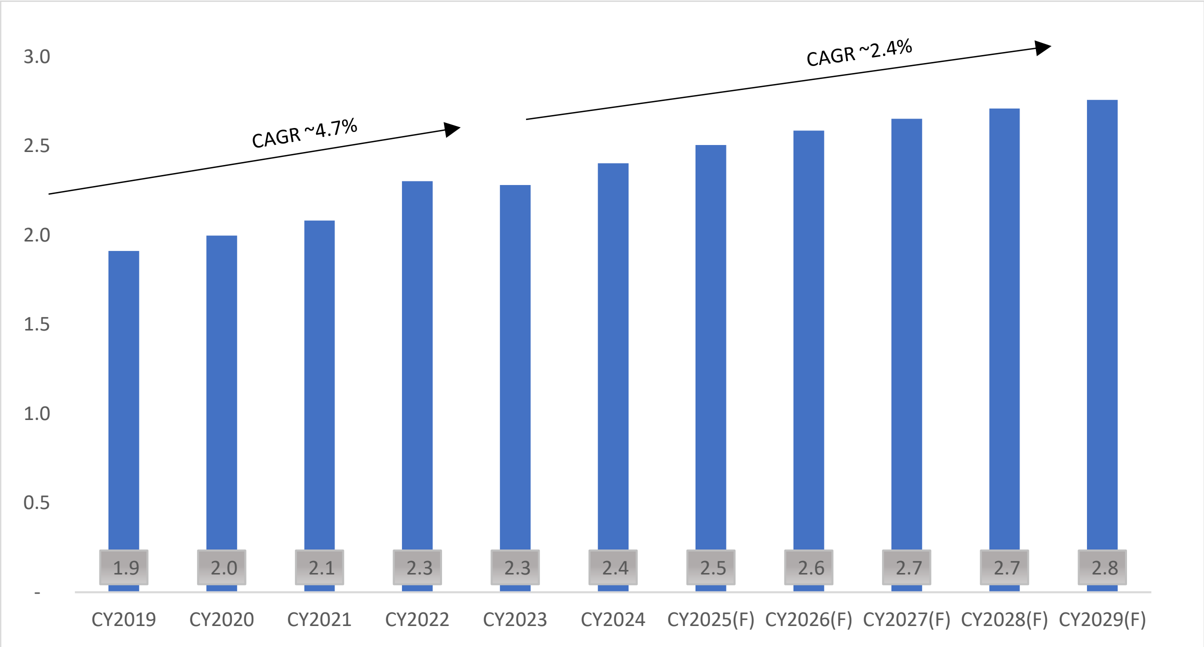
Chart 53: Global fungicides market sales value and forecast (in $ billion), CY2019-CY2029



Source: IMARC Group, ICRA Analytics

The global fungicides market reached a value of $ 18.5 billion in CY2023, representing a CAGR of 3.9% during CY2019-CY2023. Going ahead, global fungicides market is expected to reach a value of US$ 24.8 Billion by CY2029, exhibiting a CAGR of 4.2% during CY2024-CY2029.

Chart 54: Global Fungicide market sales volume and forecast (in MMT- million metric tonnes), CY2019-CY2029



Source: IMARC Group, ICRA Analytics

The global fungicides market reached a volume of 2.3 MMT in CY2023, representing a CAGR of 4.7% during CY2019-CY2023. Going ahead, global fungicides market is expected to reach a volume of 2.8 MMT by CY2029, exhibiting a CAGR of 2.4% during CY2024-CY2029.

Fungicide prices are expected to rise even as volume growth remains moderate, due to a combination of factors. Higher raw material costs, tighter regulatory requirements, and investments in advanced, more eco-friendly formulations are all pushing up production expenses. Additionally, ongoing inflation and supply chain challenges are adding further cost pressures. These dynamics contribute to price growth, even though sales volume will expand at a slower rate than sales value.

12.1 Market drivers, restraints and success factors of the global fungicide market

12.1.1 Market Drivers in Global Fungicide Market:

The global fungicides market is driven by various growth factors. It is driven mainly by the rising rate of fungal diseases in crops, such as powdery mildew, rust, and blight. These are worsened by climate change and fluctuations in weather conditions, thereby making fungicides essential for crop protection.

- **Rising emphasis on food security**: One in eight people worldwide continues to suffer from chronic hunger in spite of advancements in agriculture production. This highlights the basic job fungicides play in upgrading crop yields by safeguarding against the vast array of pests and diseases that compromise agriculture productivity. According to CropLife India, fungicides are essential for protecting food supply chains from threats posed by over 10,000 insect species, 30,000 weed species, 100,000 plant diseases, and 1,000 nematode species as croplands worldwide expand and populations rise.

- **Technological advancement**- Technological advancements in the application methods of fungicides in the global market have significantly improved the efficiency, precision, and sustainability of fungicide use in agriculture. These advancements are helping farmers to achieve better crop protection while minimizing environmental impact and reducing costs. Here are some key technological developments in fungicide application methods including Precision Agriculture and Smart Farming, electrostatic spraying, Nano-Formulations and Controlled Release Systems, Sensor-Based Application Systems, Robotics and Autonomous Spraying Systems etc.

- **Continuous research and development of new fungicide products:** In order to develop innovative active ingredients that address the advancing resistance of pests and diseases, agrochemical companies frequently make investments in research and development. Notwithstanding the intricacies and increasing difficulties in producing new compounds, major players have effectively introduced new fungicides that have strengthened their market share, especially in developed markets like the US, Canada, Brazil, Japan, and the UK. By meeting the demand for improved agriculture solutions, these innovations not only increase crop protection's effectiveness but also drive revenue growth for businesses. Few examples of recent innovations in the global fungicide market are RNA Interference (RNAi)-Based fungicides, Plant Defense Activators, harnessing the power of Microbial Communities, Green Chemistry and Low-Toxicity Fungicides, Digital Farming Tools for Fungicide Optimization etc.

- **Increase in demand for organic products:** Bio-fungicides and other natural and chemical-free pest control options are in high demand as a result of consumers' growing demand for organic food products, particularly in North America and Europe. The UN Food and Agriculture Organization reports that approximately 187 nations across the globe are presently taking part in organic farming practices, featuring a worldwide shift towards sustainable agriculture. In order to meet the increasing demand, organizations are growing their portfolios to incorporate bio fungicides, like Syngenta's "BotriStop," which was launched in Peru and Mexico in CY2021.

- **Combating malnutrition and food insecurity internationally:** Fungicide use is also being accelerated by international efforts to combat malnutrition and food insecurity. To address food crises, organizations like the World Bank have committed significant resources, such as the $ 30 billion initiative that was announced in May 2022. These initiatives aim to enhance crop yields and the availability of food by enabling farmers to utilize cutting-edge technologies and products and improving agriculture practices.

12.1.2 Threats and challenges for global fungicide market:

The global market for fungicides is constrained by a number of significant obstacles that hinder its expansion and present difficulties for farmers and manufacturers alike.

- **Risk of surpassing Maximum Residue Levels (MRLs):** MRLs denote and monitor the highest amount of pesticide residue that can be permitted legally in food or feed products, guaranteeing food safety. Regulatory bodies like the European Food Safety Authority (EFSA), the United States Environmental Protection Agency (EPA), and India’s Food Safety and Standards Authority (FSSAI) set these limits to ensure consumer safety. Non-compliance with MRL regulations can lead to significant financial and legal repercussions for producers, exporters, and businesses.

  Farmers must adhere to these MRL standards as global consumers become more health-conscious and governments tighten regulations, frequently requiring them to invest in technologies and practices that help minimize pesticide residues. This resulted in adoption of Integrated Pest Management (IPM) practices by the farmers, which focuses on controlling fungi infestation while reducing the excessive use of chemical fungicides.

  The legal MRL in Hong Kong is set at 0.2 ppm (parts per million) and failing to comply with this standard can result in severe financial penalties. For instance, importers or sellers of food that exceeds the MRL can be fined up to $50,000 and face imprisonment for six months upon conviction.

- **Compliance costs**: It has repercussions for business as well as consumer health and safety. Farmers who surpass MRLs may have to deal with large penalties, and their produce might be dismissed by domestic and export markets, affecting their profitability. This economic incentive to stick to MRLs is likewise driving a shift towards more eco-friendly and reasonable farming practices. For example, biological solutions have gained popularity because they help reduce the use of chemical crop protection products and the phytotoxicity and environmental impact of fungicides.

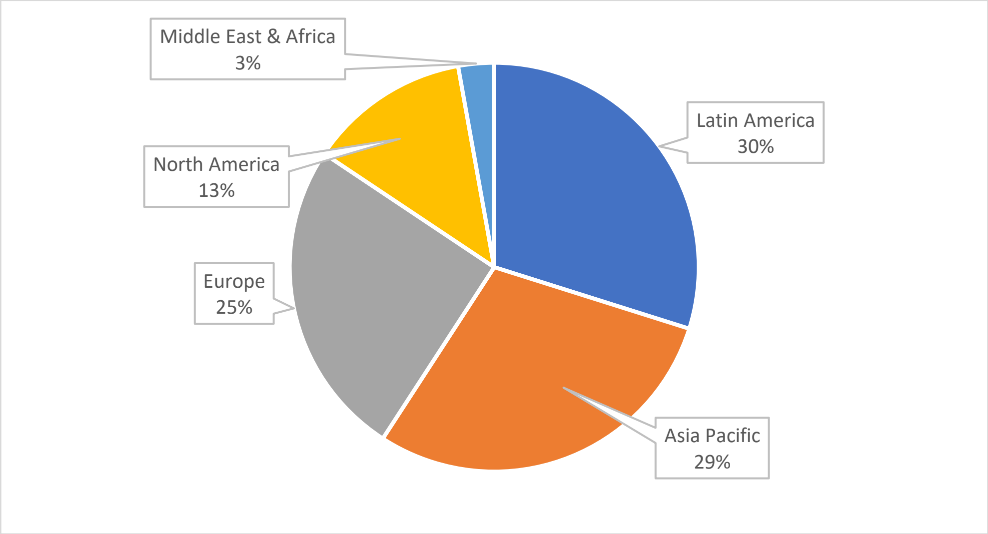
- **Resistance to agrochemicals**: Over the years, the continued use of same type of fungicides has led to an increase in fungal resistance, rendering many traditional chemical solutions less effective. E.g. resistance to Quinone outside inhibitor (QoI) fungicides has been detected in several fungal pathogens. In South Dakota, QoI resistance was detected in the frogeye leaf spot pathogen of soybean, Cercospora sojina, in 2019.

  Additionally, in Europe and the United States, resistance to QoI and Demethylation inhibitors (DMI) fungicides has been reported in crops like wheat, grapes, and apples, while in Southeast Asia, rice farmers face resistance issues with pathogens such as rice blast, complicating crop management and protection efforts. The rice blast disease caused by the fungus Pyricularia oryzae has become one of the greatest concerns of rice farmers in Vietnam.

- **Reluctance to good agriculture practices**: New variants of the disease that are insensitive to the fungicides have emerged despite years of research and the development of strategies to lessen its impact. Due to economic pressures to maximize short-term profits, some growers are reluctant to fully embrace good agriculture practices like controlled fungicide application within dosage limits and crop rotation.

12.2 Global Fungicide Market Breakup by Region (in value terms)

Chart 55: Global fungicides market breakup by region (in %), CY2023 (in terms of consumption)

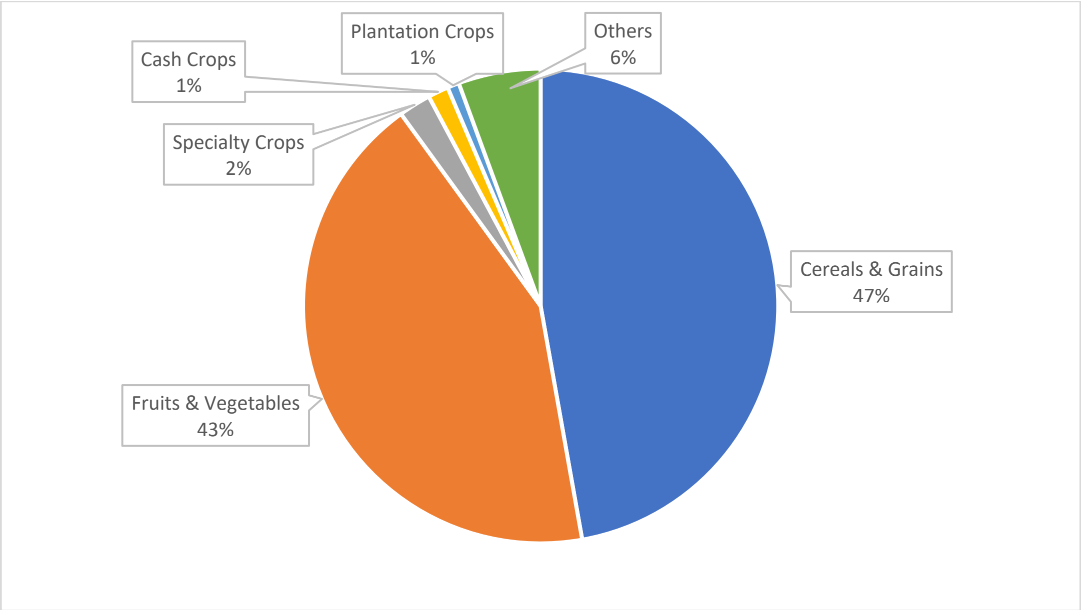


Source: IMARC Group, ICRA Analytics

In CY2023, Latin America represented the largest market for fungicides globally, accounting for a share of ~30% of the total market. Latin America was followed by Asia Pacific at ~29%, Europe at ~25%, North America at ~13%, and Middle East and Africa at ~3%.

12.3 Global Fungicide Market Breakup by Application

Chart 56: Global fungicides market breakup by application (in %), CY2023 (in terms of consumption)



Source: IMARC Group, ICRA Analytics

In CY2023, cereals & grains represented the most popular application for fungicides globally, accounting for a share of ~47% of the total market. Cereals & grains was followed by fruits & vegetables at ~43%, specialty crops ~2%, cash crops at ~1%, plantation crops at ~1% and others at ~6%.

12.4 Global Value Chain Analysis

Value Chain Analysis of Global fungicide market

Product research and development, raw material suppliers, fungicide manufacturers, quality control and assurance, packaging, marketing and distribution, and end users are all parts of the fungicides industry's value chain.

- **Research and development:** It is the most important phase in this industry value chain. It includes broad lab research, field preliminaries, and getting regulatory approvals. R&D Innovations can be used to discover new active ingredients that are less harmful to the environment and more effective against fungi that are resistant.

- **Raw material supplier:** Suppliers of raw materials acquire these essential components from producers and subsequently supply them to manufacturers of fungicides. The process of fungicide production initiates with the sourcing of raw materials, which encompasses a range of chemicals and active ingredients, including sulfur, copper compounds, specialty amines, synthetic chemicals (such as triazoles and strobilurins), as well as natural sources. Prominent chemical companies, including BASF and Bayer, often serve as suppliers due to their substantial production capabilities and extensive supply chains. The procurement process is characterized by stringent quality assessments and the establishment of long-term partnerships with dependable suppliers to ensure a consistent availability of critical ingredients.

- **Fungicides manufacturers:** The manufacturing process entails the procurement of raw materials from suppliers, which are subsequently subjected to a series of procedures to yield final products. This phase of manufacturing focuses on the transformation of raw materials into completed fungicide products through chemical synthesis and formulation into various forms, including liquids, powders, and granules. The procedure involves the combination of active ingredients with inert materials to produce formulations that are both user-friendly and effective in minimal quantities.

- **Quality control & assurance:** Quality control (QC) and quality assurance (QA) are essential elements in the fungicide industry, ensuring that products are both effective and safe while meeting stringent regulatory requirements. QC involves thorough testing of raw materials, in-process materials, and finished products to detect any deviations from established quality standards, such as the FDA's Current Good Manufacturing Practices (cGMPs). This process includes chemical composition analysis, efficacy testing against target fungi, and environmental impact assessments. QA encompasses the systematic procedures and processes that guarantee consistent product quality throughout the manufacturing cycle, including process validation, meticulous documentation, and adherence to Good Manufacturing Practices (GMP).

- **Packaging:** Packaging is a critical aspect of the fungicides market, ensuring the safe transport, storage, and application of products. Effective packaging preserves the chemical stability and integrity of fungicides by protecting them from environmental factors such as moisture, light, and temperature fluctuations. Additionally, packaging must comply with regulatory standards to prevent leaks and contamination, adhering to international standards like Tappi 487-99, AFNOR NF 41-517, and ASTM G 21, to ensure the safety of handlers and users. Liquid fungicides are typically packaged in bottles made from materials like COEX, PET, and aluminium, while solid fungicides are often packaged in bags made from water-soluble materials or aluminium.

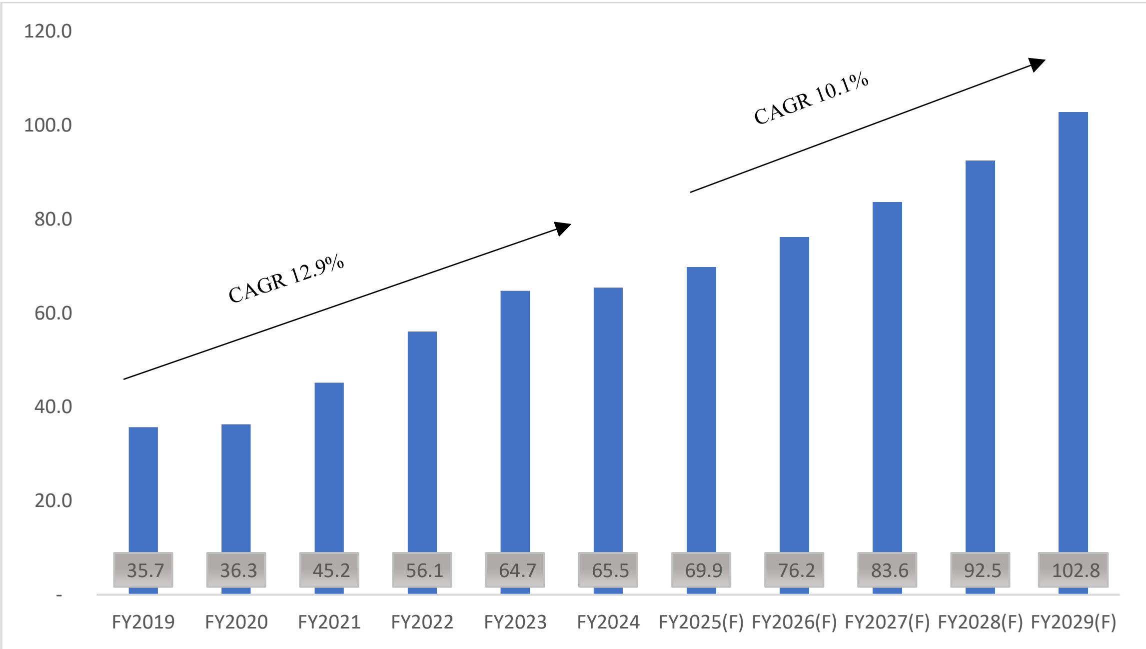
- **Marketing and Distribution:** Marketing strategies encompass a range of activities including advertising, educational programs for farmers, field demonstrations, and promotional sales aimed at showcasing the advantages of specific fungicides. After the production of fungicides, it is essential to distribute them across various markets. This distribution relies on a network comprising distributors, wholesalers, and retailers who facilitate the delivery of products to farmers and agriculture enterprises. Effective management of logistics is vital to preserve product quality and guarantee prompt delivery. Additionally, well-organized transportation networks are necessary to ensure that products reach distributors and retailers in a timely manner. Establishing the appropriate pricing for fungicides is critical for achieving profitability and requires careful consideration of factors such as production expenses, market competition, and the perceived value by customers.

- **End user:** The final segment of the value chain consists of the end users who utilize the product. The primary end users of fungicides are farmers and agriculture enterprises that employ these products to shield crops from fungal infections, thereby promoting robust growth and maximizing yields.

13. DOMESTIC OVERVIEW:

The fungicide market in India plays a pivotal role in the agriculture landscape, essential for safeguarding crops against fungal diseases and ensuring robust agriculture productivity. As the nation faces the challenge of nourishing a rapidly expanding population, the necessity for effective fungicide solutions has become increasingly urgent. This market has experienced significant growth driven by the demand for enhanced crop yields, a rise in fungal infections, and innovations in crop protection technologies. Key crops, including wheat, rice, pulses, fruits, and vegetables, are particularly susceptible to fungal threats, highlighting the critical role of fungicides in safeguarding these vital food sources.

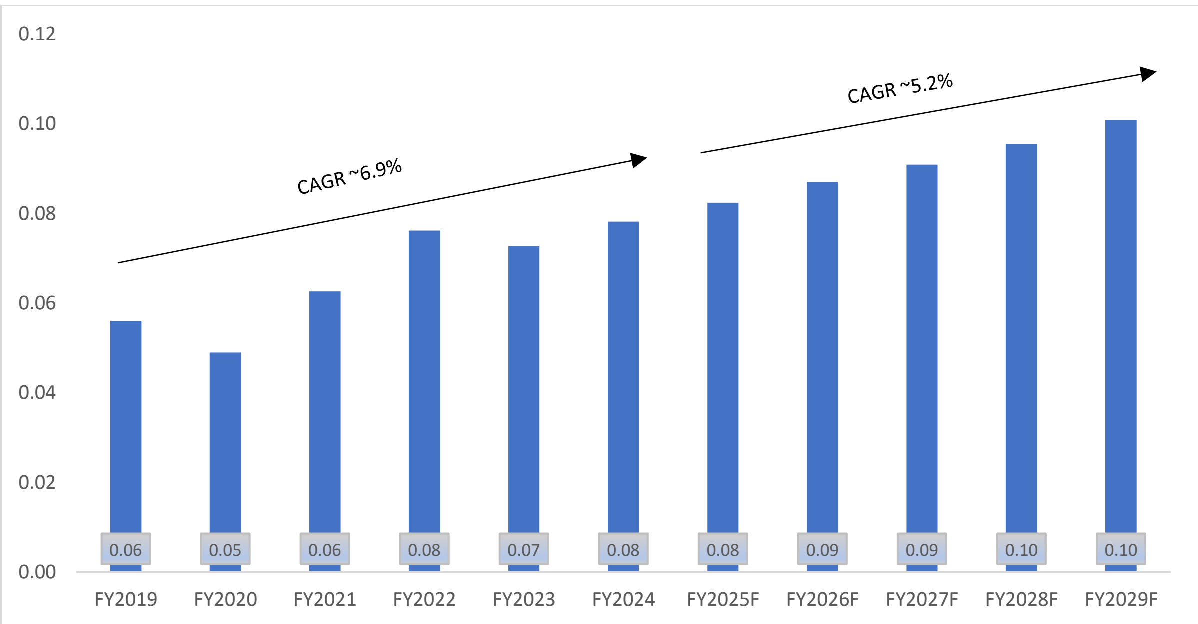
Chart 57: Sales value of Indian Fungicides Market (in Rs. Billion), FY2019-FY2029F



Source: IMARC Group, ICRA Analytics

The India fungicides market reached a value of Rs 65.5 billion in FY2024, growing at CAGR 12.9% of during FY2019-FY2024. Going ahead, the India fungicides market is expected to reach a value of Rs.102.8 billion by FY2029, growing at a CAGR of 10.1% during FY2025-FY2029.

Chart 58: Sales volume of Indian Fungicides Market; in MMT, FY2019-FY2029F



Source: IMARC Group, ICRA Analytics

The India fungicides market reached a volume of 0.08 MMT in FY2024, growing at CAGR 6.9% of during FY2019-FY2024. Going ahead, the India fungicides market is expected to reach a volume of 0.10 MMT by FY2029, growing at a CAGR of 5.2% during FY2025-FY2029.

Parasitic fungi have the potential to severely harm agriculture, resulting in significant reduction in crop yield, quality, and overall profit. Fungicides are essential tools for managing fungal diseases and ensuring healthy crop production due to their numerous advantages in agriculture.

- **Enhanced crop yields:** Fungicides play a crucial role in preventing and controlling fungal diseases that can drastically reduce crop yields. By safeguarding plants from these diseases, fungicides help ensure higher and more consistent crop production**.**

- **Improved crop quality:** The use of fungicides effectively maintains and enhances the quality of harvested crops. By preventing diseases that cause blemishes, rot, or other quality issues, fungicides ensure that produce meets market standards, leading to better prices.

- **Economic efficiency:** Fungicides help farmers maximize their return on investment by reducing the impact of fungal diseases. Healthier crops lead to fewer losses and higher revenue, making fungicides a cost-effective tool for disease management.

- **Disease prevention:** Fungicides can be applied as a preventive measure to protect crops before any disease symptoms appear. This proactive strategy helps avoid severe infections and reduces the need for more intensive treatments later on.

- **Wide range of disease control:** Fungicides are effective against a broad spectrum of fungal pathogens, including those that affect fruits, vegetables, grains, and ornamental plants. This versatility makes them essential for managing various plant diseases across different crops and growing conditions.

- **Economic efficiency:** Fungicides aid farmers in maximizing their return on investment by reducing the impact of fungal diseases. Fungicides are a cost-effective method of disease management because healthier crops result in fewer losses and higher profits.

- **Supports IPM:** Fungicides play a crucial role in IPM strategies. When utilized alongside various pest control techniques, they enhance the management of fungal diseases while supporting sustainable agriculture practices.

- **Protection for high-value crops:** Fungicides are essential for safeguarding high-value crops, including grapes, tomatoes, and peppers, as disease outbreaks can result in significant financial losses. The application of fungicides to these crops is vital for preserving their economic viability.

13.1 Market drivers, restraints and opportunities of the Indian fungicide market

13.1.1 Drivers in Indian Fungicides industry:

- **Vulnerability of major crops:** In India, key agriculture products such as rice, wheat, maize, soybeans, and potatoes are particularly prone to a range of fungal diseases. For example, rice is at risk from the rice blast fungus, which can drastically reduce yields if not properly controlled. Likewise, wheat is threatened by stem rust, a disease capable of causing severe crop losses, thereby necessitating prompt fungicide application to safeguard production. Maize is impacted by corn smut, which adversely affects both the quality and yield of the crop, while soybean rust and late blight in potatoes also present considerable dangers. The prevalence of these fungal pathogens highlights the critical role of fungicides in preserving the health and productivity of these vital crops, thereby increasing the demand for effective solutions within the Indian agriculture sector.

- **Weather events:** Climate change is modifying the distribution and behaviour of fungal diseases. Increasing temperatures are prompting fungal pathogens to migrate to higher latitudes, potentially introducing diseases to areas where they were once rare. For instance, diseases that have historically impacted tropical regions may now threaten India's temperate zones. Furthermore, warmer climates promote the development of new fungal strains and the wider dispersal of spores, complicating disease management efforts. This evolving scenario necessitates increasing use of innovative fungicides.

- **Crop Intensification:** In India, the increasing intensity of crop production, spurred by evolving agriculture methods and heightened food demand, has resulted in a notable rise in the annual frequency of cropping cycles. Farmers are adopting practices of repeated cropping and broadening the number of crop cycles, which consequently heightens the risk of disease outbreaks, particularly fungal infections. This intensification not only raises the probability of fungal diseases but also increases the use of fungicides to effectively combat these challenges.

13.1.2 Restraints in Indian Fungicide Industry:

- **Environmental pollution and health risks:** The use of fungicides raises significant concerns regarding environmental pollution and health risks. The contamination of water bodies through runoff and leaching from agriculture practices presents a serious environmental challenge. Such contamination can disrupt aquatic ecosystems and potentially harm non-target organisms, including beneficial microbes and wildlife. Furthermore, the presence of fungicides in water sources can lead to broader ecological consequences and health hazards for humans who may be exposed to contaminated water.

- **Fungicide effectiveness:** The inadequate control of diseases using fungicides can arise from various factors that impede their efficacy. Low application rates may fail to offer sufficient protection against fungal pathogens, while certain fungicides may inherently exhibit limited effectiveness against specific pathogens, thereby restricting their overall success. Furthermore, improper timing or application techniques, such as incorrect dosages or insufficient coverage, can result in less than optimal outcomes. Additionally, excessive rainfall can worsen these challenges by washing away fungicides before they can exert their effects, thereby diminishing their effectiveness.

- **Fungicide Resistance:** The emergence of fungicide resistance in plant pathogens is a significant challenge to effective crop protection, affecting the performance of various site-specific fungicide groups. Resistance issues have been documented in several major classes of fungicides, including benzimidazoles, phenylamides, demethylation inhibitors, quinone outside inhibitors (QoIs), and succinate dehydrogenase inhibitors (SDHIs). For example, recent reports from vineyards in Maharashtra highlight a troubling development: resistance QoI fungicides (such as azoxystrobin and kresoxim-methyl) and CAA fungicides (including mandipropamid and dimethomorph), which has been linked to specific genetic mutations.

13.1.3 Opportunities in Indian Fungicide Industry:

- **Government Initiatives:** By providing subsidies, the government has alleviated the financial strain on farmers, thereby making fungicides more accessible and cost-effective. Furthermore, extension services play a crucial role by delivering expert advice and practical assistance regarding the efficient application of fungicides. Few examples of the subsidies in the Indian fungicide market are Subsidized Agriculture Inputs under the National Food Security Mission (NFSM), Pradhan Mantri Krishi Sinchai Yojana (PMKSY), Subsidies for Integrated Pest Management (IPM), National Mission for Sustainable Agriculture (NMSA), Pradhan Mantri Fasal Bima Yojana (PMFBY) etc.

- **Collaborations:** To effectively manage food security and preserve the efficacy of fungicidal treatments, it is crucial to implement reliable local monitoring of resistance and adaptation. Collaborative efforts among companies in India aim to equip the agriculture sector with the necessary tools and expertise to monitor and address resistance issues, thereby ensuring the continued effectiveness of fungicides and promoting sustainable agriculture practices. For example, in 2024, EpiLogic GmbH and Tentamus India have partnered to introduce EpiLogic's acclaimed fungicide resistance monitoring services to the Indian market.

13.2 Domestic Value Chain Analysis

Value Chain Analysis of Indian Fungicide Industry

Research and Development (R&D), registration, manufacturing, formulation, distribution, and end-users make up the fungicides industry's value chain.

- **Research and Development (R&D):** The R&D stage is fundamental to developing new fungicides and refining existing ones. This phase involves extensive scientific research to discover novel active ingredients, improve formulations, and optimize their effectiveness against various fungal pathogens. Agriculture research institutions, universities, and private companies invest heavily in R&D to create fungicides that are both effective and environmentally safe, targeting specific fungal challenges in crops. The R&D process is critical for innovation, ensuring that fungicides meet stringent performance and safety standards.

- **Registration:** After the R&D phase, fungicides must undergo a rigorous registration process to comply with regulatory standards before they can be brought to market. This involves submitting detailed data to regulatory bodies, such as the CIBRC in India. The registration process includes conducting efficacy trials, safety evaluations, and environmental impact assessments. Successfully completing this process ensures that the fungicide is effective, safe for use, and in compliance with legal and environmental regulations.

- **Manufacturing:** The manufacturing stage encompasses sourcing the essential chemicals and compounds needed for fungicide production and then producing the final products. Chemical manufacturers supply the active ingredients and other necessary materials for formulation. These ingredients are combined in specialized facilities to produce fungicides in various forms, such as liquids, powders, or granules. Maintaining the quality of raw materials and adhering to strict manufacturing standards are vital for producing fungicides that are both effective and reliable.

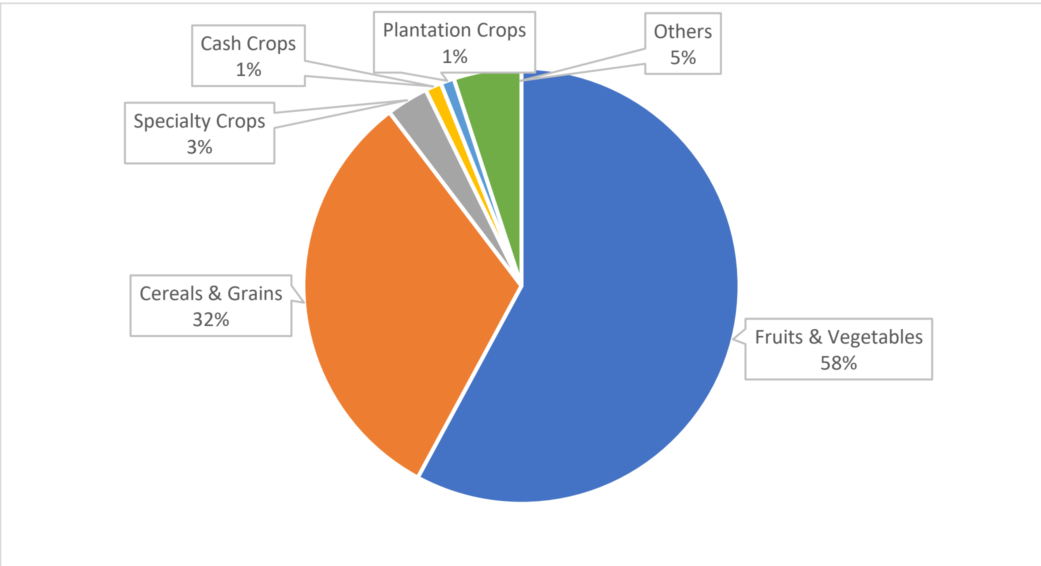
- **Formulation:** In the formulation phase, raw materials and active components are combined with carriers, solvents, and stabilizers to create the final fungicide products. A significant number of fungicides are produced as wettable powders, which generally consist of 20%-80% finely milled mineral diluents, including bentonite, talc, or kaolinite. The primary role of these fillers is to inhibit the clumping of fungicide particles during the grinding and storage processes. This function is crucial for preserving the product's effectiveness and ensuring reliable performance upon application. Formulators concentrate on enhancing the product's performance, stability, and ease of use, thereby guaranteeing that the final fungicide effectively targets fungal pathogens and is compatible with various application techniques.

- **Distribution:** The logistics of transporting fungicide products from manufacturing facilities to retailers and end users are managed during the distribution stage. Transportation, inventory management, and storage are all part of this. In order to meet market demand and ensure that fungicides are readily available in various regions, distributors play a crucial role. Maintaining product availability and ensuring farmers timely access require efficient distribution.

- **End Users:** Farmers, as the primary end users, utilize fungicides to combat and manage fungal infections affecting their crops. The successful application of these fungicides is essential for mitigating crop loss and promoting robust plant development. The decisions made by farmers regarding fungicide application are shaped by various factors, including the crop type, the specific fungal pathogens involved, and the overarching disease management approach. Appropriate fungicide usage enhances both crop yield and quality, thereby facilitating favourable agriculture results.

13.3 Indian Fungicide Market Breakup by Application

Chart 59: Indian Fungicide Market Breakup by Application Type (in %), FY2024 (value in terms of consumption)

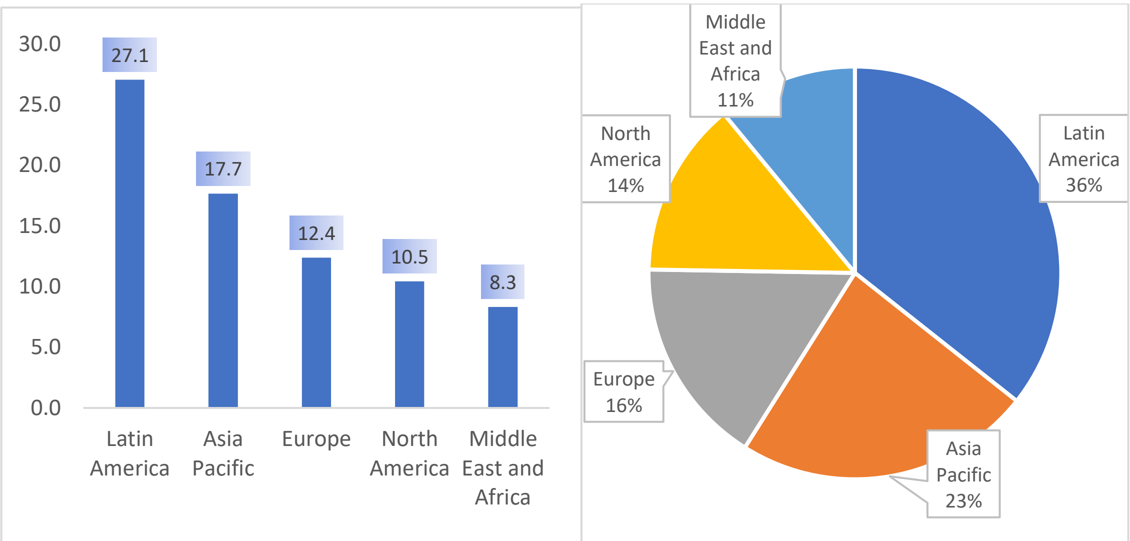


Source: IMARC Group, ICRA Analytics

In FY2024, fruits & vegetables currently dominates as the largest application in term of value, accounting for a share of ~58% of the total market. Fruits & vegetables was followed by cereals & grains at 32%, specialty crops at ~3%, cash crops at ~1%, plantation crops at ~1%, and others at ~5%.

13.4 Indian Fungicide Industry Export market breakup

Chart 60: Indian Fungicides Export Market Breakup by Region (in % & in value terms in Rs. billion), FY2024



Source: IMARC Group, ICRA Analytics

In FY2024, Latin America represented the largest market for exported fungicides from India, accounting for a share of ~36% of the total export in term of value. Latin America was followed by Asia Pacific at ~23%, Europe at ~16%, North America at ~14%, and Middle East and Africa at ~11%.

Plant Growth Regulator (PGR) market

14. GLOBAL PGR MARKET:

PGRs are chemicals that are naturally produced by plants and are essential for regulating their growth and development. Commonly referred to as phytohormones or plant hormones, these substances operate effectively at minimal concentrations and have a significant impact on various physiological functions within plants. In addition to the naturally occurring regulators, there are synthetic versions created to replicate or enhance the effects of these natural plant hormones. PGRs exhibit a wide range of chemical structures, which can include gases such as ethylene, terpenes like gibberellic acid, and carotenoid derivatives such as abscisic acid. Each category of plant hormone possesses a distinct chemical configuration, leading to specific physiological outcomes on plant growth and development. The primary groups of PGR consumed in fruit crops consist of:

Major Classes of PGR:

- **Auxins:** Auxins are essential for promoting cell elongation and division, influencing the overall shape and growth of plant tissues. They play a key role in apical dominance, root initiation, and fruit development. Common examples include Indole-3-acetic acid (IAA), Indole-3-butyric acid (IBA), and Naphthalene acetic acid (NAA).

- **Gibberellins:** Gibberellins are responsible for promoting stem elongation, seed germination, and flowering. They are particularly effective in breaking seed dormancy and stimulating enzyme production, which helps in nutrient mobilization during seed germination. Examples include Gibberellic acid (GA3), GA1, and GA4.

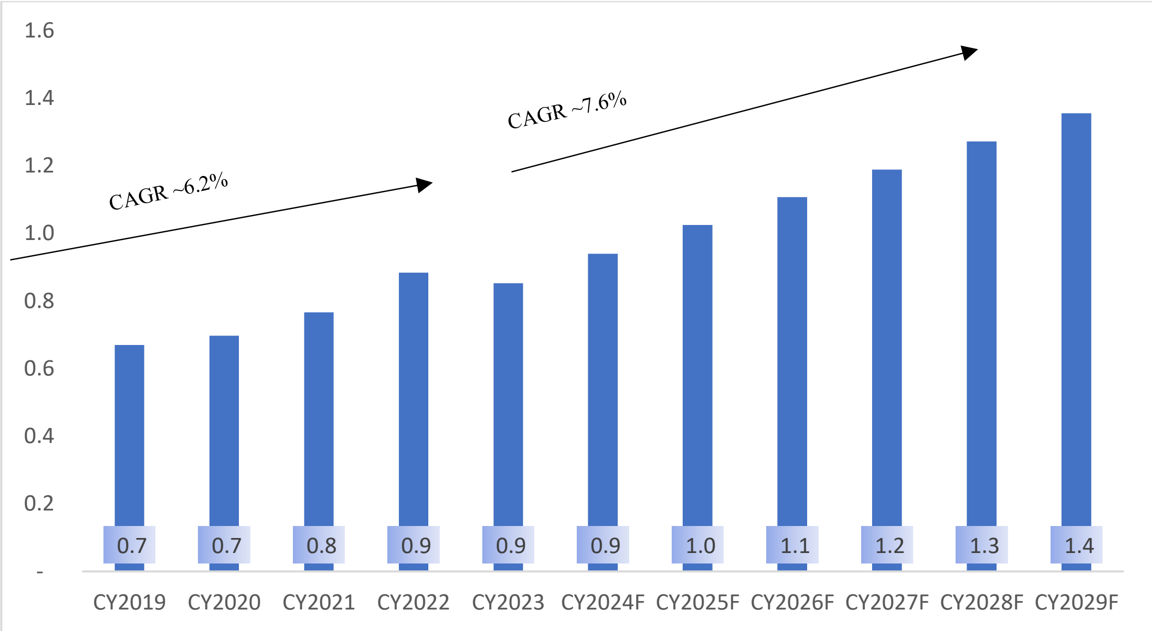
- **Cytokinins:** Cytokinins are plant hormones that facilitate cell division and growth, enhance nutrient mobilization, and postpone leaf aging. They function in conjunction with auxins to regulate a variety of growth mechanisms. Notable examples include Zeatin, Kinetin, and Benzylaminopurine (BAP).

- **Abscisic Acid (ABA)**: It serves a key role in inducing dormancy, stomatal closure, and enhancing stress resilience in plants. It functions as a growth suppressor by decelerating metabolic activities.

- **Ethylene:** It is a gaseous hormone and is integral to processes such as fruit ripening, leaf abscission, and responses to physical stress. It is essential for the plant life cycle, influencing numerous physiological functions.

These PGR are integral to the management of fruit crops, influencing everything from seed germination to fruit ripening, and are widely used to optimize agriculture productivity. The PGR market reached a market value of $ 0.9 billion in CY2023, representing a CAGR of 6.2% during CY2019-CY2023. Going forward, the growth of the same is expected to reach a value of $1.4 billion by CY2029, exhibiting a CAGR of 7.6% during CY2024-CY2029.

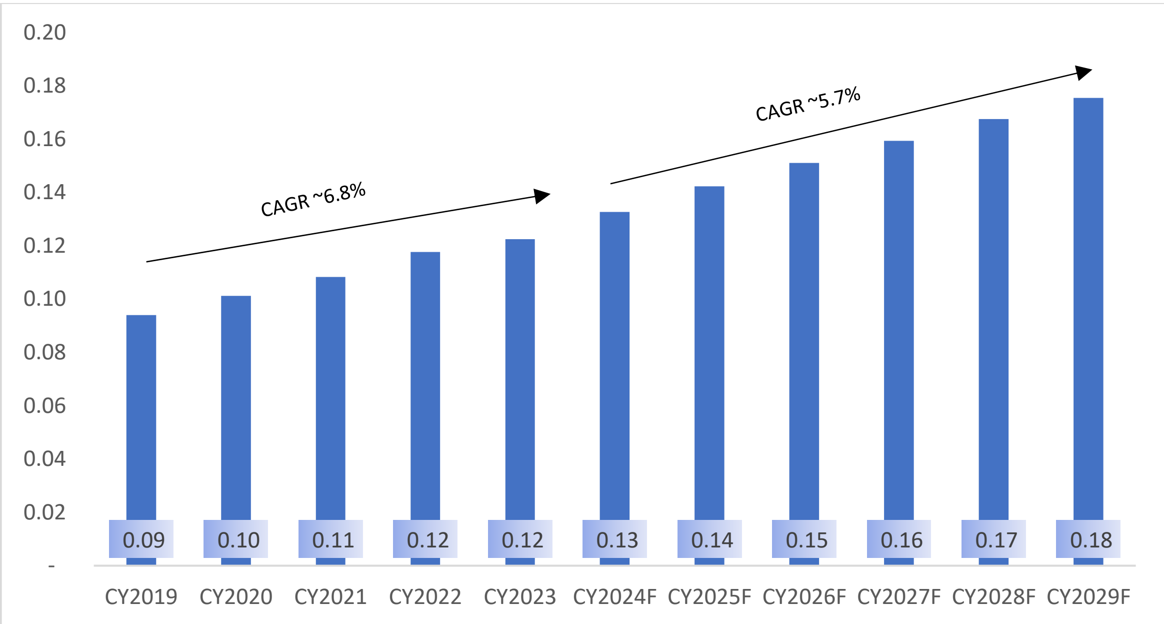
Chart 61: PGR Market: Sales value (in $ billion), CY2019-CY2029



Source: IMARC Group, ICRA Analytics

In terms of volume, the global PGR market reached a volume of 0.12 MMT in CY2023, representing a CAGR of 6.8% during CY2019-CY2023. Looking forward, global PGR market is expected to reach a volume of 0.18 MMT by CY2029 to grow at a CAGR of 5.7% during CY2024-CY2029.

Chart 62: PGR Market: Sales volume (in MMT), CY2019-CY2029



Source: FAO, IMARC Group, ICRA Analytics

14.1 Market drivers, restraints and success factors of the PGR market

14.1.1 Market drivers of the PGR market:

The market for PGR is currently on a notable upward trend, influenced by a variety of factors that are projected to enhance its expansion in the coming years.

- **Increasing focus on natural and sustainable agriculture methods:** Increasing demand for high-value crops is driving the adoption of PGR, as farmers are progressively pursuing natural and sustainable agriculture methods. The growing interest in organic farming, influenced by evolving dietary choices and focus on sustainability, is anticipated to further enhance the market. As a larger number of consumers choose organic products, the requirement for natural

PGR that correspond with these preferences will considerably contribute to market expansion. This trend is especially evident in areas such as Oceania and Europe, where the proportion of organic agriculture land is significantly up, thereby increasing the demand for PGRs that facilitate sustainable farming practices.

- **Trend of rising global trade and production of fruits:** Leading fruit-producing nations, such as Australia and Japan, are experiencing an increased demand for PGR, particularly fuelled by the thriving avocado sector in Australia. Additionally, countries within the European Union, including Spain, are at the forefront of summer fruit production, such as watermelons and muskmelons, making the role of PGRs essential for improving both fruit quality and yield. These trends are expected to drive the market forward as PGR companies strategically focus on these profitable regions to enhance their profit margins.

- **Cytokins & Auxins:** Among the various types of growth regulators, cytokinins and auxins are expected to experience robust growth. Cytokinins, known for their role in enhancing stress tolerance and promoting protein synthesis, are emerging as a key segment in the PGR market, especially in regions experiencing climatic variability. Similarly, auxins are expected to see increased demand, driven by the growing interest in medicinal plants and landscaping. The rising demand for PGRs across various crop types, including cereals, oilseeds, fruits, and vegetables, is anticipated to further propel the market, underscoring the versatile applications of these regulators in modern agriculture.

- **Increasing resistance towards traditional pesticides:** The increasing resistance of pest and insect populations to traditional pesticides is prompting a significant shift towards alternative methods, including the use of PGRs. The excessive dependence on pesticides has resulted in the rise of resistant species, creating considerable obstacles for effective crop protection. Consequently, the incorporation of PGRs into farming practices has become essential to bolster plant resilience, enhance flowering rates, promote growth, and boost crop yields.

- **Strategic collaborations and product innovations**: Strategic collaborations and product innovations are poised to drive market expansion. For example, partnerships like the extended distribution agreement between Valent Canada Inc. and Nufarm Agriculture Inc. highlight the potential for growth through collaborative efforts. On June 14, 2022, Valent Canada Inc. and Nufarm Agriculture Inc. extended their distribution partnership in Canada for another five years. This collaboration, ongoing since 2011, focuses on offering a broad range of herbicides, insecticides, fungicides, and seed treatments, including products like Valtera and Fierce for improved weed management. The partnership aims to continue delivering tailored agronomic solutions for Canadian agriculture, leveraging the strengths of both companies.

Such alliances are expected to accelerate the availability and adoption of PGRs across different regions, contributing to the market's expansion. Moreover, the approval of new PGR products, such as Sumitomo Chemical's Accede™, reflects the ongoing innovation within the sector. These developments indicate a strong pipeline of solutions that are likely to enhance the market's growth trajectory by offering growers more effective and sustainable options for crop management.

14.1.2 Restraints witnessed in the PGR market:

The market for PGR encounters following constraints that hinder its expansion and broader acceptance.

- **Rigorous regulatory framework**: A significant obstacle is the lengthy approval process for new products, which arises from the comprehensive regulatory requirements for multi-site field trials and the assessment of residual impacts, especially concerning synthetic variants. This rigorous regulatory environment results in extended timelines, frequently surpassing ten years, and demands considerable financial resources, occasionally exceeding USD 100 million, to launch a new crop protection product. Even generic products encounter significant challenges, with registration timelines extending up to five years. These difficulties result in delays in product registration and present considerable barriers for companies seeking to launch new PGR products in the market.

  While patent protection and market exclusivity are vital for recovering research and development expenditures, the rising costs linked to product development and the protracted approval process lead to increased retail prices. These heightened expenses ultimately reduce net profit margins for growers, thus obstructing the growth of PGR in the global agrochemicals sector.

- **Lack of awareness:** A significant barrier to the adoption of PGRs is the lack of awareness among growers about their benefits. Many farmers are uninformed about the types, correct application methods, and cost-saving advantages of PGRs, leading to their underutilization. This knowledge gap is particularly pronounced in developing regions such as Southeast Asia, Sub-Saharan Africa, and Latin America, where there is limited knowledge exchange about organic farming and sustainable PGR use.

  Additionally, the prevalence of substitute products like fertilizers, coupled with the persistence of conventional farming practices, especially in Asian markets, hinders the broader adoption of PGRs. Educational campaigns and targeted marketing are crucial to overcoming these challenges.

14.1.3 Success factors in the PGR market:

The market for PGR is set for substantial growth, fuelled by a variety of emerging opportunities linked to the increasing demand for improved crop productivity and the rising global consumption of agriculture products.

- **Government initiatives to satisfy growing population:** A significant driver of this expansion is the increasing necessity for greater crop yields, which is further reinforced by governmental initiatives focused on ensuring food security and safety.

  Prominent cereal-producing countries, including China, India, the United States, Russia, Brazil, Argentina, Indonesia, and France, have witnessed a notable increase in cereal production.

- This growth can be largely attributed to advancements in crop production techniques and the introduction of high-yielding cereal varieties. For example, the Department of Agriculture and Farmers Welfare reported that India's food grain production reached 330.1 MMT during FY2022-FY2023 period, reflecting an increase of 14 MMT compared to the previous year, which represents a 4.2% increase.

  The ongoing support from governments around the globe, combined with the necessity to satisfy the needs of a growing population and evolving consumer preferences, is anticipated to enhance the adoption of PGRs, thereby propelling market growth.**Increasing global fruit trade and production:** The PGR market has significant growth potential due to the increasing global fruit trade and production. With the total exports of $4.3 billion (2.2 MMT in volume terms) in CY2023, the U.S. remains a top fruit exporter, and despite challenges like adverse weather reducing citrus production by 12% in CY2022-CY2023, PGRs are crucial in mitigating stress and boosting yields. India also offers substantial opportunities with its strong fruit production base, exporting to key markets such as the U.K., UAE, and others.

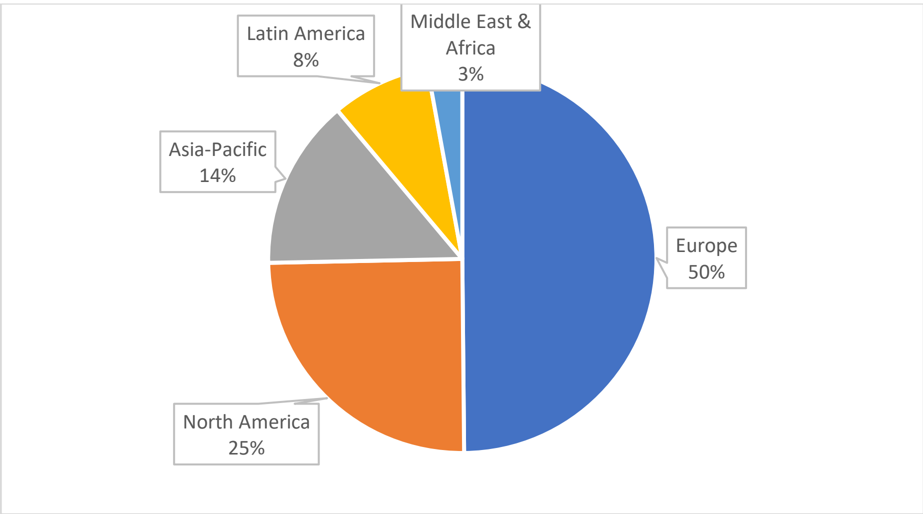
- **Enhanced production needs:** The potential for enhanced production and yield of diverse crops offers a favorable pathway for the expansion of the PGR market. In light of the challenges posed by limited arable land and resources, along with erratic weather patterns, the emphasis has transitioned towards maximizing crop yields instead of increasing the area under cultivation.

  The Organisation for Economic Cooperation and Development (OECD) has forecasted considerable growth in crop yields, especially for wheat, oilseeds, and sugarcane. This transition is anticipated to strengthen the PGR market, as these regulators promote crop health, in contrast to conventional fertilizers that may disrupt soil equilibrium and lead to toxicity. The OECD-FAO Agriculture Outlook CY2020-2029 forecasts an increase in global soybean oilseed production by ~11% over a span of 8 years from 0.000367 MMT in CY2021 to an estimated 0.000406 MMT by CY2029. This growth is largely driven by the rising demand for protein meals, particularly in China, which is expected to gain momentum, thereby improving economic conditions for farmers.

- **Strategic actions by key industry players**: Strategic moves by key players in the industry are poised to significantly boost the PGR market. In March 2023, Corteva Agriscience, a leader in the fast-growing Biologicals sector, completed the acquisitions of Symborg, a specialist in microbiological technologies, and Stoller, a prominent independent Biologicals company. These acquisitions are expected to strengthen Corteva's market presence and expand its PGR portfolio, positioning the company to capture a substantial share of the market. Corteva's collaboration with NEVONEX, powered by Bosch, in December 2022, is set to revolutionize the precision application of crop protection products through the use of advanced data analytics and cutting-edge equipment. This initiative is projected to drive the PGR market forward by providing added value to farmers, enhancing client retention, and improving the overall effectiveness of crop production practices. These strategic developments highlight the dynamic growth potential within the PGR market, driven by innovation and industry collaboration.

14.2 Market Breakup by Region

Chart 63: PGR Market: Breakup by Region (in %), 2023 (value in terms of consumption)

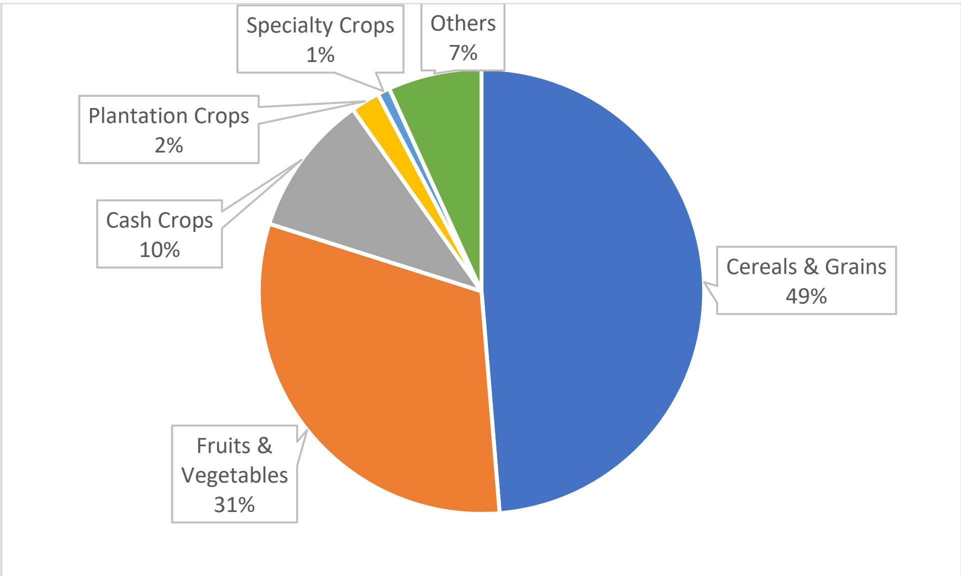


Source: IMARC Group, ICRA Analytics

During CY2023, Europe represented the largest market for PGR globally, accounting for a share of 50% of the total market. Europe was followed by North America at ~25%, Asia Pacific at ~14%, Latin America at ~8% and Middle East and Africa at ~3%.

14.3 Market Breakup by Application

Chart 64: PGR Market: Breakup by Application (in %), 2023 (value in terms of consumption)



Source: IMARC Group, ICRA Analytics

During CY2023, the most popular application for PGR globally, accounting for a share of ~49% of the total market was the cereals & grains segment. This was followed by fruits & vegetables at ~31%, cash crops at ~10%, plantation crops at ~2%, specialty crops at ~1% and others at ~7%.

14.4 Value Chain Analysis

Global PGR Market: Value Chain Analysis

The value chain of the PGR industry involves product research & development, raw material suppliers, PGR manufacturers, quality control & assurance, packaging, marketing & distribution, and end-users.

Research and development: R&D is fundamental to the PGR industry, focusing on discovering new compounds that influence plant growth. Researchers from chemical companies, research institutions, and universities study these compound's effects on plant physiology. Field research and development (FRD) is essential for assessing the efficacy and safety of PGRs across various crops and environmental conditions. Agrochemical companies source new PGR compounds both internally and externally. Internally developed compounds offer easier control and management, while externally sourced compounds require evaluation for licensing or purchase opportunities.

Raw Material Suppliers: The procurement of raw materials constitutes a crucial component in the value chain of PGR. This process entails the identification of dependable suppliers capable of delivering high-quality active ingredients, chemical intermediates, and other essential components. These materials may encompass a variety of chemical compositions, including gases such as ethylene, terpenes like gibberellic acid, or carotenoid derivatives such as abscisic acid. The procurement process encompasses contract negotiations, logistics management, and the maintenance of a consistent supply chain to prevent production interruptions. Additionally, this stage requires strategic sourcing decisions that balance cost efficiency with quality and reliability, thereby ensuring that the performance of the final product remains uncompromised.

PGR Manufacturers: The third stage of the value chain involves the production of PGRs by specialized chemical manufacturers. This process takes place in dedicated production facilities where active ingredients are combined with other components to create formulations that enhance the delivery and effectiveness of PGRs. These plant hormones, typically produced at the tips of stems and roots, are then transported to other parts of the plant.

PGRs can be derived from both natural and synthetic sources. Before commercialization, manufacturers must navigate a regulatory approval process. For example, registering a PGR as a biopesticide in the U.S. requires approval from the Environmental Protection Agency's (EPA) Biopesticides and Pollution Prevention Division (BPPD), similar to the process for other pesticides. Additionally, separate pesticide registrations are required at the state level.

Quality Control & Assurance: Due to the potent effects of PGRs on plant growth, rigorous quality control and assurance measures are essential. These processes include comprehensive testing at multiple stages of production, starting from the sourcing of raw materials to the final packaging of the products. Quality assurance systems, such as ISO certification, ensure compliance with international standards. Additionally, residue analysis is vital for monitoring environmental impact and ensuring food safety.

Packaging: In the PGR industry, packaging is critical for maintaining product stability, efficacy, and user convenience. Effective packaging solutions are designed to preserve the chemical integrity of PGRs, facilitate easy application, and provide clear usage instructions. Packaging design must also consider factors such as product concentration, target crop, and application method. Sustainable packaging options are increasingly popular to reduce environmental impact. PGR products are offered in various packaging types, including HDPE bottles, drums, and others.

Marketing and Distribution: This segment of the supply chain focuses on the introduction of products to the market. It encompasses all activities undertaken by a company to facilitate the sale of PGR. This phase includes conducting market analysis to identify trends, customer preferences, and competitive landscapes. Informed by this analysis, marketing strategies and promotional initiatives are crafted to emphasize the advantages and appropriate application of PGR products.

Additionally, the distribution aspect entails the transportation of PGR products from production sites to various global markets. Distributors, wholesalers, and logistics providers are integral to this process. Establishing and sustaining a strong distribution network is essential for ensuring the widespread availability of PGR products, thereby catering to diverse agriculture markets across multiple regions.

End-user: The final segment of the value chain is represented by the end users who utilize the product. In agriculture contexts, PGR products serve as the ultimate application. The primary consumers of PGRs include farmers, horticulturists, and landscapers, who implement these products on crops, plants, and fields following established guidelines. The end-use phase is where the tangible advantages of PGRs become evident, marking it as a crucial juncture in the value chain.

Additionally, within the value chain analysis of the PGR market, post-market surveillance is incorporated into the comprehensive framework of product lifecycle management. This surveillance is imperative for assessing the safety and effectiveness of PGRs once they are available in the market. It entails the collection and analysis of data regarding product performance, adverse incidents, and environmental effects. Surveillance efforts encompass product recall protocols, management of customer complaints, and ongoing evaluation of product performance in real-world scenarios.

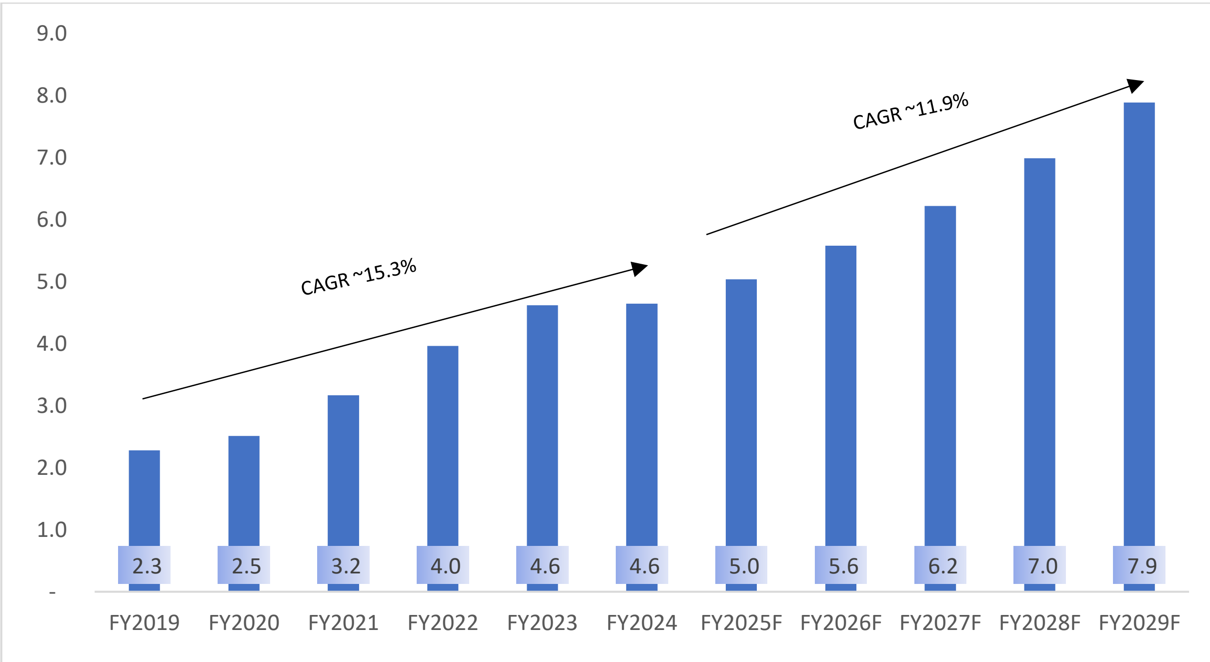
15. INDIA PLANT GROWTH REGULATOR (PGR) MARKET:

The plant growth regulator market in India has emerged as a significant component of the agriculture sector, underscoring its essential function in enhancing crop growth and boosting agriculture efficiency. As the nation grapples with the dual task of sustaining a rapidly growing population while addressing the constraints on its agriculture resources, the importance of PGRs becomes increasingly evident. This market has experienced considerable expansion, propelled by the demand for improved crop yields, effective growth management, and the integration of modern agriculture techniques. Innovations in formulations are tailored to meet the specific challenges faced by Indian agriculture, thereby improving productivity.

The market's emphasis on integrated plant growth management (IPM) strategies, which merge chemical and biological approaches, highlights a commitment to sustainable agriculture practices. Furthermore, advancements in PGR application technologies, such as precision agriculture, play a crucial role in maximizing efficacy and minimizing the environmental impact of these products. It is vital to educate farmers on the advantages and correct application of PGRs to enhance adoption rates and ensure successful implementation. As the PGR market continues to develop, prioritizing innovation, sustainability, and farmer education will be key to overcoming challenges, boosting crop productivity, and fostering the overall progress of Indian agriculture.

The India plant growth regulator market reached a value of Rs 4.7 billion during FY2024, growing at CAGR 15.3% of during FY2019-FY2024. Looking forward, the India PGR market is expected to reach a value of Rs 7.9 billion by FY2029, exhibiting a CAGR of 11.9% during FY2025-FY2029.

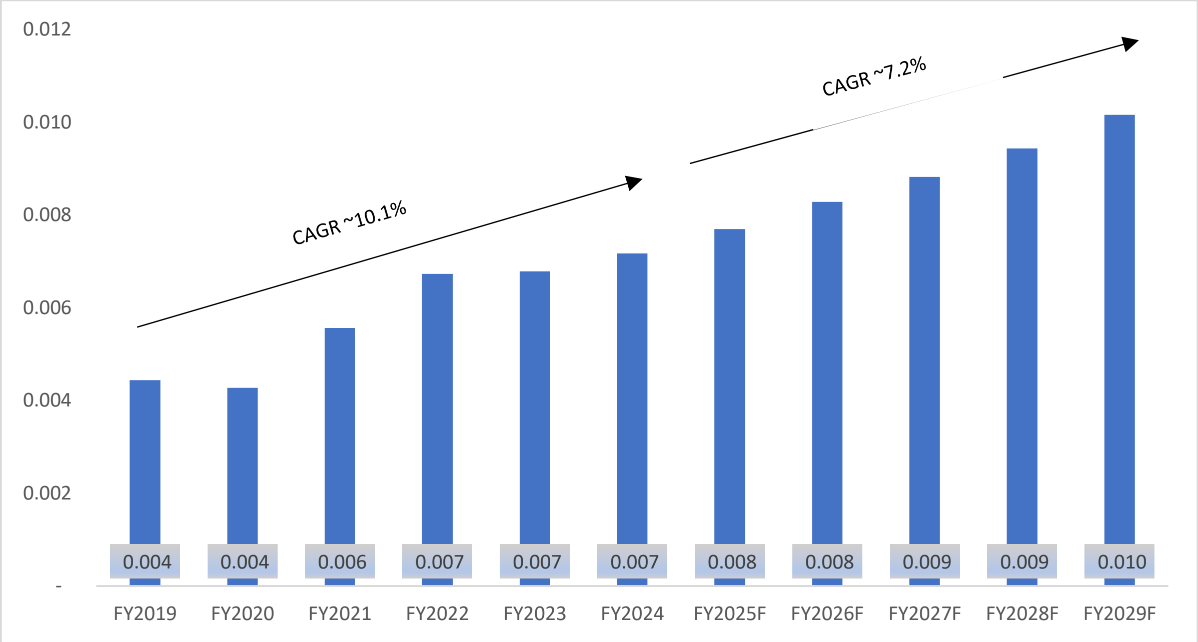
Chart 65: India PGR Market: Sales value (in Rs billion), FY2019-FY2029



Source: IMARC Group, ICRA Analytics

The India PGR market reached a volume of 0.007 MMT in FY2024, growing at CAGR 10.1% of during FY2019-FY2024. Going forward, the market size is expected to reach a volume of 0.010 MMT by FY2029, growing at a CAGR of 7.2% during FY2025-FY2029.

Chart 66: India PGR Market: Sales volume (in MMT), FY2019-FY2029



Source: IMARC Group, ICRA Analytics

15.1 Market Drivers, Restraints, and Opportunities of the India PGR market:

15.1.1 Market drivers:

- **Increase in pest resistance:** The rise in the development of resistance among pest and insect populations is a significant factor contributing to the expansion of the PGR market. As these pests and insects become more resistant to standard pesticides, farmers encounter considerable difficulties in preserving crop health and productivity. This issue of resistance highlights the pressing need for alternative approaches that can either supplement or substitute traditional pest control methods.

  PGRs present a viable solution by enhancing plant growth and improving stress resilience, thereby bolstering crop defense against pests and diseases. By decreasing dependence on chemical pesticides and prioritizing plant health and development, PGRs aid in reducing environmental harm and fostering sustainable agriculture practices**.**

- **Better agriculture productivity:** PGRs provide numerous benefits that significantly boost agriculture efficiency and productivity. By affecting various aspects of plant growth, PGRs help optimize crop yields and enhance fruit quality, making them indispensable in modern farming. They allow for precise control over plant development, including increasing branching, suppressing unwanted shoot growth, and regulating flowering and fruiting times. This precision helps farmers achieve greater uniformity and higher quality in their produce. Moreover, PGRs can improve a plant's ability to tolerate stress, enabling crops to better withstand adverse environmental conditions such as drought or extreme temperatures.

- **Government initiatives:** The Indian government's focus on agriculture modernization is driving significant growth in the PGR market through a range of supportive measures. Initiatives such as subsidies, grants, and research funding are making PGRs more accessible and affordable for farmers, encouraging their widespread adoption. For instance, the Department of Agriculture & Cooperation, in collaboration with the Directorate of Plant Protection, plays a vital role in promoting the effective use of PGRs. They provide detailed guidelines on application methods, including timing, dosage, and other essential parameters for approved PGRs. These efforts are designed to raise awareness and ensure that farmers use PGRs effectively, ultimately improving crop productivity and sustainability.

- **Integration with Conservation Agriculture (CA):** The synergy between PGRs and Conservation Agriculture (CA) represents a pivotal factor in the expansion of the PGR market. CA aims at sustainable agriculture practices by reducing soil disturbance through methods such as zero tillage, prudent application of chemical inputs, and careful management of residues and waste. This methodology not only improves soil health and crop yields but also enhances biodiversity and conserves natural resources.

Within this context, PGRs are essential as they optimize plant growth and enhance resilience. They assist in alleviating the impacts of both biotic and abiotic stresses, thereby boosting crop performance and maintaining yields within the CA framework.

By adhering to the principles of CA, PGRs facilitate efficient resource utilization and promote sustainable farming practices, contributing to their growing adoption and market growth.

15.1.2 Restraints of the India PGR market:

- **Insufficient awareness among Indian farmers:** A major obstacle to the advancement of the PGR market in India is the prevalent lack of awareness among farmers, especially those residing in rural regions. Numerous farmers are not informed about the different types of PGRs available and the advantages they can offer. This deficiency in knowledge also includes the cost-effectiveness and efficiency enhancements linked to these growth regulators.

  Consequently, many farmers continue to depend on traditional farming methods, opting for conventional chemicals and fertilizers instead of embracing innovative PGR solutions. The existing gap in awareness regarding modern technologies and products hinders the adoption of PGRs, thereby stifling market expansion. Educational programs, training sessions, and outreach initiatives can bridge this gap and fully realize the potential of PGRs in improving agriculture productivity and sustainability.

- **Residual toxicity:** The presence of PGR residues can lead to environmental contamination and pose risks of foodborne illness. To enhance agriculture output while mitigating adverse impacts on the environment and public health, it is essential to consistently monitor and regulate the application of PGR in agriculture practices.

15.1.3 Opportunities tapped in the India PGR market:

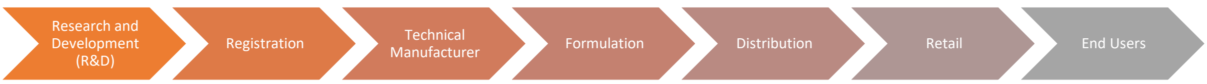
- **Improving crop yield and quality:** Given the constraints of limited arable land and finite resources, the enhancement of crop yield and quality through the use of PGRs is essential to satisfy the increasing global food demand. As agriculture practices adapt to these challenges, PGRs are integral in boosting productivity and operational efficiency. The anticipated rise in oilseed crop production, spurred by heightened demand across the food, feed, and fuel sectors, underscores a significant opportunity for PGRs to exert a meaningful influence. By facilitating optimal plant growth and enhancing resilience to stressors, PGRs can significantly elevate both the yield and quality of oilseed crops, thereby promoting agriculture sustainability.

  This approach not only addresses the escalating market requirements but also encourages economic growth for farmers and other stakeholders. Consequently, the utilization of PGRs in the growth of crop production is vital for fulfilling both agriculture and economic objectives.

- **Advancements in PGR Technology:** Recent advancements in PGR technology are focused on significantly enhancing the efficiency and effectiveness of PGR applications. Key areas of innovation include the development of new formulations and delivery systems that improve the absorption and impact of PGRs. For instance, the application of nanotechnology in PGR formulations can increase the stability and bioavailability of these substances, enabling precise and targeted delivery to specific plant tissues. These technological advancements ensure that PGRs are more effective and efficient in promoting plant growth, thereby optimizing agriculture outcomes.

15.2 Value Chain Analysis

India: Plant Growth Regulator Industry: Value Chain Analysis



The value chain of the plant growth regulator industry in India encompasses several key stages which are highlighted in detail below:

Research and Development (R&D): The R&D phase serves as the foundation for the creation of novel PGRs and the enhancement of existing formulations. This phase encompasses scientific investigations aimed at discovering new compounds and analysing their impacts on plant growth, development, and overall productivity. Such research is undertaken by agriculture research organizations, academic institutions, and private enterprises focused on plant science and biotechnology. Advancements in R&D contribute to the formulation of PGRs that can boost crop yields, enhance quality, and mitigate plant stress.

Registration: The registration phase, which follows the research and development stage, is vital for confirming that new PGRs comply with regulatory requirements prior to their market introduction. This phase necessitates the submission of comprehensive data regarding the PGR’s effectiveness, safety, and environmental implications to regulatory authorities, such as the Central Insecticides Board & Registration Committee (CIB&RC) in India. The registration process entails thorough evaluations, which include toxicological assessments, environmental impact studies, and formulation analyses.

Technical manufacturing: This phase encompasses the procurement of essential chemicals and compounds necessary for the production of PGRs and their conversion into final products. Chemical manufacturers provide the active ingredients and other components required for PGR formulation. During the manufacturing process, these ingredients are combined with carriers and additives to produce PGRs. It is advisable to manufacture or formulate PGRs using dedicated equipment that is not utilized for herbicides, rather than sharing production facilities. This practice, adopted by numerous CropLife International member companies, significantly mitigates the risk of herbicide contamination in PGR production environments.

Formulation: The term formulation in relation to a PGR pertains to the medium in which it is contained and the concentration of the active ingredient within that medium. This process encompasses the development of herbicides in multiple forms, including liquids, powders, granules, and emulsifiable concentrates. The selection of a specific formulation is influenced by the intended application and target audience. Major manufacturers often employ in-house formulators dedicated to the innovation and enhancement of these formulations.

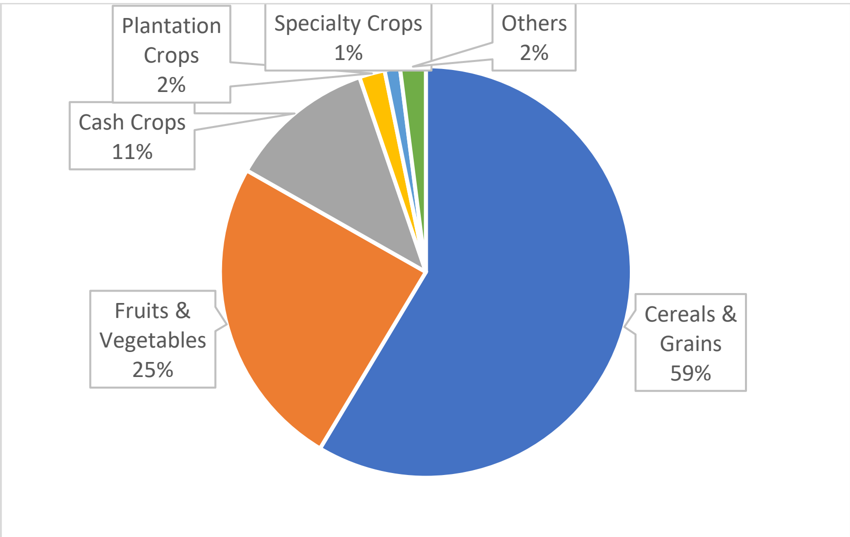
Distribution: The distribution phase emphasizes the logistical aspects of moving PGR products from manufacturers and formulators to retailers and end-users. This encompasses warehousing, inventory oversight, and transportation logistics. Distributors are essential in ensuring the availability of PGRs across different regions and in maintaining a seamless supply chain to satisfy market demand.

Retail: The retail aspect of the PGR market involves promoting and selling PGR products through various channels. This includes participating in agriculture fairs, running advertisements, and executing direct marketing campaigns. Products are distributed through a network of agrochemical retailers, cooperatives, and direct sales to farmers, ensuring that PGRs are accessible to those who need them.

End Users: The primary end users of PGRs are farmers who apply these regulators to enhance plant growth, manage stress, and improve crop yields. Farmers' decisions to use PGRs are influenced by factors such as the type of crop, growing conditions, and specific growth objectives. When applied effectively, PGRs can lead to more efficient and productive farming practices, helping farmers achieve better results.

15.3 Market Breakup by Application (Value Wise)

Chart 67: India PGR Market: Breakup by Application Type (in %) during FY2024 (in terms of consumption)



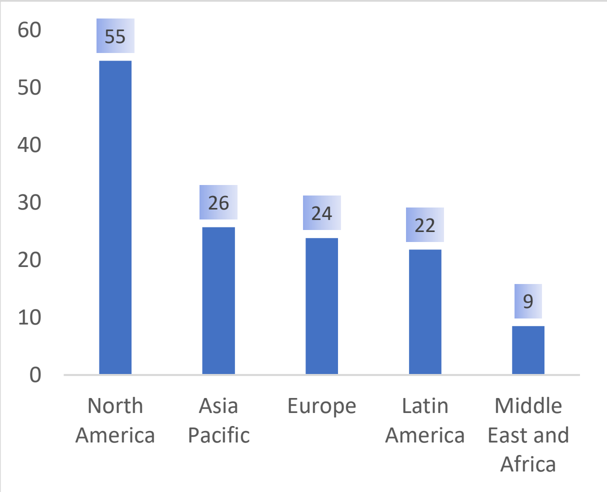
Source: IMARC Group, ICRA Analytics

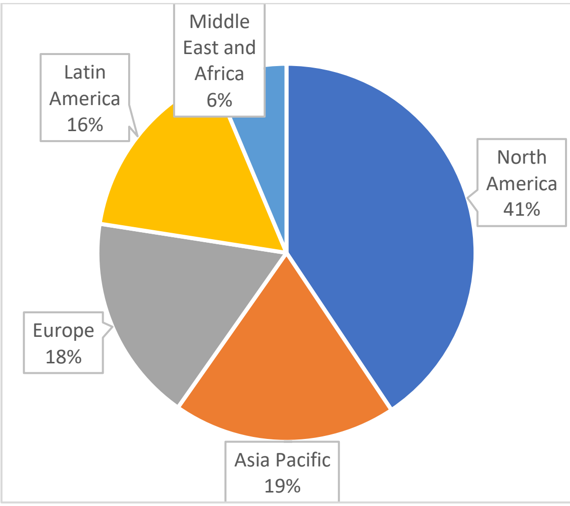
During FY2024, cereals & grains currently dominates as the largest application in term of value, accounting for a share of 59% of the total market.

Cereals & grains was followed by fruits & vegetables at ~25%, cash crops at~11%, plantation crops at ~2%, specialty crops at ~1% and others at ~2%.

15.4 Export Market Breakup by Region (Value Wise)

Chart 68: India: Herbicides, Anti-sprouting Products and PGR Export Market: Breakup by Region (in % terms and value in Rs billion) during FY2024





Source: Department of Commerce, ICRA Analytics
Note: The export value includes herbicides as well as anti-sprouting products since there is no separate HS code allocated for PGR

During FY2024, North America represented the largest market for exported herbicides, anti-sprouting products and PGR from India, accounting for a share of 41% out of the total export in terms of value at Rs. 134.5 billion. North America was followed by Asia Pacific at ~19%, Europe at ~18%, Latin America at ~16% and Middle East and Africa at ~6%.

16. COMPETITIVE LANDSCAPE

16.1 Brief Profile of GSP Crop Science Limited and its peer companies

1. GSP Crop Science Limited (Year of incorporation- 1985)

GSP Crop Science Limited ('The Company' or 'GSP Crop Science') is a research-driven agrochemical company specializing in the development and manufacturing of insecticides, herbicides, fungicides and plant growth regulators in India, with over 39 years of experience in the agrochemical industry. The company has 4 manufacturing units located at Odhav (Ahmedabad, Gujarat), Kathwada (Ahmedabad, Gujarat), Nandesari (Vadodara, Gujarat) and Samba (UT of Jammu & Kashmir).

The Company, along with its subsidiaries, holds process and product patents across a variety of agrochemicals.

Rajdhani Petrochemicals Private Limited, a subsidiary of GSP Crop Science, ranked among the Top 10 Indian applicants for Patent Cooperation Treaty filings (RO/IN) in Fiscal Year 2022. GSP Crop Science itself was also ranked among the Top 10 Indian applicants for patents from Scientific and Research & Development Organizations in Fiscal Year 2017.

The Company has a proven track record of introducing Formulations and Technicals to the Indian agrochemicals market, as demonstrated by the following examples:

a) It is among the first indigenous manufacturers and sellers with exclusive patents for the following Formulations:

Table 9: List of GSP Crop Science exclusive patented Formulations

Sr No	Formulations	Brands	Category	Relevant Crop	Usage
1	Pendimethalin 35% + Metribuzin 3.5% SE	Platform	Herbicide	Wheat	Control of canary grass, wild oat, lamb's quarters, field bindweed, swine cress & bermuda grass
2	Pyraclostrobin 3.5% + Thiram 15% + Clothianidin 22.5% FS	PCT 410	Fungicide + Insecticide	Groundnut	Control of collar rot, stem rot, aphid, jassid, termite & white grub
3	Tolfenpyrad 15% + Bifenthrin 7.5% SE	Raavan	Insecticide	Rice	Control of brown plant hopper, green leaf hopper, stem borer and leaf folder
4	Pymetrozine 25.0% + Thiamethoxam 17.5% +	Afford	Insecticide + Fungicide	Rice	Control of insect pests viz., brown plant hopper, white backed plant hopper,

Sr No	Formulations	Brands	Category	Relevant Crop	Usage
	Hexaconazole 12.5% WG				green leaf hopper, yellow stem borer, and leaf folder and diseases of sheath blight and leaf blast
5	Thiocyclam Hydrogen Oxalate 3.0 % + Clothianidin 1.2% GR	Aurthor	Insecticide	Rice	Control of larvae of mosquito
6	Thiafluzamide 15% + Difenoconazole 20% SC	Element	Fungicide	Rice	Control of sheath blight, brown spot, false smut and grain discolouration disease
7	Methoxyfenozide 20% + Chlorantraniliprole 5% SC	Liger	Insecticide	Groundnut	Control of tobacco caterpillar, american bollworm and groundnut leaf miner
8	Pendimethalin 15% + Pyrazosufuron Ethyl 0.15% GR	All Rounder	Herbicide	Transplanted Rice	Control of susceptible annual grasses, sedges and broad leaf weeds

Source: Ministry of Agriculture & Farmers Welfare, ICRA Analytics

b) It is also among the first indigenous manufacturers of the following Technicals, which are used in the manufacturing of its approved Formulations:

Table 10: List of GSP Crop Science technicals

Sr No	Technicals	Category
1	Chlorantraniliprole Technical 96.00% w/w Min	Insecticide
2	Clothianidin Technical 98.00% w/w Min	Insecticide
3	Pymetrozine Technical 98.00 % w/w Min	Insecticide
4	Azoxystrobin Technical 95 % w/w Min	Fungicide
5	Diafenthiuron Technical 96% Min	Insecticide
6	Pyraclostrobin Technical 96.00% w/w Min	Fungicide
7	Methoxyfenozide Technical 97% w/w Min	Insecticide

Source: Ministry of Agriculture & Farmers Welfare, ICRA Analytics

c) It specializes in the manufacturing of Chlorantraniliprole Technical (minimum 96% purity), Clothianidin Technical (minimum 98% purity) and Pymetrozine Technical (minimum 98% purity).

d) It holds the following exclusive process patents for technicals:

Table 11: List of GSP Crop Science process patents for technicals

Sr No.	Process Patent	Technical Name	Category
1.	Novel process for preparation of 1-tert-butyl-3-(2,6-di-isopropyl-4-phenoxyphenyl) thiourea	Diafenthiuron	Insecticide
2.	Improved process for the preparation of n-(3-methyl-1,3,5-oxadiazinan-4-ylidene) nitramide	Thiamethoxam	Insecticide
3.	Improved process for the preparation of azoxystrobin	Azoxystrobin	Fungicide
4.	Novel process for the preparation of trifloxystrobin	Trifloxystrobin	Fungicide
5.	Novel crystalline modification of pymetrozine and process for preparation thereof	Pymetrozine	Insecticide
6.	Improved and efficient process for the synthesis of 2-[2-(1-chlorocyclopropyl)-3-(2-chlorophenyl)-2-hydroxypropyl]-2,4-dihydro-3h-1,2,4-triazole-3-thione (prothioconazole) and its intermediates	Prothioconazole	Fungicide
7.	Improved process for the preparation of pyraclostrobin	Pyraclostrobin	Fungicide
8.	Improved process for the preparation of azoxystrobin	Azoxystrobin	Fungicide
9.	Improved process for the preparation of pyraclostrobin (USA)	Pyraclostrobin	Fungicide
10.	Efficient process for the synthesis of 2-[2-(1-chlorocyclopropyl)-3-(2-chlorophenyl)-2-hydroxypropyl]-2,4-dihydro-3h-1,2,4-triazole-3-thione (prothioconazole) and its intermediates (USA)	Prothioconazole	Fungicide

Source: Indian Patent Office, ICRA Analytics

2. PI Industries Limited (Year of incorporation- 1946)

a. **About the company –** PI Industries Ltd operates in the agro-chemicals space having presence in both Domestic and Export markets.

b. **Manufacturing locations –** The company has five manufacturing units in Gujarat (3 in Panoli and 2 in Jambusar) and one R&D centre each at Hyderabad and Udaipur.

c. **Product Offering –** Key products offered by the company include custom synthesis manufacturing, herbicides, insecticides, fungicides, biostimulants.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

3. Sumitomo Chemical India (Year of incorporation- 2000)

a. **About the company –** Sumitomo Chemical India Ltd. (SCIL) is a subsidiary of Japanese chemical major, Sumitomo Chemical Company Limited Japan (SCCL). The Company is known for domestic marketing of proprietary products of its Japanese parent (SCCL). It is engaged in the manufacturing and marketing of crop protection formulations based on the active ingredients procured from SCCL and third parties. SCIL has also marked its presence in Africa and several other geographies of the world.

b. **Manufacturing locations –** The company has five manufacturing units at Gajod, Vapi, Bhavnagar (Gujarat), Silvassa, Tarapur (Maharashtra).

c. **Product Offering –** Key products offered by the company include Herbicides, insecticides, fungicides, fumigants, and plant growth regulators.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

4. Dhanuka Agritech Limited (Year of incorporation- 1985)

a. **About the company –** Dhanuka Agritech Limited is in the Agrochemical industry in India providing its products only to domestic market.

b. **Manufacturing locations –** The company has four manufacturing units located at Dahej (Gujarat), Sanand (Gujarat), Udhampur (J&K), Keshwana (Rajasthan).

c. **Product Offering –** Key products offered by the company include Herbicides, insecticides, fungicides, plant growth regulators, biologicals.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

5. Rallis India Limited (Year of incorporation- 1948)

a. **About the company –** Rallis India is a subsidiary of Tata Chemicals Limited. It manufactures and markets a range of agri-inputs, which include pesticides, fungicides, insecticides, seeds, and plant growth nutrients. Rallis is also in the business of contract manufacturing for global corporations.

b. **Manufacturing locations –** The company has manufacturing units at Akola and Lote (Maharashtra), Ankleshwar and Dahej (Gujarat), GP Pally, Kokkonda and Medchal (Telangana).

c. **Product Offering –** Key products offered by the company include Herbicides, insecticides, fungicides, seeds, crop nutrition products.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

6. Bharat Rasayan Limited (Year of incorporation- 1989)

a. **About the company –** Bharat Rasayan Ltd is the group company of Bharat group. The company has presence in diverse product segments of the agrochemical industry including insecticides, herbicides, fungicides, their formulations & intermediates.

b. **Manufacturing locations –** The company has two manufacturing units at Rohtak (Haryana) and Dahej (Gujarat).

c. **Product Offering –** Key products offered by the company include Insecticides, Herbicides, Fungicides, their formulations & intermediates.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

7. India Pesticides Limited (Year of incorporation- 1984)

a. **About the company –** India Pesticides Limited operates in the manufacturing of both Technicals & Formulations in Agro-Chemicals and Active Pharma Ingredients for Pharma industry. The company exports its products to more than 40 countries across the globe at regulated markets in US, Australia, Europe, Africa, South America and Asia.

b. **Manufacturing Plants –** The company has two active manufacturing facilities in Lucknow & Hardoi districts in Uttar Pradesh.

c. **Products offered –** Company offers 27 technical and 207 formulations for the domestic market and 32 technical and 41 formulations for the export market across Herbicides, insecticides, fungicides, and intermediates. Further, the company offers two APIs i.e Anti-Fungal Drugs and Anti-Scabies Drugs.

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

8. Excel Industries Limited (Year of incorporation- 1960)

a. **About the company –** Excel Industries Limited has presence in the chemical industry through Company's indigenous chemical technology. Company is specialised in producing Agrochemical Intermediates, Specialty Chemicals, Polymer Inputs, Pharmaceutical Intermediates, and Active Pharmaceutical Ingredients (APIs).

b. **Manufacturing locations –** The company has three manufacturing units at Roha (Maharashtra), Lote (Maharashtra), Vishakapatnam (Andra Pradesh).

c. **Product Offering –** Key products offered by the company include Agrochemical intermediates, Speciality Chemicals, Polymer Additives, Pharma Intermediates & API, Integrated MSW, Excel OWC, Sanitreat, Bioculum.

d. **End-user industries served –** Industries served by the company includes Agrochemical Intermediates, Corrosion Inhibitors & Chelating Agents, Pharma & Veterinary, Polymer Aids and Property modifiers.

9. Heranba Industries Ltd (Year of incorporation- 1994)

a. **About the company –** Heranba Industries Ltd is engaged in the manufacturing of a diverse range of agrochemicals such as insecticides, herbicides, fungicides and public health products for pest control

b. **Manufacturing locations –** The company has 3 manufacturing units at GIDC Vapi (Gujarat) and 1 unit at Sarigaon (Gujarat)

c. **Product Offering –** Key products offered by the company include Insecticides, herbicides, fungicides, and public health product

d. **End-user industries served –** Industries served by the company includes Agriculture, public health and pest control services.

10. Crystal Crop Protection Limited (Year of incorporation- 1994)

a. **About the company –** Crystal Crop Protection limited is R&D based crop protection manufacturing and marketing company. Crystal's products cater to the entire lifecycle of crops, from sowing to harvesting. Crystal and its subsidiaries, Modern Papers and Nexus Crop Science Pvt Ltd engage in the technical manufacturing, formulation, and marketing of agrochemical products.

b. **Manufacturing locations –** The company has manufacturing units at Jammu(J&K), Sonepat (Haryana), Anand (Gujarat), Dahej (Gujarat), Nagpur (Maharahtra), Hyderabad

c. **Product Offering –** Key products offered by the company include Insecticides, Fungicides, Herbicides, Plant Growth Regulators.

d. **End-user industries served –** Industries served by the company includes Agriculture and pest control services.

11. Tagros Chemicals India Private Limited (Year of incorporation- 1992)

a. **About the company –** Tagros manufacturers agrochemicals with an international reputation in crop protection and other allied segments.

b. **Manufacturing locations –** The company has manufacturing units at Dahej, Panoli (Gujarat), Cuddalore (Tamil Nadu)

c. **Product Offering –** Key products offered by the company include Insecticides, Fungicides, Herbicides, Synergists.

d. **End-user industries served –** Industries served by the company includes Agriculture and pest control services.

16.2 Financial benchmarking of key peers in the sector

16.2.1 Financial benchmarking of key peer companies for the period of six months ended September 30,2024

Table 12: Financial benchmarking of key peer companies for the period of six months ended September 30,2024

Particulars	For the six months period ended September 30, 2024								
	GSP Crop Science	PI Industries Limited	Sumitomo Chemical Limited	Dhanuka Agritech Limited	Rallis India Limited	Bharat Rasayan Limited	India Pesticides Limited	Excel Industries Limited	Heranba Industries Limited
Revenue from Operations (Rs. million)	7,035	42,899	18,272	11,479	17,110	6,101	4,492	5,338	7,337
Growth in Revenue from Operations (%)	NA	6.52%	12.25%	16.30%	6.01%	21.51%	11.34%	29.46%	4.88%
EBITDA (Rs. million)	1,134	14,091	4,636	2,492	2,770	1,140	708	1,068	1,041
EBITDA Margin (%)	16.12%	32.85%	25.37%	21.71%	16.19%	18.68%	15.77%	20.02%	14.18%
Profit/(Loss) for the Year/Period (Rs. million)	659	9,570	3,192	1,664	1,460	753	454	667	543
PAT Margin (%)	9.29%	21.34%	16.94%	14.27%	8.46%	12.08%	9.90%	12.06%	7.36%
Return on Equity (%)	15.20%	10.03%	11.75%	13.09%	7.59%	7.07%	5.26%	4.19%	6.13%
Return on Capital Employed (%)	14.81%	14.47%	16.32%	16.85%	12.93%	8.88%	6.94%	5.25%	6.95%
Net Fixed Assets Turnover Ratio (times)	2.83x	0.96x	3.20x	3.40x	1.75x	2.45x	1.24x	1.16x	1.12x
Net Working Capital Days (No. of days)	110	58	101	141	93	184	162	43	120

Source: Company Financial Statements, ICRA Analytics

16.2.2 Financial benchmarking of key peer companies for the Financial Year 2024

Table 13: Financial benchmarking of key peer companies for the Financial Year 2024

Particulars	For period ended March 31, 2024								
	GSP Crop Science	PI Industries Limited	Sumitomo Chemical Limited	Dhanuka Agritech Limited	Rallis India Limited	Bharat Rasayan Limited	India Pesticides Limited	Excel Industries Limited	Heranba Industries Limited
Revenue from Operations (Rs. million)	11,522	76,658	28,439	17,585	26,484	10,446	6,804	8,261	12,571
Growth in Revenue from Operations (%)	-4.25%	18.08%	-19.00%	3.43%	-10.74%	-15.37%	-23.11%	-24.19%	-4.68%
EBITDA (Rs. million)	1,304	22,329	5,702	3,624	3,268	1,521	1,018	560	907
EBITDA Margin (%)	11.32%	29.13%	20.05%	20.61%	12.34%	14.56%	14.95%	6.77%	7.22%
Profit/(Loss) for the Year/Period (Rs. million)	555	16,815	3,697	2,391	1,479	955	602	170	345
PAT Margin (%)	4.80%	21.36%	12.58%	13.33%	5.55%	8.96%	8.65%	1.98%	2.71%
Return on Equity (%)	15.00%	19.26%	15.14%	19.04%	8.08%	9.67%	7.29%	1.19%	4.14%
Return on Capital Employed (%)	18.91%	23.61%	21.34%	25.53%	13.54%	11.70%	10.10%	1.57%	6.47%
Net Fixed Assets Turnover Ratio (times)	5.06x	2.01x	4.86x	5.02x	2.48x	4.42x	2.02x	1.86x	2.16x
Net Working Capital Days (No. of days)	101	52	115	128	108	205	189	47	131

Source: Company Financial Statements, ICRA Analytics

16.2.3 Financial benchmarking of key peer companies for the Financial Year 2023

Table 14: Financial benchmarking of key peer companies for the Financial Year 2023

Particulars	For period ended March 31, 2023										
	GSP Crop Science	PI Industries Limited	Sumitomo Chemical Limited	Dhanuka Agritech Limited	Rallis India Limited	Bharat Rasayan Limited	India Pesticides Limited	Excel Industries Limited	Heranba Industries Limited	Crystal Crop Protection Limited	Tagros Chemicals India Private Limited
Revenue from Operations (Rs. million)	12,033	64,920	35,110	17,002	29,670	12,343	8,849	10,898	13,188	24,970	25,230
Growth in Revenue from Operations (%)	1.01%	22.50%	14.69%	15.05%	13.94%	-5.13%	23.57%	-7.49%	-9.07%	11.44%	0.89%
EBITDA (Rs. million)	813	17,079	7,114	3,234	2,310	2,102	2,102	1,393	1,683	2,507	4,590
EBITDA Margin (%)	6.75%	26.31%	20.26%	19.02%	7.79%	17.03%	23.75%	12.78%	12.76%	10.04%	18.19%
Profit/(Loss) for the Year/Period (Rs. million)	176	12,295	5,022	2,335	919	1,246	1,432	799	1,044	761	1,203
PAT Margin (%)	1.46%	18.49%	14.12%	13.38%	3.09%	9.94%	15.95%	7.25%	7.84%	3.02%	4.71%
Return on Equity (%)	4.79%	17.08%	21.09%	22.00%	5.31%	13.95%	18.53%	6.44%	12.88%	6.08%	8.17%
Return on Capital Employed (%)	9.00%	21.05%	27.78%	28.68%	8.83%	19.81%	25.27%	8.08%	16.32%	10.12%	7.99%
Net Fixed Assets Turnover Ratio (times)	6.51x	2.37x	7.01x	5.35x	2.98x	5.25x	3.21x	2.44x	4.71x	3.73x	1.74x
Net Working Capital Days (No of days)	126	75	140	109	87	170	158	61	139	165	79

Source: Company Financial Statements, ICRA Analytics

16.2.4 Financial benchmarking of key peer companies for the Financial Year 2022

Table 15: Financial benchmarking of key peer companies for the Financial Year 2022

Particulars	For period ended March 31, 2022										
	GSP Crop Science	PI Industries Limited	Sumitomo Chemical Limited	Dhanuka Agritech Limited	Rallis India Limited	Bharat Rasayan Limited	India Pesticides Limited	Excel Industries Limited	Heranba Industries Limited	Crystal Crop Protection Limited	Tagros Chemicals India Private Limited
Revenue from Operations (Rs. million)	11,913	52,995	30,612	14,778	26,039	13,012	7,161	11,780	14,504	22,407	25,007
Growth in Revenue from Operations (%)	NA	15.79%	15.74%	6.51%	7.18%	19.15%	10.35%	57.18%	19.01%	8.26%	26.98%
EBITDA (Rs. million)	1,405	12,474	6,267	2,971	3,016	2,655	2,269	2,460	2,791	3,711	6,379
EBITDA Margin (%)	11.80%	23.54%	20.47%	20.10%	11.58%	20.41%	31.69%	20.89%	19.24%	16.56%	25.51%
Profit/(Loss) for the Year/Period (₹ million)	723	8,438	4,235	2,089	1,643	1,760	1,580	1,612	1,891	2,050	2,882
PAT Margin (%)	6.01%	15.62%	13.72%	13.82%	6.24%	13.36%	21.66%	13.50%	12.86%	8.98%	11.01%
Return on Equity (%)	15.39%	13.79%	21.98%	21.75%	9.68%	22.85%	24.76%	14.03%	26.46%	17.16%	20.96%
Return on Capital Employed (%)	15.70%	16.58%	30.27%	29.09%	15.20%	25.26%	33.09%	17.17%	32.37%	23.77%	17.87%
Net Fixed Assets Turnover Ratio (times)	6.71x	2.06x	7.19x	7.14x	2.89x	5.44x	3.28x	2.63x	6.98x	3.16x	2.08x
Net Working Capital Days (No of days)	135	94	151	112	89	189	149	57	115	134	97

Source: Company Financial Statements, ICRA Analytics

Table 16: List of Formulas used for the key peer comparison

SR. No.	Formula
1	The KPIs for GSP Crop Science have been calculated considering only the continuing operations
2	Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant year/period less Revenue from operations of the preceding year/period, divided by Revenue from operations of the preceding year/period
3	EBITDA is calculated as Profit/(Loss) for the year/period less Exceptional items add Finance costs, Depreciation and amortisation expense, and Total income tax expenses
4	EBITDA Margin is calculated as EBITDA divided by Revenue from operations
5	PAT Margin is calculated as Profit/(Loss) for the year/period divided by Total income
6	Return on Equity is calculated as Profit/(Loss) for the year/period (Excluding share of minority in profits) divided by Total equity (Excluding non-controlling interest).
7	Return on Equity for GSP Crop Science is calculated as Restated profit for the period/year from continuing operations attributable to equity shareholders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less non-controlling interest and Capital Reserve.
8	Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), non-current borrowings and Current borrowings less Deferred tax asset (net)
9	Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year/period divided by Net Property, plant and equipment, Capital work-in-progress, Goodwill, Other Intangible assets, Intangible assets under development & Right-of-use assets
10	Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365 (for full Fiscal)/182 (for the six months period ended September 30, 2024). Net Working Capital is calculated as Inventories add Trade Receivables less Trade Payables (micro and small enterprises and other than micro and small enterprises)
11	NA for Industry Peers refers to information not publicly available

Source: Company Financial Statements, ICRA Analytics

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. Prospective investors should read "Forward-Looking Statements" beginning on page 30 for a discussion of the risks and uncertainties related to those statements along with "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 32, 317 and 384, 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.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the six months ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 317. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of the Global & Domestic Agrochemicals Market" dated December 2024 (the "**ICRA Report**"), prepared and issued by ICRA Analytics Limited ("**ICRA**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by ICRA, who were appointed by us pursuant to the engagement letter dated July 26, 2024. ICRA is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and ICRA is not a related party, as per the definition of "related party" under the Companies Act, 2013 and the SEBI Listing Regulations, to any of our Company, our Directors, Key Managerial Personnel, Senior Management, Promoters and Subsidiaries, or the BRLMs and Promoter Selling Shareholders. The data included herein includes excerpts from the ICRA Report which may have been re-ordered by us for the purposes of presentation. Further, the ICRA Report was prepared on the basis of information as of specific dates, and opinions in the ICRA Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. ICRA has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the ICRA Report will be available on the website of our Company at https://www.gspcrop.in/investors/icra-industry-report. Further, the ICRA Report is not a recommendation to invest or disinvest in any company covered in the ICRA Report. Prospective investors are advised not to unduly rely on the ICRA Report. For more information and risks in relation to commissioned reports, please see "Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 48. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 28.*

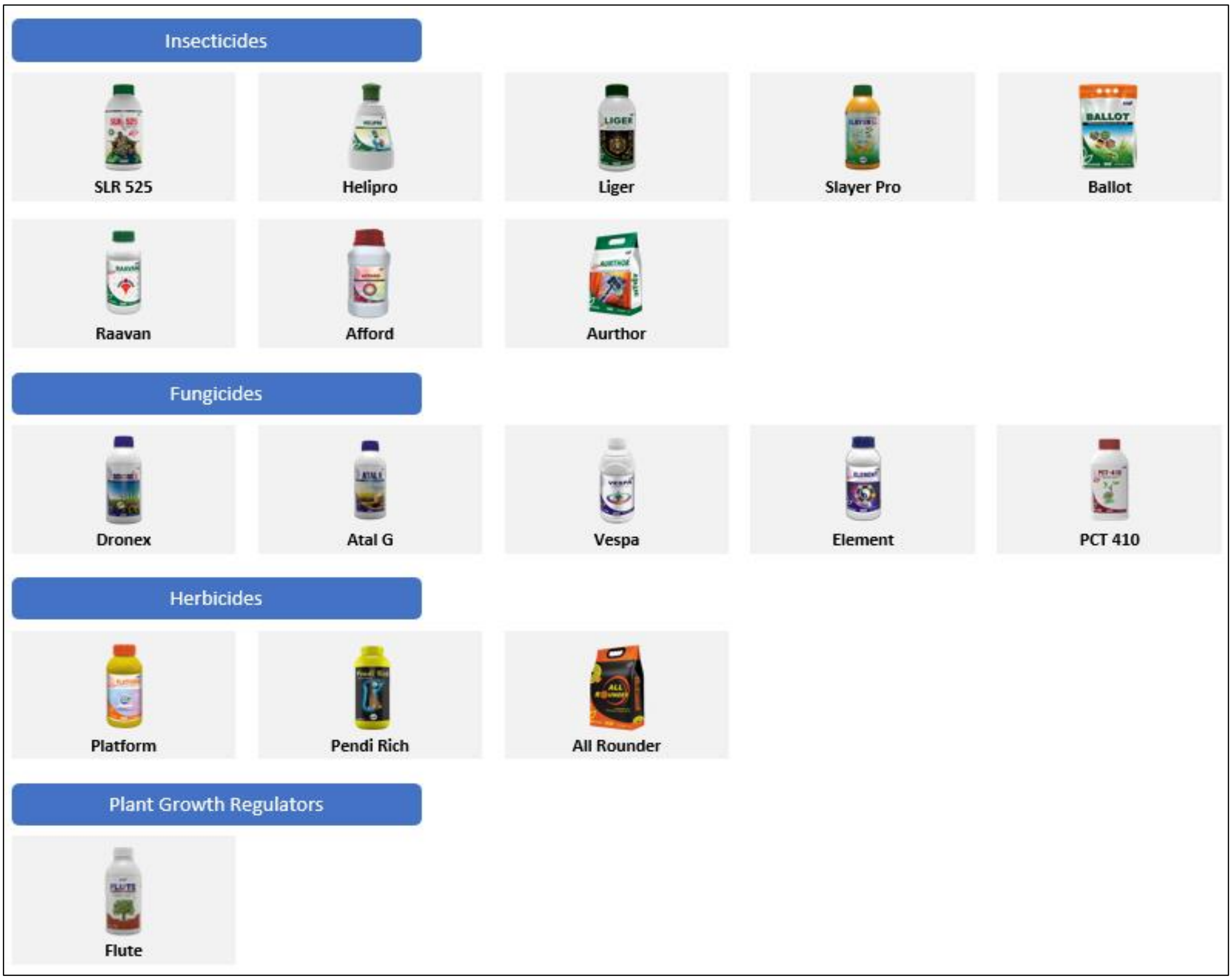
For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1. Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", "our" refer to GSP Crop Science Limited and its Subsidiaries on a consolidated basis.

OVERVIEW

We are a research-driven agrochemical company, specializing in the development and manufacturing of insecticides, herbicides, fungicides and plant growth regulators in India, with over 39 years of experience in the agrochemical industry. We provide our customers with crop protection solutions designed to support farmers in maximizing productivity and achieving optimal agricultural output through development, manufacturing, supply and distribution of (i) formulations, which refer to products composed of 'active ingredients', chemical compounds in a product responsible for achieving the desired effects on the target pests, weeds, or plant diseases and 'additives' which improve the product's performance, stability, and ease of use , in definite proportion obtaining well-defined target properties ("**Formulations**"); and (ii) technicals, which refer to concentrated form of the 'active ingredients' which are processed with other ingredients to develop formulations ("**Technicals**").

As of September 30, 2024 we have received 507 registrations across Formulations and Technicals for agrochemicals manufactured by us. This has been achieved with a strong focus on product research and development. We hold process and product patents across a variety of agrochemicals. As a research driven agrochemicals company, our research and development efforts over the years have led us to being granted 89 patents as of the date of this Draft Red Herring Prospectus. Our revenue from sale of patented products was ₹ 1,441.11 million for the six months ended September 30, 2024, accounting for 20.73% as a percentage of sale of products from continuing operations for the period. Additionally, we also have 98 patent applications under process as of date of this Draft Red Herring Prospectus. Our Subsidiary, Rajdhani Petrochemicals Private Limited, was among the top 10 Indian applicants for Patent Cooperation Treaty filings (RO/IN) in Fiscal 2022 (*Source: ICRA Report)*. We were also ranked among the top 10 Indian applicants for patents from Scientific and Research & Development Organizations in Fiscal 2017 (*Source: ICRA Report)*.

Since commencing our operations in 1985, we have expanded our product portfolio to include insecticides, herbicides, fungicides and plant growth regulators. Images of certain products from our range of insecticides, herbicides, fungicides and plant growth regulators are illustrated below.



Our Company has a proven track record of introducing Formulations and Technicals to the Indian agrochemicals market. (*Source: ICRA Report*).We are among the first indigenous manufacturers and sellers with exclusive patents for the following Formulations (*Source: ICRA Report*):

S. No.	Formulation	Brand	Category	Relevant Crop	Usage
1.	Pendimethalin 35% + Metribuzin 3.5% SE	Platform	Herbicide	Wheat	Control of canary grass, wild oat, lamb's quarters, field bindweed, swine cress & bermuda grass
2.	Pyraclostrobin 3.5% + Thiram 15% + Clothianidin 22.5% FS	PCT 410	Fungicide + Insecticide	Groundnut	Control of collar rot, stem rot, aphid, jassid, termite & white grub
3.	Tolfenpyrad 15% + Bifenthrin 7.5% SE	Raavan	Insecticide	Rice	Control of brown plant hopper, green leaf hopper, stem borer and leaf folder
4.	Pymetrozine 25.0% + Thiamethoxam 17.5% + Hexaconazole 12.5% WG	Afford	Insecticide + Fungicide	Rice	Control of insect pests viz., brown plant hopper, white backed plant hopper, green leaf hopper, yellow stem borer, and leaf folder and diseases of sheath blight and leaf blast
5.	Thiocyclam Hydrogen Oxalate 3.0 % + Clothianidin 1.2% GR	Aurthor	Insecticide	Rice	Control of larvae of mosquito
6.	Thiafluzamide 15% + Difenoconazole 20% SC	Element	Fungicide	Rice	Control of sheath blight, brown spot, false smut and grain discolouration disease

S. No.	Formulation	Brand	Category	Relevant Crop	Usage
7.	Methoxyfenozide 20% + Chlorantraniliprole 5% SC	Liger	Insecticide	Groundnut	Control of tobacco caterpillar, american bollworm and groundnut leaf miner
8.	Pendimethalin 15% + Pyrazosufuron Ethyl 0.15% GR	All Rounder	Herbicide	Transplanted Rice	Control of susceptible annual grasses, sedges and broad leaf weeds

We are also among the first indigenous manufacturers of the following Technicals, which are used in the manufacturing of its approved Formulations (*Source: ICRA Report*):

S. No.	Technicals	Category
1.	Chlorantraniliprole Technical 96.00% w/w Min	Insecticide
2.	Clothianidin Technical 98.00% w/w Min	Insecticide
3.	Pymetrozine Technical 98.00 % w/w Min	Insecticide
4.	Azoxystrobin Technical 95 % w/w Min	Fungicide
5.	Diafenthiuron Technical 96% Min	Insecticide
6.	Pyraclostrobin Technical 96.00% w/w Min	Fungicide
7.	Methoxyfenozide Technical 97% w/w Min	Insecticide

We operate under two distinct businesses which are categorized as (i) Formulations; and (ii) Technicals.

Formulations

Formulations are composed of ‘active ingredients’, which refer to the chemical compounds in a product responsible for achieving the desired effects on the target pests, weeds, or plant diseases. These are combined with ‘additives’, also known as inert ingredients or co-formulants, which are substances when added to the active ingredients, improve the product's performance, stability, and ease of use. These Formulations may be in the form of solids (e.g. powders) or liquids (e.g. emulsifiable concentrates). As of September 30, 2024, our portfolio consists of 387 registrations for Formulations which are marketed and distributed directly or as brands owned or licensed by our Company

Technicals

Technicals consist of technical grade ingredients, which are concentrated forms of active ingredients that are processed with other ingredients to develop formulated products such as insecticides, herbicides and fungicides. As of September 30, 2024, our portfolio consists of 120 registrations for Technicals.

Details of revenue generated from our Formulations and Technicals for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (*in %*)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (*in %*)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (*in %*)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (*in %*)
Formulations	5,151.51	74.11%	7,542.74	65.58%	7,089.97	59.07%	7,396.95	62.29%
Technicals	1,799.48	25.89%	3,959.10	34.42%	4,913.50	40.93%	4,477.14	37.71%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

For a detailed description of our Formulations and Technicals, see “- *Our Business Operations*” on page 249.

We have adopted a multi-faceted approach to our business, by establishing presence in both domestic and international markets. This strategy allows us to effectively cater to diverse customer needs and capitalize on opportunities across various regions. Our (i) domestic business is undertaken on a business-to-business basis (“**B-to-B**”) for bulk products, as well as business-to-customer basis (“**B-to-C**”) across India through our brands such as SLR 525, Platform, PCT-410, All Rounder, Afford, Aurthor, Liger, Raavan, Element (“**Domestic Business**”); and our (ii) international business is undertaken on a B-to-B basis across various geographies outside India (“**International Business**”). In our International Business, we catered to customers in 39 countries during the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including in Latin America, Asia Pacific (excluding India), North America and other geographies. In 2023, we acquired, GSP Agroquimica Do Brasil LTDA in Brazil with an intention to expand into the Latin American market. Our Company further intends to expand its operations in Uruguay, and is in the process of incorporating a subsidiary in Uruguay towards this objective, subject to necessary approvals.

Details of revenue generated from Domestic Business and International Business for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from continuing operations (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue from continuing operations (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue from continuing operations (in ₹ million)**	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue from continuing operations (in ₹ million)**	**As a percentage of Revenue from Continuing Operations *(in %)***
Domestic Business	6,452.10	91.72%	10,280.12	89.22%	10,315.17	85.72%	9,263.44	77.76%
International Business	582.46	8.28%	1,241.49	10.78%	1,717.92	14.28%	2,649.63	22.24%
Total	**7,034.56**	**100.00%**	**11,521.61**	**100.00%**	**12,033.09**	**100.00%**	**11,913.07**	**100.00%**

We have long-standing relations with our customers for our Domestic Business as well as International Business. Several of our customers have been associated with our Company for over 10 years. Our customers include agrochemical companies such as Bharat Rasayan Limited, Dharmaj Crop Guard Limited, Indogulf Cropsciences Limited, SML Limited, Willowood Chemicals Limited and Agrico Organics Limited. We have a dedicated sales team which also provides customer service, after-sales services and grievance redressal. The sales and distribution network for our B-to-C Domestic Business consisted of 5,454 distributors in Fiscal 2024 and 5,064 distributors in the six-months ended September 30, 2024.

As of September 30, 2024, we have four manufacturing facilities located at Odhav (Ahmedabad, Gujarat), Kathwada (Ahmedabad, Gujarat), Nandesari (Vadodara, Gujarat) and Samba (UT of Jammu & Kashmir). As of September 30, 2024, we have an annual aggregated installed capacity of 15,120 MTPA for Technicals and 43,672 MTPA for Formulations across our four manufacturing facilities. We have a strong focus on R&D and have sought to implement the inferences from our R&D at our manufacturing facilities, pursuant to our assessment of demand in the market and our customers' requirements. We have also employed experienced professionals at these R&D facilities and have a dedicated staff of 25 employees, three of whom hold PhDs. We have a strong employee base comprising of 1,096 permanent employees as of September 30, 2024. We place emphasis on strict quality control to ensure the reliability of our products and have implemented a quality control system for monitoring the entire manufacturing process, identifying potential areas for improvement and taking actions for continuous optimization. We have received quality control certifications such as ISO 9001-2015, ISO 14001-2015, ISO 45001-2018, Responsible Care Certification, amongst others.

Our business and operations are led by a qualified and experienced management team and our Board who come from diverse backgrounds with prior industry experience in various fields. We benefit from the industry experience, vision and guidance of our Promoters. We believe that the knowledge and experience of our Promoters, along with management team, provides us with a competitive advantage, as we seek to expand our business in existing markets and enter into new markets, and positions us well to capitalize on future growth opportunities.

Key Performance Indicators

Certain financials metrics for the six months ended September 30, 2024 and for Fiscals 2024, 2023 and 2022 are provided below.

Particulars	**For the six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Revenue from Operations (₹ million)	7,034.56	11,521.61	12,033.09	11,913.07
Growth in Revenue from Operations (%)	NA	(4.25%)	1.01%	NA
Gross Profit (₹ million)	2,840.16	4,072.67	3,263.86	3,772.71
Gross Margin (%)	40.37%	35.35%	27.12%	31.67%
EBITDA (₹ million)	1,134.30	1,304.05	812.82	1,405.26
EBITDA Margin (%)	16.12%	11.32%	6.75%	11.80%
Restated Net Profit for the period / year from Continuing Operations (₹ million)	658.69	555.40	175.73	723.08
PAT Margin (%)	9.29%	4.80%	1.46%	6.01%
Return on Equity (%)	15.20%*	15.00%	4.79%	15.39%
Return on Capital Employed (%)	14.81%*	18.91%	9.00%	15.70%
Net Debt (₹ million)	2,372.75	1,951.46	2,813.33	1,880.11
Net Debt to EBITDA (times)	2.09x*	1.50x	3.46x	1.34x

Particulars	For the six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net Debt to Equity (times)	0.54x	0.53x	0.77x	0.40x
Net Fixed Assets Turnover Ratio (times)	2.83x*	5.06x	6.51x	6.71x
Net Working Capital Days (No of days)	110	101	126	135
Revenue from Operations (In India) (₹ million)	6,452.10	10,280.12	10,315.17	9,263.44
Revenue from Operations (Outside India) (₹ million)	582.46	1,241.49	1,717.92	2,649.63
Revenue from Operations (In India) (%)	91.72%	89.22%	85.72%	77.76%
Revenue from Operations (Outside India) (%)	8.28%	10.78%	14.28%	22.24%

** Not Annualised*
NA : Not applicable
Notes:
(1) The KPIs for our Company have been calculated considering only the continuing operations
(2) Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant period/year less Revenue from operations of the preceding period/year, divided by Revenue from operations of the preceding period/year
(3) Gross Profit is calculated as Revenue from operations less Cost of materials consumed, Purchases of stock-in-trade and Changes in inventories of finished goods, stock-in-trade & work in progress
(4) Gross Margin is calculated as Gross profit divided by Revenue from operations
(5) EBITDA is calculated as Restated profit for the period/year from continuing operations add Finance cost, Depreciation and amortisation expenses, and Total Tax Expenses of Continuing Operations
(6) EBITDA Margin is calculated as EBITDA divided by Revenue from operations
(7) PAT Margin is calculated as Restated profit for the period/year from continuing operations divided by Total income
(8) Return on Equity is calculated as Restated profit for the period/year from continuing operations attributable to equity shareholders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less Non-controlling interest and Capital Reserve
(9) Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Tangible net worth (i.e. Total assets excluding Goodwill, Other intangible assets and Intangible assets under development reduced by total liabilities), Non-current borrowings and Current borrowings less Deferred tax assets (net)
(10) Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances
(11) Net Debt to EBITDA is calculated as Net Debt divided by EBITDA
(12) Net Debt to Equity is calculated as Net Debt divided by Total Equity (Excluding Capital Reserve)
(13) Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the period/year divided by Net Property, plant and equipment, Capital work-in-progress, Goodwill, Other Intangible assets, Intangible assets under development & Right-of-use assets
(14) Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365 (for full Fiscal)/182 (for the six months period ended September 30, 2024). Net Working Capital is calculated as Inventories add Trade Receivables less Trade Payables (micro and small enterprises and other than micro and small enterprises)
(15) Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant period/year
(16) Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant period/year

STRENGTHS

Well-diversified product portfolio including a wide range of insecticides, herbicides, fungicides, and plant growth regulators, making us a comprehensive solution provider for our customers

As a research-driven agrochemical company, we specialize in the development and manufacturing of insecticides, herbicides, fungicides and plant growth regulators in India. Our robust product development capabilities empower us to effectively manufacture and operate across our two businesses: Formulations and Technicals. As of September 30, 2024 we have 507 registrations across Formulations and Technicals for insecticides, herbicides, fungicides and plant growth regulators. This has been achieved by having a strong focus on research and product development.

Details of revenue generated from our Formulations and Technicals for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	For the six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (in %)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (in %)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (in %)	Revenue from sale of products (*in ₹ million*)	As a percentage of Sale of Products from Continuing Operations (in %)
Formulations	5,151.51	74.11%	7,542.74	65.58%	7,089.97	59.07%	7,396.95	62.29%
Technicals	1,799.48	25.89%	3,959.10	34.42%	4,913.50	40.93%	4,477.14	37.71%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

Our product portfolio comprises primarily of products that we manufacture in-house. We believe that our diverse portfolio of agrochemicals enables us to meet our customers' crop protection needs. We provide our customers with crop protection solutions designed to support farmers in maximizing productivity and achieving optimal agricultural output through development, manufacturing, supply and distribution of Formulations and Technicals. Details of revenue generated from our products for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
Insecticides	4,445.35	63.95%	7,844.59	68.20%	7,523.02	62.67%	7,521.56	63.34%
Herbicides	981.94	14.13%	1,669.66	14.52%	2,514.52	20.95%	2,293.19	19.31%
Fungicides	995.96	14.33%	1,398.89	12.16%	1,698.64	14.15%	1,872.24	15.77%
Plant growth regulators and others	527.74	7.59%	588.70	5.12%	267.29	2.23%	187.10	1.58%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

We conduct our B-to-C Domestic Business operations by manufacturing a range of products under our brands, such as SLR 525, Platform, PCT-410, All Rounder, Afford, Aurthor, Liger, Raavan, Element. These products were distributed through a network of 5,454 distributors in Fiscal 2024 and 5,064 distributors in the six-months ended September 30, 2024, enabling us to efficiently meet customer needs across various channels. We believe that our diversified product portfolio enables us to effectively meet the unique needs of both our B-to-B and B-to-C customers, aligning with their preferences and adapting to changing market dynamics. This flexibility enhances our ability to deliver tailored solutions that resonate with our diverse clientele.

Catering to a large and diverse clientele both domestically as well as internationally

We have developed strong relationships with various B-to-B customers, in our Domestic Business that have helped us expand our product offerings as well as our geographic reach. Our customer relationships depend on our ability to manufacture complex Formulations and Technicals that go off-patent, in a cost effective, safe and environmentally conscious manner as well as our ability to meet stringent quality specifications. We have long-standing relations with our customers for our Domestic Business as well as International Business. Several of our customers have been associated with our Company for over 10 years. Our customers include agrochemical companies such as Bharat Rasayan Limited, Dharmaj Crop Guard Limited, Indogulf Cropsciences Limited, SML Limited, Willowood Chemicals Limited and Agrico Organics Limited. We serve a broad and diverse customer base, ensuring minimal reliance on any single client. This diversity strengthens our resilience and adaptability, allowing us to thrive in dynamic market conditions and consistently meet the needs of various segments in the agrochemical industry.

Details of revenue generated from our top three customers, top five customers and top ten customers for the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, including as a percentage of revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**For Fiscal 2024**		**For Fiscal 2023**		**For Fiscal 2022**	
	Amount (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**
Top three customers	671.77	9.55%	1,086.53	9.43%	2,295.17	19.07%	1,911.65	16.05%
Top five customers	942.78	13.40%	1,627.36	14.12%	2,929.15	24.34%	2,432.72	20.42%
Top ten customers	1,446.83	20.57%	2,733.81	23.73%	3,935.10	32.70%	3,313.94	27.82%

We are focused on leveraging existing relationships with our customers for the sale of our products. We have a dedicated sales team which also provides customer service, after-sales services and grievance redressal. The sales and distribution network for our B-to-C Domestic Business consisted of 5,454 distributors in Fiscal 2024 and 5,064 distributors in the six-months ended September 30, 2024.

Our product portfolio in Domestic Business and International Business is strategically structured to meet global agricultural demands, though a diverse range of Formulations and Technicals, with distinct characteristics, applications, and significance in crop protection. Details of our Domestic Business and International Business are provided below:

Domestic Business

Our Domestic Business is undertaken on B-to-B as well as B-to-C basis. Further, the B-to-B business includes sale of Technicals as well as Formulations, whereas the B-to-C business includes sale of Formulations only. Details of revenue generated from Domestic Business on a B-to-B and B-to-C basis for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from sale of products (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
Domestic Business (B-to-B):								
(i) Technicals	1,619.05	23.29%	3,095.63	26.91%	3,695.15	30.78%	3,104.32	26.14%
(ii) Formulations	1,695.28	24.39%	2,856.55	24.84%	2,047.19	17.06%	1,463.17	12.32%
Domestic Business (B-to-C):								
(i) Formulations	3,058.02	43.99%	4,308.17	37.46%	4,543.20	37.85%	4,656.97	39.22%
Total	**6,372.35**	**91.68%**	**10,260.35**	**89.21%**	**10,285.55**	**85.69%**	**9,224.46**	**77.69%**

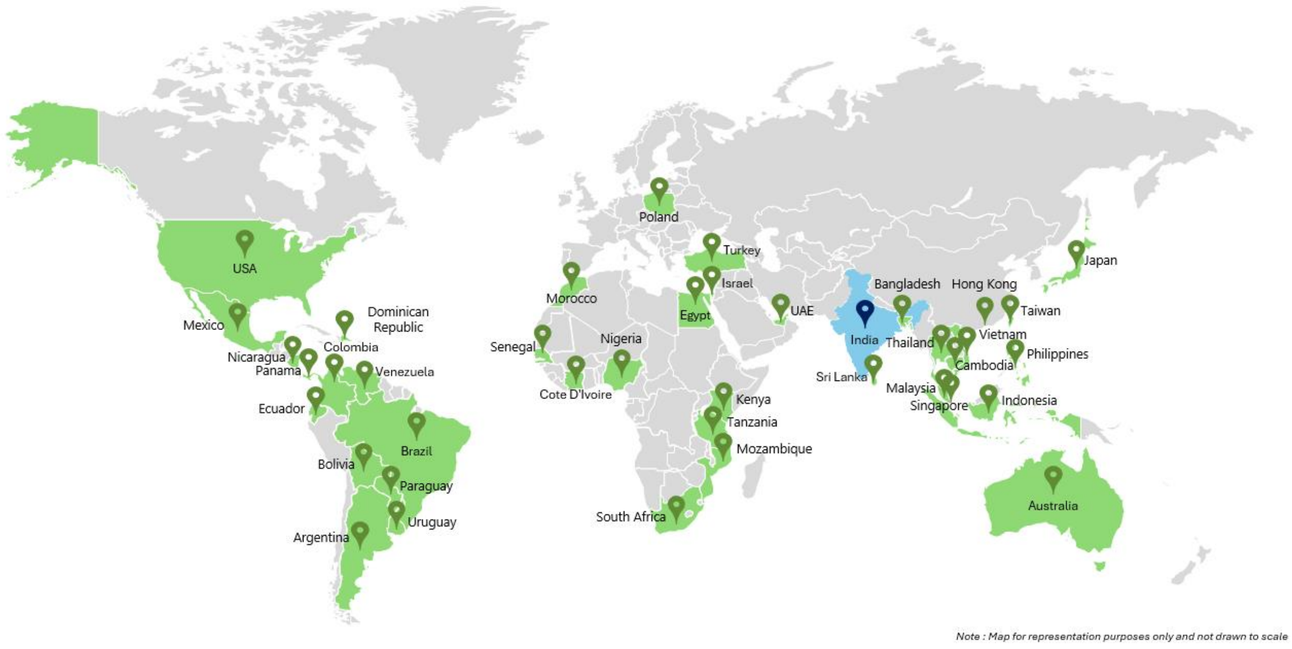
We have served customers spread across 16 states in India in the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022.

International Business

Our International Business is undertaken on B-to-B basis, which includes sale of Technicals as well as Formulations. Details of revenue generated from International Business on a B-to-B basis for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue from sale of products (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue from sale of products (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
International Business (B-to-B):								
(i) Technicals	180.42	2.60%	863.47	7.51%	1,218.35	10.15%	1,372.81	11.56%
(ii) Formulations	398.22	5.73%	378.02	3.29%	499.57	4.16%	1,276.82	10.75%
Total	**578.64**	**8.32%**	**1,241.49**	**10.79%**	**1,717.92**	**14.31%**	**2,649.63**	**22.31%**

The map below illustrates our geographical footprint in terms of countries where we have sold our products for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022:



Our International Business was spread across 39 countries, including the United States of America, Uruguay, Brazil, Vietnam, Singapore, UAE and Australia during the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including in Latin America, Asia Pacific (excluding India), North America and other geographies. In 2023, we acquired subsidiary, GSP Agroquimica Do Brasil LTDA in Brazil with an intention to expand into the Latin American market. Our Company further intends to expand its operations in Uruguay, and is in the process of incorporating a subsidiary in Uruguay towards this objective.

Strong in-house R&D capabilities with focus on innovation and product development

We undertake R&D activities as part of our operations which has enabled us to develop the technological processes we utilize at our facilities. Our Company has a proven track record of introducing Formulations and Technicals to the Indian agrochemicals market. (*Source: ICRA Report).* In 2022, our Company commissioned an R&D and pilot plant facility to test commercialization of our products. Our R&D efforts place significant emphasis on identifying Formulations and Technicals that are suitable for commercialization, improving our production processes, improving the quality and purity of our present products and manufacturing new off-patent products. We have invested in expanding our R&D capabilities, by setting up an (i) R&D facility for Formulations located at Kathwada and (ii) R&D facility for Technicals located at Odhav. Our R&D facilities are capable of producing complex chemistries. We specialize in the manufacturing of Chlorantraniliprole Technical (minimum 96% purity), Clothianidin Technical (minimum 98% purity) and Pymetrozine Technical (minimum 98% purity) (*Source: ICRA Report)*.

We have also employed experienced professionals at these R&D facilities and have a dedicated staff of 25 employees, three of whom hold PhDs. Our research and development efforts over the years have led us to being granted 89 patents as of the date of this Draft Red Herring Prospectus. Additionally, we also have 98 patent applications under process as of date of this Draft Red Herring Prospectus. Our Subsidiary, Rajdhani Petrochemicals Private Limited, was among the top 10 Indian applicants for Patent Cooperation Treaty filings (RO/IN) in Fiscal 2022 (*Source: ICRA Report)*. We were also ranked among the top 10 Indian applicants for patents from Scientific and Research & Development Organizations in Fiscal 2017 (*Source: ICRA Report)*.

We hold 10 exclusive process patents for our Technical products (*Source: ICRA Report)*. For details, see "- *Overview*" on page 237. We believe that our strong R&D capabilities allow us to discover and register new formulations. Our research focus is guided by the advancement of new technologies based on customers' need and regulatory requirements. As part of these measures, we undertake pilot studies of new technologies. We also evaluate and incorporate feedback received from our customers and conduct extensive R&D on Formulations and Technicals at a laboratory level to generate necessary analytical information. Further, we focus on process safety data by undertaking extensive hazard and operability ("**HAZOP**") studies for safe production and assessment of compatibility of hazardous chemicals in order to make these processes safer.

We are committed to enhancing our manufacturing processes by exploring innovative methods for producing our agrochemicals. This dedication to improvement not only increases efficiency but also ensures that we maintain the highest quality standards in our products.

Robust manufacturing facilities with ability to manufacture a wide range of products with a focus on sustainability

As of September 30, 2024, we have four manufacturing facilities located at Odhav (Ahmedabad, Gujarat), Kathwada (Ahmedabad, Gujarat), Nandesari (Vadodara, Gujarat) and Samba (UT of Jammu & Kashmir). As of September 30, 2024, we have annual aggregated installed capacity of 15,120 MTPA for Technicals and 43,672 MTPA for Formulations across our four manufacturing facilities. Our manufacturing facilities are equipped with equipment and machinery that enables us to manufacture Formulations and Technicals and helps minimize the number of employees required to operate them, thereby improving operational effiency. Each of our facilities has the ability to manufacture a wide range of products and allows us the ability to address the requirements of customers. We also intend to focus on developing alternate production processes for Formulations and Technicals that are expected to go off-patent in the near future. We intend to focus on cost optimization and manufacture products by utilising our fixed assets efficiently. In the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our capital expenditure towards additions to property, plant and equipment were ₹ 426.74 million, ₹ 286.41 million, ₹ 337.11 million and ₹ 498.98 million respectively.

Our manufacturing facilities are equipped with 450 KL of full-fledged effluent treatment plants including primary, secondary (biological) and tertiary (chlorination system, sand filter, carbon filter) treatment, two filter presses, well-equipped laboratory for wastewater sample analysis and a well-developed green belt area. Further, we have two multi-stage evaporators with a capacity of 100 KLD and 60 KLD respectively and an 800 MT solid waste storage area with a 100 KLD spray dryer to treat liquid toxic effluents. Our Company has dedicated 10,000 square metres for effluent treatment of solid and wastewater.

We place emphasis on strict quality control to ensure the reliability of our products and have implemented a quality control system for monitoring the entire manufacturing process, identifying potential areas for improvement and taking actions for continuous optimization. We have received quality control certifications such as ISO 9001-2015, ISO 14001-2015, ISO 45001-2018, Responsible Care Certification, amongst others.

Led by qualified and experienced Promoters and supported by a professional management team

We are led by qualified Promoters with experience in the agrochemicals industry and strong business acumen, who have played active leadership roles in shaping our growth. Our governance framework is anchored by our Board of Directors, which exhibits a blend of diversity and extensive experience. The composition of our Board of Directors not only includes our visionary founder-Promoters but also comprises accomplished professionals from respective industries. Their varied backgrounds and experience enhance our decision-making processes, thus contributing to our success. We believe that this provides us with a competitive advantage, as we seek to expand our business in existing markets and enter into new markets, and positions us well to capitalize on future growth opportunities.

We have an employee base comprising of 1,096 permanent employees as of September 30, 2024, whose support has enabled us to anticipate and address market trends, manage and grow our operations including expanding globally, enhance our manufacturing capabilities, leverage customer relationships, innovate continuously and respond to changes in customer preferences. We will continue to leverage on the experience of our management team and their understanding of the agro chemicals industry in order to take advantage of current and future market opportunities. We have also employed experienced professionals at our R&D facilities and have a dedicated staff of 25 employees, three of whom hold PhDs. For details in relation to our Board and our Key Managerial Personnel and Senior Management, see "*Our Management*" on page 289.

STRATEGIES

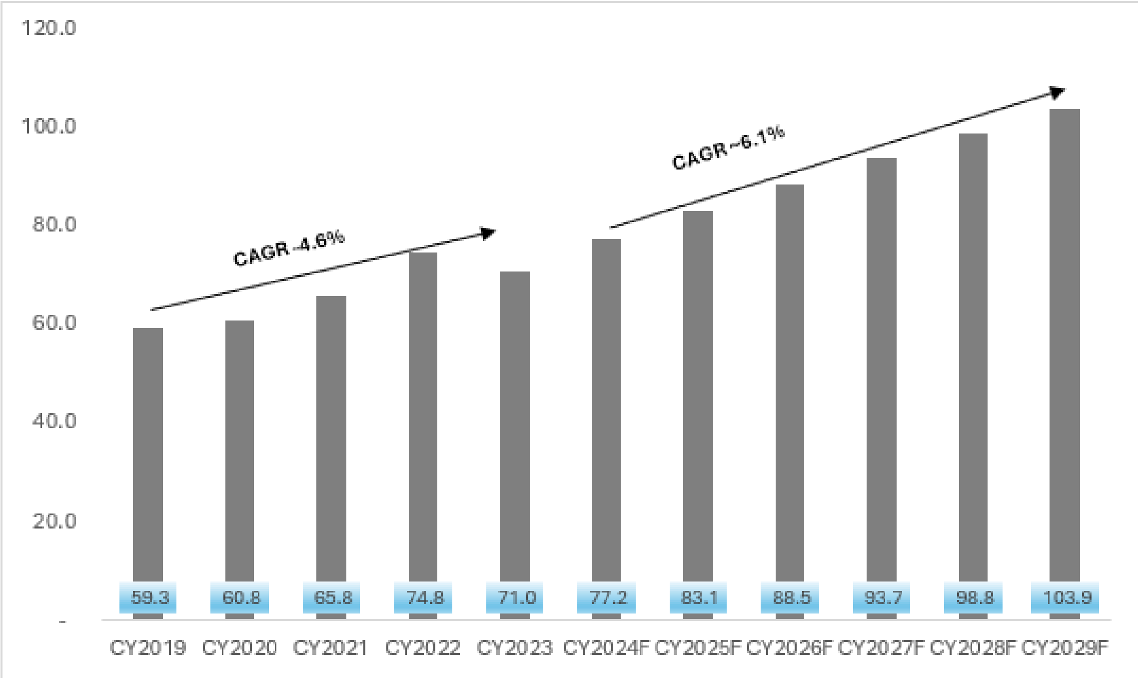
Leverage our diverse offerings to expand into international markets and capitalize on the growing agrochemical industry

We have successfully developed a large customer base globally. As part of our growth strategy, we aim to expand our global presence, enter new markets and further diversify our operations and expand our international customer base. During the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, we catered to customers in 39 countries in Latin America, Asia Pacific (excluding India), North America and other geographies.

Given our R&D, manufacturing capabilities and diverse product portfolio, we recognize the potential for further growth across geographies. We intend to identify such opportunities and expand our operations in Brazil, Uruguay and other Latin American countries. We expect to benefit from this expansion, since we believe these are large under-penetrated markets with high growth potential. For instance, the agrochemical market for Brazil reached a value of $ 12.6 billion in 2023 and has grown at a CAGR of ~10.7% during 2019 – 2023 (*Source: ICRA Report*). Going ahead, the agrochemical market for Brazil is expected to grow at a CAGR of ~10.5% from 2024 to 2029 valued at $ 23.6 billion (*Source: ICRA Report*). During 2023, Latin America dominated the global agrochemical market segment with a share of ~31% (*Source: ICRA Report*).

As per ICRA Report, the global agrochemical market is expected to grow at a CAGR of ~6.1% between CY2024F to CY2029 to reach a value of $103 billion.

Chart 22: Global agrochemical sales value in (billion $), CY2019- CY2029F



We are in the process of applying for more registrations in international markets, and we believe that such initiatives will provide us with opportunities to expand our customer base and penetrate into newer geographies.

Continuing to expand our product offerings by leveraging our R&D capabilities

Our focus on R&D and manufacturing capabilities has been a key element which has supported our operations. We aim to diversify our existing product portfolio by incorporating new products that align with our current offerings. In 2022, our Company commissioned an R&D and pilot plant facility to test commercialization of our products. We intend to continue to invest in our R&D initiatives and further strengthen our manufacturing capabilities in order to grow our product portfolio for both the domestic and international markets. We have strategically harnessed our R&D capabilities to significantly expand our portfolio of patented products. We have been granted 89 patents as of the date of this Draft Red Herring Prospectus. Additionally, we also have 98 patent applications under process as of date of this Draft Red Herring Prospectus. As a result, revenue generated from these patented innovations has consistently grown as a percentage of sale of products from continuing operations over the past six months ended September 30, 2024, Fiscals 2024, 2023 and 2022 as provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**	**Revenue (in ₹ million)**	**As a percentage of Sale of Products from Continuing Operations (in %)**
Revenue from Sale of Patented Products	1,441.11	20.73%	1,595.02	13.87%	699.99	5.83%	601.92	5.07%
Revenue from Sale of Generic Products	5,509.88	79.27%	9,906.82	86.13%	11,303.48	94.17%	11,272.17	94.93%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

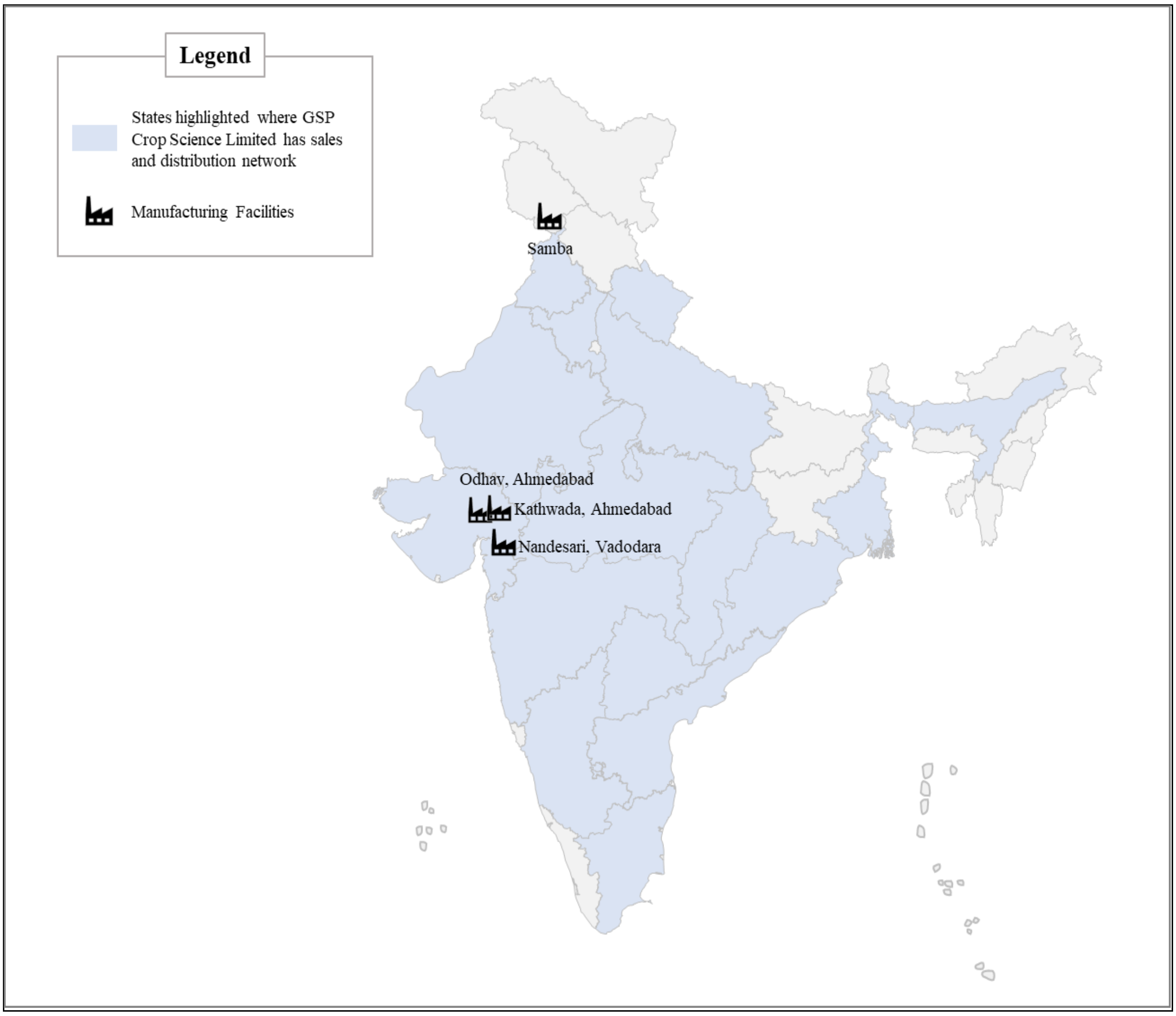
As per ICRA Report, the global agrochemical sector faces considerable challenges related to intellectual property, particularly in the realm of patents and their expiration. Patents grant agrochemical firms exclusive rights to manufacture and market innovative products for a duration of typically 20 years. Once patents lapse, these formerly exclusive products become accessible to generic manufacturers, who can offer similar items at reduced prices. As per ICRA Report, the projected market size for off-patent molecules may exceed $4.1 billion by 2026. According to ICRA Report, 30%-40% of off-patent active ingredients are generally adopted by generic manufacturers, with a preference for fungicides and insecticides over herbicides. However, 60%-70% of off-patent molecules remain unadopted due to factors such as limited market potential, manufacturing complexities, and unavailability. Formulations or Technicals which go off-patent provide an opportunity to the Indian agrochemical manufacturers to develop generic molecules. We intend to capitalise on these opportunities and focus on manufacturing such off-patent generic molecules.

Continue to diversify customer base by adding new customers and increase wallet share with existing customers

We believe that our long-standing relations with our diverse customer base position us well to increase wallet share with our existing customers, while continuing to focus on expanding our customer base for our Domestic Business as well as International Business. Several of our customers have been associated with our Company for over 10 years. Our customers include agro-chemical companies such as Bharat Rasayan Limited, Dharmaj Crop Guard Limited, Indogulf Cropsciences Limited, SML Limited, Willowood Chemicals Limited and Agrico Organics Limited. On account of these factors, we garnered a strong customer base in India over the six months ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022. We sold our products and services to 5,225 customers, 5,643 customers, 6,047 customers and 5,632 customers in India in the six months ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022, respectively. We have an international presence with customers spread across regions such as Latin America, Asia Pacific (excluding India), North America, spanning 39 countries, including the United States of America, Uruguay, Brazil, Vietnam, Singapore, UAE and Australia in the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022. We intend to focus on export oriented products, augment growth in current geographies and further increase our global footprint .

We intend to focus on expanding our customer base, deepen relationships with existing customers by improving our existing products, and also increasing the number of products that we manufacture. We aim to continue to maintain a strong track-record of repeat orders from our existing customers as well as expand and strengthen our relationships as part of our organic growth efforts.

We intend to leverage our pan-India sales and distribution network. The sales and distribution network for our B-to-C Domestic Business consisted of 5,454 distributors in Fiscal 2024 and 5,064 distributors in the six-months ended September 30, 2024. The map below illustrates our Manufacturing Facilities and pan-India sales and distribution network.



Optimization of manufacturing capabilities through backward integration and focusing on improving operational efficiencies

To optimize our manufacturing capabilities, we intend to increase our backward integration through manufacturing of intermediates used in the production of Technicals. Through backward integration, we believe that our Company will gain more control over its supply chain, which can help ensure a steady supply of essential raw materials. This will reduce dependency on external suppliers and will mitigate risks associated with supply chain disruptions. By increasing our backward integration measures, we will be in a position to control the quality and availability of raw materials which in turn will enhance our ability to negotiate more favourable pricing from customers. We believe that our backward integration strategy will further enhance our operations and increase profitability by integrating each stage of the production process to achieve cost savings and improve gross margins. For more information on our strategies on expanding our market presence and diversifying our product portfolio, see " - *Strategies – Continue to diversify customer base and increase wallet share with existing customers*" on page 247 and " - *Strategies - Continuing to expand our product offerings by leveraging our R&D capabilities*" on page 246.

Further, in addition to expanding our manufacturing capabilities for new products, we may also plan to enhance our production manufacturing capabilities to expand our geographic reach. We believe that this would allow us to efficiently and effectively serve our customers in different regions, while also optimizing our production costs and achieving economies of scale. While determining the suitable locations for setting up additional manufacturing facilities, we intend to conduct an analysis of market demand, supply chain logistics, local regulations, availability of skilled labour, and access to raw materials. We intend to implement backward integration through establishment of manufacturing facility at Saykha (Dahej, Gujarat), through which we aim to reduce our dependency on imports and have increased control over supply and increase our competitiveness in the international markets.

Reduction of borrowings and leverage

As part of the strategy of the Company, we intend to reduce our borrowings. As of September 30, 2024, our consolidated total fund based borrowings (short-term borrowings plus long-term borrowings) were ₹ 2,889.63 million. Accordingly, we intend to utilize a portion of the net proceeds for repayment of loans aggregating to ₹2,000.00 million. For further details, please see

"Objects of the Offer" on page 113. We believe that the repayment/ prepayment, will help reduce our outstanding indebtedness, and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe improvement in our Net Debt to Equity ratio will enable us to raise further resources at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the future.

OUR BUSINESS OPERATIONS

We have two distinct businesses which are categorized as (i) Formulations; (ii) Technicals.

(i) Formulations

Formulations are composed of 'active ingredients', which refer to the chemical compounds in a product responsible for achieving the desired effects on the target pests, weeds, or plant diseases. These are combined with additives, also known as inert ingredients or co-formulants, which are substances when added to the active ingredients, improve the product's performance, stability, and ease of use. These Formulations may be in the form of solids (e.g. powders) or liquids (e.g. emulsifiable concentrates). As of September 30, 2024, our portfolio consists of 387 registrations for Formulations which are marketed and distributed directly or as brands owned or licensed by our Company.

(ii) Technicals

Technicals consist of technical grade ingredients, which are concentrated forms of active ingredients that are processed with other ingredients to develop formulated products such as insecticides, herbicides and fungicides. As of September 30, 2024, our portfolio consists of 120 registrations for Technicals.

Details of revenue generated from our Formulations and Technicals for the six months ended September 30, 2024, Fiscals 2024, 2023 and 2022, including as a percentage of sale of products from continuing operations are provided below:

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**	**Revenue (*in ₹ million*)**	**As a percentage of Sale of Products from Continuing Operations (*in %*)**
Formulations	5,151.51	74.11%	7,542.74	65.58%	7,089.97	59.07%	7,396.95	62.29%
Technicals	1,799.48	25.89%	3,959.10	34.42%	4,913.50	40.93%	4,477.14	37.71%
Total	**6,950.99**	**100.00%**	**11,501.84**	**100.00%**	**12,003.47**	**100.00%**	**11,874.09**	**100.00%**

Our Formulations are sold on a B-to-B as well as on a B-to-C basis across India and International markets. Our diversified product range based on their usage is as categorised as under:

- *Insecticides:* We manufacture a wide range of insecticides to suit the requirement of farmers to enable protection of crops from insects by either preventing an attack or destroying the insects. Insecticides are primarily used in agriculture to protect crops from pests but can also be used in non-agricultural settings to control insect populations or prevent the spread of diseases transmitted by insects.

- *Herbicides:* Herbicides, also known as weedicides, are used to effectively eliminate weeds and reduce the need for mechanical and manual weeding. They are primarily used in agriculture to protect crops from weeds but can also be used in non-agricultural settings to control weeds in gardens and other areas.

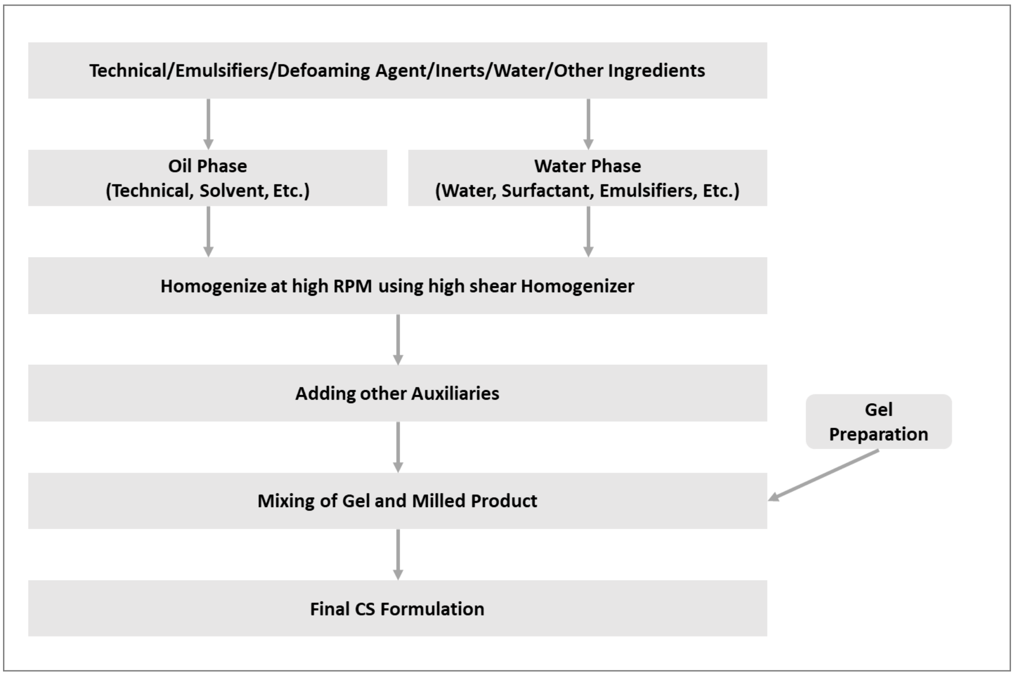
- *Fungicides:* Fungicides are used to prevent fungal attacks on crops or eliminate parasitic fungi or fungal spores and to protect the crops against diseases caused by pathogenic organisms and they are vital to prevent postharvest losses in vegetables and fruits. They are used in agriculture to protect crops from fungal diseases, can also be used in non-agricultural settings to control fungi on surfaces or in buildings. Fungicides can be categorized into three main types: contact, translaminar, and systemic. Contact fungicides remain on the surface of the plant and protect only the areas where they are applied. Translaminar fungicides can move from the upper sprayed surface of a leaf to the lower, providing protection on both sides. Systemic fungicides are absorbed by the plant and travel through its tissues via the xylem; some can spread throughout the entire plant, while others may only move upward or act locally.

- *Plant Growth Regulators (PGRs):* PGRs are chemicals used to regulate the development of crops which helps in increasing the crop yield and improving its quality. PGRs can be used to promote, regulate or inhibit certain aspects of plant growth, such as seed germination and root development, flowering or fruit development, and can be used for application to the soil or foliage of the plants.

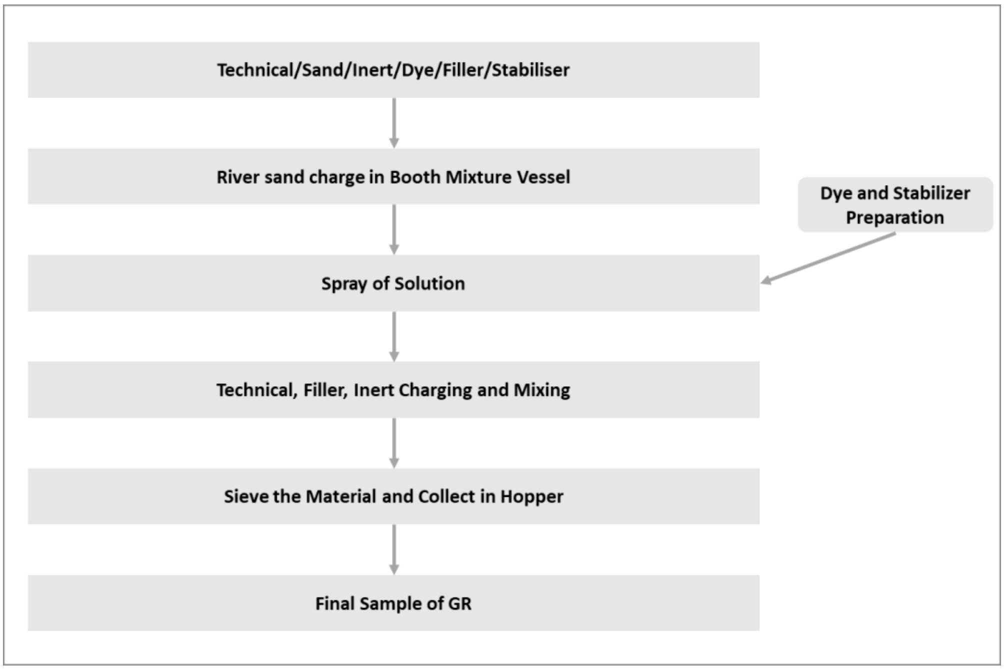
Manufacturing Process

Our Formulations are available in various forms such as capsule suspension, suspension concentrate/flowable suspension, granule formulation, suspo-emulsion formulation, water dispersible granule/ soluble granule and liquid formulation. Details of the manufacturing process for some of our select Formulations are illustrated in the flow charts provided below.

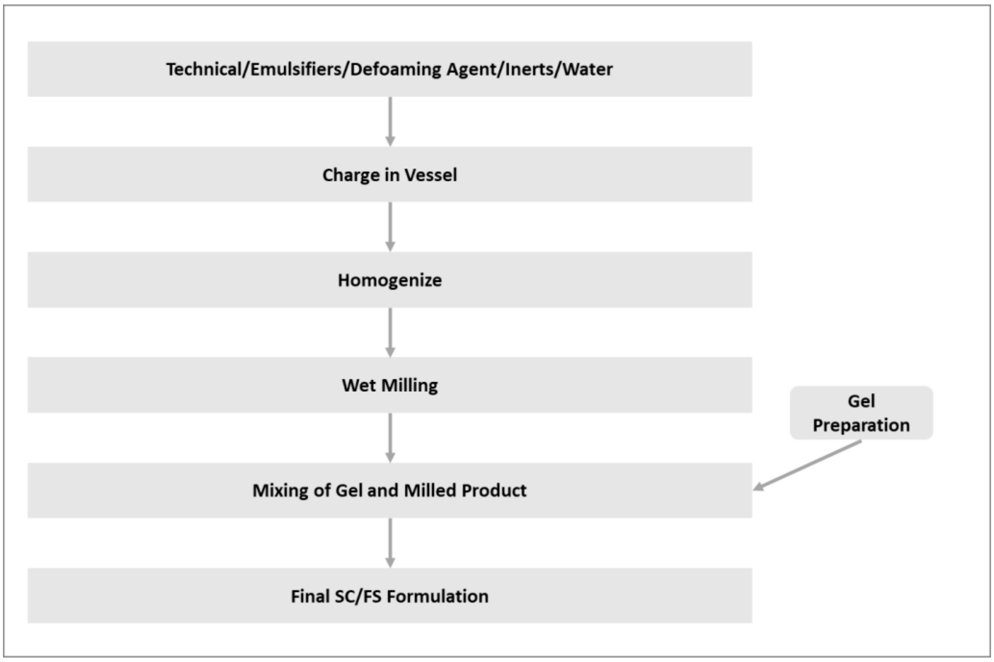
- Manufacturing process of capsule suspension formulation:



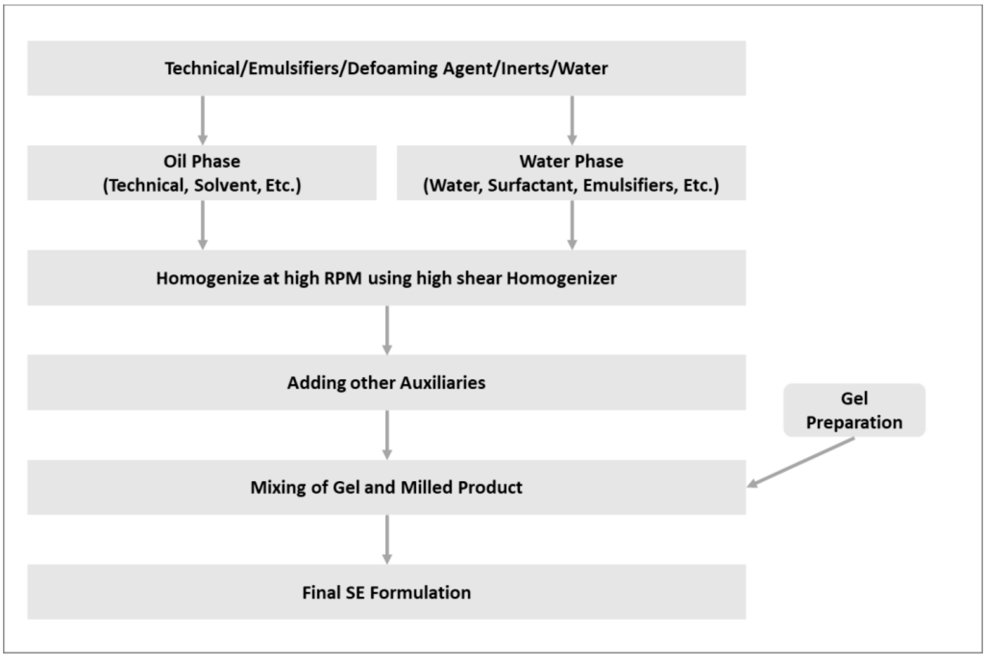
- Manufacturing process of granule formulation:



- Manufacturing process of flowable suspension or suspension concentrate formulation:



- Manufacturing process of suspo-emulsion formulation:



Our Technicals are mainly sold on a B-to-B basis. Many of these are customers which trade in agro-chemicals or further manufacture agro-chemicals and sell to their customers.

Product Registration Process and Patented Products

We are required to obtain regulatory pre-approval for our products. As per Section 9 of the Insecticides Act, any person desiring to import or manufacture any insecticide may apply to the registration committee, Central Insecticides Board & Registration Committee ("**CIBRC**"), for registration of such insecticide and there is a separate registration for each insecticide. Accordingly, we provide our Technicals and Formulations to the CIBRC for their approval where they undertake testing to check the composition and purity profile before granting registrations. In addition, under Section 13 of the Insecticides Act, any person desiring to manufacture, sell, stock or exhibit for sale or distribute any insecticide, is required to make an application to the licensing officer of the respective state authority for the grant of license. In particular, for our Company, we obtain licenses under Section 13 of the Insecticides Act from the Department of Agriculture, which makes periodic visits to inspect the infrastructure facilities available at our manufacturing facilities as well as our Technicals and Formulations. As of September

30, 2024, we have obtained 507 such registrations from the CIBRC. The classification of our 9(3) and 9(4) registrations is as follows:

Registration	Formulations (Indigenous Manufacture)	Technicals (Indigenous Manufacture)	Technicals (Import)	Total
9 (3)	16	9	1	**26**
9 (4)	201	50	5	**256**
Total	**217**	**59**	**6**	**282**

In addition to the 282 registrations under 9(3) and 9(4), we also hold export registrations for 170 Formulations and 55 Technicals, exclusively for sale in overseas markets.

We hold process and product patents across a variety of agrochemicals. For products licenced for manufacturing under section 13 of the Insecticides Act, the licence allows our Company to legally market and sell its insecticide products within a particular jurisdiction. Some of the brand names of the products sold under the license are SLR 525, Platform, PCT-410, All Rounder, Afford, Aurthor, Liger, Raavan, Element. Patents grant a company exclusive rights to their innovations, preventing competitors from copying, manufacturing, selling, or importing the patented product without permission. This exclusivity typically lasts for 20 years from the date of filing the patent application, allowing the company to capitalize on its research and development efforts. The combination of patented technology and regulatory licensing denotes that our Company's production capabilities are not only unique but also approved for use, which can be considered a significant differentiating factor in a competitive market.

Customers

Over the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, we have cumulatively catered to 8,864 domestic and international customers. Our customers include agro-chemical companies such as Bharat Rasayan Limited, Dharmaj Crop Guard Limited, Indogulf Cropsciences Limited, SML Limited, Willowood Chemicals Limited and Agrico Organics Limited.

Our Domestic B-to-C and B-to-B customer base comprises of distributors, wholesalers, corporates and retailers operating in rural areas, and businesses seeking to export our products. Our International Business is undertaken on B-to-B basis. We believe we are able to maintain our customer relationships primarily on account of our ability to meet stringent specifications and customizations along with our strong technical competencies, and R&D capabilities. We are committed to developing and maintaining long-term relationships with our customers through frequent interactions and follow-ups.

Manufacturing Facilities

We operate four manufacturing facilities located at Odhav (Ahmedabad, Gujarat), Kathwada (Ahmedabad, Gujarat), Nandesari (Vadodara, Gujarat) and Samba (UT of Jammu & Kashmir).

i) ***Odhav Facility***: Our Company commenced the production of Technicals in 1993 at our Odhav facility. The facility is now equipped to produce both Formulations and Technicals. The facility is equipped with a dedicated DSIR recognized R&D centre and a pilot plant facility. The key products manufactured include:

a. ***Insecticides –*** *Acephate Technical , Diafenthiuron Technical , Tolfenpyred Technical, Acephate 75% SP – Formulation, Diafenthiuron 50% WP - Formulation*

b. ***Fungicides*** *- Azoxystrobin Technical*

ii) ***Kathwada Facility:*** This facility commenced operations in 2005 with production of Formulations. The major products manufactured include:

a. ***Insecticides –*** *Chloropyriphos 20% EC, Profenofos 40% + Cypermethrin 4% EC*

b. ***Herbicides –*** *Pyrazosulfuron Ethyl WG, Pendimethaline 30% EC*

c. ***Fungicides*** *- Difenconazole 25% SC , Propiconazole 25% SC, Hexaconazole 5% SC*

iii) ***Nandesari Facility:*** This facility commenced operations in 2008 through production of Formulations and Technicals. The key products manufactured include:

a. ***Insecticides –*** *Thiamethoxam Technical, Chloropyriphos Technical*

b. ***Herbicides –*** *Pendimethaline Technical, Propanil Technical*

c. ***Fungicides –*** *Difenconazole Technical, Tebuconazole Technical*

*Additionally, we also have an effluent treatment plant adjacent to our Nandesari Facility (“**Nandesari Effluent Treatment Facility**”).*

iv) ***Samba Facility :*** This facility commenced operations in 2016 through production of Formulations. The major products manufactured include:

a. ***Insecticides*** *Pyriproxyfen 5% +Diafenthiuron 25% SE*

b. ***Fungicides*** *– Thifluzamide 24% SC*

Certain images of our Manufacturing Facilities are provided below:

Odhav Facility

Kathwada Facility

Nandesari Facility

Samba Facility

Formulation R&D at Kathwada/ Pilot Plant:






Technicals R&D at Odhav:






Installed Capacity and Capacity Utilization

Please see below the details of installed capacity, actual production and capacity utilisation of our manufacturing facilities:

Location of the manufacturing facilities	Products Manufactured	As of, and for the period ended September 30, 2024			As of, and for the period ended March 31, 2024			As of, and for the period ended March 31, 2023			As of, and for the period ended March 31, 2022		
		Installed Capacity (*in MT*)	**Actual Production (*in MT*)**	**Capacity Utilization (in %)**	**Installed Capacity (*in MT*)**	**Actual Production (*in MT*)**	**Capacity Utilization (in %)**	**Installed Capacity (*in MT*)**	**Actual Production (*in MT*)**	**Capacity Utilization (in %)**	**Installed Capacity (*in MT*)**	**Actual Production (*in MT*)**	**Capacity Utilization (in %)**
Odhav Facility	Formulations	27,132.00	1,073.52	7.91%	27,132.00	1,617.22	5.96%	27,132.00	1,037.46	3.82%	27,132.00	1,843.03	6.79%
	Technicals	3,960.00	966.88	48.83%	3,960.00	1,330.40	33.60%	3,960.00	2,737.40	69.13%	3,960.00	3,104.58	78.40%
Kathwada Facility	Formulations	6,000.00	1,553.15	51.77%	6,000.00	2,213.28	36.89%	6,000.00	2,860.95	47.68%	6,000.00	2,793.53	46.56%
Nandesari Facility	Technicals	11,160.00	4,075.89	73.04%	11,160.00	6,915.26	61.96%	11,160.00	6,410.08	57.44%	11,160.00	7,302.51	65.43%
	Plasticizers	21,600.00	7,030.93	65.10%	21,600.00	17,408.42	80.59%	21,600.00	16,599.54	76.85%	21,600.00	17,325.31	80.21%
Samba Facility	Formulations	10,540.00	1,412.69	26.81%	10,540.00	1,386.10	13.15%	10,540.00	1,651.49	15.67%	10,540.00	2,450.65	23.25%

Certified by Vinit G. Tiwari, Independent Chartered Engineer, by certificate dated December 20, 2024.

Notes:

(1) The information relating to the installed capacity as of the dates included above are based on various assumptions and estimates that have been taken into account for calculation of the installed capacity. These assumptions and estimates include the standard capacity calculation practice of agrochemicals industry after examining the calculations and explanations provided by the Company and the reactor capacities and other ancillary equipment installed at the facilities. The assumptions are also based on the past experience of the Management of Company to manufacture the products. It also depends on the product mix that the Company has used to manufacture the various products in a stream in a plant. The assumption is also based on the three (3) shifts that the Company is running for eight (8) hours a day. The assumptions and estimates taken into account include the following: (i) Number of working days in a fiscal year – 365; (ii) Number days in a month – 30; (iii) Number of shifts in a day – 3; (iv) Number of hours – 8 and (v) Schedule preventive maintenance days – 8. The installed capacity as of 30th September 2024, has been provided on an annualized basis.

(2) The information relating to the actual production as of the dates included above are based on the examination of the internal production records provided by the Company, explanations provided by the Company, the period during which the manufacturing facilities operate in a fiscal year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. The actual production for the six months ended September 30, 2024 has been provided on an unannualized basis.

(3) Capacity utilization has been calculated on the basis of actual production during the relevant fiscal year/ period divided by the aggregate installed capacity of relevant manufacturing facilities as of at the end of the relevant fiscal year/ period. In the case of capacity utilization for the six months ended September 30, 2024 the capacity utilization has been calculated by dividing the actual production for the period by 50% of the annualized installed capacity.

Procurement and Raw Materials

Raw materials are transported to the facilities primarily by means of road, rail and shipping/cargo transport. We source our raw materials from domestic sources as well as through imports. The imported raw materials are brought to our manufacturing facilities from the Deendayal Port and the Jawaharlal Nehru Port. Major raw materials used as part of our manufacturing operations are Dimethyl Phosphoro Amido Thioate, Trichloro Acetyl Chloride (Tcac), Diethyl Thio Phosphoryl Chloride, Triazole, (Bromomethyl)-2-(2,4-Dichlorophenyl), Phenoxy2,6-Diisopropylaniline Thiourea, Chloro-5-Chloro Methyl Thiazole and Methyl 4 Nitro Amino 1.3.5 Oxadizine.

We identify and approve multiple vendors to source our key raw materials pursuant to an examination of the potential vendor's regulatory accreditations, supply strength in terms of delivering large quantities on a consistent basis, and contingency arrangements in the event of stoppages. Furthermore, we have stringent regulatory and quality checks for every raw material item that we source.

We usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from third-party suppliers or the open market. The terms and conditions for product quality and return policy are set forth in the purchase orders. The purchase price of our raw materials generally follows market prices. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices and delivery delay. For details in relation to supplier related risks, see, "*Risk Factors - We depend on a few suppliers for supply of raw materials. Any failure to procure such raw materials from these suppliers may have an adverse impact on our manufacturing operations and results of operations.*" on page 37.

Details of cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, stock-in-trade & work in progress, including as a percentage of our total expenses in the six months ended September 30, 2024 or Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Expense (*in ₹ million*)	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**	**Expense (*in ₹ million*)**	**As a percentage of our Total Expenses for Continuing Operations (*in %*)**
Cost of materials consumed*	4,194.40	67.64%	7,448.94	68.87%	8,769.23	74.14%	8,140.36	73.62%

**Including purchases of stock-in-trade and changes in inventories of finished goods, stock-in-trade & work in progress.*

Further, details of import of raw materials from China and other countries, including as a percentage of purchases for continuing operations in the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	in ₹ million	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**
Imports	**1,849.79**	**37.47%**	**2,489.73**	**39.43%**	**3,368.10**	**38.78%**	**4,144.03**	**44.27%**
China	1,765.89	35.77%	2,227.79	35.28%	2,765.96	31.85%	3,629.91	38.77%
Others	83.90	1.70%	261.94	4.15%	602.15	6.93%	514.12	5.49%

Utilities

We consume power and fuel for our business operations. Our power requirement for our manufacturing facilities is sourced through the state electricity board. Our manufacturing processes require uninterrupted supply of power and fuel in order to ensure that we are able to manufacture our products. We have also installed generators in our manufacturing facilities to ensure constant supply of power.

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	As a percentage of our total expenses(%)	(in ₹ million)	As a percentage of our total expenses(%)	(in ₹ million)	As a percentage of our total expenses(%)	(in ₹ million)	As a percentage of our total expenses(%)
Power and Fuel charges	190.60	3.07%	288.70	2.67%	343.00	2.90%	397.79	3.60%

Inventory Management

Our finished products are stored on-site at our manufacturing facilities and at our warehouses. We store our products based on historical levels of sales and anticipated future demand. Our Company has various standard operating procedures in place for good storage practices, leaky, damaged, expired and near expiry stock, stock reconciliation, and other warehouse operations to effectively manage the inventory in warehouses of the Company

Logistics

We transport our raw materials and our finished products by road, train, sea and air. Based on our contractual arrangements, our suppliers deliver our raw materials directly to us. We outsource the delivery of our raw materials and products to third party logistics providers. We have contractual relationships with such third-party logistics providers to deliver raw materials to us, our products to distributors and agents, and for disposal of our hazardous waste. We have a centralised warehousing model, where the finished goods are stored at our Kanera and Ludhiana warehouse. From the Kanera warehouse, the finished goods are dispatched to our warehouses that are strategically located all across the country. Our custom house agents handle the requisite clearance procedures. For exports, our custom house agents co-ordinate with the shipping line / airline to file and release the necessary bills of lading / air waybills.

Sales, Distribution and Marketing

We have a dedicated sales, distribution and marketing team of 354 employees as of September 30, 2024 for our Domestic Business as well as International Business.

For our Domestic Business, our Company has over the years created a strong sales and distribution network which is spread throughout India and rooted in rural and agricultural belts across India. Our sales and distribution network is further aided by our SAP based ERP system and sales force management tool which enables real-time transactions, efficient delivery mechanism, centralized controls and proactive planning and monitoring.

Marketing for our International Business is managed by an experienced professional marketing team which understands customer requirements and market dynamics, thereby ensuring prompt services right from initial registration and support till the products reaches the customer's warehouse with end-to-end logistics support for our customers spread across the geographies.

Our marketing strategies include new product introduction, correct positioning of existing products, portfolio expansion, farmer level awareness, internal team trainings, new segment identification. Our marketing strategy also includes strengthening community outreach programs through a team of business development executive and training our team and conducting skill development workshops with the aim to prepare future leadership to support our business expansion and to ensure that the systems we have created are well sustained. As part of our marketing approach, we work closely with farmers to create awareness for our products by demonstrating their use through the lifecycle of crops. We believe that this approach has helped enhance our reputation and recognition in the domestic markets.

Research and Development

Our R&D facilities for Formulations and Technicals are located at Kathwada and at Odhav. Our R&D laboratories and a pilot plant facility is managed by an experienced team of 25 individuals, three of whom hold PhDs. Our Company operates a fully equipped analytical lab which supports development of novel process technologies. We also have a separate wet laboratory which is well-equipped with HVAC and exhaust systems. The main R&D activities undertaken by the Company are complex chemistries including chiral inductions, route scouting, new process development, optimization and impurity profiling.

Formulations R&D

We have the capability to develop new formulations based on market demand, either on an individual basis or in combination with three or more molecules in one formula. For instance, our Company recently launched a fungicide, 'Element', which is a patented combination of Thifluzamide 15% and Difenoconazole 20% SC in a suspension concentrate formulation. 'Element' is a broad-spectrum fungicide, offering protection against a wide range of fungal diseases. One of the most important features of the product is that its acropetal and basipetal movement leads to quick absorption and spread into the plant system, which provides long-lasting control and prevents wash-off even in rainy conditions. Recently our R&D team has also developed products such as Chlorantraniliprole, Pyraclostrobin, Methoxyfenozide and Clothianidin which were successfully commercialized at plant scale.

Technicals R&D

Our R&D process for Technicals involves complex chemistries such as Friedel craft alkylation, Hydrogenation, Acylation, chiral inductions halogenations, nitration, sulfonations, cyanation, NaBH4 (sodium borohydride), LiAlH4 (lithium aluminium hydride), Borane, DIBAL-H, and Pt2O reactions.

We hold 10 exclusive process patents for manufacturing of our Technicals, as listed below (*Source: ICRA Report)*.

S. No.	Process Patent	Technical Name	Category
1.	Novel process for preparation of 1-tert-butyl-3-(2,6-di-isopropyl-4-phenoxyphenyl) thiourea	Diafenthiuron	Insecticide
2.	Improved process for the preparation of n-(3-methyl-1,3,5-oxadiazinan-4-ylidene) nitramide	Thiamethoxam	Insecticide
3.	Improved process for the preparation of azoxystrobin	Azoxystrobin	Fungicide
4.	Novel process for the preparation of trifloxystrobin	Trifloxystrobin	Fungicide
5.	Novel crystalline modification of pymetrozine and process for preparation thereof	Pymetrozine	Insecticide
6.	Improved and efficient process for the synthesis of 2-[2-(1-chlorocyclopropyl)-3-(2-chlorophenyl)-2-hydroxypropyl]-2,4-dihydro-3h-1,2,4-triazole-3-thione (prothioconazole) and its intermediates	Prothioconazole	Fungicide
7.	Improved process for the preparation of pyraclostrobin	Pyraclostrobin	Fungicide
8.	Improved process for the preparation of azoxystrobin	Azoxystrobin	Fungicide
9.	Improved process for the preparation of pyraclostrobin (USA)	Pyraclostrobin	Fungicide
10.	Efficient process for the synthesis of 2-[2-(1-chlorocyclopropyl)-3-(2-chlorophenyl)-2-hydroxypropyl]-2,4-dihydro-3h-1,2,4-triazole-3-thione (prothioconazole) and its intermediates (USA)	Prothioconazole	Fungicide

Our Company goes through all the parameters which make the process of manufacturing safe. We also focus on generation of process safety data by undertaking extensive HAZOP studies for safe production and assessment of compatibility of hazardous chemicals for making the process safer. Our Company also conducts safety studies which are required for process safety such as, DSC ("**Differential Scanning calorimetry**"), RC ("**Reaction calorimetry**"), MIE ("**Minimum ignition energy**").

Some of our products and raw materials are considered hazardous and/or poisonous. Our Company has adopted safety procedures at our manufacturing facilities, particularly in relation to the import, storage, transportation and sale of such hazardous and/or poisonous substances. In addition, our staff is trained for safety at work. This includes training on storage, handling and disposal of raw materials and products the staff handles regularly. Our Company ensures that our staff is equipped with personal protection equipment such as safety shoes, gloves, goggles and aprons. Further, our Company aims to implement new solutions to be applied for well-known hazards and risks, such as those arising from hazardous chemicals, reaction as well as storage vessels, machineries, tools and manual handling. As a part of the safety procedures training programmes, we undertake safe operating procedures, emergency preparedness, risk identification and elimination are undertaken for our employees working at our units. Our Environment, Health and Safety Department undertakes the activities as per the safety procedures and manuals prepared by our Company.

Competition

Our Company faces competition in the agro-chemicals manufacturing market from domestic as well as from overseas players. Our competition varies by market, geographic area and type of products offered. For details, see "*Industry Overview*" on page 139.

Intellectual Property

For details in relation to our intellectual property, please see "*Government and Other Approvals - Intellectual Property*" on page 437.

Human Resources

As of September 30, 2024, our total workforce consisted of 1,096 permanent employees, spread across the various functions. We also have employees on a contractual basis on a need-basis. Details of our permanent employees as of September 30, 2024 are as provided below. In the month of September 2024, we engaged services from 825 contractual labourers.

Department	Number of permanent employees
Top Management	8
Manufacturing & Operations	546
Sales & Marketing	354
Quality control	62
Health, Safety & Environment	40
Finance & Legal	29
R&D	25
Human resources and Administration	25
Information Technology	7
Total Permanent Employees	**1,096**

As of September 30, 2024, none of our permanent employees are part of any labour unions.

Environment, Health, Safety and Quality

We are subject to a wide range of safety and environmental laws and regulations. For further details on the regulations that are applicable to us, see "*Key Regulations and Policies*" on page 262. We are committed to ensuring a safe and healthy workplace for our employees and minimise our potential impact on the environment. We implement work safety measures to ensure a safe working environment including general guidelines for health and safety at our manufacturing facilities, accident reporting, wearing safety equipment and maintaining clean and orderly work locations.

Our manufacturing facilities are equipped with 450 KL of full-fledged effluent treatment plants including primary, secondary (biological) and tertiary (chlorination system, sand filter, carbon filter) treatment, two filter presses, well-equipped laboratory for wastewater sample analysis and a well-developed green belt area. Further, there are two multi-stage evaporators with a capacity of 100 KLD and 60 KLD respectively and an 800 MT solid waste storage area with a 100 KLD spray dryer to treat liquid toxic effluents. Our Company has dedicated 10,000 square metres for effluent treatment of solid and wastewater.

We place emphasis on strict quality control to ensure the reliability of our products and have implemented a quality control system for monitoring the entire manufacturing process, identifying potential areas for improvement and taking actions for continuous optimization. We have received quality control certifications such as ISO 9001-2015, ISO 14001-2015, ISO 45001-2018, Responsible Care Certification, amongst others.

Further, internal and external training sessions are arranged to create awareness about the environment, sustainability, health and safety measures.

Material Properties

Details of our Material Properties as of September 30, 2024 are provided below:

Particulars	Location	Leasehold/Owned
Registered Office and Corporate Office	Office No. 404, Lalita Complex, Navrangpura, Ahmedabad	Owned
Odhav Facility	Plot 100-103, 103A, Odhav, Ahmedabad City	Owned
Kathwada Facility	Plot No. 551, Kathwada, Ahmedabad	Lease agreement valid from December 31, 2003 up to December 30, 2102
Nandesari Facility	Plot No. 1 & 2, Nandesari GIDC, Vadodara, Gujarat	Owned*
Nandesari Effluent Treatment Facility	Plot No. 15 & 16, Nandesari GIDC, Vadodara, Gujarat	Owned*
Samba Facility	Industrial Growth Centre, Samba, Small Industries Development Corporations, Jammu & Kashmir.	Lease agreement valid from December 2, 2002 up to December 1, 2092

**The underlying land for the facility is held on a long term lease agreement with Gujarat Industrial Development Corporation ("GIDC").*

Insurance

Our business is subject to various risks inherent in the agrochemicals manufacturing industry. Accordingly, we have obtained group term policy, industrial all risk policy for our manufacturing facilities and our registered and corporate office, public liability insurance, directors and officers liability insurance, marine cargo open policy, business credit shield policy, fire and allied perils cover and burglary and housebreaking cover, group health insurance, insurance policy for all types of stocks at our manufacturing facilities and godowns, employee life and disability insurance policy, money insurance policy, private car package policy, commercial vehicle package policy, contractors plant and machinery policy, group mediclaim policy, group personal accident policy, trade credit policy, and export multi-buyer exposure policy. Our insurance coverage includes, *inter-alia*, our manufacturing facilities, godowns, workers and our Directors.

Corporate Social Responsibility

Our Corporate Social Responsibility ("**CSR**") initiatives are aligned with the requirements under the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014.

We strive to meet our commitment towards the community by committing our resources and energies to social development.

We have contributed ₹8.30 million, ₹16.08 million, ₹14.85 million and ₹12.40 million and designated trust has spent ₹8.06 million, ₹16.34 million, ₹14.72 million and ₹17.60 million towards our CSR expenditure in the six months ended September 30, 2024 and Fiscal 2024, 2023 and 2022, respectively.

Our CSR activities are implemented through a related party trust, Sadguru Shree Vallabhacharya Charitable Trust, and the programs are committed to the overall welfare and development of society. The key areas of focus of our CSR activities are education aid, food distribution, medical aid, old age homes, financial aid for feeding animals and appropriate donation/ sponsorship to community/ social / charitable institution of repute engaged in activities in line with our CSR Policy.

Awards and Accreditations

For details of our awards and accreditations, please see "*History and Certain Corporate Matters – Key awards, accreditations certifications, and recognitions received by our Company*" on page 273.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key laws, guidelines and regulations in India which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter is based on the current provisions of statutes, bills, regulations, notifications, memorandums, circulars and policies which are subject to amendments, changes and/or modifications. Such information has been obtained from sources available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to prospective investors. Further, they are neither designed nor intended to be a substitute for professional legal advice. For details of the government approvals obtained by our Company, see "Government and Other Approvals" on page 434.

Laws in relation to our Business

Indian Boilers Act, 1923 (the "Boilers Act") and Indian Boiler Regulations, 1950 (the "Boilers Regulations")

The Boilers Act intends to regulate inter alia, the manufacture, possession and use of steam boilers. Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use, by the Inspector so appointed by the relevant State Government. In the event of the use of boilers in non-compliance with the Boilers Act, a fine may be imposed on the owner of such boiler and in certain cases, imprisonment as well. The Boilers Regulations provide for inter alia, requirements with respect to material, construction, safety and testing of boilers.

The Electricity Act, 2003 (the "Electricity Act")

The Electricity Act, 2003 (the "Electricity Act") is the central legislation which covers, amongst others, generation, transmission, distribution, trading and use of electricity. The Electricity Act lays down the measures for the development of the electricity industry and power system. These include promoting competition, protecting interests of consumers and the supply of electricity to all areas, rationalization of electricity tariffs, ensuring transparent policies regarding subsidies, promotion of efficient and environmentally friendly policies, the constitution of the Central Electricity Authority and regulatory commissions and the establishment of an appellate tribunal. The Central Electricity Authority's functions include, inter alia, (a) specifying technical standards for construction of electrical plants, electric lines and connectivity to the grid; (b) specifying grid standards for operation and maintenance of transmission lines; (c) advising the Central Government on matters relating to the National Electricity Policy; and (d) advising the appropriate government and commission on all technical matters relating to the generation, transmission and distribution of electricity. The Electricity Act also provides for a Central Electricity Regulatory Commission ("CERC") and a State Electricity Regulatory Commission ("SERC") for each state. Among other functions, the CERC is responsible for: (a) regulating of interstate transmission of electricity; (b) determining of tariff for inter-state transmission of electricity; (c) issuing of licenses to function as a transmission licensee with respect to inter-state operations; and (d) specifying and enforcing standards with respect to the quality, continuity and reliability of service by a licensee. SERCs perform similar such functions at the state level.

Under the Electricity Act, the appropriate commission also oversees promotion of co-generation and generation of electricity from renewable sources of energy. The SERCs under the Electricity Act are also required to promote co-generation and generation of electricity from renewable sources of energy by providing suitable measures for connectivity with the grid and sale of electricity to any person, and also specify, for purchase of electricity from such sources, a percentage of the total consumption of electricity in the area of a distribution license. Pursuant to the powers granted under the Electricity Act, various regulations and guidelines have been framed by the CERC for determination of tariff, which include, among others, the Central Electricity Regulatory Commission (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2017 for determination of tariff for renewable power producers.

The Electricity (Amendment) Bill, 2022 (the "Bill") was introduced in the Lok Sabha in August 2022. The Bill proposes radical changes in the power distribution sector, by enabling competition, strengthening payment security and providing more powers to regulatory commissions. Further, the Bill provides for minimum tariff ceilings to avoid predatory pricing by power distribution companies as well as a maximum price to protect consumers.

Electricity Rules, 2005 (the "Electricity Rules")

The Electricity Rules, 2005, as amended, were framed under the Electricity Act and provide the requirements in respect of captive generating plants and generating stations. The authorities constituted under the Rules may give appropriate directions for maintaining the availability of the transmission system of a transmission licensee.

The Explosives Act, 1884 (the "Explosives Act") and the Explosives Rules, 2008 (the "Explosive Rules")

The Explosives Act, 1884 is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. Under the Explosives Act, "explosive" means inter alia any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with this act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use sale, transport, import and export of explosives, or any specified class of explosives. Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosive Rules, 2008 in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

The Fertilizer (Inorganic, Organic or Mixed) (Control) Order, 1985 (the "Fertilizer Order")

In exercise of the powers conferred on the Government of India by Section 3 of the EC Act, the Government of India notified the Fertilizer Order. As per the Fertilizer Order, no person shall sell or carry on the business of selling fertilizer without obtaining prior permission of the State Government. The State Government has the power to issue license for trading in fertilizers for a period of three years, which may be renewed, suspended or cancelled at its discretion. Further, the State Government also has the power to issue a certificate of manufacture, without which, no person can carry on the business of manufacture of fertilizers. The Fertilizer Order also prescribes certain standards that are required to be followed during the manufacture of fertilizers. No person can manufacture, import or sell any mixture of fertilizers unless such mixture conforms to the standards laid down by the Government of India vide the Fertilizer Order. Further, the Government of India has the power to regulate prices, and to direct manufacturers/importers to sell fertilizers to particular States, in order to ensure fair and equitable access to farmers across India.

The Insecticides Act, 1968 (the "Insecticides Act") and the Insecticides Rules, 1971

The Insecticides Act, as amended, regulates the (i) registration; (ii) licensing; and (iii) quality-control of insecticides.

Registration: The definition of insecticides includes fungicides and weedicides. Any person who desires to import or manufacture any insecticide is required to apply to the registration committee under the Insecticides Act, for the registration of such insecticide. The functions of the registration committee include registering insecticides after scrutinizing their formulae and verifying claims made by the importer or the manufacturer, as the case may be, as regards their efficacy and safety to human beings and animals. The registration is granted by a central authority and is effective throughout India.

Licensing: Any person who desires to manufacture or sell, stock or exhibit for sale or distribute any insecticide, or to undertake commercial pest control operations with the use of any insecticide may make an application to the licensing officer for the grant of a license under the Insecticides Act. Our Company is required to obtain a separate license for each place in which we manufacture, sell or stock for sale our products. The license granted may be revoked or suspended or amended, inter alia, for misrepresentation of an essential fact and failure to comply with the conditions subject to which the license was granted.

Quality control: If the use of an insecticide or a batch thereof is likely to lead to such risk to human beings or animals as to render it expedient or necessary to take immediate action, the Central Government or the State Government may prohibit its sale, distribution or use, by notification, for a specified period pending investigation in the matter. If, as a result of its own investigation or on receipt of a report from the State Government, and after consultation with the registration committee, the Central Government is satisfied that the use of the said insecticide or batch is or is not likely to cause any such risk, it may pass such order as it deems fit.

The Insecticides Act makes it punishable to import, manufacture, sell, stock and exhibit for sale or distribution any misbranded insecticides. An insecticide is deemed to be misbranded if: (i) its label contains any statement, design or graphic representation relating thereto which is false or misleading in any material particular, or if its package is otherwise deceptive in respect of its contents; or (ii) it is an imitation of, or is sold under the name of, another insecticide, or (iii) its label does not contain a warning or caution which may be necessary and sufficient, if complied with, to prevent risk to human beings or animals; or (iv) any word, statement or other information required by or under the Insecticides Act to appear on the label is not displayed thereon in such conspicuous manner as the other words, statements, designs or graphic matter have been displayed on the label and in such terms as to render it likely to be read and understood by any ordinary individual under customary conditions of purchase and use; or (v) it is not packed or labelled as required by or under the Insecticides Act; or (vi) it is not registered in the manner required by or under the Insecticides Act; or (vii) the label contains any reference to registration other than the registration number; or (viii) the insecticide has a toxicity which is higher than the level prescribed or is mixed or packed with any substance so as to alter its nature or quality or contains any substance which is not included in the registration.

Penalties: Contravention of the Insecticides Act is punishable with imprisonment or fine or both, with enhanced punishment for repeat offences. Similarly, a person may be imprisoned for a period of six months to three years depending upon the nature of the offence. Further, the prescribed officer under the Insecticides Act has the power to stop the distribution, sale or use of an insecticide for a specified period which he has reason to believe is being distributed, sold or used in contravention of the insecticides All. Additionally, if any person is convicted under the Insecticides Act, the stock of insecticide in respect of which the contravention has been made is liable to be confiscated.

The Pesticides (Prohibition) Order, 2018 provides a list of 18 pesticides that no person shall manufacture, import, formulate, transport or sell from the date specified in the order. We are also required to comply with the guidelines issued by the Central Insecticides Board and Registration Committee ("**CIBRC**") and the Insecticides Rules, 1971. The functions of the CIBRC include to advise the Central Government and State Governments on technical matters such as the risk to human beings or animals involved in the use of insecticides and the safety measures necessary to prevent such risk and the manufacture, sale, storage, transport and distribution of insecticides with a view to ensure safety to human beings or animals and to carry out other functions assigned to it by or under the Insecticides Act.

The Pesticides (Prohibition) Order, 2023, prohibits use, sale and distribution of certain insecticides mentioned in the Schedule and cancels all certificates of registration granted under section 9 of the Insecticides Act. Further, it omits several crops from label and leaflets in respect of several insecticides.

The Pesticides Management Bill, 2020 (the "Pesticides Management Bill")

The Pesticides Management Bill was introduced in the Rajya Sabha on March 23, 2020 and is currently pending approval. It seeks to replace the Insecticides Act, 1968. It seeks to regulate the import, manufacture, storage, sale, distribution, use and disposal of pesticides with a view to ensure availability of safe and effective pesticides and minimize its risk on human beings, animals, living organisms other than pests and the environment.

It defines a pest as species, strain or biotype of plant, animal or pathogenic agent that is unwanted or injurious to plants, plant products, human beings, animals, other living creatures and the environment and includes vectors of parasites or pathogens of human and animal diseases and vermin as defined in the Wild Life (Protection Act, 1972. A pesticide is defined as any substance or mixture of substances, including a formulation of chemical or biological origin intended for preventing, destroying, attracting, repelling, mitigating or controlling any pest in agriculture, industry, pest control operations, public health, storage or for ordinary use, and includes any substance intended for use as a plant growth regulator, defoliant, desiccant, fruit thinning agent, or sprouting inhibitor and any substance applied to crops either before or after harvest to protect them from deterioration during storage and transport.

The Pesticides Management Bill provides that any person seeking to import or manufacture any pesticides for ordinary use, agricultural use, etc. shall have to make an application to the registration committee for a certificate of registration. Further, anyone desiring to manufacture, distribute, sell or stock pesticides would have to obtain a license for the same. Such a license can be revoked by the Licensing Officer if the holder contravenes any provisions of the Pesticides Management Bill or rules made thereunder. State Governments may also appoint qualified persons for sale of extremely toxic or highly toxic pesticides by prescription. Under the Pesticides Management Bill, manufacturing, importing, distributing, selling, exhibiting for sale, transporting, stocking a pesticide, or undertaking pest control operations, without a license is punishable with imprisonment of up to three years, or a fine of not less than Rs. 1.00 lakhs and extending up to Rs. 4.00 lakhs, or both.

It also contemplates the constitution of the Central Pesticides Board to advise the Central and state governments on scientific and technical matters arising under the Pesticides Management Bill. It also proposes for the Central Pesticides Board to advise the Central government in making-or formulating (i) criteria for good manufacturing practices for pesticide manufacturers, standards to be observed by laboratories, and best practices for pest control operators, (ii) standards for working conditions and training of workers, and (iii) procedure for recall and disposal of pesticides. The Board will also frame model protocols to deal with occurrences of poisoning.

Fertilizer (Movement Control) Order, 1973 (the "FM Order")

In exercise of the powers conferred on the Government of India by Section 3 of the EC Act, the Government of India notified the FM Order. It prohibits the export of any fertilizer from any state. However, the export of fertilizers is permitted with the authorisation of the Government of India or an officer of the relevant state government, as the case may be. The FM Order also prescribes conditions for the search and seizure of fertilizers. The Fertilizer (Inorganic, Organic or Mixed) (Control) Amendment Order, 2023, which came into effect on March 1, 2023, inserts clause 28B & 28C which deal with appointment of officer to keep samples in custody and utilization of samples drawn by the Inspector respectively . Further, the Fertilizer (Inorganic, Organic or Mixed) (Control) Second Amendment Order, 2023 makes additional entries into Schedule 1 Part A of the Insecticides Act. The Fertilizer (Inorganic, Organic or Mixed) (Control) Seventh Amendment Order, 2023 inserted clause 28C which deals with composition and minimum qualification of the Inspection team and 28D which deals with its powers. The Fertilizer (Inorganic, Organic or Mixed) (Control) Tenth Amendment Order, 2023 makes additions to Schedule I Part A and Schedule II of the Insecticides Act.

The Petroleum Act, 1934 (the "Petroleum Act") and Petroleum Rules, 2002

The Petroleum Act was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Petroleum may be any liquid, hydrocarbon, or mixture of hydrocarbons, and inflammable mixture (liquid, viscous or solid containing any hydrocarbon, and includes natural gas and refinery gas.

Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum, of such class and in such quantities, otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

The Narcotics Drugs and Psychotropic Substances Act, 1985 ("NDPS Act")

The NDPS Act controls and regulates certain operations relating to narcotic drugs and psychotropic substances, such as the cultivation, production, manufacture, possession, sale, purchase, transportation, warehousing, consumption, inter-state movement, import into India and transshipment of narcotic drugs and psychotropic substances, except for medical and scientific purposes and in the manner set out therein. The NDPS Act empowers the Central Government to take measures in respect of such drugs, including ensuring the availability of narcotic drugs and psychotropic substances for medical and scientific use. It also regulates controlled substances which can be used in the manufacturing of narcotic drugs and psychotropic substances. Offences under the NDPS Act, or violations of the provisions of the NDPS Act, are punishable by either imprisonment or monetary fines or both.

The Essential Commodities Act, 1955 ("EC Act")

The EC Act provides for the regulation and control of production, supply, distribution and pricing of commodities which are declared as essential, for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices. Under Section 3 of the EC Act, if the Government of India, in the interest of maintaining or increasing supplies of any essential commodity or for securing their equitable distribution and availability at fair prices, it may, by order, provide for regulating or prohibiting the production, supply and distribution thereof and trade and commerce therein. Such orders may provide for, among other things, controlling the price at which essential commodities are sold, requiring any person producing an essential commodity to sell the whole or a part of the produce and so on. Violation of the terms of these orders are punishable under Section 7 of the EC Act. Further, the Schedule of the EC Act provides for a list of essential commodities, including but not limited to drugs, fertilizers (whether inorganic, organic or mixed, foodstuffs and petroleum. Under Section 2A of the EC Act, the Government of India may add or remove any commodity from the Schedule.

Industrial (Development and Regulation) Act, 1951, as amended ("I(D&R) Act")

The I(D&R) Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The I(D&R) Act is administered by the Ministry of Commerce and Industry through the Department of Industrial Policy and Promotion ("DIPP"). The main objectives of the I(D&R) Act is to empower the Government to take necessary steps for the development of industries; to regulate the pattern and direction of industrial development; and to control the activities, performance and results of industrial undertakings in the public interest. The DIPP is responsible for the formulation and implementation of promotional and developmental measures for growth of the industrial sector.

Legal Metrology Act, 2009 ("Legal Metrology Act") and the Legal Metrology (Packaged Commodities) Rules, 2011 (the "LM Rules")

The Legal Metrology Act establishes and enforces standards of weights and measures, and regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The Legal Metrology Act prohibits quoting prices or charges, issuing or exhibiting any price list, invoice, cash memo or other document, publishing any advertisement, or indicating the net quantity of a pre-packaged commodity, otherwise than in accordance with the standard units of weight, measure or numeration. Manufacturers are required to maintain records and registers, and make declarations on pre-packaged commodities, in the manner prescribed under the Legal Metrology Act. The Legal Metrology (Packaged Commodities) Rules, 2011, were introduced under the Legal Metrology Act, and prescribe requirements as to the pre-packing of any commodity for sale, distribution or delivery.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and the rules made thereunder

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act also includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

***The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022* (“ *Advertisement Guidelines*”)**

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply inter alia to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines law down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of inter alia a manufacturer and provide inter alia that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organisation making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

The Public Liability Insurance Act, 1991 (“PLI Act”) and Public Liability Insurance Rules, 1991 (“PLI Rules”)

The primary objective of the PLI Act is to provide public liability insurance for the purpose of providing immediate relief to the persons affected by an accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. The PLI Act imposes a duty on the owner to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances. Hazardous substances have to be taken the meaning as provided under the Environment Protection Act, 1986, and the list has been further enumerated by the government by way of a notification. The penalty for contravention of the provisions of the PLI Act includes imprisonment or fine or both. Further, the PLI Rules mandate that the owner contributes towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

Fiscal Regulations

Foreign Exchange Management Act, 1999 (the “FEMA”)

Foreign investment in India is primarily governed by the provisions of FEMA. Pursuant to FEMA, the GoI and the RBI have promulgated various regulations, rules, circulars and press notes in connection with various aspects of foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 (“**FEMA Rules**”) to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment (“**FDI**”) under the “automatic route” within the specified sectoral caps. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. As per the Consolidated FDI Policy, FDI in companies engaged in manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

Foreign Trade (Development and Regulation) Act, 1992 (“FTDRA”), the Foreign Trade (Regulation) Rules, 1993 (“FTRR”) and the Foreign Trade Policy 2023 (“Foreign Trade Policy”)

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer- exporter Code Number (“**IEC**”) granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions.

The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license.

The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes.

Taxation Laws

The Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), relevant state's Goods and Services Act, 2017 (SGST), Union Territory Goods and Services Act, 2017 (UTGST), Integrated Goods and Services Act, 2017 (IGST), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (Income Tax Act) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and "Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Customs Act, 1962 ("Customs Act")

The Customs Act empowers the Central Government to prohibit the export or import of goods for reasons including the maintenance of public order, the maintenance of the security of India, the prevention of smuggling and the prevention of shortage of goods. The Customs Act also governs the detection of illegally imported goods, the detection of illegal export of goods, the valuation of imported and exported goods, the determination of rate of duty and tariff, and the refund of export or import duties in certain cases. The Customs Act prescribes the imposition of penalties or the confiscation of goods in specified circumstances, including the improper export of goods, and empowers any authorised officer of customs to arrest any person who has committed a punishable offence under the Customs Act.

Environmental Laws

Environment (Protection) Act, 1986 ("EPA") and the Environment Protection Rules, 1986 ("EP Rules")

The EPA provides for the protection and improvement of the environment. The EPA empowers the Central Government to take all such measures as it deems necessary or expedient for the purpose of protecting and improving the quality of the environment and preventing, controlling and abating environmental pollution. The EPA prohibits any person carrying on any industry, operation or process from discharging, emitting or permitting to be discharged or emitted any environmental pollutant in excess of prescribed standards. Further, it requires persons handling hazardous substances to do so in accordance with such procedure, and in compliance with such safeguards, as may be prescribed.

The EP Rules prescribe the standards for emission or discharge of environmental pollutants from industries, operations or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of the wholesomeness of water, and envisions the establishment of a central pollution control board and state pollution control boards for this purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the prior consent of the concerned state pollution control board. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act to, inter alia, decriminalize certain offences, increased penalties for violationof the provisions of the Water Act in the range of ₹ 10,000 to ₹ 1,500,000.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. The Air Act requires any person establishing or operating any industrial plant in an air pollution control area to obtain previous consent from the concerned state pollution control board. Further, it prohibits any person operating any industrial plant in an air pollution control area from causing or permitting to be discharged the emission of any air pollutant in excess of prescribed standards.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules pertain to the management, import, export, treatment, storage and disposal of hazardous and other wastes. The Hazardous Wastes Rules impose on occupiers the responsibility to manage hazardous and other wastes in a safe and environmentally sound manner. Authorisation must be obtained from the concerned state pollution control board by occupiers of any facility undertaking activities including the handling, generation, collection, storage, transport, use, transfer or disposal of hazardous and other wastes.

Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")

The Noise Pollution Rules were enacted to regulate and control noise producing and generating sources with the objective of maintaining of ambient air quality standards in respect of noise. Pursuant to the Noise Pollution Rules, different areas / zones shall be classified into industrial, commercial, residential or silence areas/zones, with each area having a permitted ambient air quality standard in respect of noise. The Noise Pollution Rules provide for penalties in case the noise levels in any area / zone exceed the permitted standards.

Bio-Medical Waste Management Rules, 2016 (the "BMW Rules")

The BMW Rules have been made under the EP Act and is applicable to all persons who generate, collect, receive, store, transport, treat, dispose or handle bio-medical waste in any form. The BMW Rules mandate every occupier of an institution generating bio-medical waste to take all necessary steps to ensure that such waste is handled without any adverse effect to human health and environment and inter alia to make a provision within the premises for a safe, ventilated and secured location for storage of segregated bio-medical waste, pre-treat laboratory waste and provide training to workers involved in handling bio-medical waste. The BMW Rules further require every occupier or operator handling bio-medical waste to apply to the prescribed authority for grant of authorization and submit an annual report to the prescribed authority and also to maintain records related to the generation, collection, receipt, storage, transportation, treatment, disposal, or any form of handling of biomedical waste in accordance with the BMW Rules and the guidelines issued thereunder. Section 15 of the EP Act provides that whoever fails to comply with or contravenes any of the provisions of this Act, or the rules made or orders or directions issued thereunder, would be punishable with fine or imprisonment or both.

The Plastic Waste Management Rules, 2016 (the "Plastic Rules")

The Plastic Rules give thrust on plastic waste minimisation, source segregation, recycling, involving waste pickers, recyclers and waste processors in collection of plastic waste fraction either from households or any other source of its generation or intermediate material recovery facility and adopt polluter's pay principle for the sustainability of the waste management system.

The manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and multi-layered packaging, shall be, inter alia, subject to the following conditions like: carry bags and plastic packaging shall either be in natural shade which is without any added pigments or made using only those pigments and colourants which are in conformity with Indian Standard: IS 9833:1981, sachets using plastic material shall not be used for storing, packing or selling gutkha, tobacco and pan masala, etc.

The E-waste Management Rules, 2016 (the "E-waste Rules")

E-waste means electrical and electronic equipment, whole or in part discarded as waste by the consumer or bulk consumer as well as rejects from manufacturing, refurbishment and repair processes. The E- waste Rules provide for different responsibilities of the manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment listed in Schedule I of the E-waste Rules. The State Government is also responsible for earmarking or allocation of industrial space or shed for e-waste dismantling and recycling in the existing and upcoming industrial park, estate and industrial clusters.

The Chemical Accidents (Emergency Planning, Preparedness, and Response) Rules, 1996 (the "Chemical Accident Rules")

The Chemical Accidents Rules formulated pursuant to the provisions of the EP Act, seek to manage the occurrence of chemical accidents, by inter alia, setting up a central crisis group and a crisis alert system. The functions of the central crisis group inter alia include, (i) conducting post-accident analysis of major chemical accidents; (ii) rendering infrastructural help in the event of a chemical accident; and (iii) review district off site emergency plans.

Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("MSIHC Rules")

The MSIHC Rules regulate the usage and manufacture of, and dealings in, hazardous chemicals. Any occupier in control of an industrial activity involving the specified hazardous substance is required to identify major accident hazards, and take adequate steps to prevent such accidents and limit their consequences to persons and the environment, and provide persons working on site with training and equipment to ensure their safety. Further, occupiers are required to prepare safety reports on the industrial activities specified under the MSIHC Rules and submit such reports to the concerned authorities prior to undertaking such industrial activities. The MSIHC Rules additionally require that any person importing hazardous chemicals into India is required to provide information including the quantity of chemical being imported and product safety information to the concerned authorities prior to such import.

Labour Related Legislations

The Factories Act, 1948, as amended (the "Factories Act"), defines a "factory" to cover any premises where 10 or more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on with the aid of power, or where 20 more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on without the aid of power. The state governments are empowered to make rules requiring the registration or licensing of factories or any class of factories. The Factories Act requires the occupier of the factory to ensure, as far as is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory. The occupier is required to ensure: (i) that the plants and systems of work at the factory are safe and without risks to health; (ii) safety and absence of risks to health in connection with the use, handling, storage and transport of articles and substances; (iii) the provision of such information, instruction, training and supervision as are necessary to ensure the health and safety of all workers at work, and; (iv) the maintenance of safe working conditions and working environment. The occupier and manager of a factory may be punished with imprisonment or fine for contravention of the provisions of the Factories Act.

In addition, the employment of workers, depending on the nature of the activity, is currently regulated by a wide variety of generally applicable labour legislations, including the Industrial Disputes Act, 1947, the Contract Labour (Regulation and Abolition) Act, 1970, Industrial Employment (Standing Orders) Act, 1946, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employee's Compensation Act, 1923, the Trade Unions Act, 1926, the Payment of Bonus Act, 1965, the Equal Remuneration Act, 1976, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Child Labour (Protection Regulation) Act, 1986, Child and Adolescent Labour (Prohibition and Regulation) Rules, 1988, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Apprentices Act, 1961.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- Code on Wages, 2019, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.

- Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

- Code on Social Security, 2020, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the employees' state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

- Occupational Safety, Health and Working Conditions Code, 2020, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It proposes to subsume various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

The Gujarat Shops and Establishment Act, 2019

The Gujarat Shops and Establishment Act, 2019 is based on the legislation of the Model Shops and Establishments Act, 2016. The applicability of the Act been reduced to establishments employing 10 or more workers and shops/establishments engaging less than 10 workers must provide an online intimation. The Act also outlines various requirements, such as enhancing overtime pay for workers, opening and closing hours of establishments, increasing charges for penalties in cases of non-compliance, facilitating provisions for the welfare of women, leaves and holidays.

Intellectual Property Laws

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the registration and better protection of trade marks for goods and services and for the prevention of the use of fraudulent marks. The registration of a trade mark under the Trade Marks Act confers on the proprietor the exclusive right to the use of the trade mark, and the right to obtain relief in respect of infringement of the trade mark. The registration of a trade mark shall be for a period of ten years, but may be renewed from time to time as prescribed under the Trade Marks Act. The Trade Marks Act also prescribes penalties for the falsification or false application of trade marks.

Patents Act, 1970 ("Patents Act")

The Patents Act entitles persons claiming to be the true and first investor of any invention to file an application for a patent with the patent office. A patent granted under the Patents Act confers upon the patentee rights including the exclusive right to prevent third parties from the act of making, selling, using, offering for sale, selling or importing the patented product or using the patented process, as the case may be, without the patentee's consent. The term of a patent under the Patents Act is twenty years from the date of filing an application for the patent. Further, any patent granted for a product is subject to the condition that the import of the product by the government for its own use or distribution will not amount to infringement of the patent.

Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, relevant central and state tax laws, including the Income Tax Act, 1961, the Income Tax Rules, 1962, and the relevant goods and services tax legislations, the Competition Act, 2002, the Consumer Protection Act, 2019, the Information Technology Act, 2000, foreign exchange and investment laws, foreign trade laws, and other applicable statutes promulgated by the relevant Central and State Governments.

The Sales Promotion Employees (Conditions of Service) Act, 1976 (the "Sales Promotion Act")

The Sales Promotion Act regulates certain conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides, inter alia, conditions of appointment and leave of sales promotion employees and maintenance of registers and other documents of such employees.

The Bureau of Indian Standards Act, 2016 (the "BIS Act")

The BIS Act provides for the establishment of bureau for the standardization, marking and quality certification of goods Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere: (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (e) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as "*Gujarat Superphosphate Industries Private Limited*" as a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 12, 1985 issued by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**"). The name of the Company was thereafter changed to *"GSP Crop Science Private Limited*" and a fresh certificate of incorporation dated September 19, 2003 was issued by the RoC.

The name of the Company was thereafter changed to "*GSP Crop Science Limited*" upon conversion to a public limited company pursuant to a Board resolution dated September 26, 2024, a special resolution passed in the extraordinary general meeting of the Shareholders held on October 7, 2024, and consequently a fresh certificate of incorporation dated November 6, 2024, was issued by the RoC to reflect the change in name.

Changes in Registered Office

The following table sets forth the details of the change in registered office of the Company since its date of incorporation:

Date of Board resolution	Details of change in address of our registered office	Reason for change
October 14, 2002	Change in the registered office of the Company from 1st Floor, Amar Chambers, Relief Road, Ahmedabad, 380 002 to 404, Lalita Complex, 352/3, Rasala Road, Between Mithakhali Six Roads & Jain Temple, Navrangpura, Ahmedabad, 380 009, Gujarat	For operational convenience
December 11, 2018	Change in the registered office from 404, Lalita Complex, 352/3, Rasala Road, Between Mithakhali Six Roads & Jain Temple, Navrangpura, Ahmedabad, 380 009 to 403, Lalita Complex, 352/3 Rasala Road, Near Jain Temple, Navrangpura, Ahmedabad, 380 009, Gujarat.	For operational convenience
May 29, 2024	Change in registered office of the Company from 403, Lalita Complex, 352/3 Rasala Road, Near Jain Temple, Navrangpura, Ahmedabad, Gujarat, 380 009 to 404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad, 380 009, Gujarat.	For operational convenience

The Registered and Corporate Office of our Company is currently situated at 404, Lalita Complex, Rasala Road, Mithakhali Six Road, Navrangpura, Ahmedabad, 380 009, Gujarat, India.

Main Objects of our Company

The main objects of our Company contained in its Memorandum of Association are as disclosed below:

1) *To manufacture, buy, sell, refine, manipulate, import, export or otherwise deal in all kinds of fertilizers such as Nitrogen, phosphate, potash, chemical and synthetic, manure mixtures and plant growth regulators and agricultural chemicals.*

2) *To carry on the business as manufactures, dealers, importers, exporters, stockists distributors and otherwise deal in all types of Pesticides, Insecticide, Herbicides, Acricides.*

3) *To carry on the business as manufactures, dealers, stockists, distributors, exporters and importers of raw materials, intermediates and finished products in the field of pesticides, insecticides disinfectants, rodenticides, fungicides, weedicides.*

4) *To carry on the business of manufacturers, dealers, Stockist, Packaging, distributors, exporters and importers of all types of fertilizers, growth promoting chemicals, organic and / or inorganic chemicals, industrial chemicals, petro chemicals, detergent acid, reagents and fine chemicals, plasticisers, solvents house hold products and all kinds of Acid and all related other Agri products for Household / Industrial Purpose including but not limited to Mulch film, Mosquito Repellant, Agri thread, Agri Wire, Crop Support Net, Crop Cover.*

5) *To manufacture, import, export, buy, sell, assemble, fabricate, repair, renovate and otherwise, deals in all kinds of agricultural implements, pumps, spray machineries and their components, spare parts, auxiliaries and accessories.*

6) *To manufacture, buy, sell, export, import of raw materials intermediates and finished products in the field of all types of cattle feed and other products incidental thereto.*

7) *To manufacture, generate, transmit, distribute, produce, install, commission, operate, pay, import, buy, sell, supply, distribute, accumulate, store, convert, purchase, sell (including captive power generation and consumption through its own plants) or otherwise deal in all energy production and conversion activities in all its forms including but not*

restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also effective and efficient utilization of conventional energy forms like coal, oil, gas, electricity and all equipments that may be associated with such energy related activities for a group of industrial and other consumers and supply power to the participants either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements and for that purpose acquire, establish, contract, lay-down, promote, erect, build, install, commission carry out and establish any other facility or property required for the purpose of captive consumption/ commercial uses.

8) To promote, establish, manufacture, develop, process, distribute, preserve, research, market, import, export, produce, Buy, Sell and deal in all types of Bio Pesticides, Bio Fungicides, Bio Fertilizers, all types of Crop Nutrients, Plant Growth hormones, herbal products, Farm Equipment's Seeds and all necessary Agricultural inputs.

The objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association

The amendments to the Memorandum of Association of our Company in the 10 years immediately preceding the date of this Draft Red Herring Prospectus are as detailed below.

Date of Shareholders' Resolution/ Effective Date	Nature of Amendment
June 27, 2024	Clause V of the MoA was amended to reflect sub-division in authorized capital from ₹ 500,000,000 divided into 5,000,000 Equity Shares of ₹100 each to ₹ 500,000,000 divided into 50,000,000 Equity Shares of ₹ 10 each
July 11, 2024	Clause III of the MoA was amended to modify the main object clause by replacing/ substituting Clause III (a) (4) to "*To carry on the business of manufacturers, dealers, stockist, Packaging, distributors, exporters and importers of all types of fertilizers, growth promoting chemicals, organic and/ or inorganic chemicals, industrial chemicals, petro chemicals, detergent acid, reagents and fine chemicals, plasticisers, solvents house hold products and all kinds of Acid and all related other Agri products for Household / industrial Purpose including but not limited to Mulch film, Mosquito Repellant, Agri thread, Agri Wire, Crop Support Net, Crop Cover*" and to insert the following clauses in the main object clause "*7. To manufacture, generate, transmit, distribute, produce, install, commission, operate, pay, import, buy, sell, supply, distribute, accumulate, store, convert, purchase, sell (including captive power generation and consumption through its own plants) or otherwise deal in all energy production and conversion activities in all its forms including but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, h),del energy, tidal and wave energy as also effective and efficient utilization of conventional energy forms like coal, oil, gas, electricity and all equipment that may be associated with such energy related activities for a group of industrial and there consumers and supply power to the participants either directly or through the transmission lines of the State Electricity Boards or other authorities by entering; into appropriate arrangements and for that purpose acquire, establish, contract, lay-down, promote, erect, build, install, commission carry out and establish any other facility or property required for the purpose of captive consumption/ commercial uses.* *8) To promote, establish, manufacture, develop, process, distribute, preserve, research, market, import, export, produce, Buy, Sell and deal in all types of Bio Pesticides Bio Fungicides, Bio Fertilizers, all types of Crop Nutrients, Plant Growth hormones, herbal products, all types of Seeds and all necessary Agricultural inputs*."
October 7, 2024	Clause I of the MoA was amended to reflect the change in our Company's name from "GSP Crop Science Private Limited" to "GSP Crop Science Limited".

Major events and milestones of our Company

The table below sets forth some of the major events in our history:

Calendar Year	Major events and milestones
1985	Incorporation of our Company
1993	Our Company initiated the manufacturing of Technicals at Odhav Facility
2005	Our Company diversified its business by commencing manufacturing of Formulation at Kathwada Facility
2009	Our Company expanded its Technicals manufacturing capabilities by commencing operations at Technicals manufacturing plant at Nandesari Facility
2011	Our Company became the first indigenous manufacturer of Diafenthiuron Technical in India
2015	Our Company undertook the expansion of its Nandesari Facility
2017	Our Company established a formulation manufacturing facility at Samba (Jammu & Kashmir) through its subsidiary, Rajdhani Petrochemicals Private Limited
2022	Commissioned formulation research and development pilot plant at Kathwada Facility
2023	Acquired subsidiary in Brazil to cater to Latin American markets
2024	Setting up of intermediate manufacturing plant at Saykha (Dahej, Gujarat) through our Subsidiary, GSP Intermediates Private Limited

Key awards, accreditations, certifications and recognitions received by our Company

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Calendar Year	Award/Accreditation/Certification/Recognition
2010	First export award presented by CHEMEXCIL for excellence in exports
2011	First award presented by CHEMEXCIL for chemical panel – small scale sector
2012	Second award presented by CHEMEXCIL for chemicals panel
2013	First award presented by CHEMEXCIL for chemicals panel
2013	Gold award presented by CHEMEXCIL for excellence in exports
2014	Gold award presented by CHEMEXCIL for chemicals panel – small scale sector
2016	Certificate of merit presented by CHEMEXCIL for outstanding export performance in chemicals panel – small scale sector
2017	Gold award presented by CHEMEXCIL for basic inorganic and organic chemicals including agro chemical panel SSM & merchant exporter sector
2017	Fast 50 India's most promising brand presented by World Consulting and Research Corporation
2018	Trishul award 2017-2018 presented by CHEMEXCIL for basic chemicals organic and inorganic chemicals including agro chemicals – SSM & merchant exporter sector
2022	HR leadership award presented by Silver Feather Awards
2024	Outstanding innovation: crop solutions runner up presented by PMFAIL-SML Annual Acchem Awards for agchem industry and related chemicals
2024	Appreciation award by Agro Input Welfare Association, Gujarat for Agro Input Business Conference & Exhibition – 2024 "Mahasamelan" in Gujarat
2024	The Gujarat State best employer brand awards 2024 presented by Cadila Pharmaceuticals Limited

Other Details Regarding our Company

Significant financial and/or strategic partnerships

Our Company does not have any significant financial and strategic partners as of the date of this Draft Red Herring Prospectus.

Defaults or rescheduling of borrowings from financial institutions or banks

No payment defaults or rescheduling have occurred in relation to outstanding borrowings availed by our Company from any financial institutions or banks as on the date of this Draft Red Herring Prospectus.

Time and cost overruns

Except for in the ordinary course of business, there have been no time and cost over-runs in respect of our business operations.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation to the extent applicable, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 237 and 384, respectively.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years

Except as disclosed below, Our Company has not made any divestments of any material business or undertaking, not made any material acquisition and has not undertaken any material mergers, amalgamation or revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus:

Acquisition of GSP Agroquimica Do Brasil LTDA

Name of the acquirer	Our Company
Name of the acquiree	GSP Agroquimica Do Brasil LTDA
Relationship of the Promoters or Directors with Flavio Yujo Hirata (Seller)	Nil
Effective date of transaction	September 22, 2023

Summarised information about valuation	The valuation report dated August 31, 2023 from Adish D. Jani & Associates, has certified the fair market value of the transfer to be Brazilian Real (R$) 1 per share i.e. the nominal value of GSP Agroquimica Do Brasil LTDA, since it has not commenced any commercial business operations yet and has not started any business.

Divestment in Sulphur Crop Care Private Limited

Name of the seller	Our Company, Bhavesh Vrajmohan Shah, and Kenal Vrajmohan Shah
Names of the acquirers	Amit Jayantilal Shah, Hardil Amit Shah, Kushal Amit Shah and Shilpa Amit Shah (the "**Buyers**")
Relationship of the Promoters or Directors with the acquirers	Nil
Effective date of transaction	February 5, 2021
Summarised information about valuation	Our Company sold 4,48,350 shares at ₹42.25 per share, inclusive of a premium, amounting to a consideration of ₹18,942,787.50. Bhavesh Vrajmohan Shah and Kenal Vrajmohan Shah have also sold 19,325 shares respectively to the Buyers. Our Company thereafter obtained a valuation certificate dated February 15, 2021 from Adish D. Jani & Associates, for certifying the fair market value of the proposed transfer to be ₹ 26.10 per share.

Acquisition of Rajdhani Petrochemicals Private Limited

Our Company entered into an amended deed of partnership dated February 21, 2017 with Anil Kumar Gupta, Rajinder Kumar Gupta and Sumeet Kumar Gupta ("**Exiting Partners**") and Kenal Vrajmohan Shah ("**Nominee Partner**", together with our Company, the "**Continuing Partners**"), pursuant to which our Company and the Nominee Partner paid a consideration of ₹ 61.00 million to the Exiting Partners to resign from the existing partnership entity, M/s. Rajdhani Petrochemicals (the "**Partnership Entity**", and such deed, the "**Partnership Deed**"). Pursuant to the Partnership Deed, the Exiting Partners resigned as the partners, and our Company and the Nominee Partner continued as the partners of the Partnership Entity. Thereafter, the Partnership Entity was converted into a private limited company under the name of Rajdhani Petrochemicals Private Limited, and the Continuing Partners subscribed to the memorandum of association pursuant to which it became our wholly owned subsidiary. Our Promoters and Directors are not related to the Exiting Partners in any manner. For brief details in relation to Rajdhani Petrochemicals Private Limited, please see "*Our Subsidiaries, Associates and Joint Ventures – Indian Subsidiaries – Rajdhani Petrochemicals Private Limited*" on page 286.

Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus, except as stated below, there are no agreements entered into by and between our Company and Shareholders of our Company or any inter-se Shareholders with regard to rights and obligations in connection with the securities of our Company:

Shareholders Agreement dated February 26, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively, the "Erstwhile Promoters"), our Company and Ashokkumar M Kosti (the "Investor"), (the "Ashokkumar SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Ashokkumar SHA, the Investor agreed to buy 500 equity shares of face value of ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹ 1,200 per equity share. The Ashokkumar SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Ashokkumar SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Ashokkumar SHA.

Shareholders Agreement dated March 12, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Dhairya G. Shah (the "Investor), (the "Dhairya SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Dhairya SHA, the Investor agreed to buy 300 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.36 million at ₹1,200 per equity share. The Dhairya SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Dhairya SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Dhairya SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company, and Shilaben Dipakkumar Patel and Dipakkumar Mafatbhai Patel (the "Investors"), (the "Shilaben SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Shilaben Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Dipakkumar Mafatbhai Patel

Pursuant to the Shilaben SHA, the Investors agreed to buy 1,200 and 300 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Shilaben SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Shilaben SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024 with Shilaben Patel and Mafatbhai Patel, respectively, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Shilaben SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Hitesh Hasmukhlal Shah (the "Investor"), (the "Hitesh SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Hitesh SHA, the Investor agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Hitesh SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Hitesh SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Hitesh SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company, and Jagdish Arvind Kalolia & Sonal Jagdishbhai Kalolia (the "Investors"), (the "Jagdish SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Jagdish Arvind Kalolia and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Sonal Jagdishbhai Kalolia

Pursuant to the Jagdish SHA, the Investors agreed to buy 1,250 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹3.00 million at ₹1,200 per equity share. The Jagdish SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Jagdish SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, with Jagdish Arvind Kalolia and Sonal Jagdishbhai Kalolia, respectively, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Jagdish SHA.

Shareholders Agreement dated March 1, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Jayesh Rajnikant Shah and Jignaben Jayeshbhai Shah (the "Investors")(the "Jayesh SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Jayesh Rajnikant Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jignaben Jayeshbhai Shah

Pursuant to the Jayesh SHA, the Investors agreed to buy 500 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Jayesh SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Jayesh SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024 with Jayesh Rajnikant Shah and Jignaben Jayeshbhai Shah, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Jayesh SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company, and Jayesh Harjibhai Visavadia (the "Investor"), (the "Visavadia SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Visavadia SHA, the Investor agreed to buy 1,500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Visavadia SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Visavadia SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Visavadia SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Jenis Jayprakash Thakkar (the "Investor"), (the "Jenis SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Jenis SHA, the Investor agreed to buy 1,500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Jenis SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Jenis SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Jenis SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben

Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Mamtaben Tarunkumar Shah and Tarunkumar Hasmukhlal Shah (the "Investors"), (the "Mamtaben SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Mamtaben Tarankumar Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Tarunkumar Hasmukhlal Shah

Pursuant to the Mamtaben SHA, the Investor agreed to buy 700 and 300 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Mamtaben SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Mamtaben SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024 with Mamtaben Tarankumar Shah and Tarunkumar Hasmukhlal Shah, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Mamtaben SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Mrunal Arvindbhai Sanghvi jointly with Raina Mrunal Sanghvi (the "Investors"), (the "Mrunal SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investors ("Parties")

Pursuant to the Mrunal SHA, the Investors agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Mrunal SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Mrunal SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Mrunal SHA.

Shareholders Agreement dated February 26, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Mukesh Maganbhai Patel (the "Investor"), (the "Mukesh SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Mukesh SHA, the Investor agreed to buy 500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹1,200 per equity share. The Mukesh SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Mukesh SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Mukesh SHA.

Shareholders Agreement dated March 1, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Nikhil C. Shah (the "Investor"), (the "Nikhil SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Nikhil SHA, the Investor agreed to buy 1,500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Nikhil SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Nikhil SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Nikhil SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Nileshbhai Nautambhai Jani (the "Investor"), (the "Nileshbhai SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Nileshbhai SHA, the Investor agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Nileshbhai SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Nileshbhai SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Nileshbhai SHA.

Shareholders Agreement dated March 12, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Nita Dhiren Kothary (the "Investor"), (the "Nita SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Nita SHA, the Investor agreed to buy 3,100 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹3.72 million at ₹1,200 per equity share. The Nita SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Nita SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Nita SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Patel Pankaj S (the "Investor"), (the "Patel SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Patel SHA, the Investor agreed to buy 1,500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Patel SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Patel SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Patel SHA.

Shareholders Agreement dated March 12, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Rajesh Dhirajlal Gondaliya (the "Investor"), (the "Rajesh SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Rajesh SHA, the Investor agreed to buy 500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹1,200 per equity share. The Rajesh SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Rajesh SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Rajesh SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Rajubhai Vinodrai Shah (the "Investor"), (the "Rajubhai SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Rajubhai SHA, the Investor agreed to buy 500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹1,200 per equity share. The Rajubhai SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Rajubhai SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Rajubhai SHA.

Shareholders Agreement dated February 24, 2021, entered into among (ii) Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Hetal Rakesh Shah and Rakeshkumar Vinodchandra Shah (the "Investors"), (the "Hetal SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Hetal Rakesh Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rakeshkumar Vinodchandra Shah

Pursuant to the Hetal SHA, the Investors agreed to buy 2,500 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹6.00 million at ₹1,200 per equity share. The Hetal SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Hetal SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024 with Hetal Rakesh Shah and Rakeshkumar Vinodchandra Shah, respectively, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Hetal SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Rakeshkumar Vinodchandra Shah (the "Investor"), (the "Rakeshkumar SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Rakeshkumar SHA, the Investor agreed to buy 100 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.12 million at ₹1,200 per equity share. The Rakeshkumar SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Rakeshkumar SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Rakeshkumar SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Anik Anantkumar Shah (the "Investor"), (the "Anik SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Anik SHA, the Investor agreed to buy 500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹1,200 per equity share. The Anik SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Anik SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Anik SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Shalin Bipin Patel (the "Investor"), (the "Shalin SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Shalin SHA, the Investor agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Shalin SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Shalin SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Shalin SHA.

Shareholders Agreement dated February 26, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Shital Avinash Mane (the "Investor"), (the "Shital SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Shital SHA, the Investor agreed to buy 500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹0.60 million at ₹1,200 per equity share. The Shital SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Shital SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Shital SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Shyam Mehulkumar Pandya (the "Investor"), (the "Pandya SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Pandya SHA, the Investor agreed to buy 1,500 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Pandya SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Pandya SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Shital SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Rajendra Govind Landge and Swati Rajendra Landge (the "Investors"), (the "Rajendra SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Rajendra Govind Landge and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Swati Rajendra Landge

Pursuant to the Rajendra SHA, the Investors agreed to buy 300 and 1,200 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Rajendra SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Rajendra SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, with Rajendra Govind Landge and Swati Rajendra Landge, respectively, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Rajendra SHA.

Shareholders Agreement dated February 26, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company and Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel and Manishaben Urvishkumar Patel (the "Investors"), (the "Urvish SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah ("Parties") and Urvish Bhadreshkumar Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Kushal Urvishbhai Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Manishaben Urvishkumar Patel

Pursuant to the Urvish SHA, the Investors agreed to buy 500 equity shares each of face value ₹ 100 each of our Company at an aggregate price of ₹1.80 million at ₹1,200 per equity share. The Urvish SHA imposes certain restrictions on the transfer of equity shares held by the Investors in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Urvish SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investors.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024 with Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel and Manishaben Urvishkumar Patel, respectively, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Urvish SHA.

Shareholders Agreement dated February 24, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben

Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company, and Varshaben Bipinkumar Patel (the "Investor"), (the "Varshaben SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Varshaben SHA, the Investor agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Varshaben SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Varshaben SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Varshaben SHA.

Shareholders Agreement dated February 25, 2021, entered into among Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (collectively the "Erstwhile Promoters"), our Company, and Vipul Hasmukhlal Shah (the "Investor"), (the "Vipul SHA") read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Investor ("Parties")

Pursuant to the Vipul SHA, the Investor agreed to buy 1,000 equity shares of face value ₹ 100 each of our Company at an aggregate price of ₹1.20 million at ₹1,200 per equity share. The Vipul SHA imposes certain restrictions on the transfer of equity shares held by the Investor in our Company and such transfer is subject to a prior written consent of the Erstwhile Promoters. The Vipul SHA also provides certain rights and obligations including the right of first offer and drag along rights to the Erstwhile Promoters on the equity shares held by the Investor.

In order to facilitate the proposed Offer, in accordance with applicable laws, the Parties entered into an amendment agreement dated November 12, 2024, recording certain amendments and waivers with respect to certain special rights such as the right of first offer and drag along rights available to the Erstwhile Promoters under the Vipul SHA.

Agreement for Transfer of Rights dated December 4, 2024 entered into among our Company and Kenal Vrajmohan Shah and Alkesh M. Patel ("Transferors", and together with our Company, the "Parties") (the "Transfer of Rights Agreement")

The Transferors had agreed to subscribe to the initial share capital of an entity, namely, GSP Uruguay S. A. ("**Target**"), as representatives of our Company, for the purpose of expanding export business of our Company and for the ease in the process of incorporation. Our Company thereafter intends to purchase from the Transferors the right to purchase the initial share capital of the Target, for which the Parties have entered into the Transfer of Rights Agreement. Pursuant to the Transfer of Rights Agreement, the Transferors will transfer their ownership rights in the Target to our Company at a maximum consideration of 2,50,000 Uruguayan Peso.

Patent License agreement dated November 20, 2024 entered into among our Company (the "Licensee") and Rajdhani Petrochemicals Private Limited (the "Licensor") (the "Patent License Agreement")

Pursuant to the Patent License Agreement, the Licensor has granted exclusive license to the Licensee in relation to certain registered patents obtained by the Licensor from October 1, 2024, until the expiration of the registered patents for a consideration of ₹ 1. The Licensee has the right to make, usem import, offer to sell and sell the products for which the patents have been granted.

Trademark License agreement dated November 20, 2024 entered into among our Company (the "Licensee") and BPI Chemtex Private Limited (the "Licensor") (the "Trademark License Agreement")

Pursuant to the Trademark License Agreement, the Licensor has granted exclusive license to the Licensee in relation to certain registered trademarks obtained by the Licensor from October 1, 2024, until the expiration of the registered trademarks for a consideration of ₹ 1. The Licensee has the right to make, use, offer to sell and sell the products for which the trademarks have been granted.

Agreements with Key Managerial Personnel, Senior Management, Directors, Promoters, or any other employee

There are no agreements entered into by our Promoters, Key Managerial Personnel or Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

We confirm there are no other inter-se agreements, arrangements and clauses or covenants which our Company is a party to, in relation to securities of our Company, which are material, adverse or pre-judicial to the interest of the minority/ public shareholders or which may have a bearing on the investment decision.

Other agreements

Except as disclosed above, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners or financial partners, which is not in the ordinary course of business carried on by our Company, or which needs to be disclosed or non-disclosure of which may have bearing on any investment decision in the Offer.

We confirm that there are no other inter-se agreements between our Company, Shareholders, Promoters, shareholders' agreements or other agreements of a like nature, in relation to the securities of our Company, comprising material clauses / covenants that are required to be disclosed in this Draft Red Herring Prospectus or containing clauses / covenants that are adverse / prejudicial to the interest of public shareholders.

Other than as disclosed in "*Capital Structure – Build-up of Promoters' equity shareholding in our Company*" on page 101 and "*Capital Structure – Details of secondary transactions of Equity Shares*," on page 106, we have not entered into any agreements in relation to the primary and secondary transactions of securities.

Guarantees given by the Promoters participating in the Offer for Sale

Except as stated below, as on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale to third parties:

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Name of Promoter	Name of the Lender	Type of Facility	Sanction Amount as on September 30, 2024 (in ₹ million)	Security	Reason	Consideration
Bhavesh Vrajmohan Shah	SBI Consortium (comprising of State Bank of India, Axis Bank Limited, HDFC Bank Limited, IDFC First Bank Limited, Bajaj Finance Limited, and IndusInd Bank)	Working Capital Loan	3,580.00	These Working Capital loans are secured/to be secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The said Working Capital loans are also secured/to be secured by second pari-passu charge over the entire property, plant and equipment of the Company located at plot no. 2, GIDC, Nandesari, Dist. Baroda.	Personal guarantee in respect of the facilities availed.	Nil
	Citi Bank N.A.	Working Capital Loan	400.00	These Working Capital loans are secured/to be secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The said Working Capital loans are also secured/to be secured by second pari-passu charge over the entire property, plant and equipment of the Company located at plot no. 2, GIDC, Nandesari, Dist. Baroda.	Personal guarantee in respect of the facilities availed.	Nil
	Citi Bank N.A.	Term Loan - Capex Reimbursement	300.00	The loan is to be secured by first pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. And The loan is to be secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company except	Personal guarantee in respect of the facilities availed.	Nil

Name of Promoter	Name of the Lender	Type of Facility	Sanction Amount as on September 30, 2024 (in ₹ million)	Security	Reason	Consideration
				property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda.		
	TATA Capital Financial Services Limited	Term Loan	310.00	The loan is to be secured by first pari-passu charge on Industrial Plot No. C-93 to C-99, C-103 to C-109, Saykha Industrial Estate, Saykha, Vagra, Bharuch.	Personal guarantee in respect of the facilities availed.	Nil
	Shinhan Bank	Working Capital Loan	200.00	Unsecured loan	Personal guarantee in respect of the facilities availed.	Nil
	Aditya Birla Finance Limited	Term Loan - Capex	500.00	The loan is secured/to be secured by first pari-passu charge on entire current and fixed assets of the GSP Intermediate Private Limited (Subsidiary).	Personal guarantee in respect of the facilities availed.	Nil
	State Bank of India	Working Term Capital Loan	174.00	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil
	State Bank of India	Working Term Capital Loan	88.80	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil
	HDFC Bank	Working Term Capital Loan	55.90	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil

The guarantees set out above have been issued as security in connection with the facilities availed by our Company. Pursuant to the terms of the guarantees, the obligations of our Promoter Selling Shareholder include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount, together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is repaid in full by the respective borrower. Any default or failure by our Company or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholder. No consideration has been paid or is payable to our Promoter Selling Shareholders for providing these guarantees. The borrowings of our Company, are typically secured by immovable property, movable fixed assets and current assets.

OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has three Subsidiaries, the details of which are below.

Indian Subsidiaries

1. GSP Intermediates Private Limited;

2. Rajdhani Petrochemicals Private Limited; and

Foreign Subsidiaries

1. GSP Agroquimica Do Brasil LTDA

Set out below are the details of our Subsidiaries.

Indian Subsidiaries

1. GSP Intermediates Private Limited

Corporate Information

GSP Intermediates Private Limited was incorporated as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated August 18, 2022, issued by the Registrar of Companies, Gujarat at Ahmedabad. Its CIN is U24210GJ2022PTC134770, and its registered office is situated at 6 Lalita Complex, Rasala Road, Navrangpura,, Ahmedabad, 380009, Gujarat, India.

Nature of business

The entity is engaged in the business of, *inter alia*, manufacturing, dealing, importing, exporting, stocking, distributing, refining, trading in all types of fertilizers, agricultural chemicals, pesticides, insecticide, herbicides, acaricides, fungicides, and other ancillary products, as authorized under the objects clause of its memorandum of association.

Capital structure

Particulars	No. of equity shares of face value of ₹ 10 each
Authorized share capital of ₹ 150,000,000	15,000,000
Issued, subscribed and paid-up equity share capital of ₹ 150,000,000	15,000,000

Shareholding pattern

The shareholding pattern of GSP Intermediates Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of equity shares (of ₹ 10 each) held	Percentage of total capital (%)
GSP Crop Science Limited through its authorised representative Bhavesh Vrajmohan Shah	11,850,000	79.00
Rakeshkumar V. Shah	3,150,000	21.00
Total	15,000,000	100.00

2. Rajdhani Petrochemicals Private Limited

Corporate Information

Rajdhani Petrochemicals Private Limited was initially incorporated as a partnership entity under the name of "*M/s. Rajdhani Petrochemicals I.G.C Samba*" pursuant to a deed of partnership dated November 20, 2006. Subsequently, pursuant to an amended deed of partnership dated February 21, 2017, our Company became a partner and the name of the entity changed to "*M/s. Rajdhani Petrochemicals*". Thereafter, Rajdhani Petrochemicals Private Limited changed its constitution and was converted as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated December 23, 2020, issued by the Registrar of Companies, Gujarat at Ahmedabad. Its CIN is U24210GJ2020PTC119038, and its registered office is situated at 6 Lalita Complex, Rasala Road, Navrangpura, Ahmedabad, 380009, Gujarat, India.

Nature of business

The entity is engaged in the business of, *inter alia*, manufacturing, importing, exporting, wholesaling, retailing, and dealing in formulation of pesticides, insecticides, fungicides, rodenticides, weedicides, meticides and herbicides or otherwise deal in all kind of related products, as authorized under the objects clause of its memorandum of association, which it mainly sells to its our Company on principal-to-principal basis. Further, to produce the finished goods, the entity requires technical products, which it primarily acquires from us at arm's length prices, as our Company operates in the same industry.

Capital structure

Particulars	No. of equity shares of face value of ₹ 100 each
Authorized share capital of ₹ 1,000,000	10,000
Issued, subscribed and paid-up equity share capital of ₹ 1,000,000	10,000

Shareholding pattern

The shareholding pattern of Rajdhani Petrochemicals Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of equity shares (of ₹ 100 each) held	Percentage of total capital (%)
GSP Crop Science Limited	9,999	99.99
Bhavesh Vrajmohan Shah (as a nominee of our Company)	1	0.01
Total	10,000	100.00

Foreign Subsidiary

3. GSP Agroquimica Do Brasil LTDA

Corporate Information

GSP Agroquimica Do Brasil LTDA was incorporated as a limited liability company under the laws of Brazil, more particularly pursuant to the provision of paragraph of Article 1.052 of the Civil Code and in compliance with the Instruction Drei N 63, dated June 11, 2019, pursuant to a certificate of incorporation dated November 4, 2022, issued by the Federative Republic of Brazil. Its registered office is situated at Avenida Senador Tarso Dutra, nº 565, Sala 812, Torre Office, Bairro Petropolis, CEP: 90.690-140 in Porto Alegre – RS

Nature of business

The entity is engaged in the business of, *inter alia*, representation of pesticide, agrochemical and fertilizer companies and products; and the trade, import, export, and distribution of pesticides, agrochemical products, and fertilizers, with inventory held by third parties as authorized by our /charter documents, as applicable, as authorized under the objects clause of its memorandum of association.

Capital structure

Particulars	No. of equity shares of face value of R$1 each
Authorized share capital of R$ 2,500	2,500
Issued, subscribed and paid-up equity share capital of R$ 2,500	2,500

Shareholding pattern

The shareholding pattern of GSP Agroquimica Do Brasil LTDA as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of equity shares (of R$1 each) held	Percentage of total capital (%)
GSP Crop Science Limited	2,500	100.00
Total	2,500	100.00

Our Associates

As on the date of this Draft Red Herring Prospectus, our Company has no associates.

Joint Venture

As on the date of this Draft Red Herring Prospectus, our Company has no joint venture.

Common pursuits

GSP Agroquimica Do Brasil LTDA, GSP Intermediates Private Limited and Rajdhani Petrochemicals Private Limited has common pursuits with our Company and Group Companies since they are engaged in the business of agro-chemicals. However, there is no conflict of interest amongst our Subsidiaries and our Company. Our Company will adopt the necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiaries, which are not accounted for by our Company.

Business interest between our Company and our Subsidiaries

None of our Subsidiaries have any business interest in our Company other than as stated in *"Our Business"* and "*Restated Consolidated Financial Information - Related Party Transactions – Note 39*" on pages 237 and 370 respectively.

Other confirmations

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of our Subsidiaries been refused listing in the last ten years by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting.

As of the date of this Draft Red Herring Prospectus, our Board comprises of 8 Directors, of whom four are Executive Directors, and four are Independent Directors (including one woman Independent Director).

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Bhavesh Vrajmohan Shah ***Nationality:*** Indian ***DIN****:* 00094669 ***Designation***: Chairman and Managing Director ***Date of birth:*** June 10, 1971 ***Address:*** 35 Manikamal Society, Sal Hospital Road, near Surdhara Circle, Thaltej, Ahmedabad 380054, Gujarat, India ***Occupation*****:** Business ***Current term****:* For a period of three years effective from December 1, 2024 to November 30, 2027, liable to retire by rotation ***Period of directorship***: Since March 1, 1994	53	***Indian Companies:*** • Rajdhani Petrochemicals Private Limited • GSP Intermediates Private Limited ***Foreign Companies:*** • Nil
Shail Jayesh Shah ***Nationality:*** *Indian* **DIN**: 07543594 **Designation**: Whole-time Director and Chief Financial Officer **Date of birth**: March 16, 1988 **Address**: B-603 Aman, Ornet Park-3 Lane, behind Maple County-2, Shilaj, Ahmedabad 380059, Gujarat, India **Occupation**: Service **Current term**: For period of three years effective from December 1, 2024 to November 30, 2027, liable to retire by rotation **Period of directorship**: Since August 26, 2020	36	***Indian Companies:*** • Nil ***Foreign Companies:*** • Nil
Tirth Kenal Shah ***Nationality: Indian*** ***DIN****: 07598253* ***Designation***: Whole-time Director ***Date of birth****:* August 4, 1995 ***Address:*** 29/11 Manikamal Society, Near Surdhara Circle, Thaltej, Ahmedabad 380054, Gujarat, India	29	***Indian Companies:*** • Rajdhani Petrochemicals Private Limited ***Foreign Companies:*** • Nil

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Occupation*:** Business ***Current term**:* For a period of three years effective from December 1, 2024 to November 30, 2027, liable to retire by rotation ***Period of directorship: Since October 1, 2021		
Mehul Premkantbhai Pandya ***Nationality:*** Indian ***DIN**: 09618063* ***Designation***: Whole-time Director ***Date of birth**:* December 2, 1969 ***Address:*** B-2-803, Green Acres, Near Auda, Prahaladnagar, Ahmadabad City, Ahmedabad, Manekbag, Gujarat 380015 ***Occupation*:** Service ***Current term**:* For a period of three years effective from December 1, 2024 to November 30, 2027, liable to retire by rotation ***Period of directorship***: Since June 1, 2022	55	***Indian Companies:*** • Nil ***Foreign Companies:*** • Nil
Apurva Soham Mashruwala ***Nationality:*** Indian ***DIN**:* 10751746 ***Designation***: Independent Director ***Date of birth**:* October 24, 1991 ***Address:*** 11, Patidar Society, Panchwati, Ahmedabad City, Ahmedabad, Gujarat - 380006 ***Occupation*:** Practicing Professional – Chartered Accountant ***Current term**: :* For a term of five years from December 6, 2024 till December 5, 2029, not liable to retire by rotation ***Period of directorship***: Since December 6, 2024	33	***Indian Companies:*** • Nil ***Foreign Companies:*** • Nil
Ashish P Mehta ***Nationality:*** Indian ***DIN**:* 03619474 ***Designation***: Independent Director ***Date of birth**:* March 19, 1961 ***Address:*** 701, Cedar Tharwanis Rosewood Heights Plot No 270, Sector 10, Near HexBlox Kharghar, Panvel Raigarh, Maharashtra 410210 ***Occupation*:** Retired ***Current term**: :* For a term of five years from December 6, 2024 till December 5, 2029, not liable to retire by rotation	63	***Indian Companies:*** • Nil ***Foreign Companies:*** • Nil

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship of our Directors	Age (years)	Other directorships
Period of directorship: Since December 6, 2024		
Bharat Ramniklal Shah ***Nationality:*** Indian ***DIN****:* 00191638 ***Designation***: Independent Director ***Date of birth****:* January 28, 1959 ***Address:*** 101, Shyam Deep Appartment, Vasantnagar Soicety, Near Sardar Patel School, Bhairavnath Road, Ahmedabad City, Ahmedabad, Maninagar, Gujarat, 380008 ***Occupation*****:** Retired Government Personnel ***Current term****: :* For a term of five years from December 6, 2024 till December 5, 2029, not liable to retire by rotation ***Period of directorship***: Since December 6, 2024	65	***Indian Companies:*** • ABC Agrobiotechnology Private Limited ***Foreign Companies:*** • Nil
Nakul J Sharedalal ***Nationality:*** Indian ***DIN****:* 09033245 ***Designation***: Independent Director ***Date of birth****:* May 16, 1984 ***Address:*** N-10/11, Gulmohar Enclave 2, Telav - Kolat Road, Gujarat, Kolat, Ahmedabad, Gujarat, 382210 ***Occupation*****:** Practicing Advocate ***Current term****: :* For a term of five years from December 6, 2024 till December 5, 2029, not liable to retire by rotation ***Period of directorship***: Since December 6, 2024	40	***Indian Companies:*** • SGRT Radiation Therapy India Private Limited ***Foreign Companies:*** • Nil

Brief Profiles of our Directors

Bhavesh Vrajmohan Shah is the Promoter, Chairman and Managing Director of our Company. He holds a bachelor's degree in science from St. Xavier's College, Gujarat University. He is involved in handling domestic sales and marketing (B2B & B2C), product development and intellectual property rights. He is involved in the strategic decision-making processes of our Company. He has been associated with our Company since March 1, 1994. He has over 30 years of experience in the agro-chemical industry.

Shail Jayesh Shah is the Whole-Time Director designated as an Executive Director and Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from H.L Institute of Commerce, Gujarat University. He was admitted as an associate of the Institute of Chartered Accountants of India. He has passed the final examination for diploma in Information System Audit from Institute of Chartered Accountants of India. He was a founding partner of a chartered accountancy firm, M/s. Shail J. Shah and Associates. He has been associated with our Company since 2013 and is involved in handling accounting, finance & treasury, taxation, legal, secretarial and information technology at our Company. He has over 13 years of experience in the agro-chemical industry.

Tirth Kenal Shah is the Whole-Time Director of our Company. He holds a bachelor's degree in science from E.J. Ourso College of Business, Louisiana State University and Agricultural and Mechanical College and a master's degree in science from Fordham University, New York. He is involved in the strategic international business development of our Company. He has been associated with our Company since 2017. He has over five years of experience in agro-chemical industry.

Mehul Premkantbhai Pandya is the Whole-Time Director of our Company. He holds a bachelor's degree in mechanical engineering from Sardar Patel University, Vallabh Vidyanagar, Gujarat. He holds a diploma in international trade management from Narsee Monjee Institute of Management Studies, a diploma in management studies from Ahmedabad Management Association. He was previously associated with Sheth Consultants as a mechanical engineer, Industrial Engineering Services and Co. as an engineer, the Arvind Mills Limited as a graduate apprentice (trainee) and with Arvind Polycot Limited as an officer (engineer). He is involved in handling production, operations, safety, environment, and projects at our Company. He has been associated with our Company since 2022. He has over 27 years of experience in the engineering industry.

Apurva Soham Mashruwala is an Independent Director of our Company. She holds a bachelor's degree in law from I.M. Nanavati Law College, Gujarat University. She is a fellow member of the Institute of Chartered Accountants of India. She was previously associated with SR Batliboi & Associates LLP as a senior auditor and S R B C and Co. LLC as an assistant Manager. She is currently associated with Madhusudan C Mashruwala & Co. as an Audit Partner. She has been associated with our Company for since December 6, 2024. She has over 10 years of experience in the finance sector.

Ashish P Mehta is an Independent Director of our Company. He holds a bachelor's degree in commerce from St. Xavier's College, Calcutta University. He is an associate member of the Institute of Chartered Accountants of India. He was previously associated with Poddar Automobiles Limited where he was involved in finance, banking and taxation matters. He has over 34 years of experience out of which he was associated with Rallis India Limited since September 2002 and superannuated as Chief Financial Officer in June 2021. He has been associated with our Company since December 6, 2024 . He has over 19 years of experience in the agro-chemical industry.

Bharat Ramniklal Shah is an Independent Director of our Company. He holds a bachelor's degree in science (agriculture) from Faculty of Agriculture, Gujarat Agriculture University. He holds a master's degree in science (agriculture) and a PhD in agriculture entomology from Faculty of Agriculture, Gujarat Agriculture University. He was previously associated with the Directorate of Horticulture, Krushi Bhavan, Gandhinagar as the Director of Horticulture, Gujarat State Seed Corporation as managing director. He has been associated with our Company for since December 6, 2024. He has over 15 years of experience in education and agricultural industry.

Nakul J Sharedalal is an Independent Director of our Company. He holds a bachelor's degree in commerce from H.L. Institute of Commerce, Gujarat University and a bachelor's degree in law (general) and law (special) from L.A. Shah law college, Gujarat University. He holds a master's degree in law specialising in commercial and corporate law from Queen Mary and Westfield College, University of London and has received the honorary degree of Doctor of Advanced Studies (DAS) in international law from the University of Azteca. He was appointed as the Chairman for Intellectual Property Forum of PHDCCI Gujarat Chapter for the Presidential year October 2022 to September 2023. He is currently an honorary member of the Global Board of Advisors of world Peace and Diplomacy Organisation (WPDO). He is also associated with SGRT Radiation Therapy India Private Limited as a director. He has been associated with Nakul J Sharedalal Attorney and Advocate since 2008. He has been associated with our Company for since December 6, 2024. He has over 16 years of experience in the legal sector.

Confirmations

None of our Directors is or was a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company. None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Other than Bhavesh Vrajmohan Shah, who is the paternal uncle of Tirth Kenal Shah, none of our Directors are related to each other. None of our Directors are related to any of the Key Managerial Personnel and Senior Management of our Company.

No consideration, either in cash or shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

Other than the statutory benefits available to the Executive Directors, none of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, Section 180(1)(a) and Section 180(1)(c) of the Companies Act, our Shareholders have pursuant to a special resolution passed at their meeting dated December 7, 2024, authorised our Board with the borrowing power, to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business)) exceeds the aggregate of paid-up capital and free reserves and securities premium provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed ₹ 10,000.00 million.

Terms of Appointment of the Managing Director and Whole-Time Directors of our Company

Bhavesh Vrajmohan Shah

Pursuant to the resolution passed by our Board dated November 30, 2024 and by our Shareholders dated December 7, 2024 respectively, Bhavesh Vrajmohan Shah is entitled to a remuneration upto ₹ 2.50 million per month for from December 1, 2024 to November 30, 2025, upto ₹3.00 million per month from December 1, 2025 to November 30, 2026, and upto ₹ 4.00 million per month from December 1, 2026 till November 30, 2027 and other perquisites which include contribution to provident fund, superannuation fund and annuity fund, gratuity payable, encashment of leave at the end of the tenure, group personal accident insurance, group medi-claim, company car with driver for official duties, reimbursement of expenses, free furnished residential accommodation, reimbursement of any expenditure wholly and exclusively incurred for the business of the Company, any other perquisites as per our Company's policy applicable from time to time and other additional condition as prescribed by the Board and permissible by law with effect from December 1, 2024.

Shail Jayesh Shah

Pursuant to the resolutions passed by our Board dated November 30, 2024 and by our Shareholders dated December 7, 2024 respectively, Shail Jayesh Shah is entitled to a remuneration upto ₹ 15.00 million per annum for December 1, 2024 till November 30, 2025, upto ₹ 20.00 million per annum from December 1, 2025 till November 30, 2026 and upto ₹ 25.00 million per annum from December 1, 2026 till November 30, 2027 and other perquisites which include contribution to provident fund, superannuation fund and annuity fund, gratuity payable, encashment of leave at the end of the tenure, group personal accident insurance, group medi-claim, company car with driver for official duties, reimbursement of expenses, free furnished residential accommodation, reimbursement of any expenditure wholly and exclusively incurred for the business of the Company, any other perquisites as per our Company's policy applicable from time to time and other additional condition as prescribed by the Board and permissible by law with effect from December 1, 2024.

Tirth Kenal Shah

Pursuant to the resolutions passed by our Board dated November 30, 2024 and by our Shareholders dated December 7, 2024 respectively, Tirth Kenal Shah is entitled to a remuneration upto ₹ 2.25 million per month from December 1, 2024 till November 30, 2025, upto ₹ 2.75 million per month from December 1, 2025 till November 30, 2026 and upto ₹ 3.75 million per month from December 1, 2026 till November 30, 2027 and other perquisites which include contribution to provident fund, superannuation fund and annuity fund, gratuity payable, encashment of leave at the end of the tenure, group personal accident insurance, group medi-claim, company car with driver for official duties, reimbursement of expenses, free furnished residential accommodation, reimbursement of any expenditure wholly and exclusively incurred for the business of the Company, any other perquisites as per our Company's policy applicable from time to time and other additional condition as prescribed by the Board and permissible by law with effect from December 1, 2024.

Mehul Premkantbhai Pandya

Pursuant to the resolutions passed by our Board dated November 30, 2024 and by our Shareholders dated December 7, 2024 respectively, Mehul Premkantbhai Pandya is entitled to a remuneration upto₹ 15.00 million per annum for December 1, 2024 to November 30, 2025, upto ₹ 20.00 million per annum for December 1, 2025 till November 30, 2026 and upto ₹ 25.00 million per annum from December 1, 2026 till November 30, 2027 and other perquisites which include contribution to provident fund, superannuation fund and annuity fund, gratuity payable, encashment of leave at the end of the tenure, group personal accident insurance, group medi-claim, company car with driver for official duties, reimbursement of expenses, free furnished residential accommodation, any other perquisites as per our Company's policy applicable from time to time and other additional condition as prescribed by the Board and permissible by law with effect from December 1, 2024.

Our Company has paid the following remuneration to our Chairman and Managing Director and our Whole-Time Directors in Fiscal 2024:

S. No.	Name of Director	Total remuneration (in ₹ million)
1.	Bhavesh Vrajmohan Shah	25.97

S. No.	Name of Director	Total remuneration (in ₹ million)
2.	Shail Jayesh Shah	7.08
3.	Tirth Kenal Shah	5.93
4.	Mehul Premkantbhai Pandya	6.39

Terms of appointment of our Independent Directors

Our Independent Directors may be entitled to receive sitting fees, as determined by our Board from time to time, for attending meeting of our Board and committees of the Board thereof.

Pursuant to a Board resolution dated December 6, 2024, the Independent Directors are entitled to receive sitting fees of ₹ 0.04 million for attending each meeting of the Board, ₹ 0.04 million for attending each meeting of the Audit Committee of the Board of Directors and ₹ 0.02 million for attending each meeting of the other Committees of the Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

Our Independent Directors did not receive any remuneration in Fiscal 2024, as they were appointed in Fiscal 2025.

Remuneration paid or payable to our Directors by Subsidiaries

None of our directors have received or were entitled to receive any remuneration, sitting fees or commission from any of our Subsidiaries in the six months ended September 30, 2024 and for Fiscal 2024.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed in "*Capital Structure - Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters, members of our Promoter Group and Promoter Selling Shareholders*" on page 110, none of our Directors hold any Equity Shares in our Company.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees, the reimbursement of expenses payable to them, and commission as approved by our Board from time to time.

All Directors may be deemed to be interested to the extent of reimbursement of expenses payable to them, if any and the remuneration payable to such Directors as decided by the Board from time to time. Our Executive Directors are interested to the extent of remuneration, payable to them for services rendered as an officer or employee of our Company or our Subsidiaries. Our Independent Directors are interested to the extent of the sitting fees. Further, certain of our Directors are also on the board of some of our Subsidiaries and accordingly may be deemed to be interested to the extent of the sitting fees, commission and remuneration payable to them by such Subsidiaries.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, promoters, directors, proprietors, members or trustees, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares.

Except as disclosed in "*Restated Consolidated Financial Information - Related Party Transactions – Note 39*" on page 370, none of our Directors are deemed to be interested in any contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity.

Interest of Directors in the promotion or formation of our Company

Except Bhavesh Vrajmohan Shah and Tirth Kenal Shah, who are also the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, "*Our Promoter and Promoter Group*" on page 308.

Interest in land and property

Apart from our Director, Bhavesh Vrajmohan Shah, who has entered into leave and licence agreement dated April 3, 2024 with our Company for licence to use one of their properties in Mumbai, India for a licence fee of ₹ 0.25 million per month for a period of 11 months beginning from April 1, 2024, none of our Directors have any interest in any property acquired or proposed to be acquired of or by our Company.

Our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Business interest

Except in the ordinary course of business and as disclosed in "*Restated Consolidated Financial Information - Related Party Transactions – Note 39*" on page 370, our Directors do not have any other business interest in our Company.

Loans to Directors

Our Directors have not availed any loans from our Company.

Changes to our Board in the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/ cessation reappointment/resignation/ regularisation	Designation (at the time of appointment/ cessation reappointment/resignation/ regularisation)	Reason
Vrajmohan Ramanlal Shah	February 13, 2022	Director	Resignation due to death
Mehul Premkantbhai Pandya	June 1, 2022	Executive Director	Appointment as a Whole-Time Director
Shail Jayesh Shah	August 26, 2024	Whole-time Director	Appointment as Whole-time Director and designated and Chief Financial Officer
Apurva Soham Mashruwala	December 6, 2024	Independent Director	Appointment as an Independent Director
Ashish P Mehta	December 6, 2024	Independent Director	Appointment as an Independent Director
Bharat Ramniklal Shah	December 6, 2024	Independent Director	Appointment as an Independent Director
Nakul J Sharedalal	December 6, 2024	Independent Director	Appointment as an Independent Director

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof and formulation and adoption of policies. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders’ Relationship Committee;

(d) Corporate Social Responsibility Committee;

(e) Risk Management Committee;

(f) Management Committee; and

Audit Committee

The Audit Committee was constituted by the meeting of our Board held on December 6, 2024. The Audit Committee is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The members of the Audit Committee are:

Name of the Director	Position in the Committee	Designation
Ashish P Mehta	Chairman	Independent Director
Shail Jayesh Shah	Member	Whole-time Director
Apurva Soham Mashruwala	Member	Independent Director

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference: The terms of reference of the Audit Committee shall include the following:

The Audit Committee shall have powers, including the following:

1. Overseeing the Company’s financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of the Company;

3. Reviewing and monitoring the statutory auditor’s independence and performance, and effectiveness of audit process;

4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. To approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by the Company;

6. Formulating a policy on related party transactions, which shall include materiality of related party transactions

7. Examining and reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

   b. Changes, if any, in accounting policies and practices and reasons for the same;

   c. Major accounting entries involving estimates based on the exercise of judgment by management;

   d. Significant adjustments made in the financial statements arising out of audit findings;

   e. Compliance with listing and other legal requirements relating to financial statements;

   f. Disclosure of any related party transactions; and

   g. Modified opinion(s) in the draft audit report.

8. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

9. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

10. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed

    Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013*;

11. Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

12. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;

13. Scrutinising of inter-corporate loans and investments;

14. Valuation of undertakings or assets of the Company, wherever it is necessary;

15. Evaluating of internal financial controls and risk management systems;

16. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

17. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

18. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

19. Discussing with internal auditors on any significant findings and follow up thereon;

20. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

21. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

22. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

23. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

24. Reviewing the functioning of the whistle blower mechanism;

25. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;

26. Monitoring the end use of funds raised through public offers and related matters;

27. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

28. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority;

29. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law;

30. Approval of related party transactions to which the subsidiary(ies) of the Company is party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;

31. Formulating a policy on related party transactions, which shall include materiality of related party transactions;

32. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

33. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The powers of the Audit Committee shall include the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice;
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor; and
5. Statement of deviations in terms of the SEBI Listing Regulations:
    a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
    b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.;
6. Review the financial statements, in particular, the investments made by any unlisted subsidiary;

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by the meeting of our Board held on December 6, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The members of the Nomination and Remuneration Committee are:

Name of the Director	Position in the Committee	Designation
Ashish P Mehta	Chairman	Independent Director
Apurva Soham Mashruwala	Member	Independent Director
Nakul J Sharedalal	Member	Independent Director

Scope and terms of reference: The terms of reference of the Nomination and Remuneration Committee shall include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

   a. use the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates

3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director’s performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

8. Analysing, monitoring and reviewing various human resource and compensation matters of Directors/ KMP and SMP;

9. Determining the company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

10. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

12. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

13. Administering monitoring and formulating detailed terms and conditions the employee stock options scheme/ plan approved by the board and the members of the company in accordance with the terms of such scheme/ plan (“ESOP Scheme”), if any.

14. Construing and interpreting the ESOP Schemes and any agreements defining the rights and obligations of the company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Schemes.

15. Not performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

16. Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.

Stakeholders’ Relationship Committee

The Stakeholders’ Relationship Committee was constituted by the meeting of our Board held on December 6, 2024. The scope and function of the Stakeholders’ Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The members of the Stakeholders’ Relationship Committee are:

Name of the Director	Position in the Committee	Designation
Nakul J Sharedalal	Chairman	Independent Director
Tirth Kenal Shah	Member	Whole-time Director
Mehul Premkantbhai Pandya	Member	Whole-time Director

The terms of reference of the Stakeholders’ Relationship Committee are as follows:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

6. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

7. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

8. To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

10. Allotment and listing of shares;

11. To authorise affixation of common seal of the Company;

12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

14. Ensure proper and timely attendance and redressal of investor queries and grievances;

15. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and

16. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by our Board on July 26, 2014, pursuant to a resolution passed by our Boards on July 26, 2014 and re-constituted by the meeting of the Board held on December 6, 2024. The Corporate Social Responsibility Committee is in compliance with Section 135 of the Companies Act.

The members of the Corporate Social Responsibility Committee are:

Name of the Director	Position in the Committee	Designation
Bhavesh Vrajmohan Shah	Chairman	Chairman and Managing Director
Tirth Kenal Shah	Member	Whole-time Director
Bharat Ramniklal Shah	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;

2. formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects.

3. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. To recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy;

7. To monitor the CSR Policy and its implementation by the Company from time to time;

8. To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.

Risk Management Committee

The Risk Management Committee was constituted by the meeting of our Board held on December 6, 2024. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations.

The members of the Risk Management Committee are:

Name of the Director	Position in the Committee	Designation
Mehul Premkantbhai Pandya	Chairman	Whole-time Director
Shail Jayesh Shah	Member	Whole-time Director
Ashish P Mehta	Member	Independent Director

The terms of reference of the Risk Management Committee include the following:

(1) To formulate a detailed risk management policy which shall include:

a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

b. Measures for risk mitigation including systems and processes for internal control of identified risks.

c. Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

Management Committee

The Management Committee was constituted by the meeting of our Board held on November 30, 2024. The Management Committee is in compliance with Section 179 of the Companies Act.

The members of the Management Committee are:

Name of the Director	Position in the Committee	Designation
Bhavesh Vrajmohan Shah	Chairman	Chairman and Managing Director
Shail Jayesh Shah	Member	Whole-time Director and Chief Financial Officer
Tirth Kenal Shah	Member	Whole-time Director
Mehul Premkantbhai Pandya	Member	Whole-time Director

Scope and terms of reference: The terms of reference of the Management Committee shall include the following:

1. To open/ operate/ modify/ change/ alter/ close various bank accounts maintained or to be maintained including availment of net banking facilities and authority to change the Authorized Signatory for operation of Bank Accounts by the Company (including Dividend Account).

2. Authority to borrow monies and/or invest the funds of the company and/or grant loans or give guarantee or provide security in respect of loans under Section 179(3)(d) to (f) of the Companies Act, 2013 within the overall Limits sanctioned by the Board of Directors of the Company from time to time and complete all the relevant formalities in this regard and any change in the above limits of the Board will be automatically applicable to the Management Committee.

3. To give or cancel authority to any person/(s) for any legal matter for singing Vakalatnama, various papers/ documents, as may be required for any legal case;

4. To authorize to represent for all the Legal matters before hon'ble Supreme Court, High Court, District Courts, Judicial and Non-Judicial Bodies, Quasi-Judicial Court, Tribunal, NCLT and/or in any Court of Law from time to time and authorized to sign, execute and deliver all other documents and give such declarations and undertakings and to do all such other things, acts and deeds as may be required in respect of the legal matters by way of suits, appeals, applications, writ petitions, written statements, affidavits, agreement, rejoinder etc. on behalf of the Company.

5. To open Branch offices, and give authority to any persons to carry out legal formalities for such offices.

6. Issuance, modification and cancellation of Power of Attorney to carry out any business activities of the Company;

7. To give, amend, cancel authority to any person to deal with any Government, Semi-Government, Corporation or such other department including making application/ renewal/ cessation of license, permission or any other relevant correspondences etc. with Central Insecticides Board, State Governments etc.

8. Delegate authorities from time to time to its director/ employees/ authorized persons to implement the Committee's decisions.

9. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

10. To authorize that Common Seal of the Company may be affixed on any document/ instrument/ agreement whenever and wherever required in accordance with the Articles of Association of the Company, to the extent applicable.

11. To appoint/ change State wise Authorized Representatives, Responsible person of the Company as in-charge to the Company for the Conduct of Business of the Company u/s. 33 of Insecticides Act, 1968 for compliance with Section 33 of Insecticides Act, 1968 read with Insecticides Rules, 1971 and Clause 24 of fertilizer Control Order, 1985 for compliance with Clause 24 of Fertilizer Control Order, 1985 read with relevant rules and amendments thereunder and to complete relevant formalities in this regard.

12. Committee shall also do such other activities which are reasonable for the day-to-day affairs of the company.

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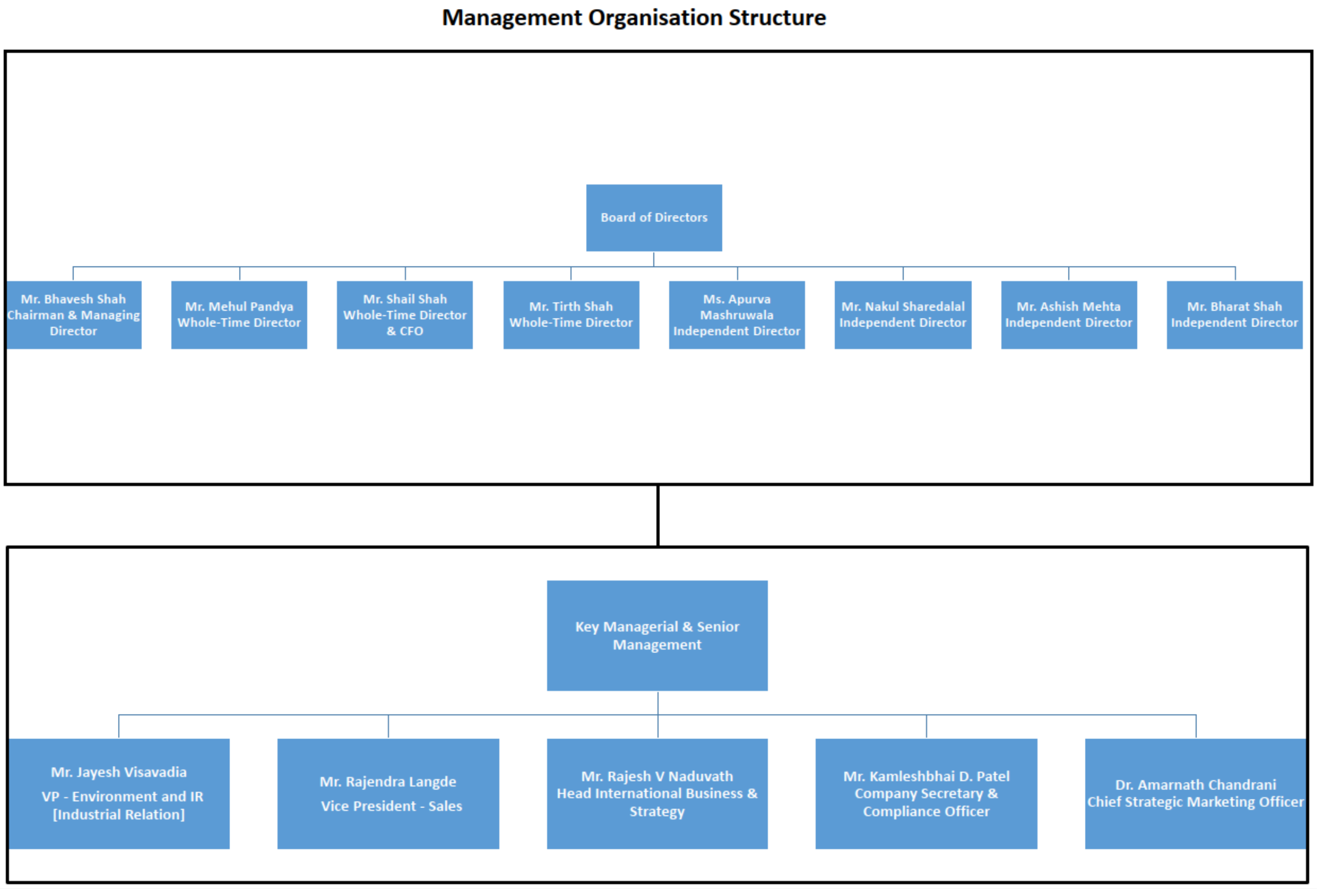
Management organization chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Shail Jayesh Shah and Mehul Premkantbhai Pandya, whose details have been provided under the paragraph '*Our Management – Brief profile of our Directors'* on page 291, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

Kamleshbhai D Patel is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in business administration from North Gujarat University and a bachelor's degree in law from Gujarat University. He is also a fellow member of the Institute of Company Secretaries of India. He was previously associated with I.R. Patel Law Associates involved in the secretarial and legal department, Elecon EPC Projects Limited as a company secretary, Meghmani Organics Limited as a manager – company affairs, Adani Enterprises Limited as an associate manager, secretarial, and Power Build Private Limited as a deputy general manager. He has been associated with our Company from May 22, 2023. He has over 21 years of experience in the legal and compliance sector. For Fiscal 2024, he was paid an aggregate compensation of ₹ 1.53 million.

Senior Management

Except for Shail Jayesh Shah, Chief Financial Officer and Kamleshbhai D Patel, Company Secretary and Compliance Officer who are also our Key Managerial Personnel and whose details are mentioned above, the details of our Senior Management as on the date of this Draft Red Herring Prospectus are as set forth below:

Rajendra Langade is the Vice President - Sales of our Company. He holds a bachelor's degree in science (agriculture) and a master's degree in science (agriculture) from Dr. Panjabrao Deshmukh Krishi Vidyapeeth. Prior to joining our Company, he was associated with Sumitomo Chemical India Private Limited as a zonal manager. He has been associated with our Company since March 3, 2015. He has over 16 years of experience in the agro-chemical industry. For Fiscal 2024, he was paid an aggregate compensation of ₹ 12.23 million.

Amar Nath Chandrani is the Chief Strategic Marketing Officer of our Company. He holds a bachelor's degree in science (agriculture), a master's degree in science (mycology and plant pathology) from Himachal Pradesh Krishi Vishva Vidyalaya, Palampur and a doctor of philosophy in mycology and plant pathology from Dr. Yashwant Singh Parmar University of Horticulture and Forestry. Prior to joining our Company, he was associated with Indofil Industries Limited as a senior vice president – strategic marketing. He has been associated with our Company since June 5, 2023. He has over 32 years of experience in the agro-chemical industry. For Fiscal 2024, he was paid an aggregate compensation of ₹ 10.01 million.

Jayesh H Visavadia is the Vice President-Environment and IR of our Company. He holds a bachelor's degree in science from Saurashtra University. Prior to joining our Company, he was associated with Garuda Cotex Shade Limited as an assistant engineer- environment and with Enviro Technology Limited as a junior chemist. He has been associated with our Company since October 15, 2004. He has over 23 years of experience in the agro-chemical industry. For Fiscal 2024, he was paid an aggregate compensation of ₹ 4.47 million.

Rajesh Valiya Naduvath is the Head International Business and Strategy of our Company. He holds a master's degree in science (agriculture) from Konkan Krishi Vidyapeeth. Prior to joining our Company, he was associated with Indofill Industries Limited and Sulphur Mills Limited as vice president – sales and marketing (IB). He has been associated with our Company since April 14, 2023. He has over 26 years of experience in the agro-chemical industry. For Fiscal 2024, he was paid an aggregate compensation of ₹ 12.82 million.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Relationship among Key Managerial Personnel and/or Senior Management

None of our Key Managerial Personnel or Senior Management are related to any of our Directors or other Key Managerial Personnel or Senior Management.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate

Shareholding of Key Managerial Personnel and Senior Management

Except as disclosed in "*Capital Structure - Details of the Shareholding of our Directors, our Key Managerial Personnel, our Senior Management, our Promoters, members of our Promoter Group and Promoter Selling Shareholders*" on page 110, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management are governed by the terms of their appointment letters/ employment contracts and have not entered into any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management. For further details, see "*-Terms of appointment of the Managing Director and Whole-Time Directors of our Company*" on page 293.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in "*Our Management – Interest of Directors*" on page 295, Our Key Managerial Personnel (other than our Directors) and our Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, some of our Key Managerial Personnel and our Senior Management are interested to the extent of Equity Shares held by them, their relatives or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding.

Changes in the Key Managerial Personnel or Senior Management in last three years

Other than as disclosed in "*Our Management – Changes to our board in last three years*" on page 295, the changes in our Key Managerial Personnel and our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name	Date of appointment/ resignation	Designation (at the time of appointment/ resignation)	Reason
Anjan Sheth	January 11, 2024	Company Secretary	Resignation due to realignment of existing structure of secretarial team of our Company
Kamleshbhai D Patel	January 11, 2024	Company Secretary	Appointment as Company Secretary of our Company
Shail Jayesh Shah	August 26, 2024	Executive Director – Finance and Chief Financial Officer	Appointment as Executive Director – Finance and Chief Financial Officer
Amar Nath Chandrani	June 5, 2023	Chief Strategic Marketing Officer	Appointment as Chief Strategic Marketing Officer
Rajesh Valiya Naduvath	April 14, 2023	Head International Business and Strategy	Appointment as Head International Business and Strategy

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment. For further details, see "- *Terms of appointment of the Managing Director and Whole-Time Directors of our Company*" on page 293.

Employee Stock Option

For details of the GSP Employee Stock Option Plan 2024 implemented by our Company, see "*Capital Structure – Employee Stock Option Plan*" beginning on page 111.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah (the "**Individual Promoters**"), Alpha Trust and Kappa Trust (the "**Promoter Trusts**" collectively with the Individual Promoters, the "**Promoters**") are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters cumulatively hold 35,304,900 Equity Shares, representing 90.48% of the paid-up Equity Share capital of our Company. For details, see "*Capital Structure – Details of Build-up, Contribution and Lock-in of Promoters' Shareholding and Lock-in of other Equity Shares*" on page 101.

Details of our Promoters are as follows:

Individual Promoters

<u>Bhavesh Vrajmohan Shah</u>

Bhavesh Vrajmohan Shah, aged 53 years, is a Promoter, and is also the Chairman and Managing Director of our Company. He is a resident of 35 Manikamal Society, Sal Hospital Road, Nr. Surdhara Circle, Thaltej, Ahmedabad City, Bodakdev, Ahmedabad, Gujarat, 380054. Bhavesh Vrajmohan Shah is also a director on the Board of our Subsidiaries, Rajdhani Petrochemicals Private Limited and GSP Intermediates Private Limited.

DIN: 00094669

Date of birth: June 10, 1971

Permanent account number: AFGPS4035N

For the complete profile of Bhavesh Vrajmohan Shah , along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, see "*Our Management – Board of Directors*" on page 289.

<u>Tirth Kenal Shah</u>

Tirth Kenal Shah, aged 29 years, is a Promoter, and is also the Whole-Time Director of our Company. He is a resident of 29/11 Manikamal Society, Near Surdhara Circle, Thaltej, Ahmedabad City, Bodakdev, Ahmedabad, Gujarat 380054. Tirth Kenal Shah is also a director on the Board of our Subsidiary, Rajdhani Petrochemicals Private Limited.

DIN: 07598253

Date of birth: August 4, 1995

Permanent account number: FCLPS8518D

For the complete profile of Tirth Kenal Shah, along with details of his educational qualifications, professional experience, position/posts held in the past and directorships held, see "*Our Management – Board of Directors*" on page 289.

Falguni Kenal Shah

	Falguni Kenal Shah, aged 53 years, is a Promoter of our Company. She is a resident of 29/11, Manikamal Society, Sal Hospital Road, Near Surdhara Circle, Thaltej, Ahmedabad City, Ahmedabad, Bodakdev, Gujarat 380054. She holds a bachelor of arts degree from the Gujarat University. She has no experience in the sector our Company operates in. ***Date of birth:*** November 21, 1971 ***Permanent account number***: AHZPS0899R

Vilasben Vrajmohan Shah

	Vilasben Vrajmohan Shah , aged 78 years, is a Promoter of our Company. She is a resident of 29/11/ Manikamal Society, Sal Hospital Road, Near Surdhara Circle, Thaltej, Ahmedabad City, Ahmedabad, Bodakdev, Gujarat 380054. She has passed the Secondary School Examination in 1946. She has no experience in the sector our Company operates in. .***Date of birth:*** May 22, 1946 ***Permanent account number***: AFGPS4065J

Our Company confirms that the permanent account numbers, bank account numbers, Aadhaar card numbers, driving license numbers and passport numbers of our Individual Promoters, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Promoter Trusts

Alpha Trust	Alpha Trust was formed pursuant to a trust deed dated September 2, 2021, which was subsequently amended on February 15, 2022, July 26, 2022, and March 2, 2023. The current trustees of Alpha Trust are Bhavesh Vrajmohan Shah, Vilasben Vrajmohan Shah and Falguni Kenal Shah. The registered office of Alpha Trust is located at 35, Manikamal Society, Part-II, Surdhara Circle, Thaltej, Ahmedabad-380054. The primary beneficiaries of the Alpha Trust are, Bhavesh Vrajmohan Shah, Kappa Trust and Beta Trust and the secondary beneficiaries of the Alpha Trust are Tirth Kenal Shah, Riddhi Kenal Shah, Pujan Bhavesh Shah, Vihangi Bhavesh Shah, Monakhos Trust, Stamford Trust, Shard Trust, and Athena Trust. The overall objective of Alpha Trust is for the benefit of the beneficiaries. The reasons for formation of the Alpha Trust were to (i) hold and manage the Trust Property in trust for the sole benefit of the Beneficiaries, (ii) provide for the benefit and welfare of the Beneficiaries and (iii) make distributions of income and/or capital that comprises the Trust Property received by the Trustee(s) in accordance with the provisions of this Deed and in order to provide for different needs and requirements of the Beneficiaries including but not limited to maintenance, education, housing, marriage, medical and other expenses and contingencies from time to time. The settlor of the trust is Vilasben Vrajmohan Shah. The permanent account number of Alpha Trust is AAITA8226E.
Kappa Trust	Kappa Trust was formed pursuant to a trust deed dated September 1, 2021, which was amended on October 18, 2024. The current trustee of Kappa Trust is Falguni Kenal Shah. The registered office of Kappa Trust is located at 29/11, Manikamal Society, Part-II, Surdhara Circle, Thaltej, Ahmedabad-380054. The primary beneficiaries of the Kappa Trust are Falguni Kenal Shah, Tirth Kenal Shah, Riddhi Kenal Shah, Monakhos Trust and Shard Trust. The overall objective of Kappa Trust is for the benefit of the beneficiaries. The reasons for formation of the Kappa Trust was to (i) hold and manage the Trust Property in trust for the sole benefit of

	the Beneficiaries, (ii) provide for the benefit and welfare of the Beneficiaries, (iii) make distributions of income and/or capital that comprises the Trust Property received by the Trustee(s) in accordance with the provisions of this Deed and in order to provide for different needs and requirements of the Beneficiaries including but not limited to maintenance, education, housing, marriage, medical and other expenses and contingencies from time to time, (iv) preserve and protect assets of the Trust from litigation, risks, claims, liabilities, and potential family disputes and (v) ensure that the Trust Property is properly managed and administered. The settlor of the trust is Vilasben Vrajmohan Shah. The permanent account number of Kappa Trust is AAETK6803H.

Our Company confirms that the permanent account number and bank account number(s) of Alpha Trust and Kappa Trust will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus

Change in the control of our Company

There has been no change in control in our Company in the last five years preceding this Draft Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (i) to the extent that they have promoted our Company; (ii) to the extent of their direct and indirect shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; (iii) and other distributions in respect of the Equity Shares held by our Promoters; (iv) to the extent of their directorship in our Company and our Subsidiary; and (v) to the extent of his remuneration and employment benefits for being the directors in our Company and our Subsidiaries. For further details, see "*Capital Structure*" on page 92. Additionally, our Promoters may be interested in transactions entered into by our Company with them, their relatives or other entities which are controlled by our Promoters. For further details, please see "*Our Management – Interest of Directors*" and "*Restated Consolidated Financial Information - Related Party Transactions – Note 39*" on pages 294 and 370 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company and no sum has been paid or agreed to be paid to our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise, for services rendered by such Promoters or by such firm or company in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have an interest in any property acquired by our Company during the three preceding years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in "*Restated Consolidated Financial Information - Related Party Transactions – Note 39*" and *"Our Management- Terms of appointment of the Managing Director and Whole-Time Directors of our Company"* on pages 367 and 293, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Except as stated below, our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Promoter	Name of the company/ firm disassociated from	Date of disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Falguni Kenal Shah	Agrochem Intermediaries Private Limited	April 4, 2024	Voluntary winding up of the company
	Bhavesh Vrajmohan Shah	BPI Chemtex Private Limited (*formerly known as Bharat Pesticides Industries Private Limited*)	January 1, 2024	Resignation as Director of the Company
		Agrochem Intermediaries Private Limited	April 4, 2024	Voluntary winding up of the company

Material guarantees

As on the date of this Draft Red Herring Prospectus, other than as disclosed in "*History and Certain Corporate Matters - Guarantees given by the Promoters participating in the Offer for Sale*" and as disclosed below, none of our Promoters have given any material guarantee to any third party with respect to the Equity Shares:

Name of Promoter	Name of the Lender	Type of Facility	Sanction Amount as on September 30, 2024 (in ₹ million)	Security	Reason	Consideration
Tirth Kenal Shah	SBI Consortium (comprising of State Bank of India, Axis Bank Limited, HDFC Bank Limited, IDFC First Bank Limited, Bajaj Finance Limited, and IndusInd Bank)	Working Capital Loan	3,580.00	These Working Capital loans are secured/to be secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The said Working Capital loans are also secured/to be secured by second pari-passu charge over the entire property, plant and equipment of the Company located at plot no. 2, GIDC, Nandesari, Dist. Baroda.	Personal guarantee in respect of the facilities availed.	Nil
	Citi Bank N.A.	Working Capital Loan	400.00	These Working Capital loans are secured/to be secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The said Working Capital loans are also secured/to be secured by second pari-passu charge over the entire property, plant and equipment of the Company located at plot no. 2, GIDC, Nandesari, Dist. Baroda.	Personal guarantee in respect of the facilities availed.	Nil
	Citi Bank N.A.	Term Loan - Capex Reimbursement	300.00	The loan is to be secured by first pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. And The loan is to be secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda.	Personal guarantee in respect of the facilities availed.	Nil

Name of Promoter	Name of the Lender	Type of Facility	Sanction Amount as on September 30, 2024 (in ₹ million)	Security	Reason	Consideration
	TATA Capital Financial Services Limited	Working Capital Term Loan	310.00	The loan is to be secured by first pari-passu charge on Industrial Plot No. C-93 to C-99, C-103 to C-109, Saykha Industrial Estate, Saykha, Vagra, Bharuch.	Personal guarantee in respect of the facilities availed.	Nil
	Shinhan Bank	Working Capital Loan	200.00	Unsecured loan	Personal guarantee in respect of the facilities availed.	Nil
	State Bank of India	Working Term Capital Loan	174.00	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil
	State Bank of India	Working Term Capital Loan	88.80	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil
	HDFC Bank	Working Term Capital Loan	55.90	The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company.	Personal guarantee in respect of the facilities availed.	Nil

Promoter Group

In addition to our Promoter, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group, other than our Promoters, are as follows:

Bhavesh Vrajmohan Shah

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Vilasben Vrajmohan Shah	Mother
2.	Kenal Vrajmohan Shah	Brother
3.	Deepa Bhavesh Shah	Spouse
4.	Pujan BhaveshShah	Son
5.	Vihangi Bhavesh Shah	Daughter
6.	Shardaben Chimanlal Shah	Spouse’s Mother
7.	Nikhil Chimanlal Shah	Spouse’s Brother
8.	Sangita Jayesh Shah	Spouse’s Sister
9.	Deena Ashish Shah	Spouse’s Sister
10.	Daxa Chirag Shah	Spouse’s Sister

Tirth Kenal Shah

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Kenal Vrajmohan Shah	Father
2.	Falguni Kenal Shah	Mother

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
3.	Riddhi Kenal Shah	Sister
4.	Alexis Marie Shah	Spouse
5.	Russell Allen	Spouse's Father
6.	Andrea Renee Allen	Spouse's Mother
7.	Blake Allen	Spouse's Brother
8.	Emily Grace Allen	Spouse's Sister

<u>Falguni Kenal Shah</u>

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Bipinchandra Kantilal Sheth	Father
2.	Kenal Vrajmohan Shah	Husband
3.	Shyam Bipinbhai Sheth	Brother
4.	Paru Kinner Shah	Sister
5.	Tirth Kenal Shah	Son
6.	Riddhi Kenal Shah	Daughter
7.	Vilasben Vrajmohan Shah	Spouse's Mother
8.	Bhavesh Vrajmohan Shah	Spouse's Brother

<u>Vilasben Vrajmohan Shah</u>

S. No.	Name of member of our Promoter Group	Relationship with our Promoter
1.	Manjula Chandravan Bhalavat	Sister
2.	Kenal Vrajmohan Shah	Son
3.	Bhavesh Vrajmohan Shah	Son
4.	Shah Rajnikant Ramanlal	Spouse's Brother
5.	Chandrakant Ramanlal Shah	Spouse's Brother
6.	Dipakkumar Ramanlal Shah	Spouse's Brother
7.	Rakesh Ramanlal Shah	Spouse's Brother

Persons whose shareholding is aggregated under the heading "shareholding of the promoter group" as per regulation 2 (1)(pp)(v) of the SEBI ICDR Regulations:

Nil

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, are as follows:

1. BPI Chemtex Private Limited
2. Indo GSP Chemicals Private Limited
3. Beta Trust
4. Stamford trust
5. Athena Trust
6. Shard Trust
7. Monakhos Trust
8. Universal Sales Agency
9. Multisales Product
10. Yogeshwar Finechem Private Limited
11. Sadguru Shree Vallabhacharya Charitable Trust
12. Shah Dipakkumar Ramnalal HUF (*sole proprietor of Shreeji Enterprises*)*
13. Shah Rakeshkumar Ramanlal HUF (*sole proprietor of Yogeshwar Enterprises*)**

* *Shreeji Enterprises is the trade name for Shah Dipakkumar Ramanlal HUF*
** *Yogeshwar Enterprises is the trade name for Shah Rakeshkumar Ramanlal HUF*

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiaries with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Additionally, pursuant to the Materiality Policy, for the purposes of (ii) above, a company (other than our Subsidiaries and companies categorised under (i) above) have been considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus if: (i) such is a member of the Promoter Group; (ii) our Company has entered into one or more transactions with such company during the Fiscal 2024, in respect of which Restated Consolidated Financial Information are included in the Offer documents, which cumulatively exceeds 10% of the total revenue of our Company for the last fiscal year derived from the Restated Consolidated Financial Information.

Accordingly, in terms of the Materiality Policy, our Board by way of its resolution dated December 6, 2024 has resolved that as on the date of this Draft Red Herring Prospectus, following are the Group Companies of our Company in terms of the SEBI ICDR Regulations:

1. BPI Chemtex Private Limited

2. Indo GSP Chemicals Private Limited

Details of our Group Companies

1. <u>BPI Chemtex Private Limited</u>

   *Corporate Informatio*n

   The registered office of BPI Chemtex Private Limited is situated at 403, Lalita Complex, 352/3, Rasala Road, Nr. Jain Temple, Navrangpura, Ahmedabad 380009.

2. <u>Indo GSP Chemicals Private Limited</u>

   *Corporate Informatio*n

   The registered office of Indo GSP Chemicals Private Limited is situated at 3rd Floor, Maker Bhavan No. 2, 18, New Marine Lines, Next to Balwas Hotel, Behind Aayakar Bhawan, Mumbai-400020, Maharashtra.

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, based on their respective audited financial statements and management certified accounts for the preceding three years shall be hosted on the following websites:

S. No.	Group Companies	Website
1.	BPI Chemtex Private Limited	https://www.gspcrop.in/
2.	Indo GSP Chemicals Private Limited	https://www.indogsp.com

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of the Group Companies and other information provided on the websites given above does not constitute a part of this Draft Red Herring Prospectus. The information provided on the websites given above should not be relied upon or used as a basis for any investment decision.

Neither our Company nor any of the BRLMs or the Promoter Selling Shareholders nor any of the Company's, BRLMs' or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives accept any liability whatsoever for any loss arising from any information presented or contained in the websites given above.

Nature and extent of interests of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion or formation of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc

Except as disclosed under "*Restated Consolidated Financial Information - Note 39*" on page 370 and in the ordinary course of business, our Group Companies are not interested in any transaction for acquisition of land, construction of building or supply of machinery, etc entered into by our Company.

Business interest of our Group Companies

Except as disclosed under "*Restated Consolidated Financial Information – Note 39*" on page 370 and in the ordinary course of business, our Group Companies do not have any business interest in our Company.

Related business transactions

Except as disclosed in "*Restated Consolidated Financial Information –Note 39*" on page 370, there are no other related business transactions with our Group Companies which are significant to the financial performance of our Company.

Common pursuits

Our Group Company, BPI Chemtex Private Limited is engaged in the business of agro-chemcials, and have common pursuits with our Company, which could lead to a potential conflict of interest. Our Company ensures necessary procedures and practices are permitted by laws and regulatory guidelines to address any conflict situations as and when they arise. Our Company has not encountered any instances of conflict in the past. For details please see, "*Risk Factors – Some of our Directors and Promoters may have interest in entities, which are in businesses similar to ours and this may result in conflict of interest with us. Further, certain of our Subsidiaries and our Group Companies are in the same line of business as us, which may result in a conflict of interest*" on page 50.

Other confirmations

Our Group Companies do not have any securities listed on any stock exchange.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Companies are not party to any pending litigation which have a material impact on our Company.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on December 6, 2024.

The quantum of dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, such as (i) the inadequacy of profits or our Company has incurred losses; (ii) our Company undertakes or proposes to undertake any significant business, expansion, investment or acquisitions; (iii) significant working capital requirement affecting free cash flow; (iv) our Company proposes to utilise surplus cash for buy-back of securities or setting off of the previous year losses or losses of its Subsidiaries; or (v) the declaration of dividend is prohibited by any regulatory body. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

For more information on restrictive covenants under our loan agreements, see "*Financial Indebtedness*" beginning on page 382.

Except as disclosed below, no dividend has been declared or paid by our Company during the six month period ended September 30, 2024, the last three Fiscals preceding the date of this Draft Red Herring Prospectus nor since October 1, 2024 until the date of this Draft Red Herring Prospectus.

Particulars	**From October 1, 2024 till the date of this Draft Red Herring Prospectus**	**Six months period ended September 30, 2024**	**Fiscal 2024 [(1)]**	**Fiscal 2023**	**Fiscal 2022**
Number of Equity Shares	39,018,750	39,018,750	26,012,500[(1)]	2,748,003	2,748,003[(2)]
Face Value of Equity Share (per share) (₹)	₹ 10	₹ 10	₹ 10	₹ 100	₹ 100
Interim Dividend on each Equity Share (₹)	Nil	Nil	Nil	Nil	Nil
Final Dividend on each Equity Share excluding Dividend Distribution Tax (₹)	Nil	Nil	₹ 1 per equity share	₹ 2 per equity share	₹ 11 per equity share
Dividend Rate for each Equity Share (%)	Nil	Nil	10%	2%	11%
Dividend Distribution Tax (%)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Dividend Distribution Tax (₹)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Mode of payment of Dividend	Not applicable	Not applicable	Bank Transfer	Bank Transfer	Bank Transfer

Note:

[(1)] As of March 31, 2024, the outstanding number of equity shares was 26,01,250. Prior to the record date, following a resolution passed by the shareholders on June 27, 2024, the company subdivided the face value of its equity shares from ₹100 to ₹10 each. Accordingly, a dividend of ₹1 per share was paid to 2,60,12,500 equity shares.

[(2)] As of March 31, 2022, the outstanding number of equity shares was 29,48,003. Prior to the record date, following a resolution passed by the shareholders approving buy-back of equity shares, our Company repurchased 200,000 shares. Hence, the dividend was paid on 2,748,003 equity shares.

There is no guarantee that any dividends will be declared or paid in the future. For more details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements"* on page 64.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

[*Remainder of this page has been left blank intentionally*]

Independent Auditor's Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Statement of Changes in Equity, Restated Consolidated Statement of Cash Flows along with the Statement of Material Accounting policies and other explanatory information for the six months period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 of GSP Crop Science Limited (Formerly known as GSP Crop Science Private Limited) together with its subsidiaries (collectively, the "Restated Consolidated Financial Information")

The Board of Directors
GSP Crop Science Limited
(Formerly known as GSP Crop Science Private Limited)
404, Lalita Complex, Rasala Road,
Mithakhali Six Road,
Navrangpura, Ahmedabad,
Gujarat, India, 380009

Dear Sirs/ Madams,

1. We, M S K C & Associates, ("we" or "us" or "M S K C") have examined the Restated Consolidated Financial Information of **GSP Crop Science Limited (Formerly known as GSP Crop Science Private Limited)** (the "Company" or "Holding Company" or "Issuer") and its subsidiaries (the Company and its subsidiaries are collectively referred to as the "Group") for the six months period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares of face value of Rs. 10 each ("Offer"). The Restated Consolidated Financial Information, which have been approved by the board of directors of the Company (the "Board of Directors") at their meeting held on December 06, 2024, and have been prepared by the Company in accordance with the requirements of:

    a) the Sub-section (1) of 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 (the "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").

2. The Board of Directors is responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE are jointly referred to as the "Stock Exchanges") in connection with the Offer. The Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 3.1 of the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group complies with the Act, the SEBI ICDR Regulations and the Guidance Note.

3. We have examined the Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and our engagement agreed with you vide our engagement letter dated September 25, 2024, in connection with the proposed Offer.

   b) The Guidance Note which also requires that we comply with the ethical requirements as stated in the Code of Ethics issued by the ICAI;

   c) The concepts of test check and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the Act, the SEBI ICDR Regulations and Guidance Note in connection with the Offer.

4. The Restated Consolidated Financial Information have been compiled by the management from:

   i. Audited special purpose Ind AS interim consolidated financial statements of the Group as at and for six months period ended September 30, 2024 audited by us, prepared in accordance with the basis of preparation as set out in note no 3.1 to the special purpose Ind AS interim consolidated financial statements which have been approved by the Board of Directors at their meeting held on December 03, 2024.

   ii. Audited consolidated financial statements of the Group as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 audited by Deloitte Haskins & Sells (the "Previous Auditor"), prepared in accordance with 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, and have been approved by the Board of Directors at their meeting held on July 26, 2024, August 23, 2023 and August 06,2022 respectively.

5. For the purpose of our examination, we have relied on:

a) Auditor's report issued by us dated December 03, 2024 on special purpose Ind AS interim consolidated financial statements of the Group as at and for six months period ended September 30, 2024 as referred in Para 4 (i) above.

Emphasis of Matter Paragraphs with respect to our audit reports issued by us referred in paragraph 5(a)

Emphasis of Matter – Basis of Accounting and Restriction on Distribution and Use.

We draw attention to Note 3.1 to the special purpose Ind AS interim consolidated financial statements which describes the basis of its preparation. The special purpose Ind AS interim consolidated financial statements have been prepared by the management of the holding Company's solely for the purpose of the preparation of its Restated Consolidated Financial Information, to be included in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus and Prospectus (collectively referred to "Offer Documents") which is to be filed by holding Company in connection with the proposed Initial Public Offering ('IPO') of the equity shares with the Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited and BSE Limited as per the requirements of Section 26 of Part I of Chapter III of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI ICDR Regulations"), and the Guidance Note on Reports in Company Prospectus (Revised 2019) ("the Guidance Note") issued by the ICAI. As a result, these Special Purpose Ind AS Interim Consolidated Financial Statements may not be suitable for any another purpose.

Our report is addressed to the Board of Directors of the Holding Company and intended solely for the purpose as mentioned above. This should not be distributed to or used by any other parties. M S K C & Associates shall not be liable to the Holding Company or to any other concerned for any claims, liabilities or expenses relating to this assignment. 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.

Our opinion is not modified in respect of this matter.

Our audit report referred above included other matter paragraph as follows:

We did not audit financial statements of two subsidiaries whose share of total assets, total revenues, net cash inflows / (outflows) included in the special purpose Ind AS interim consolidated financial statements, as at and for the six months period ended September 30, 2024 is tabulated below, which have been audited by other auditor as set out in Appendix 1, and whose reports have been furnished to us by the Company's management and our opinion on the special purpose Ind AS interim consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. In Millions)

Particulars	**As at / for the six months ended September 30, 2024**
Total assets	1,937.15
Total revenue	1,279.76
Net Cash Inflow	196.71

We did not audit financial information of one foreign subsidiary whose share of total assets, total revenues, net cash inflows / (outflows) included in the special purpose Ind AS interim consolidated financial statements, as at and for the six months ended September 30, 2024 is tabulated below. The financial information of this subsidiary is unaudited as stated in Appendix 1 and is included in special purpose Ind AS interim consolidated financial statements, based on such unaudited financial information furnished to us by the management. Our opinion on the special purpose Ind AS interim consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group:

(Rs. In Millions)

Particulars	**As at / for the six months ended September 30, 2024**
Total assets	8.90
Total revenue	0.07
Net Cash outflow	0.76

Our opinion is not modified in respect of this matter.

b) Auditor's report issued by the Previous Auditor on the consolidated financial statements of the Group for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Para 4(ii) above.

The previous auditor's report referred above included other matter paragraph as follows:

"We did not audit financial statements of three subsidiaries whose share of total assets, total revenues, net cash inflows / (outflows) included in the audited consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditor as stated in Appendix 1, and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these component, is based solely on the reports of the other auditor:

(Rs. In Millions)

Particulars	**As at / for the year ended March 31, 2024**	**As at / for the year ended March 31, 2023**	**As at / for the year ended March 31, 2022**
Total assets	917.78	949.96	977.54
Total revenue	3,463.73	3,703.54	4,099.96
Net Cash inflows/ (outflow)	(26.28)	9.01	(13.73)

We did not audit financial information of one foreign subsidiary whose share of total assets, total revenues, net cash inflows / (outflows) included in the audited consolidated financial statements as at and for the year ended March 31, 2024. The financial statement of this subsidiary are unaudited as stated in Appendix 1 and our opinion on the audited consolidated financial statements, for the year ended March 31, 2024 as tabulated below is based on such unaudited financial information furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary are based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group:

(Rs. In Millions)

Particulars	As at / for the year ended March 31, 2024
Total assets	NIL
Total revenue	NIL
Net Cash outflow	NIL

Our opinion on the audited consolidated financial statements is not modified in respect of these matters for the respective years."

c) The audit for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 were conducted by the Previous Auditor and accordingly reliance is placed on the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022 and the restated consolidated statement of profit and loss (including other comprehensive income), restated consolidated statement of cash flows, restated consolidated statement of changes in equity, the statement of material accounting policies and other explanatory information for each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 ("Restated Prior Period Consolidated Financial Information") examined by them for the said years. Our examination report in so far as it relates to the said financial years is based solely on the report submitted by the Previous Auditor. The Previous Auditor have also confirmed that the Restated Prior Period Consolidated Financial Information:

i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31,2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended September 30, 2024 as more fully described in Note 3.1 to the Restated Consolidated Financial Information.

ii) there are no qualifications in the Previous Auditor's report on the consolidated financial statements of the Group as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 which requires any adjustments to the Restated Prior Period Consolidated Financial Information and

iii) have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

d) Audit of the special purpose consolidated interim financial statements as at and for the six months period ended September 30, 2024 for two subsidiaries have been audited by respective subsidiaries auditor ("Other Auditor") as referred in para 6(A) below and reliance is placed on examination report, on the restated statement of assets and liabilities as at September 30, 2024, the restated statements of profit and loss (including other comprehensive income), the restated statement of cash flows, the restated statement of changes in equity for the period ended as on those dates, the Summary of material accounting policies, and other explanatory information (collectively, the "Restated Financial Information of the Subsidiaries") examined by the other auditor, the details of which is tabulated below. Our examination report in so far as it relates to the said subsidiaries is based solely on the report submitted by the Other Auditor. The Other Auditor have also confirmed that the Restated Financial Information of the Subsidiaries:

i) have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended September 30, 2024 by the Holding Company as more fully described in Note 3.1 to the Restated Consolidated Financial Information.

ii) there are no qualifications in the other auditor report on the special purpose consolidated interim financial statements as at and for the six months period ended September 30, 2024 which requires any adjustments to the Restated Financial Information of the Components and

iii) have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

No.	Name of the Subsidiaries	Name of the Other Auditor	Date of Examination Report
1	Rajdhani Petrochemicals Private Limited	M B D & co LLP	December 05, 2024
2	GSP Intermediates Private Limited	M B D & co LLP	December 05, 2024

6. Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the examination report on the Restated Prior Period Consolidated Financial Information and on the Restated Financial Information of the Subsidiaries submitted by the Previous Auditor and Other Auditor respectively, we report that:

i) Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively in the financial years as at and for the financial years March 31, 2024, March 31, 2023 and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for six months period ended September 30, 2024, as more fully described in Note no. 3.1 to the Restated Consolidated Financial Information;

ii) there are no qualifications in the auditor's report issued by us and by the Previous Auditor of the Company for the six months period ended September 30, 2024 and years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively as referred in paragraph 5(a) and 5(b) above which requires any adjustments to the Restated Consolidated Financial Information. However, there are Emphasis of matter paragraph in 5(a) and other matter paragraphs referred in paragraph 5(a) and 5(b) above, which do not require any adjustments to the Restated Consolidated Financial Information; and

iii) Restated Consolidated Financial Information has been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

7. 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 financial statements mentioned in paragraph 4 above.

8. This report should not in any way be construed as a reissuance or re-dating of any of the auditor's reports issued by us or by the report issued by the Previous Auditor or Other Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of this report.

10. Our report is intended solely for use of the Board of Directors and for inclusion in the DRHP to be filed with the SEBI, BSE and NSE, as applicable in connection with the proposed Offer. Our report should not be used, referred to or distributed for any other purpose without prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care towards any other person relying on the report.

For **M S K C & Associates**
Chartered Accountants
ICAI Firm registration number: 001595S

Ojas Joshi
Partner
Membership No.109752

UDIN: **24109752BKILQT7316**

Place: Mumbai
Date: December 06, 2024

Appendix 1

Details of entities audited by other auditors in the previous years:

Sr.No	Name of the Entity	Relationship	Six months ended 30 September 2024	FY 2023-2024	FY 2022-23	FY 2021-22
1	Rajdhani Petrochemicals Private Limited	Subsidiary	M B D & co LLP	M B D & co LLP	Mrunal M Shah and Co.	Mrunal M Shah and Co.
2	GSP Intermediates Private Limited	Subsidiary	M B D & co LLP	M B D & co LLP	Mrunal M Shah and Co.	N.A.
3	GSP Agroquimica Do Brasil LTDA (w.e.f from September 2023)	Subsidiary	Unaudited	Unaudited	N.A.	N.A.
4	Indo GSP Chemicals Private Limited	Subsidiary	N.A.	N.A.	Mrunal M Shah and Co.	Mrunal M Shah and Co.

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Restated Consolidated Statement of Assets and Liabilities
(All amounts in INR millions, unless otherwise stated)

Particulars	Note No.	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	6	950.87	1,021.12	951.26	957.06
(b) Capital Work-In-Progress	6a	748.58	484.00	145.53	108.72
(c) Goodwill	7c	31.26	31.26	31.26	31.26
(d) Other Intangible Assets	7	19.53	19.70	17.43	20.80
(e) Intangible Assets Under Development	7a	44.31	25.07	10.98	2.70
(f) Right-of-use Assets	7b	693.98	696.99	692.01	655.63
(g) Financial Assets					
-Investments	8	69.96	78.24	26.06	15.02
-Loans	9	1.19	1.48	2.41	3.65
-Other Financial Assets	10	5.95	5.39	4.27	3.81
(h) Non-Current Tax (Net)	11	32.09	39.23	43.20	0.56
(i) Deferred Tax Assets (Net)	12	167.66	136.22	120.28	150.76
(j) Other Non-Current Assets	13	220.23	78.21	309.60	259.36
Total Non-Current Assets (A)		**2,985.61**	**2,616.91**	**2,354.29**	**2,209.33**
Current Assets					
(a) Inventories	14	2,784.67	2,257.63	3,507.17	3,779.12
(b) Financial Assets					
-Investments	8	19.07	-	-	-
-Trade Receivables	15	5,854.86	3,243.93	4,149.75	4,072.01
-Cash and Cash Equivalents	16	368.50	299.64	204.57	1,225.41
-Bank Balances other than above	17	148.38	103.28	224.67	96.82
-Loans	9	201.69	202.13	3.56	4.47
-Other Financial Assets	10	26.25	45.62	8.60	7.61
(c) Other Current Assets	13	827.67	728.30	868.68	1,155.13
(d) Assets Held for Sale	49	-	305.99	-	-
Total Current Assets (B)		**10,231.09**	**7,186.52**	**8,967.00**	**10,340.57**
TOTAL ASSETS (A)+(B)		**13,216.70**	**9,803.43**	**11,321.29**	**12,549.90**
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	18	390.19	260.13	274.80	294.80
(b) Other Equity	19	3,943.67	3,444.55	3,360.02	4,390.91
Equity attributable to owners		**4,333.86**	**3,704.68**	**3,634.82**	**4,685.71**
Non-controlling Interest		30.92	(0.41)	3.03	1.39
Total Equity (A)		**4,364.78**	**3,704.27**	**3,637.85**	**4,687.10**
Liabilities					
Non-Current Liabilities					
(a) Financial Liabilities					
-Borrowings	20	728.87	551.55	983.35	1,197.63
-Lease Liabilities	42	9.41	9.98	-	-
(b) Provisions	21	19.66	11.26	9.40	9.15
Total Non-Current Liabilities (B)		**757.94**	**572.79**	**992.75**	**1,206.78**
Current Liabilities					
(a) Financial Liabilities					
-Borrowings	20	2,160.76	1,802.83	2,259.22	2,004.71
-Lease Liabilities	42	2.20	2.01	-	-
-Trade Payables	22				
Total Outstanding dues of Micro and Small Enterprises		85.38	68.18	63.24	33.23
Total Outstanding dues of other than Micro and Small Enterprises		4,290.63	2,259.55	3,452.83	3,396.22
-Others Financial Liabilities	23	383.33	373.46	245.59	325.52
(b) Provisions	21	778.39	354.64	397.39	415.82
(c) Current Tax Liabilities (Net)	24	181.01	69.99	1.50	214.68
(d) Other Current Liabilities	25	212.28	330.60	270.92	265.84
(e) Liabilities directly associated with assets classified as held for sale	49	-	265.11	-	-
Total Current Liabilities (C)		**8,093.98**	**5,526.37**	**6,690.69**	**6,656.02**
TOTAL EQUITY AND LIABILITIES (A)+(B)+(C)		**13,216.70**	**9,803.43**	**11,321.29**	**12,549.90**

The above statement should be read with material Accounting Policies and Other Explanatory Notes to Restated Consolidated Financial Statements.

In terms of our report of even date attached.

For M S K C and Associates
Chartered Accountants
FRN: 001595S

Ojas Joshi
Partner
MRN: 109752

Date : December 06, 2024
Place : Mumbai

For and on behalf of the Board of Directors
GSP Crop Science Limited
(Formerly known as 'GSP Crop Science Private Limited')

Bhavesh V. Shah
Chairman and Managing Director
DIN:00094669

Shail J. Shah
Whole Time Director & Chief Financial Officer
DIN:07543594

Kamlesh D. Patel
Company Secretary & Compliance Officer
FCS-8018

Date : December 06, 2024
Place : Ahmedabad

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Restated Consolidated Statement of Profit and Loss
(All amounts in INR millions, unless otherwise stated)

Particulars	Note No.	For the Six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
CONTINUING OPERATIONS					
INCOME					
(a) Revenue from Operations	26	7,034.56	11,521.61	12,033.09	11,913.07
(b) Other income	27	54.52	60.67	27.38	112.06
TOTAL INCOME		**7,089.08**	**11,582.28**	**12,060.47**	**12,025.13**
EXPENSES					
(a) Cost of materials consumed	28	4,422.31	6,439.18	8,754.88	8,487.73
(b) Purchases of stock-in-trade	29	98.48	107.70	215.24	200.11
(c) Changes in inventories of finished goods, Stock-in-trade & work in progress	30	(326.39)	902.06	(200.89)	(547.48)
(d) Employee benefits expenses	31	494.80	804.69	638.04	667.10
(e) Finance cost	32	147.12	339.91	369.53	237.40
(f) Depreciation & amortization expenses	6, 7 & 7b	99.07	198.58	210.06	199.26
(g) Other expenses	33	1,265.58	2,024.60	1,840.38	1,812.42
TOTAL EXPENSES		**6,200.97**	**10,816.72**	**11,827.24**	**11,056.54**
Restated Profit before exceptional items and tax from Continuing Operations		**888.11**	**765.56**	**233.23**	**968.59**
Exceptional items		-	-	-	-
Restated Profit Before Tax from Continuing Operations		**888.11**	**765.56**	**233.23**	**968.59**
Tax Expenses of Continuing Operations	12				
(a) Current tax expense		257.16	224.36	30.83	288.03
(b) Short / (Excess) provision for tax relating to prior period/years		-	2.15	(3.93)	4.23
(c) Deferred tax (Income)/Expenses		(27.74)	(16.35)	30.60	(46.75)
Total Tax Expenses of Continuing Operations		**229.42**	**210.16**	**57.50**	**245.51**
Restated Profit for the period / year from Continuing Operations		**658.69**	**555.40**	**175.73**	**723.08**
DISCONTINUED OPERATIONS	49				
Restated Profit before tax for the period/year from Discontinued Operations		9.59	76.72	53.69	43.42
Less: Tax expense on Discontinued Operations		2.42	19.24	13.88	10.58
Restated Profit for the period/year from Discontinued Operations		**7.17**	**57.48**	**39.81**	**32.84**
Restated Profit for the period/year from Continuing and Discontinued Operations		**665.86**	**612.88**	**215.54**	**755.92**
Restated Other Comprehensive Income / (Loss)					
(i) Items that will not be reclassified to profit or loss					
- Remeasurement Gain / (Loss) on defined benefit plans		(14.71)	(1.90)	(0.39)	3.66
- Income tax		3.70	0.48	0.10	(0.92)
(ii) Items that will be reclassified to profit or loss					
- Exchange differences on translation of financial statements of foreign subsidiaries		0.19	-	-	-
Restated Other Comprehensive Income / (Loss) for the period/year (net of tax)		(10.82)	(1.42)	(0.29)	2.74
Restated Total Comprehensive Income for the period/year		**655.04**	**611.46**	**215.25**	**758.66**
Restated Net Profit for the period/year attributable to					
Owners of the parent		666.01	613.30	213.91	754.01
Non-controlling interest		(0.15)	(0.42)	1.63	1.91
Restated Other Comprehensive Income / (Loss) for the period/year attributable to					
Owners of the parent		(11.01)	(1.42)	(0.29)	2.74
Non-controlling interest		-	-	-	-
Restated Total Comprehensive Income / (Loss) for the period/year attributable to					
Owners of the parent		655.00	611.88	213.62	756.75
Non-controlling interest		(0.15)	(0.42)	1.63	1.91
Restated Earning Per Equity Share (Face Value of Rs.10 each)	34				
Basic and Diluted					
Continuing Operations (Basic and Diluted)		16.89	13.49	4.20	16.31
Discontinued Operations (Basic and Diluted)		0.18	1.40	0.96	0.74
Continuing and Discontinued Operations (Basic and Diluted)		17.07	14.89	5.16	17.05

The above statement should be read with material Accounting Policies and Other Explanatory Notes to Restated Consolidated Financial Statements.

In terms of our report of even date attached.

For M S K C and Associates
Chartered Accountants
FRN: 001595S

For and on behalf of the Board of Directors
GSP Crop Science Limited
(Formerly known as 'GSP Crop Science Private Limited')

Ojas Joshi
Partner
MRN: 109752

Bhavesh V. Shah
Chairman and Managing Director
DIN:00094669

Shail J. Shah
Whole Time Director & Chief Financial Officer
DIN:07543594

Kamlesh D. Patel
Company Secretary & Compliance Officer
FCS-8018

Date : December 06, 2024
Place : Mumbai

Date : December 06, 2024
Place : Ahmedabad

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Restated Consolidated Statement of Cash Flows
(All amounts in INR millions, unless otherwise stated)

Particulars	For the Six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended 31st March 2022
	Amount	Amount	Amount	Amount
A. Cash flow from operating activities				
Restated Profit Before taxation from				
Continuing Operations	888.11	765.56	233.23	968.59
Discontinued Operations	9.59	76.72	53.69	43.42
Restated Net Profit for the period/year from Continuing Operations and Discontinued Operations	**897.70**	**842.28**	**286.92**	**1,012.01**
Adjustments for:				
Depreciation and amortisation expense	99.07	199.09	210.33	199.42
(Profit)/Loss on sale of property, plant & equipment	(0.11)	0.27	2.19	(0.93)
Finance costs	147.12	343.90	371.20	239.41
Interest income	(14.64)	(16.34)	(7.15)	(9.84)
Provision for doubtful trade and other receivables, loans and advances	60.00	88.50	6.04	16.58
Bad debts written off	10.17	23.81	14.45	5.05
Sundry balance Written Off	0.42	5.20	5.94	4.55
Sundry balances written back	(3.52)	(5.74)	(11.55)	(26.04)
Net unrealised exchange (gain) / loss	(4.65)	4.97	(8.35)	(3.78)
Net Gain on Investments measured at fair value through profit or loss	(3.21)	(2.19)	(1.35)	(0.01)
Provision for inventories (Net)	(5.14)	(33.76)	9.69	-
Profit from selling of Business	-	(0.28)	-	-
Operating profit before working capital changes	**1,183.21**	**1,449.71**	**878.36**	**1,436.42**
Changes in operating assets / liabilities:				
(Increase)/ Decrease in Inventories	(425.44)	1,186.84	262.27	(998.53)
(Increase)/ Decrease in Trade receivable, loans and other financial & Non financial assets	(2,606.39)	492.57	174.47	(1,433.82)
Increase/ (Decrease) in Trade payables, provisions and other financial & Non financial liabilities	2,133.91	(889.28)	16.68	695.08
Cash Generated from / (Used in) operations	**(897.92)**	**790.13**	**453.42**	**(1,737.27)**
Net income tax paid	(140.13)	(172.42)	(296.63)	(137.39)
Net cash Generated from / (Used in) operating activities_______(A)	**145.16**	**2,067.42**	**1,035.15**	**(438.24)**
B. Cash flow from investing activities				
Capital expenditure on property, plant & equipment, including capital advances	(426.74)	(286.41)	(337.11)	(498.98)
Proceeds from sale of property, plant & equipment	4.13	13.79	0.42	5.12
Bank Deposits placed during the period/year not considered as Cash and Cash Equivalents	(45.63)	121.49	(128.32)	78.60
Interest received	9.01	11.52	6.57	7.82
Purchase of Investment	(7.58)	(50.00)	(9.68)	(15.01)
Net cash Generated from / (Used in) investing activities_______(B)	**(466.81)**	**(189.61)**	**(468.12)**	**(422.45)**
C. Cash flow from financing activities				
Proceeds of long-term borrowings	600.16	-	101.37	1,292.20
Repayment of long-term borrowings	(428.18)	(500.12)	(193.92)	(146.28)
Proceeds/(Repayment) from short term borrowings (net)	363.28	(388.06)	132.79	669.55
Buyback of Share (Refer Note 18f)	-	(527.40)	(1,234.28)	-
Repayment of Lease Liability	(1.51)	(1.81)	-	-
De-recognition of NCI	31.33	(12.16)	-	-
Finance costs	(149.07)	(348.22)	(365.17)	(215.85)
Dividends paid	(26.01)	(5.50)	(30.23)	(29.48)
Net cash Generated from / (Used in) financing activities_______(C)	**390.00**	**(1,783.27)**	**(1,589.44)**	**1,570.14**
Net Increase / (decrease) in Cash and Cash Equivalents__(A)+(B)+(C)	**68.35**	**94.54**	**(1,022.41)**	**709.45**
Cash and cash equivalents at the beginning of the period/year	299.64	204.57	1,225.41	512.95
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	0.51	0.53	1.57	3.01
Cash and Cash Equivalents at the end of the period/year	**368.50**	**299.64**	**204.57**	**1,225.41**
Reconciliation of Cash and Cash Equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note No.16)	368.50	299.64	204.57	1,225.41
Add: Bank balances not considered as Cash and Cash Equivalents (Refer Note No.17)	148.38	103.28	224.67	96.82
Cash and Other Bank Balance at the end of the period/year	**516.88**	**402.92**	**429.24**	**1,322.23**
Cash flow has been prepared as per indirect method of Ind AS 7				

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Restated Consolidated Statement of Cash Flows

Disclosure as per Ind AS 7 on cash flow statements under Companies (Indian Accounting Standards) Rules,2015 (as amended)

Particulars of liabilities arising from financing activities	Note No.	As at March 31, 2024	Net cash flows	Non-cash Changes*	As at September 30, 2024
Borrowings:					
Long-term borrowings	20(I)	792.36	171.98	-	964.34
Short-term borrowings	20(II)	1,562.03	363.28	-	1,925.31
Interest accrued on borrowings	23	13.33	(13.33)	10.80	10.80
Lease Liabilities	42	11.99	(1.51)	1.13	11.61
Total		**2,379.71**	**520.42**	**11.93**	**2,912.06**

Particulars of liabilities arising from financing activities	Note No.	As at March 31, 2023	Net cash flows	Non-cash Changes*	As at March 31, 2024
Borrowings:					
Long-term borrowings	20(I)	1,292.48	(500.12)	-	792.36
Short-term borrowings	20(II)	1,950.09	(388.06)	-	1,562.03
Interest accrued on borrowings	23	18.45	(18.45)	13.33	13.33
Lease Liabilities	42	-	(1.81)	13.80	11.99
Total		**3,261.02**	**(908.44)**	**27.13**	**2,379.71**

Particulars of liabilities arising from financing activities	Note No.	As at March 31, 2022	Net cash flows	Non-cash Changes*	As at March 31, 2023
Borrowings:					
Long-term borrowings	20(I)	1,385.04	(92.56)	-	1,292.48
Short-term borrowings	20(II)	1,817.30	132.79	-	1,950.09
Interest accrued on borrowings	23	12.33	(12.33)	18.45	18.45
Total		**3,214.67**	**27.90**	**18.45**	**3,261.02**

* The same relates to amount charged in statement of profit & loss.

See accompanying notes forming part of the Restated Consolidated Financial Statements in terms of our report attached.

For M S K C and Associates
Chartered Accountants
FRN: 001595S

Ojas Joshi
Partner
MRN: 109752

Date : December 06, 2024
Place : Mumbai

For and on behalf of the Board of Directors
GSP Crop Science Limited
(Formerly known as 'GSP Crop Science Private Limited')

Bhavesh V. Shah
Chairman and Managing Director
DIN:00094669

Shail J. Shah
Whole Time Director & Chief Financial Officer
DIN:07543594

Kamlesh D. Patel
Company Secretary & Compliance Officer
FCS-8018

Date : December 06, 2024
Place : Ahmedabad

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Restated Consolidated Statement of Changes in Equity
(All amounts in INR millions, unless otherwise stated)

a. Equity share capital
Equity shares of INR 10 each issued, subscribed, Fully paid

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at 31st March 2022
Balance at the beginning of the period/year	260.13	274.80	294.80	294.80
Changes in equity share capital during the period/year (Refer Note 18f)	130.06	(14.67)	(20.00)	-
Changes in Equity share capital due to prior period errors	-	-	-	-
Balance at the end of the period/year	**390.19**	**260.13**	**274.80**	**294.80**

b. Other Equity

Particulars	Reserves and Surplus						Non- Controlling Interest	Total
	Capital reserve	Capital Redemption Reserve	Securities premium	General reserve	Retained earnings	Foreign Currency Translition Reserve		
Balance as at April 1, 2021	**0.11**	**-**	**944.51**	**1,681.10**	**1,037.92**	**-**	**0.24**	**3,663.88**
Payment of dividends	-	-	-	-	(29.48)	-	-	(29.48)
Restated Profit for the year	-	-	-	-	754.01	-	1.91	755.92
Other Comprehensive Income / (Loss) for the year (net of tax)	-	-	-	-	2.74	-	-	2.74
Total comprehensive income for the year	-	-	-	-	756.75	-	1.91	758.66
Other Adjustment	-	-	-	-	-	-	(0.76)	(0.76)
Balance as at March 31, 2022	**0.11**	**-**	**944.51**	**1,681.10**	**1,765.19**	**-**	**1.39**	**4,392.30**
Balance as at April 1, 2022	**0.11**	**-**	**944.51**	**1,681.10**	**1,765.19**	**-**	**1.39**	**4,392.30**
Transfer pursuant to Buyback of Shares (Refer Note 18f)	-	20.00	(944.51)	(160.39)	-	-	-	(1,084.90)
Pursuant to Tax on Buyback of Shares	-	-	-	(129.38)	-	-	-	(129.38)
Payment of dividends	-	-	-	-	(30.23)	-	-	(30.23)
Profit for the year	-	-	-	-	213.91	-	1.63	215.54
Other Comprehensive Income / (Loss) for the year (net of tax)	-	-	-	-	(0.29)	-	-	(0.29)
Total comprehensive income for the year	-	-	-	-	213.62	-	1.63	215.25
Other Adjustment	-	-	-	-	-	-	0.01	0.01
Balance as at March 31, 2023	**0.11**	**20.00**	**-**	**1,391.33**	**1,948.58**	**-**	**3.03**	**3,363.05**
Balance as at April 1, 2023	**0.11**	20.00	**-**	**1,391.33**	**1,948.58**	**-**	**3.03**	**3,363.05**
Transfer pursuant to Buyback of Shares (Refer Note 18f)	-	14.67	-	(503.51)	-	-	-	(488.84)
Pursuant to Tax on Buyback of Shares	-	-	-	(23.88)	-	-	-	(23.88)
Payment of dividends	-	-	-	-	(5.50)	-	-	(5.50)
De-recognition of Non Controlling Interest					(9.13)	-	(3.02)	(12.15)
Restated Profit for the year	-	-	-	-	613.30	-	(0.42)	612.88
Other Comprehensive Income / (Loss) for the year (net of tax)	-	-	-	-	(1.42)	-	-	(1.42)
Total comprehensive income for the year	-	-	-	-	611.88	-	(0.42)	611.46
Balance as at March 31, 2024	**0.11**	**34.67**	**-**	**863.94**	**2,545.83**	**-**	**(0.41)**	**3,444.14**
Balance as at April 1, 2024	**0.11**	34.67	**-**	**863.94**	**2,545.83**	**-**	**(0.41)**	**3,444.14**
Payment of dividends	-	-	-	-	(26.01)	-	-	(26.01)
Change in Non Controlling Interest	-	-	-	-	-	-	31.48	31.48
Persuant to Bonus issue of Shares	-	(34.67)	-	(95.39)	-	-	-	(130.06)
Restated Profit / (Loss) for the period	-	-	-	-	666.01	-	(0.15)	665.86
Other Comprehensive Income / (Loss) for the period (net of tax)	-	-	-	-	(11.01)	0.19	-	(10.82)
Total comprehensive income for the period	-	-	-	-	655.00	-	(0.15)	655.04
Balance as at September 30, 2024	**0.11**	**-**	**-**	**768.55**	**3,174.82**	**0.19**	**30.92**	**3,974.59**

See accompanying notes forming part of the Restated Consolidated Financial Statements in terms of our report attached.

For M S K C and Associates
Chartered Accountants
FRN: 001595S

Ojas Joshi
Partner
MRN: 109752

Date : December 06, 2024
Place : Mumbai

For and on behalf of the Board of Directors
GSP Crop Science Limited
(Formerly known as 'GSP Crop Science Private Limited')

Bhavesh V. Shah
Chairman and Managing Director
DIN:00094669

Shail J. Shah
Whole Time Director & Chief Financial Officer
DIN:07543594

Kamlesh D. Patel
Company Secretary & Compliance Officer
FCS-8018

Date : December 06, 2024
Place : Ahmedabad

1. GROUP INFORMATION

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')("the Company" or the Holding Company") (Corporate Identification Number CIN U24120GJ1985PLC007641) is a public limited company domiciled in India and was incorporated on February 12, 1985, under the provisions of the Companies Act, 1956 with its registered office in Ahmedabad, Gujarat-380009. The Group (the Holding Company with subsidiaries are referred as "The Group") is primarily engaged in manufacturing of Agro Chemicals which include Insecticides, Pesticides and Herbicides. The Group caters to both Domestic and International Markets. The Group is having four manufacturing units out of which two are located in Ahmedabad, one is located in Vadodara and one located in Samba, Jammu.

Following subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the Entity	Country of Incorporation	Percentage of holding			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Rajdhani Petrochemicals Private Limited	India	100%	100%	99.99%	99.99%
GSP Intermediates Private Limited (w.e.f. August 18, 2022)	India	79%	79%	79%	-
GSP Agroquimica Do Brasil LTDA (w.e.f. September 22, 2023)	Brazil	100%	100%	-	-
Indo Gsp Chemicals Private Limited (Upto March 15, 2024)	India	-	76%	76%	76%
Indo GSP Chemicals LLP (Upto May 05, 2021)	India	-	-	-	76%

These Restated Financial Information were authorised for issue in accordance with a resolution of the Board of Directors on December 05, 2024.

2. STATEMENT OF COMPLIANCE

The consolidated financial statements up to period ended September 30, 2024, Year ended March 31, 2024, March 31, 2023 and March 31, 2022 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2015 (as amended) and other relevant provisions of the Act.

3. BASIS OF PREPARATION

3.1 (a) Basis of preparation

The Special Purpose Restated Consolidated Financial Information of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the Period Ended September 30, 2024,for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Summary of Material Accounting Policies and other explanatory information (collectively, the "Special Purpose Restated Consolidated Financial Information").

This Special Purpose IND AS Interim Consolidated Financial Statements of the Group as at and for the six months ended September 30, 2024, have been prepared as per accounting principles of Indian

Accounting Standards 34: Interim Financial Reporting ('Ind AS 34') as notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other recognised accounting practices and policies generally accepted in India, except for presentation of comparative financial information as it is not required for the intended purpose for which it has been approved by the Board of Directors of the Holding Company.

This Special Purpose Restated Consolidated Financial Information have been prepared by the Management of the Holding company for the purpose of preparation of Restated Consolidated Financial Information to be included in Draft Red Herring prospectus (the "DRHP") to be filed by the Holding Company with the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and BSE Limited in connection with the proposed Initial Public Offer ("IPO") of equity shares of face value of Rs. 10.00 each prepared by the Holding Company.

The Special Purpose Restated Consolidated Financial Information have been 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 Group Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

This Special Purpose Restated Consolidated Financial Statements prepared solely for inclusion in DRHP in relation to IPO may not be suitable for any other purpose. Also, the disclosure of comparatives in this Restated Consolidated Financial Statements is exempt as per para 11 of Part A in Schedule VI of SEBI ICDR Regulations.

The Special Purpose Restated Consolidated Financial Information are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR or Rs. millions, except when otherwise indicated.

(b) Basis of measurement

These consolidated financial statements have been prepared on going concern basis under the historical cost basis, except for the following items (refer to individual accounting policies for detail):

-Financial instruments - Fair value through profit or loss.
-Financial instruments - Fair value through OCI
-Net defined benefit(asset)/ liability - Fair value of plan assets less present value of defined benefit obligation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 inputs are unobservable inputs for the asset or liability.

(c) Current and Non-current Classification

The Group classifies an asset as current asset when:

• it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
• it holds the asset primarily for the purpose of trading;
• it expects to realise the asset within twelve months after the reporting period; or
• the asset is cash or a cash equivalent unless the asset 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.

A liability is classified as current when:

• it expects to settle the liability in its normal operating cycle;
• it holds the liability primarily for the purpose of trading;
• the liability is due to be settled within twelve months after the reporting period; or
• it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group's normal operating cycle is twelve months.

(d) Critical Accounting Judgements, Estimates and Assumptions

The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure.

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances.

Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to the estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of:

1. Useful life of property, plant and equipment and intangible assets (refer note no. 4.5)

2. Employee Benefits (refer note no. 4.13)

3. Provision for Returnable Assets, Provisions, Contingent Liabilities and Contingent Assets (refer note no. 4.13 and 4.18)

4. Taxes on Income (refer note no. 4.17)

5. Leases – Group as a Lessee (refer note no. 4.16)

6. Impairment of Assets (Refer note no. 4.6)

4. MATERIAL ACCOUNTING POLICIES

This note provides a list of material accounting policies adopted in the preparation of these Restated Consolidated Financial Information. These policies have been consistently applied to all the years and periods presented, unless otherwise stated.

4.1 Basis of Consolidation

The consolidation of the accounts of the group are prepared in accordance with Ind AS 110 – 'Consolidated Financial Statements'.

i. The consolidated financial statements incorporate the financial statements of Parent Company and its subsidiaries, being the entities that it controls. Control is evidenced where the Group has power over the investee or is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns.

ii. When the Company loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the consideration received and (ii) carrying amount of the assets, and liabilities of the subsidiary and any non-controlling interests at the date the control is lost.

iii. The financial statements of the Parent Company and its subsidiaries companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting un-realised profits or losses, unless cost cannot be recovered.

iv. The excess of cost to the Group of its investments in the subsidiary Company, at the date on which the investments in the subsidiary Company was made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

v. Non-Controlling Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary Company were made and further movements in their share in the equity, subsequent to the date of investment. Net profit / loss for the year of the subsidiary attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to owners of the Group.

vi. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

4.2 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation, and accumulated impairment loss (if any).Cost includes all expenses related to acquisition and installation of property, plant & equipment which comprises its purchase price net of any trade discounts and rebates, import duties and other non-refundable taxes or levies and any directly attributable cost on making the asset ready for its intended use.

Machinery spares, which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular, are capitalised and depreciated over the useful life of the principal item of the relevant class of assets. Subsequent expenditure on property plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance. All other repair and maintenance of revenue nature are charged to statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

Capital Work in Progress:

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost comprises direct cost, related incidental expenses and for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Such properties are classified as the appropriate categories of property, plant and equipment when completed and ready for intended use.and depreciation commences on the same basis.

Advances given towards acquisition and construction of property, plant and equipment outstanding at each balance sheet date are disclosed as capital advance under other non current assets.

4.3 Intangible Assets and Intangible Assets under development:

Intangible assets with finite useful life that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful life. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal (i.e. at date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arise upon derecognition of assets (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) included in the statement of profit and loss when the assets is derecognised.

Intangible Assets under development

Research costs are expensed as incurred. Development expenditures on an individual project recognised as an intangible asset when the Group can demonstrate:

i. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
ii. Its intention to complete and its ability and intention to use or sell the asset
iii. It is probable that future economic benefits will flow to the Group and the Group has control over the asset

Cost of Product Registration generally comprises of costs incurred towards creating product dossiers, fees paid to registration consultants, application fees to the government authorities, data compensation costs, data call-in costs and fees for task-force membership.

In cases where data compensation is being negotiated and is awaiting the finalization of contractual agreements, the cost is initially estimated by management and adjusted to actual amounts once the agreements are concluded.

4.4 Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Goodwill is tested for impairment on annual basis ,impairment loss if any, is charged to statement of profit and loss account.

4.5 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Amortisation:
Intangible assets are amortised over their estimated useful life on straight line method as follows:

Type of Asset	Useful Life
Computer Software	5 Years
Patents	5 Years

4.6 Impairment of Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of profit and loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

4.7 Foreign Currency Transactions

Initial Recognition
Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at Balance Sheet Date
Foreign currency monetary items of the Group, outstanding at the balance sheet date are restated at the period end /Financial year-end rates. Non-monetary items of the Group are carried at historical cost.

Treatment of Exchange Differences

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Statement of Profit and Loss.

Foreign Currency Translation reserve

- The functional currency and presentation currency of the Group is Indian Rupee. Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Group and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- Financial statements of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupee as follows:
    - Assets and liabilities are translated at the closing rate at the date of that Balance Sheet;
    - Income and expenses are translated at average exchange rate for the reporting period. All resulting exchange differences are recognised in other comprehensive income and accumulated in equity as “Foreign Currency Translation Reserve”.

4.8 Discontinued operations

Non-current assets and disposal groups are classified as held for sale when:

i) They are available for immediate sale,
ii) Management is committed to a plan to sell,
iii) It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn,
iv) An active program to locate a buyer has been initiated,
v) The asset or disposal group is being marketed at a reasonable price in relation to its fair value and
vi) A sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

i) Their carrying amount immediately prior to being classified as held for sale in accordance with the group's accounting policy; or
ii) Fair value less costs of disposal.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed during the reporting period/ Financial year are included in the consolidated statement of profit and loss up to the date of disposal.

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary with a view to sale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of profit and loss as a single line which comprises the post-tax profit or loss of the discontinued operation along with the post-tax gain or loss recognised on the re-measurement to fair value less costs to sell or on disposal of the assets or disposal groups constituting discontinued operations. A detailed note of the assets and liabilities of the disposal group is given in Note - 49 of the restated Special Purpose Restated Consolidated Financial Information

4.9 Inventories

Raw materials, packing materials, stores, spares and consumables are valued at lower of cost (net of refundable taxes and duties) and net realizable value. The cost of these items of inventory comprises of cost of purchase, transit insurance, receiving charges and other incidental costs incurred to bring the inventories to their present location and condition.

Work in progress and finished goods are valued at lower of cost and net realizable value. The cost of work in process and finished goods includes the cost of direct material consumed, cost of conversion and other costs incurred to bring the inventories to their present location and condition.

Cost of inventories is determined on "Weighted Average" basis and is net of tax credits and after providing for obsolescence and other losses.

Net realizable value is the contracted selling value reduced by the estimated costs of completion and the estimated costs necessary to make the sales.

4.10 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity.

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Group classifies its financial assets in the following measurement categories:

i) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
ii) those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:
• fair value (either through other comprehensive income or through Profit and Loss), or
• amortized cost

Derecognition of financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's balance sheet) when:
• The rights to receive cash flows from the asset have expired, or
• The Group has transferred its rights to receive cash flows from the asset
When the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of financial asset, the financial asset is derecognised if the Group has not retained control over the financial asset. Where the Group retains control of the financial asset, the asset continues to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

At each balance sheet date, the Group assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Group measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition.

If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Group uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

Income recognition

Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Cash and cash equivalents

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities/holding period of three months or less from the date of investments.

Investments

Investments of Group are in mutual funds. These investments are initially recorded at fair value and classified as fair value through profit or loss.

Trade receivables

Trade receivables are amounts due from customers for the sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at their transaction price, which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Derecognition of financial liabilities

Financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

Trade Payables

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

Offsetting financial instruments:

Financial assets and liabilities are off-set and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Equity Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Group's ordinary shares are classified as equity instruments.

4.11 Derivative financial instruments

The Group enters into derivative financial instruments in form of foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

4.12 Non-controlling interests

The Group has the choice, on a transaction by transaction basis, to initially recognise any non-controlling interest in the acquiree which is a present ownership interest and entitles its holders to a proportionate share of the entity's net assets in the event of liquidation at either acquisition date fair value or, at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets.

The Group has not elected to take the option to use fair value in acquisitions completed to date.

The total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests.

4.13 Revenue from contracts with customers

As per Ind AS 115 “Revenue from contracts with customers”- A contract with a customer exists only when the parties to the contract have approved it and are committed to perform their respective obligations, the Company can identify each party’s rights regarding the distinct goods or services to be transferred (“performance obligations”), the Group can determine the transaction price for the goods or services to be transferred, the contract has commercial substance and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Revenues are recorded in the amount of consideration to which the Group expects to be entitled in exchange for performance obligations upon transfer of control to the customer and is measured at the amount of transaction price allocated to that performance obligation.
The transaction price of goods sold and services rendered is net of estimated incentives, returns, rebates, and applicable trade discounts, allowances, Goods and Services Tax (GST) and amounts collected on behalf of third parties.

Sale of goods

Based on the contractual terms with the customers, revenue from sale of goods is recognised at the point in time when control is transferred to the customer either on dispatch of goods or goods accepted by the customers at their premises.

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. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Therefore, the amount of revenue recognised is adjusted for expected returns. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The Group reviews its estimate of expected returns at each reporting date.

The right to recover returned goods asset is measured at the former carrying amount of the inventory. The refund liability is included in other current liabilities and the right to recover returned goods is included in current assets.

Tax Rebate Income is accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Other Income

Interest income is accrued on a time basis, according to the principal outstanding and at the interest rate applicable.

Other items of income are accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Export Benefits

Export benefits are accounted for in the period/year of exports based on eligibility and when there is no uncertainty in receiving the same.

Insurance Claim

Insurance claims are accounted for based on claims admitted and to the extent that there is no uncertainty in receiving the claims.

Contract balances

Contract assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Assets and liabilities arising from returns

Returnable asset

Returnable asset represents the Group’s right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decrease in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decrease in the value of the returned products.

Refundable Liabilities

A Refundable Liabilities is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer.

The Company updates its estimates of Refundable Liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

4.14 Employee Benefits

Post Employment Employee Benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund, Compensated Absences.

Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss.

Past service cost is recognised in statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
b. net interest expense or income; and
c. remeasurement

The Group presents the first two components of defined benefit costs in statement of profit or loss in the line item ‘Employee benefits expense’. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the standalone balance sheet represents the actual deficit or surplus in the Group’s defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Other 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 service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date. The liabilities of earned leaves which are not expected to be settled within 12 months after the end of the period in which the employee render the related service, are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit cost method based on actuarial valuations.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

4.15 Borrowing Costs

Borrowing costs include interest as per the effective interest rate and amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

4.16 Leases – Group as a Lessee

At inception of a contract, the Group assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset the Group assesses whether contract involves the use of an identified asset, the Group has a right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use and the Group has the right to direct the use of the asset.

At the commencement date, right-of-use asset is recognized at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any. It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. Right of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

At the inception date, lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting the carrying amount to reflect interest, lease payments and remeasurement, if any.

Lease payments are discounted using the incremental borrowing rate or interest rate implicit in the lease if the rate can be determined.

The Group has elected not to apply the requirements of Ind AS 116 to leases that has a term of 12 months or less and leases for which the underlying asset is of low value.

4.17 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill. The Group offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

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. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and the Group intends to settle the asset and liability on a net basis year wise.

4.18 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that may arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability is not recognized but its existence is disclosed in the financial statements. Contingent assets are recognised and disclosed only when an inflow of economic benefits is probable in the financial statements.

4.19 Segment Reporting

The Group identifies segments as operating segments whose operating results are regularly reviewed by the Chief Operating Decision Maker [CODM] to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

4.20 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / loss attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the period/year adjusted for the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.
The weighted average number of shares classified as equity in nature outstanding is adjusted for events such as bonus issue, share split, 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 equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.21 Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the directors. In the case of final dividends, this is when approved by the shareholders at the annual general meeting.

4.22 Statement of Cashflows

Restated statement of cashflow is prepared as per indirect method prescribed in the Ind AS 7 'Statement of Cash Flows'.

4.23 Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

5. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

i) Ind AS 117 – Insurance contracts
On August 12, 2024, MCA announced the amendments to the Companies (Indian Accounting Standards) Rules, 2015, applicable from August 12, 2024, as below:

The amendment outlines scenarios where Ind AS 117 does not apply. These include warranties from manufacturers, dealers, or retailers related to goods or services and employer obligations from employee benefit plans. It also excludes retirement benefit obligations from defined benefit plans and contractual rights or obligations tied to future use of non-financial items, such as certain license fees and variable lease payments.

However, the Group is not engaged in insurance contracts, hence do not have any impact on the Consolidated Financial Information.

ii) Accounting for sale and leaseback transaction the books of seller – lessee – Amendments to Ind AS 116

On September 09, 2024, MCA announced the amendments to the Companies (Indian Accounting Standards) Rules, 2015, applicable from September 09, 2024, as below:

The amendment require seller-lessee shall determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee. These rules aim to streamline accounting processes and ensure compliance with the updated Ind AS requirements. However, the Company is not engaged in sale and lease back transactions, hence do not have any impact on the Restated Financial Information.

(All amounts in INR millions, unless otherwise stated)

6 PROPERTY, PLANT & EQUIPMENT

Class of Assets	Gross Block				Accumulated Depreciation				Net Block
	As at April 1, 2024	Additions	Deductions	As at Sep 30, 2024	Upto April 1, 2024	For the period relating to Continuing Operation	Deductions	Upto Sep 30, 2024	As at Sep 30, 2024
Freehold Land	39.17	-	-	39.17	-	-	-	-	39.17
Factory Buildings	633.19	1.06	-	634.25	307.69	16.63	-	324.32	309.92
Factory Equipment	14.49	0.07	-	14.56	12.02	0.32	-	12.34	2.22
Plant & Machinery	1,307.12	19.87	4.36	1,322.63	835.10	50.76	1.62	884.24	438.39
Laboratory Equipment	77.56	0.00	-	77.56	57.00	2.52	-	59.52	18.04
Electrical Installation	153.40	0.74	-	154.14	76.20	9.78	-	85.98	68.16
Office Equipments	33.97	0.29	-	34.26	22.29	2.73	-	25.02	9.24
Office Building	29.76	0.00	-	29.76	9.74	0.49	-	10.23	19.54
Computers	20.13	1.39	0.11	21.41	16.32	1.16	0.10	17.38	4.03
Furniture & Fixtures	69.07	0.48	-	69.55	35.74	4.30	-	40.04	29.51
Vehicles	41.67	1.06	11.51	31.22	26.31	2.45	10.19	18.57	12.65
Total	**2,419.54**	**24.96**	**15.98**	**2,428.51**	**1,398.41**	**91.14**	**11.91**	**1,477.64**	**950.87**

Class of Assets	Gross Block					Accumulated Depreciation					Net Block
	As at April 1, 2023	Additions	Deductions	Deductions due to Discontinued Operation (Refer Note 49)	As at March 31, 2024	Upto April 1, 2023	For the year relating to Continuing Operation	Deductions	Deductions due to Discontinued Operation (Refer Note 49)	Upto March 31, 2024	As at March 31, 2024
Freehold Land	39.17	-	-	-	39.17	-	-	-	-	-	39.17
Factory Buildings	610.43	22.76	-	-	633.19	271.20	36.49	-	-	307.69	325.50
Factory Equipment	14.30	0.19	-	-	14.49	10.91	1.11	-	-	12.02	2.47
Plant & Machinery	1,179.88	159.29	32.05	-	1,307.12	741.66	111.83	18.39	-	835.10	472.02
Laboratory Equipment	76.43	3.56	2.43	-	77.56	52.79	6.29	2.08	-	57.00	20.56
Electrical Installation	100.92	52.48	-	-	153.40	68.05	8.15	-	-	76.20	77.20
Office Equipments	25.33	9.01	-	0.37	33.97	18.07	4.52	0.30	0.03	22.29	11.68
Office Building	29.76	0.00	-	-	29.76	8.72	1.02	-	-	9.74	20.02
Computers	20.40	1.92	1.71	0.48	20.13	14.84	3.29	1.81	0.11	16.32	3.81
Furniture & Fixtures	48.81	20.26	-	-	69.07	30.32	5.42	-	-	35.74	33.33
Vehicles	41.67	-	-	-	41.67	19.28	7.03	-	-	26.31	15.36
Total	**2,187.10**	**269.47**	**36.19**	**0.85**	**2,419.54**	**1,235.84**	**185.15**	**22.58**	**0.14**	**1,398.41**	**1,021.12**

(All amounts in INR millions, unless otherwise stated)

Class of Assets	Gross Block				Accumulated Depreciation				Net Block
	As at April 1, 2022	Additions	Deductions	As at March 31, 2023	Upto April 1, 2022	For the year	On deductions	Upto March 31, 2023	As at March 31, 2023
Freehold Land	27.40	11.77	-	39.17	-	-	-	-	39.17
Factory Buildings	580.07	30.36	-	610.43	230.96	40.24	-	271.20	339.23
Factory Equipment	13.70	0.60	-	14.30	8.74	2.17	-	10.91	3.39
Plant & Machinery	1,074.51	117.47	12.10	1,179.88	634.98	116.35	9.67	741.66	438.22
Laboratory Equipment	73.37	3.06	-	76.43	45.35	7.44	-	52.79	23.64
Electrical Installation	94.26	7.46	0.80	100.92	59.16	9.56	0.67	68.05	32.87
Office Equipments	21.65	3.68	-	25.33	14.32	3.75	-	18.07	7.26
Office Building	29.76	0.00	-	29.76	7.65	1.07	-	8.72	21.04
Computers	18.11	2.45	0.16	20.40	9.79	5.20	0.15	14.84	5.56
Furniture & Fixtures	45.12	4.58	0.89	48.81	25.01	6.02	0.71	30.32	18.49
Vehicles	27.32	15.04	0.69	41.67	12.25	7.64	0.61	19.28	22.39
Total	**2,005.27**	**196.47**	**14.64**	**2,187.10**	**1,048.21**	**199.44**	**11.81**	**1,235.84**	**951.26**

Class of Assets	Gross Block				Accumulated Depreciation				Net Block
	As at April 1, 2021	Additions	Deductions	As at March 31, 2022	Upto April 1, 2021	For the year	On deductions	Upto March 31, 2022	As at March 31, 2022
Freehold Land	27.40	-	-	27.40	-	-	-	-	27.40
Factory Buildings	542.59	37.48	-	580.07	187.49	43.47	-	230.96	349.11
Factory Equipment	10.42	3.86	0.58	13.70	7.03	2.24	0.53	8.74	4.96
Plant & Machinery	944.09	132.36	1.94	1,074.51	525.49	110.43	0.94	634.98	439.53
Laboratory Equipment	59.06	14.31	-	73.37	38.11	7.24	-	45.35	28.02
Electrical Installation	79.84	14.42	-	94.26	50.35	8.81	-	59.16	35.10
Office Equipments	19.91	6.81	5.07	21.65	15.55	3.34	4.57	14.32	7.33
Office Building	29.76	0.00	-	29.76	6.53	1.12	-	7.65	22.11
Computers	13.01	5.10	0.00	18.11	4.89	4.90	-	9.79	8.32
Furniture & Fixtures	31.61	13.51	-	45.12	21.79	3.22	-	25.01	20.11
Vehicles	24.69	15.53	12.90	27.32	17.74	4.77	10.26	12.25	15.07
Total	**1,782.38**	**243.38**	**20.49**	**2,005.27**	**874.97**	**189.54**	**16.30**	**1,048.21**	**957.06**

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Notes to the Restated Consolidated Financial Information
(All amounts in INR millions, unless otherwise stated)
6a Capital Work In Progress

CWIP Ageing Schedule

As on September 30, 2024	Amount in CWIP for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress	721.10	21.63	0.30	5.55	748.58
Total	**721.10**	**21.63**	**0.30**	**5.55**	**748.58**

As on March 31, 2024	Amount in CWIP for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress	476.79	1.13	4.23	1.85	484.00
Total	**476.79**	**1.13**	**4.23**	**1.85**	**484.00**

As on March 31, 2023	Amount in CWIP for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress	129.87	13.82	-	1.85	145.53
Total	**129.87**	**13.82**	**-**	**1.85**	**145.53**

As on March 31, 2022	Amount in CWIP for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress	91.10	9.14	0.80	2.13	103.17
Project temporary suspended*	3.70	0.44	-	1.41	5.55
Total	**94.80**	**9.58**	**0.80**	**3.54**	**108.72**

*related to Saykha Dahej Project

Notes:
1. There are no adjustment to Property, Plant & Equipment and Intangible assets on account of borrowing cost and exchange differences during the period/year.
2. For Property, Plant & Equipment pledged as security, refer Note No. 20(I) & 20(II).
3. There are no projects whose completion is overdue or has exceeded its cost compared to its plan.
4. There are no temporarily suspended projects other than as mentioned above.
5. In accordance with Ind AS 101-First Time Adoption of Indian Accounting Standards, the Company had chosen to consider the carrying value for all its PPE as their deemed cost.
6. All freehold land and Buildings title are in the name of the company.

7 INTANGIBLE ASSETS

Class of Assets	Gross Block				Accumulated Amortisation				Net Block
	As at April 1, 2024	Additions	Deductions	As at Sep 30, 2024	Upto April 1, 2024	For the year	On deductions	Upto Sep 30, 2024	As at Sep 30, 2024
Computer softwares	41.97	4.39	-	46.36	32.22	3.00	-	35.22	11.14
Patent / Registration	16.10	-	-	16.10	6.15	1.56	-	7.71	8.39
Total	**58.07**	**4.39**	**-**	**62.46**	**38.37**	**4.56**	**-**	**42.93**	**19.53**

Class of Assets	Gross Block				Accumulated Amortisation				Net Block
	As at April 1, 2023	Additions	Deductions	As at March 31, 2024	Upto April 1, 2023	For the year	On deductions	Upto March 31, 2024	As at March 31, 2024
Computer softwares	38.93	3.77	0.73	41.97	27.89	5.05	0.72	32.22	9.75
Patent / Registration	10.15	6.08	0.13	16.10	3.76	2.52	0.13	6.15	9.95
Total	**49.08**	**9.85**	**0.86**	**58.07**	**31.65**	**7.57**	**0.85**	**38.37**	**19.70**

(All amounts in INR millions, unless otherwise stated)

Class of Assets	Gross Block				Accumulated Amortisation				Net Block
	As on April 1, 2022	Additions	Deductions	As on March 31, 2023	Upto April 1, 2022	For the year	On deductions	Upto March 31, 2023	As on March 31, 2023
Computer softwares	38.27	0.66	-	38.93	23.01	4.88	-	27.89	11.04
Patent / Registration	7.41	2.74	-	10.15	1.87	1.90	-	3.76	6.39
Total	**45.68**	**3.40**	**-**	**49.08**	**24.88**	**6.78**	**-**	**31.65**	**17.43**

Class of Assets	Gross Block				Accumulated Amortisation				Net Block
	As at April 1, 2021	Additions	Deductions	As on March 31, 2022	Upto April 1, 2021	For the year	On deductions	Upto March 31, 2022	As on March 31, 2022
Computer softwares	34.39	3.88	-	38.27	18.31	4.70	-	23.01	15.26
Patent / Registration	3.06	4.35	-	7.41	0.75	1.12	-	1.87	5.54
Total	**37.45**	**8.23**	**-**	**45.68**	**19.06**	**5.82**	**-**	**24.88**	**20.80**

7a Intangible Assets Under Development

As at Sep 30, 2024	Amount in intangible assets under development for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress					
Patent	4.61	8.71	-	0.34	13.66
Registration **	30.45	-	-	-	30.45
Others	-	-	-	0.20	0.20
Total	**35.06**	**8.71**	**0.00**	**0.54**	**44.31**

As at March 31, 2024	Amount in intangible assets under development for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress					
Patent	13.11	-		0.34	13.45
Registration **	11.42	-	-	-	11.42
Others	-	-	0.20	-	0.20
Total	**24.53**	**-**	**0.20**	**0.34**	**25.07**

As at March 31, 2023	Amount in intangible assets under development for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress					
Patent	8.81	-	-	0.39	9.20
Registration **	-	-	-	-	-
Others	1.58	0.20	-	-	1.78
Total	**10.39**	**0.20**	**0.00**	**0.39**	**10.98**

As at March 31, 2022	Amount in intangible assets under development for a Period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 03 Years	
Project in progress					
Patent	1.50	-	-	1.20	2.70
Total	**1.50**	**-**	**-**	**1.20**	**2.70**

**It represents cost incurred towards data generation, registration fees etc. capitalised as marketing rights for registering the new product or getting existing product registered for use on other crops with the registration authority.

Note
1. There are no adjustment Intangible assets on account of borrowing cost and exchange differences during the period/year.
2. In accordance with Ind AS 101-First Time Adoption of Indian Accounting Standards, the Company had chosen to consider the carrying value for all its PPE as their deemed cost.
3. There are no projects whose completion is overdue or has exceeded its cost compared to its plan.

(All amounts in INR millions, unless otherwise stated)

7b Right of Use Assets

Class of Assets	Gross block				Accumulated Depreciation				Net Block
	As at April 1, 2024	Additions	Deductions	As at Sep 30, 2024	Upto April 1, 2024	For the year	Deductions	Upto Sep 30, 2024	As at Sep 30, 2024
Leasehold land	718.60	0.55	-	719.15	33.23	2.23	-	35.46	683.69
Offices	13.32		-	13.32	1.70	1.33	-	3.03	10.29
Total	**731.92**	**0.55**	**-**	**732.47**	**34.93**	**3.56**	**-**	**38.49**	**693.98**

Class of Assets	Gross block					Accumulated Depreciation					Net Block
	As at April 1, 2023	Additions	Deductions	Deductions due to Discontinued Operation (Refer Note 49)	As at March 31, 2024	Upto April 1, 2023	For the year	Deductions	Deductions due to Discontinued Operation (Refer Note 49)	Upto March 31, 2024	As at March 31, 2024
Leasehold land	721.14	37.97	-	40.51	718.60	29.13	4.16	0.06	0.37	33.23	685.37
Offices	-	13.32	-	-	13.32	-	1.70	-	-	1.70	11.62
Total	**721.14**	**51.29**	**-**	**40.51**	**731.92**	**29.13**	**5.86**	**0.06**	**0.37**	**34.93**	**696.99**

Class of Assets	Gross block				Accumulated Depreciation				Net Block
	As at April 1, 2022	Additions	Deductions	As at March 31, 2023	Upto April 1, 2022	For the year	Deductions	Upto March 31, 2023	As at March 31, 2023
Leasehold land	680.63	40.51	-	721.14	25.00	4.13	-	29.13	692.01
Total	**680.63**	**40.51**	**-**	**721.14**	**25.00**	**4.13**	**-**	**29.13**	**692.01**

Class of Assets	Gross block				Accumulated Depreciation				Net Block
	As at April 1, 2021	Additions	Deductions	As at March 31, 2022	Upto April 1, 2021	For the year	Deductions	Upto March 31, 2022	As at March 31, 2022
Leasehold land	672.39	8.24	-	680.63	20.94	4.06	-	25.00	655.63
Total	**672.39**	**8.24**	**-**	**680.63**	**20.94**	**4.06**	**-**	**25.00**	**655.63**

Note:-
For Leasehold land pledged as security, refer Note No. 20(I) & 20(II).

7c Goodwill

The goodwill was recognised on account of acquisition of the Subsidiary Company (Rajdhani Petrochemicals Private Limited (Formerly known as Rajdhani Petrochemicals)) being the difference between purchase consideration and net assets acquired in the financial year 2016-2017. The goodwill is tested for impairment on annual basis. As at September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 the goodwill is not impaired based on Impairment testing by management.

(All amounts in INR millions, unless otherwise stated)

8 Investments

(I) Non Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Investment in Mutual Fund - measured at Fair Value through Profit and Loss Account (quoted)				
Units of ICICI Prudential Short Term Fund - Growth Option having face value of Rs.10/- (No. of Units 12,36,196.79) (March 31, 2024 No. of Units 12,36,196.79) (March 31, 2023 No. of Units 3,14,376.58) (March 31, 2022 No. Units 3,14,376.58)*	69.96	67.29	15.89	15.02
Units of Aditya Birla Sun Life Banking & PSU Debt Fund Growth Option having face value of Rs.10/- (No. of Units Nil) (March 31, 2024 No. of Units 31,924.72) (March 31, 2023 No. of Units 31,924.72) (March 31, 2022 Nil)**	-	10.95	10.17	-
Total	**69.96**	**78.24**	**26.06**	**15.02**
Aggregate amount of quoted investments - At Cost	65.01	74.69	24.69	15.01
Aggregate amount of quoted investments - At market value	69.96	78.24	26.06	15.02

*Investments in ICICI Prudential Short Term Fund - Growth Option aggregating to Rs. 69.96 millions are lien marked in favour of Tata Capital Financial Services Ltd. against its Term Loan outstanding of September 30, 2024 Rs. 185.14 millions (March 31, 2024 Rs. 210.97 millions, March 31, 2023 Rs. 305.97 millions, March 31, 2022 Rs. 393.33 millions)

**Investments in Aditya Birla Sun Life Banking & PSU Debt Fund - Growth Option are lien marked in favour of Aditya Birla Finance Ltd. against its Term Loan outstanding of (March 31, 2024 Rs. 320.00 millions, March 31, 2023 Rs. 400.00 millions, March 31, 2022 Nil)

(II) Current Investments

Particulars	As at Sept 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Investment in Mutual Fund - measured at Fair Value through Profit and Loss Account (quoted)				
Units of RF CP Agile Company (No. of Units 1,13,172.35)	7.65	-	-	-
Units of Aditya Birla Sun Life Banking & PSU Debt Fund Growth Option having face value of Rs.10/- (No. of Units 31,924.721)***	11.42	-	-	-
Total	**19.07**			
Aggregate amount of quoted investments - At Cost	17.26	-	-	-
Aggregate amount of quoted investments - At Market value	19.07	-	-	-

***Investments in Aditya Birla Sun Life Banking & PSU Debt Fund - Growth Option aggregating to Rs.11.42 millions are lien marked in favour of Aditya Birla Finance Ltd. against its Term Loan outstanding of Rs. Nil. The term loan was foreclosed on 27.09.2024 and lien release against loan was under approval with Aditya Birla Finance Ltd. as on September 30, 2024.

9 Loans

(I) Non-Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Loans to Employees	1.19	1.48	2.41	3.65
Total	**1.19**	**1.48**	**2.41**	**3.65**

(II) Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Loans to Related Parties (Refer Note 39) #	200.00	200.00	-	-
Loans to Employees	1.69	2.13	3.56	4.47
Total	**201.69**	**202.13**	**3.56**	**4.47**

Loans to Private Company where director is interested amounting to Rs. 200 millions (March 31, 2024 Rs. 200 millions March 31, 2023 Nil & March 31, 2022 Nil). These loans are interest bearing and repayable on demand. Since the Company is expecting to recover this amount in the next 12 months as sufficient credit lines are available with the counterparty, same has been classified as current assets.

Loans to Related Parties that are repayable on Demand:

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Loan Outstanding	200.00	200.00	-	-
Loan Outstanding (%)	99.16%	98.95%	-	-

10 Other Financial Assets

(I) Non-Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance held in Deposit Accounts with Banks with more than 12 months maturities (Refer Note 17)	4.70	4.17	4.27	3.81
Security Deposits (at amortised cost)	1.25	1.22	-	-
Total	**5.95**	**5.39**	**4.27**	**3.81**

(II) Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Security Deposits	12.85	12.29	5.91	5.50
Interest Receivable (Refer Note 39) (Refer note 1 below)	13.08	7.49	2.69	2.11
Receivables pertains to sale of component (Refer Note 49)	-	25.84	-	-
Other Receivables	0.32	-	-	-
Total	**26.25**	**45.62**	**8.60**	**7.61**

Notes:

1. Amount Rs. 10.03 millions pertains to related party.
2. For Other Current Financial Assets pledged as security, refer note 20(I) & 20(II).

(All amounts in INR millions, unless otherwise stated)

11 Non-Current Tax Assets

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Tax Paid in Advance [Net of Provision of tax September 30, 2024 Nil, March 31, 2024 Nil (March 31, 2023 Rs. 41.92 millions, March 31, 2022 Rs. 3.03 millions)]	32.09	39.23	43.20	0.56
Total	**32.09**	**39.23**	**43.20**	**0.56**

12 Deferred Tax Balances

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets				
Deferred Tax Assets	167.95	137.34	122.09	153.41
Less: Deferred Tax Liabilities	0.29	1.12	1.81	2.65
Deferred Tax Assets (Net)	**167.66**	**136.22**	**120.28**	**150.76**

Particulars	For the Period ended September 30, 2024		
	Opening Balance	Charged to P&L/OCI	Closing Balance
Deferred tax (liabilities)/ asset in relation to:			
Property Plant and Equipment	65.95	7.00	72.95
Provision for Employee benefit	9.86	4.56	14.42
Provision for Doubtful debt	46.18	9.56	55.74
Processing fees and Professional Fees	(1.11)	0.82	(0.29)
Deferred tax on stock reserve	15.17	9.57	24.74
Lease Accounting	0.17	(0.07)	0.10
Total	**136.22**	**31.44**	**167.66**

Particulars	FY 2023-24		
	Opening Balance	Charged to P&L/OCI	Closing Balance
Deferred tax (liabilities)/ asset in relation to:			
Property Plant and Equipment	64.55	1.40	65.95
Provision for Employee benefit	9.15	0.71	9.86
Provision for Doubtful debt	27.51	18.67	46.18
Processing fees and Professional Fees	(1.81)	0.70	(1.11)
Deferred tax on stock reserve	20.88	(5.71)	15.17
Lease Accounting	-	0.17	0.17
Total	**120.28**	**15.94**	**136.22**

Particulars	FY 2022-23		
	Opening Balance	Charged to P&L/OCI	Closing Balance
Deferred tax (liabilities)/ asset in relation to:			
Property Plant and Equipment	51.17	13.38	64.55
Provision for Employee benefit	10.92	(1.77)	9.15
Provision for Doubtful debt	27.36	0.15	27.51
Processing fees and Professional Fees	(2.65)	0.84	(1.81)
Deferred tax on stock reserve	57.10	(36.22)	20.88
Goodwill	6.86	(6.86)	-
Total	**150.76**	**(30.48)**	**120.28**

Particulars	FY 2021-22		
	Opening Balance	Charged to P&L/OCI	Closing Balance
Deferred tax (liabilities)/ asset in relation to:			
Property Plant and Equipment	42.58	8.59	51.17
Provision for Employee benefit	10.21	0.71	10.92
Provision for Doubtful debt	17.38	9.98	27.36
Processing fees and Professional Fees	(0.28)	(2.37)	(2.65)
Deferred tax on stock reserve	28.13	28.97	57.10
Goodwill	6.86	-	6.86
Total	**104.88**	**45.88**	**150.76**

Numerical Reconciliation between average effective tax rate and applicable tax rate:

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Accounting restated profit/(loss) before tax from Continuing and discontinuing operations	**897.70**	**842.28**	**286.92**	**1,012.01**
Income Tax using the Parent's domestic Tax rate #	225.93	211.99	72.21	254.72
Subsidiaries' charged at different tax rates	-	-	-	0.27
- Non deductible Expenses	49.64	86.80	68.23	71.64
- Deduction on account of Expenses allowable in Tax	(31.14)	(59.20)	(60.18)	(55.83)
- Changes in recognised deductible temporary differences	(12.62)	(21.25)	(5.64)	(17.67)
- (Profit)/Loss on sale of property, plant & equipment	0.03	0.07	0.55	(0.23)
- Profit on sale of subsidiary	-	9.56	-	-
- Short/(Excess) provision for Tax relating to prior years	-	2.15	(3.79)	3.87
- Capital gain on sale of investment	-	(0.72)	-	-
- Others	-	-	-	(0.68)
Total income tax expense	**231.84**	**229.40**	**71.38**	**256.09**
Effective tax rate	**25.83%**	**27.24%**	**24.88%**	**25.31%**

The Tax rate used for Financial period ended September 30, 2024, Financial Year 2023-24, 2022-23 & 2021-22 is 25.168% payable by corporate entity in India on taxable profits under the Income Tax Act, 1961.

(All amounts in INR millions, unless otherwise stated)

13 Other Assets

(I) Non-Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Capital Advances	155.99	73.69	305.00	254.72
Prepaid Expenses	-	-	0.08	0.12
GST Credit Receivable	36.42	-	-	-
Balance with government authorities (paid under protest)	4.52	4.52	4.52	4.52
Other Advances	23.30	-	-	-
Total	**220.23**	**78.21**	**309.60**	**259.36**

(II) Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered Good				
Export Benefit Receivable	3.63	1.97	10.52	6.08
Balances with government authorities :				
VAT Credit Receivable	8.45	10.33	12.38	10.83
GST Credit Receivable	94.39	291.87	409.20	615.91
Tax Rebate receivable (Refer note (i) below)	67.91	55.00	43.91	43.43
Advance Custom Duty paid	-	-	0.22	4.28
Prepaid Expenses	50.77	31.38	32.06	27.35
Returnable Asset (Refer note 21(II)(iii))	524.83	249.46	291.61	288.81
Advances to Suppliers	68.73	83.92	64.80	156.54
Advance to Employees	8.96	4.37	3.98	1.90
Total	**827.67**	**728.30**	**868.68**	**1,155.13**

Notes:

(i) As of September 30, 2024, the Company has receivables from the Central GST Department totalling Rs. 67.91 millions. These receivables primarily represent budgetary claims that were on hold since 2019. During the financials year 2023-24, Group has withdrawn the writ petition filed with High court and has formally requested authority to release this claim in compliance with the clarification issued by Central Board of Indirect Tax and Customs with reference to CBIC circulars. Company believes that this amount will be recovered within next 12 months and hence considered as current.

(ii) For Other Current Assets pledged as security, refer note 20(I) & 20(II).

14 Inventories

(At lower of cost and net realisable value)

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Raw Materials	748.63	613.95	914.41	1,381.76
Raw Materials - Goods in transit	73.53	44.73	57.94	85.51
Work in Progress	48.11	21.31	45.29	24.23
Stores and Spares	13.65	13.92	14.54	14.75
Packing Materials	97.37	61.16	79.95	69.62
Packing Materials - Goods in transit	4.60	3.37	1.55	1.75
Finished Goods ^	1,551.69	1,313.83	1,996.96	1,667.89
Stock In Trade	215.43	169.95	365.33	526.62
Stock In Trade - Goods in transit	31.66	15.41	31.20	6.99
Total	**2,784.67**	**2,257.63**	**3,507.17**	**3,779.12**

^ Finished goods include, certain technical & bulk materials, which are classified as Finished Goods based on the Company's estimate of its probable end use i.e. captive consumption or sale.

Notes:
1. Inventories are hypothecated as Security for Borrowings as disclosed under Note 20(I) & 20(II).
2. The write down of inventories to net realisable value and other provisions/losses recognised in the statement of profit and loss as an expense is Rs. 8.56 millions, March 31, 2024 Rs. 13.70 millions, March 31, 2023 Rs. 47.46 millions, March 31, 2022 Rs. 37.77 millions)

15 Trade Receivables

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at 31st March 2022
Unsecured, Considered Good	6,046.38	3,378.70	4,112.58	4,042.15
Unsecured, Considered doubtful	29.95	48.74	147.46	138.88
Less: Provision for expected credit loss (Refer Note below)	221.47	183.51	110.29	109.02
Total	**5,854.86**	**3,243.93**	**4,149.75**	**4,072.01**

Note: Movement in Provision for expected credit loss

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the period/year	183.51	110.29	109.02	99.59
Add: Provision made during the period/year (Refer Note 33)	60.00	88.50	5.34	16.28
Less: Provision utilised for write off during the period/year	22.04	15.28	4.07	6.85
Balance at the end of the period/year	**221.47**	**183.51**	**110.29**	**109.02**

(All amounts in INR millions, unless otherwise stated)

Trade Receivables Ageing As at September 30, 2024	Outstanding for the following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 03 years	Total
(I) Undisputed Trade Receivables - Considered Good	4,472.25	1,137.44	53.65	48.62	7.82	29.11	5,748.89
(II) Undisputed Trade Receivables - Which have significant increase in credit risk	-	0.01	14.36	83.89	47.02	152.21	297.49
(III) Disputed Trade Receivables - Considered Goods	-	-	-	-	-	-	-
(IV) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	0.65	1.13	0.98	27.19	29.95
(V) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables							**6,076.33**
Less: Provision for expected credit loss	-	-	-	-	-	-	221.47
Net Trade Receivable							**5,854.86**

Trade Receivables Ageing As at March 31, 2024	Outstanding for the following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 03 years	Total
(I) Undisputed Trade Receivables - Considered Good	1,980.44	898.65	167.02	67.42	15.22	7.00	3,135.75
(II) Undisputed Trade Receivables - Which have significant increase in credit risk	-	0.01	2.89	49.89	52.12	138.04	242.95
(III) Disputed Trade Receivables - Considered Goods	-	-	-	-	-	-	-
(IV) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	0.08	3.70	9.05	35.91	48.74
(V) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables							**3,427.44**
Less: Provision for expected credit loss	-	-	-	-	-	-	183.51
Net Trade Receivable							**3,243.93**

Trade Receivables Ageing As at March 31, 2023	Outstanding for the following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 03 years	Total
(I) Undisputed Trade Receivables - Considered Good	2,116.34	1,701.82	89.35	85.15	27.84	4.54	4,025.04
(II) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(III) Disputed Trade Receivables - Considered Goods	-	0.83	3.74	13.86	29.44	39.67	87.54
(IV) Disputed Trade Receivables - Which have significant increase in credit risk	-	0.14	-	10.17	9.25	95.63	115.19
(V) Disputed Trade Receivables - Credit impaired	-	0.20	0.01	1.89	0.20	29.97	32.27
Gross Trade Receivables							**4,260.04**
Less: Provision for expected credit loss	-	-	-	-	-	-	110.29
Net Trade Receivable							**4,149.75**

Trade Receivables Ageing As at March 31, 2022	Outstanding for the following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1 year	1-2 years	2-3 years	More than 03 years	Total
(I) Undisputed Trade Receivables - Considered Good	2,223.85	1,529.40	106.99	48.10	1.32	3.67	3,913.33
(II) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
(III) Disputed Trade Receivables - Considered Goods	-	1.95	21.34	47.74	15.74	42.06	128.83
(IV) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	0.63	24.71	71.30	96.64
(V) Disputed Trade Receivables - Credit impaired	-	-	0.27	0.81	5.65	35.50	42.23
Gross Trade Receivables							**4,181.03**
Less: Provision for doubtful debts and receivables	-	-	-	-	-	-	109.02
Net Trade Receivable							**4,072.01**

Note There are no unbilled trade receivables and hence the same are not disclosed in ageing schedule.

16 Cash and Cash Equivalents

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at 31st March 2022
Cash on hand	0.57	0.50	1.25	0.57
Balance with Banks	367.93	298.87	183.68	273.84
Balance held in deposit account with original maturity less than 3 months	-	0.27	19.64	951.00
Total	**368.50**	**299.64**	**204.57**	**1,225.41**

17 Other Bank Balances

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at 31st March 2022
Balance held in Deposit Accounts with Banks with original maturity more than 3 months but less than 12 months (Refer Note below)	148.38	103.28	224.67	96.82
Total	**148.38**	**103.28**	**224.67**	**96.82**

Note: Bank Deposits (including long term deposits in Other Financial Assets with balance maturity period of more than 12 months) of Rs. 151.94 millions (as at March 31, 2024 Rs. 106.64 millions, as at March 31, 2023 Rs. 97.50 millions, as at March 31, 2022 Rs. 100.56 millions), have been pledged with banks as a security for Term Loan, opening Letter of Credit and Bank Guarantee.

(All amounts in INR millions, unless otherwise stated)

18 Equity Share Capital

Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorised :								
Equity Shares of Rs.10 each #	5,00,00,000	500.00	50,00,000	500.00	50,00,000	500.00	50,00,000	500.00
Total	**5,00,00,000**	**500.00**	**50,00,000**	**500.00**	**50,00,000**	**500.00**	**50,00,000**	**500.00**
Issued, Subscribed and Paid Up:								
Equity Shares of Rs.10 each fully paid up #	3,90,18,750	390.19	26,01,250	260.13	27,48,003	274.80	29,48,003	294.80
Total	**3,90,18,750**	**390.19**	**26,01,250**	**260.13**	**27,48,003**	**274.80**	**29,48,003**	**294.80**

(a) Reconciliation of number of shares

Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity Shares								
Opening Balance	26,01,250	260.13	27,48,003	274.80	29,48,003	294.80	29,48,003	294.80
Add :- Sub-division of 1 Equity Share of the face value of ₹100 each into 10 Equity Shares of ₹10 each	2,34,11,250	-	-	-	-	-	-	-
Add :- Bonus Issued during the year (Issue of 1 fully paid Equity shares against 2 shares Held)*	1,30,06,250	130.06	-	-	-	-	-	-
Less :- Bought back during the year (Refer Note (f) below)	-	-	1,46,753	14.67	2,00,000	20.00	-	-
Closing Balance	**3,90,18,750**	**390.19**	**26,01,250**	**260.13**	**27,48,003**	**274.80**	**29,48,003**	**294.80**

(b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Class of Shares / Name of Shareholder	As at Sep 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of Shares Held	% Holding in that Class of Shares	Number of Shares Held	% Holding in that Class of Shares	Number of Shares Held	% Holding in that Class of Shares	Number of Shares Held	% Holding in that Class of Shares
Equity Shares with Voting Rights								
Mr. Bhavesh V. Shah	95,35,650	24.44%	6,35,710	24.44%	6,35,710	23.13%	5,83,520	19.79%
Kappa Trust	94,00,050	24.09%	6,26,670	24.09%	6,26,670	22.80%	-	-
Mrs. Vilasben V. Shah	85,12,500	21.82%	1,76,750	6.79%	6,31,275	22.97%	1,76,250	5.98%
Alpha Trust	68,25,375	17.49%	4,55,025	17.49%	-	-	-	-
Mr.Tirth Shah	20,05,800	5.14%	1,33,220	5.12%	-	-	-	-
Mr. Vrajmohan R. Shah Jointly with Mrs. Vilasben V. Shah (Refer Note No. (e) below)	-	-	-	-	-	-	2,60,885	8.85%
Vrajmohan Ramanlal Shah (HUF)	-	-	-	-	-	-	1,94,140	6.59%
Mr. Kenal V. Shah	-	-	-	-	-	-	5,86,710	19.90%
Oman India Joint Investment Fund	-	-	-	-	1,45,753	5.30%	3,45,753	11.73%
Mr.Vrajmohan R Shah (Refer Note No. (e) below)	-	-	3,90,750	15.02%	3,90,750	14.22%	3,90,750	13.25%

(c) Shares held by Promoters and Promoter Group

Name of Shareholder	Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Vrajmohan R. Shah (Refer Note (e) below)	No.of Shares	-	3,90,750	3,90,750	3,90,750
	% of Total Shares	-	15.02%	14.22%	13.25%
	%Change During the Period/Year	-15.02%	0.80%	0.97%	-
Vrajmohan Ramanlal Shah (HUF)	No.of Shares	-	-	-	1,94,140
	% of Total Shares	-	-	-	6.59%
	%Change During the Period/Year	-	-	-6.59%	-
Vihangi Shah #	No.of Shares	1,500	100	100	5,000
	% of Total Shares	0.00%	0.00%	0.00%	0.17%
	%Change During the Period/Year	-	-	-0.17%	-
Deepa B. Shah #	No.of Shares	1,500	100	100	56,125
	% of Total Shares	0.00%	0.00%	0.00%	1.90%
	%Change During the Period/Year	0.00%	0.00%	-1.90%	0.00%
Vilasben V. Shah #	No.of Shares	85,12,500	1,76,750	6,31,275	1,76,250
	% of Total Shares	21.82%	6.79%	22.97%	5.98%
	%Change During the Period/Year	15.02%	-16.20%	16.99%	0.00%
Mr. Vrajmohan R. Shah Jointly with Mrs. Vilasben V. Shah (Refer Note No. (e) below)	No.of Shares	-	-	-	2,60,885
	% of Total Shares	-	-	-	8.85%
	%Change During the Period/Year	-	-	-8.85%	0.00%
Falguni K. Shah #	No.of Shares	1,500	100	100	56,125
	% of Total Shares	0.00%	0.00%	0.00%	1.90%
	%Change During the Period/Year	0.00%	0.00%	-1.90%	0.00%
Bhavesh V. Shah #	No.of Shares	95,35,650	6,35,710	6,35,710	5,83,520
	% of Total Shares	24.44%	24.44%	23.13%	19.79%
	%Change During the Period/Year	0.00%	1.31%	3.34%	0.00%

Name of Shareholder	Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Riddhi Shah #	No.of Shares	16,500	1,100	1,100	6,000
	% of Total Shares	0.04%	0.04%	0.04%	0.20%
	%Change During the Period/Year	0.00%	0.00%	-0.16%	0.03%
Kenal Vrajmohan Shah (HUF)	No.of Shares	-	-	-	52,190
	% of Total Shares	-	-	0.00%	1.77%
	%Change During the Period/Year	-	-	-1.77%	0.00%
Kenal Vrajmohan Shah	No.of Shares	-	-	-	5,86,710
	% of Total Shares	-	-	0.00%	19.90%
	%Change During the Period/Year	-	-	-19.90%	0.00%
Bhavesh Vrajmohan Shah (HUF)	No.of Shares	-	-	-	52,190
	% of Total Shares	-	-	0.00%	1.77%
	%Change During the Period/Year	-	-	-1.77%	0.00%
Tirth Shah #	No.of Shares	20,05,800	1,33,220	1,33,220	1,33,320
	% of Total Shares	5.14%	5.12%	4.85%	4.52%
	%Change During the Period/Year	0.02%	0.27%	0.33%	0.00%
Athena Trust #	No.of Shares	73,500	4,900	4,900	-
	% of Total Shares	0.19%	0.19%	0.18%	0.00%
	%Change During the Period/Year	0.00%	0.01%	0.18%	0.00%
Beta Trust #	No.of Shares	8,40,375	56,025	56,025	-
	% of Total Shares	2.15%	2.15%	2.04%	0.00%
	%Change During the Period/Year	0.00%	0.12%	2.04%	0.00%
Kappa Trust #	No.of Shares	94,00,050	6,26,670	6,26,670	-
	% of Total Shares	24.09%	24.09%	22.80%	0.00%
	%Change During the Period/Year	0.00%	1.29%	22.80%	0.00%
Shard Trust #	No.of Shares	73,500	4,900	4,900	-
	% of Total Shares	0.19%	0.19%	0.18%	0.00%
	%Change During the Period/Year	0.00%	0.01%	0.18%	0.00%
Monakhos Trust #	No.of Shares	1,500	100	100	-
	% of Total Shares	0.00%	0.00%	0.00%	0.00%
	%Change During the Period/Year	0.00%	0.00%	0.00%	0.00%
Stamford Trust #	No.of Shares	10,22,325	68,155	68,155	-
	% of Total Shares	2.62%	2.62%	2.48%	0.00%
	%Change During the Period/Year	0.00%	0.14%	2.48%	0.00%
Alpha Trust #	No.of Shares	68,25,375	4,55,025	-	-
	% of Total Shares	17.49%	17.49%	0.00%	0.00%
	%Change During the Period/Year	0.00%	100.00%	0.00%	0.00%
Pujan Shah #	No.of Shares	1,500	100	100	-
	% of Total Shares	0.00%	0.00%	0.00%	0.00%
	%Change During the Period/Year	0.00%	0.00%	0.00%	0.00%
Nikhil C Shah #	No.of Shares	22,500	1,500	1,500	1,500
	% of Total Shares	0.06%	0.00%	0.00%	0.00%
	%Change During the Period/Year	0.00%	0.00%	0.00%	0.00%

(d) The Company has one class of Equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share held. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

(e) Mr. Vrajmohan R. Shah - Shareholder of the Company expired on 13th February, 2022. His shareholding is claimed by legal heir (Mrs. Vilasben V. Shah) and accordingly 58,61,250 shares have been transfered on September 20, 2024 to her after completing all the formalities as per Companies Act and Depositories Regulations.

(f) Buyback of Shares, Bonus Shares and Shares issued for Consideration other than cash:

- The Board of Directors of the Company, at its meeting held on February 14, 2024 and vide approval of the Members of the Company by way of Special Resolution passed on February 23, 2024 approved buyback of upto 1,60,000 (One Lakh Sixty Thousand) fully paid-up Equity Shares of face value of Rs. 100/- (Rupees Hundred only) each (representing 5.82 % of the total number of fully paid-up Equity Share Capital of the Company) on a proportionate basis, through the 'Tender Offer' route in accordance with the Companies Act, 2013 ('the Act') and rules made thereunder, at a price of Rs. 3,431/- (Rupees Three Thousand Four Hundred Thirty One only) per Equity Share, payable in cash for an aggregate consideration not exceeding Rs. 548.96 millions, being 13.67% of the aggregate of paid-up capital and free reserves of the Company, as per unaudited interim condensed special purpose standalone financial statements of the Company as on December 31, 2023 (within 25% of the aggregate of paid-up capital and free reserves of the Company as on December 31, 2023). Pursuant to the above 1,46,753 number of shares were tendered by the share holders for Buyback effectively from March 28, 2024.

- The Board of Directors of the Company, at its meeting held on April 2, 2022 and vide approval of the Members of the Company by way of Special Resolution passed on April 5, 2022 approved buyback of upto 2,00,000 (Two Lakh) fully paid-up Equity Shares of face value of Rs. 100/- (Rupees Hundred only) each (representing 6.78 % of the total number of fully paid-up Equity Share Capital of the Company) on a proportionate basis, through the 'Tender Offer' route in accordance with the Companies Act, 2013 ('the Act') and rules made thereunder, at a price of Rs. 5,524.50 (Rupees Five Thousand Five Hundred Twenty Four and Fifty paisa only) per Equity Share, payable in cash for an aggregate consideration not exceeding Rs. 1,104.90 millions, being 24.34% of the aggregate of paid-up capital and free reserves of the Company, as per unaudited interim condensed special purpose standalone financial statements of the Company as on October 31, 2021 (within 25% of the aggregate of paid-up capital and free reserves of the Company as on October 31, 2021). Pursuant to the above 2,00,000 number of shares were tendered by one of the share holders for Buyback effectively from May 2, 2022.

- The Company has issued bonus shares but not issued shares for consideration other than cash during the reporting period.
- The Shareholders of the Company, at their Extra-Ordinary General Meeting held on 27th June, 2024, had approved the sub-division of the face value from Rs. 100/- to Rs. 10/- per share. The record date for the said sub-division was 26th July, 2024.
-* The Shareholders of the Company meeting held on August 24, 2024, had approved and allotted 1,30,06,250 equity shares in ratio of 1 shares for every 2 shares held for a face value of Rs. 10/- (Rupees Ten only) each by way of bonus issue aggregating to Rs. 130.06 millions fully paid up, to the existing equity shareholders of the Company or to the beneficial owners in the same proportion of their equity shares holding in the Company. The record date for the said Bonus issue was August 23, 2024.

-# There is change in Number of shares due to Sub-division of face value and bonus share issued during the period ended September 30, 2024.

(All amounts in INR millions, unless otherwise stated)

19 Other Equity

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(1) Capital Reserve				
Opening Balance	0.11	0.11	0.11	0.11
Increase/(Decrease) during the period/year	-	-	-	-
Closing balance	**0.11**	**0.11**	**0.11**	**0.11**
(2) Capital Redumption Reserve				
Opening Balance	34.67	20.00	-	-
Add: Pursuant to Buyback of Shares (Refer note 18(f))	-	14.67	20.00	-
Less: Persuant to Issuance of Bonus Shares (Refer note 18(f))	34.67	-	-	-
Closing balance	**-**	**34.67**	**20.00**	**-**
(3) Securities Premium				
Opening Balance	-	-	944.51	944.51
Less: Pursuant to Buyback of Shares (Refer note 18(f))	-	-	944.51	-
Closing balance	**-**	**-**	**-**	**944.51**
(4) General Reserve				
Opening Balance	863.94	1,391.33	1,681.10	1,681.10
Less: Pursuant to Buyback of Shares (Refer note 18(f))	-	503.51	160.39	-
Less: Pursuant to Tax on Buyback of Shares (Refer note 18(f))	-	23.88	129.38	-
Less: Persuant to Issuance of Bonus Shares (Refer note 18(f))	95.39	-	-	-
Closing balance	**768.55**	**863.94**	**1,391.33**	**1,681.10**
(5) Retained earnings				
Opening Balance	2,545.83	1,948.58	1,765.19	1,037.92
Add : Net restated profit for the period/year	655.00	611.88	213.62	756.75
Less : Appropriations				
Dividend Paid per share Rs. 1.00 (March 31, 2024 Rs. 0.20, March 31, 2023 Rs. 1.10, March 31, 2022 Rs. 1.00)*	26.01	5.50	30.23	29.48
Less : De-recognition of Non Controlling Interest (Refer note 49)	-	9.13	-	-
Closing balance	**3,174.82**	**2,545.83**	**1,948.58**	**1,765.19**
(6) Foreign Currency Translation Reserve				
Foreign Currency Translation Reserve during the period/year	0.19	-	-	-
Closing balance	**0.19**	**-**	**-**	**-**
Total	**3,943.67**	**3,444.55**	**3,360.02**	**4,390.91**

-* Dividend Paid per share (March 31, 2024 Rs. 2.00, March 31, 2023 Rs. 11.00, March 31, 2022 Rs. 10.00) on face value of Rs. 100 each

Nature and Purpose of Reserves

Capital Redemption Reserve - Capital Redemption Reserve is created for redemption of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares redeemed. Capital Redemption Reserve is applied by the Group for issuance of fully paid bonus shares.

Securities Premium - Securities premium reserve is created due to premium on issue of shares. These reserve is utilised in accordance with the provisions of the Companies Act.

General Reserve - General Reserve is a free reserve created by the Company by transfer from Retained earnings for appropriation purposes.

Retained earnings - Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Foreign Currency Translation Reserve - Exchange differences arising on translation of the foreign subsidiaries are recognised in Other Comprehensive Income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount shall be reclassified to the statement of Profit and loss when the net investment is disposed off by the Company.

(All amounts in INR millions, unless otherwise stated)

20 Borrowings

(I) Non-Current Borrowings

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured Loans				
Term Loans from Banks (Refer Note No. (i) to (iv) below)	473.69	213.33	270.81	110.82
Less: Current maturities of Term Loans from Banks	180.15	79.68	57.48	56.95
	293.54	**133.65**	**213.33**	**53.87**
Term Loans from Non-Banking Financial Companies (Refer Note No. (v) to (vii) below)	481.06	566.76	1,003.29	1,262.86
Less: Current maturities of Term Loans from Non-Banking Financial Companies	51.14	156.47	245.69	126.65
	429.92	**410.29**	**757.60**	**1,136.21**
Vehicle Loans from Banks (Refer Note No. (viii) below)	6.25	7.84	11.24	3.54
Less: Current maturities of Vehicle Loans from Banks	2.35	2.74	3.46	1.82
	3.90	**5.10**	**7.78**	**1.72**
Vehicle Loans from Non-Banking Financial Companies (Refer Note No. (viii) below)	3.34	4.43	7.15	7.82
Less: Current maturities of Vehicle Loans from Non-Banking Financial Companies	1.83	1.92	2.51	1.99
	1.51	**2.51**	**4.64**	**5.83**
Total	**728.87**	**551.55**	**983.35**	**1,197.63**

(i). Loan from State Bank of India amounting to 79.35 millions (March 31, 2024: Rs.88.80 millions, March 31, 2023: Rs.88.80 millions, March 31, 2022: Nil), out of which Rs. 22.67 millions (March 31, 2024: Rs. 22.20 millions, March 31, 2023: Nil, March 31, 2022: Nil) are classified as current maturity. The outstanding balance is repayable in 42 equal monthly instalments commencing from May, 2024. The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company. The loan carries interest rate of 1% above 6 months MCLR.

(ii). Loan from State Bank of India amounting to Rs. 72.50 millions (March 31, 2024: Rs.94.25 millions, March 31, 2023: Rs.137.75 millions, March 31, 2022: 174.00 millions), out of which Rs. 43.50 millions (March 31, 2024: Rs.43.50 millions, March 31, 2023: 43.50 millions, March 31, 2022: 32.63 millions) are classified as current maturity. The outstanding balance is repayable in 20 equal monthly instalments. The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company. The loan carries interest rate of 1% above 6 months MCLR.

Loan from State Bank of India amounting to Nil (March 31, 2024: Nil, March 31, 2023: Nil, March 31, 2022: 17.16 millions), out of which Nil (March 31, 2024: Nil, March 31, 2023: Nil, March 31, 2022: 17.16 millions) are classified as current maturity. The loan is secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandeseri, Dist. Baroda. The loan is secured by second pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandeseri, Dist. Baroda. The loan carries interest rate of 12 months MCLR.

(iii). Loan from HDFC Bank amounting to Rs. 23.29 millions (March 31, 2024: Rs.30.28 millions, March 31, 2023: Rs.44.25 millions, March 31, 2022: 55.90 millions), out of which Rs. 13.98 millions (March 31, 2024: Rs.13.98 millions, March 31, 2023: Rs.13.98 millions, March 31, 2022: Rs. 10.48 millions) are classified as current maturity. The outstanding balance is repayable in 20 equal monthly instalments. The loan is secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company. The loan carries interest rate of 1% above 12 months MCLR.

(iv). Loan from Citi Bank NA amounting to Rs.300.00 millions (March 31, 2024 Nil, March 31, 2023 Nil, March 31, 2022 Nil). out of which Rs. 100 millions (March 31, 2024 Nil, March 31, 2023 Nil, March 31, 2022 Nil) are classified as current maturity. The outstanding balance is repayable in 12 equal quarterly instalments staring from Dec 2024. The loan is to be secured by first pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. And The loan is to be secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The loan carries interest rate of 9.00%. Investments in the form of fixed Deposit of Rs.25 millions is lien marked in favour of Citi Bank.

(v). Loan from Bajaj Finance Ltd. amounting to Nil (March 31, 2024: Rs.40.18 millions (March 31, 2023: Rs.66.96 millions, March 31, 2022: Rs. 93.75 millions), out of which Rs. Nil (March 31, 2024: Rs.26.79 millions (March 31, 2023: Rs.26.79 millions, March 31, 2022: Rs.26.79 millions) are classified as current maturity. The loan was secured by second pari-passu charge on entire current assets of the Company and second pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The loan is secured by first pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The loan carries interest rate of 1.20% above 3 months SBI Bank MCLR.

Loan from Bajaj Finance Ltd. amounting to Nil (March 31, 2024: Nil, March 31, 2023: Rs.237.50 millions, March 31, 2022: Rs. 250.00 millions), out of which Nil (March 31, 2024, Nil, March 31, 2023: Rs.50.00 millions, March 31, 2022: Rs.12.50 millions) are classified as current maturity. The loan is to be secured by second pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company. The loan carries interest rate of 1.35% above 3 months HDFC Bank MCLR.

(vi). Loan from Aditya Birla Finance Ltd. amounting to Rs. Nil (March 31, 2024: Rs.320.00 millions, March 31, 2023: Rs.400.00 millions, March 31, 2022: Rs.400.00 millions), out of which Rs. Nil (March 31, 2024: Rs.80.00 millions, March 31, 2023 : Rs.80.00 millions, March 31, 2022 : Rs.Nil) are classified as current maturity. The loan was to be secured by first pari-passu charge over the entire property, plant and equipment of the company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The loan carries interest rate of LTLR less 8.35% p.a. Investments in Mutual Fund are lien marked in favour of Aditya Birla Finance Ltd. The term loan was foreclosed on 27.09.2024 and lien release against loan was under approval with Aditya Birla Finance Ltd. as on September 30, 2024 (Refer Note 8)

Loan from Aditya Birla Finance Ltd. amounting to Rs.300.00 millions(March 31, 2024: Rs.Nil, March 31, 2023: Rs.Nil, March 31, 2022: Rs.Nil),out of which Rs. Nil (March 31, 2024: Rs.Nil, March 31, 2023 : Rs.Nil, March 31, 2022 : Rs.Nil). The outstanding balance is repayable in 60 equal monthly instalments commencing from Oct, 2025. The loan is secured/to be secured by first pari-passu charge on entire current and fixed assets of the GSP Intermediate Pvt Ltd (Subsidiary). The loan carries interest rate of 10.75% p.a. linked to ABFL long term reference rate.

(vii). Loan from TATA Capital Financial Services Ltd. amounting to Rs.185.14 millions (March 31, 2024: Rs.210.97 millions, March 31, 2023: Rs.262.64 millions, March 31, 2022: Rs.310.00 millions), out of which Rs. 51.67 millions (March 31, 2024: Rs.51.67 millions, March 31, 2023: Rs.51.67 millions, March 31, 2022: 47.36 millions) are classified as current maturity. The outstanding balance is repayable in 43 monthly instalments. The loan is to be secured by first pari-passu charge on Industrial Plot No. C-93 to C-99, C-103 to C-109, Saykha Industrial Estate, Saykha, Vagra, Bharuch. The loan carries interest rate of LTLR less 9.75%. Investments in Mutual Fund are lien marked in favour of Tata Capital Financial Services Ltd. (Refer Note 8)

Loan from TATA Capital Financial Services Ltd. amounting to Nil (March 31, 2024: Nil, March 31, 2023: Rs.43.33 millions, March 31, 2022: Rs.83.34 millions), out of which Nil (March 31, 2024: Nil, March 31, 2023: Rs.40.00 millions, March 31, 2022: 40.00 millions) are classified as current maturity. The loan is secured by exclusive charge on the lease hold land of company located at Saykha, Ankleshwar. The loan carries interest rate of LTLR less 8.25%.

(viii) Vehicle loans amounting to Rs. 9.59 millions, (March 31, 2024: Rs.12.16 millions, March 31, 2023: Rs. 18.40 millions, March 31, 2022: 11.36 millions) are secured against the hypothecation of respective vehicles, out of which Rs. 4.18 millions (March 31, 2024: Rs. 4.66 millions, March 31, 2023: Rs. 5.98 millions, March 31, 2022: 3.82 millions) is classified as current maturity. Vehicle Loans carry interest from 7.06 % to 9.00 %. The outstanding amount is repayable in 12 to 34 monthly instalments which include the amount of Interest.

(II) Current Borrowings

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured Loans				
Working Capital loans (Refer Note (i) below)	1,725.29	1,424.07	1,892.01	1,677.34
Current Maturities of Long Term Debt from Banks	182.50	82.42	60.94	58.77
Current Maturities of Long Term Debt from Non-Banking Financial Companies	52.97	158.39	248.20	128.64
	1,960.76	**1,664.88**	**2,201.15**	**1,864.75**
Unsecured Loans				
Working Capital loans (Refer Note No. (ii) below)	200.00	100.00	-	-
Loans from Related Parties (Refer Note No. (iii) below)				
From Directors	-	18.28	29.44	73.32
From Shareholders	-	19.67	28.63	66.64
	200.00	**137.95**	**58.07**	**139.96**
Total	**2,160.76**	**1,802.83**	**2,259.22**	**2,004.71**

(All amounts in INR millions, unless otherwise stated)

(i). Working Capital Loans include Cash Credit and Working Capital Demand Loans from Banks and Non-Banking Financial Company under consortium led by State Bank of India. These Working Capital loans are secured/to be secured by first pari-passu charge on entire current assets of the Company and first pari-passu charge over the entire property, plant and equipment of the Company except property, plant and equipment located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The said Working Capital loans are also secured/to be secured by second pari-passu charge over the entire property, plant and equipment of the Company located at plot no. 2, GIDC, Nandesari, Dist. Baroda. The Working Capital Loans carries interest rate ranging from marginal cost of lending rate plus 1.00 % p.a. to 2.00 % p.a.

(ii) Unsecured working capital Loans is repayable on demand and carries the interest rate of RBI repo rate plus 2.95% p.a.

(iii) Loans from Directors and Shareholders are repayable on demand and carries the interest rate of 9% p.a.

The Term Loan and Working Capital availed by company are secured by personal Guarantee of Promotor Mr. Bhavesh V Shah and other Promotor Mr. Tirth K Shah (except for Loan availed by GSP Intermediates Private Limited (Subsidary) from Aditya Birla Finance Ltd.) from banks and financial institutions.

21 Provisions

(I) Non-Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits				
Provision for Compensated Absences [Refer note (i) below]	14.43	10.62	8.92	8.79
Provision for Gratuity (Refer note 35)	5.23	0.64	0.48	0.36
Total	**19.66**	**11.26**	**9.40**	**9.15**

(II) Current

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefits:				
Provision for Compensated Absences [Refer note (i) below]	4.18	2.32	2.00	1.98
Provision for Gratuity (Refer note 35)	22.17	8.70	7.02	11.97
Provision - Others:				
Provision for Asset Reinstatement Obligation [Refer note (ii) below]	-	-	-	8.66
Provision for Sales Return [Refer note (iii) below]	752.04	343.62	388.37	393.21
Total	**778.39**	**354.64**	**397.39**	**415.82**

(i) Provision for Compensated Absences

Provision for employee benefits includes amount payable to employees on account of compensated absences. Movement of Provision for employee benefits is disclosed under:

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	**12.94**	**10.92**	**10.77**	**9.63**
Add: Provision made during the period/year	6.68	5.64	3.83	3.67
Less: Benefits paid during the period/year	1.01	3.62	3.68	2.53
Closing balance	**18.61**	**12.94**	**10.92**	**10.77**

The Company has a policy on leave encashment which are both accumulating and non-accumulating in nature. The expected cost of accumulating leave encashment is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

(ii) Provision for Asset Reinstatement Obligation

As per the contractual terms with BPI Chemtex Private Limited (formerly known as Bharat Pesticides Industries Private Limited) (Lessor), upon termination of lease agreement, the Company as a lessee was obliged to leave the premise in good condition as it was on the date of commencement of lease. The provision for asset reinstatement was created to record liability of the Company on account of asset lost in fire which was taken on lease. Both the companies have mutually agreed to settle this liability at Rs. 8.66 millions.

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	**-**	**-**	**8.66**	**8.66**
Add: Additional provision made during the period/year	-	-	-	-
Less: Paid during the period/year	-	-	8.66	-
Closing balance	**-**	**-**	**-**	**8.66**

(iii)Provision for Sales Return

The Group, as a trade practice, accepts returns from market. Provision is made for such returns on the basis of historical experience, market conditions and specific contractual terms. At the time of recognising provision for sales return expected reimbursement towards likely sales return is also recognised, which is included in other current assets for the products expected to be returned.

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening balance	**343.62**	**388.37**	**393.21**	**-**
Add: Additional provision made during the period/year	752.04	343.62	388.37	393.21
Less: Utilised during the period/year	343.62	388.37	393.21	-
Closing balance	**752.04**	**343.62**	**388.37**	**393.21**

(All amounts in INR millions, unless otherwise stated)

22 Trade Payables

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current				
Acceptances*	145.39	148.81	246.50	-
Other trade Payable				
Total Outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 41)	85.38	68.18	63.24	33.23
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	4,145.24	2,110.74	3,206.33	3,396.22
Total	**4,376.01**	**2,327.73**	**3,516.07**	**3,429.45**

Trade Payables Ageing September 30, 2024	Outstanding for the following period from due date of payments					
	Not Due	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 03 Years**	**Total**
(I) Micro and Small Enterprises	80.82	4.56	-	-	-	85.38
(II) Others (including Acceptances)	3,674.04	604.24	9.04	0.51	2.80	4,290.63
Total	**3,754.86**	**608.80**	**9.04**	**0.51**	**2.80**	**4,376.01**

Trade Payables Ageing March 31, 2024	Outstanding for the following period from due date of payments					
	Not Due	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 03 Years**	**Total**
(I) Micro and Small Enterprises	57.68	10.50	-	-	-	68.18
(II) Others (including Acceptances)	1,759.31	485.88	8.23	1.00	5.13	2,259.55
Total	**1,816.99**	**496.38**	**8.23**	**1.00**	**5.13**	**2,327.73**

Trade Payables Ageing March 31, 2023	Outstanding for the following period from due date of payments					
	Not Due	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 03 Years**	**Total**
(I) Micro and Small Enterprises	59.64	3.60	-	-	-	63.24
(II) Others (including Acceptances)	2,588.98	847.79	7.29	2.89	5.88	3,452.83
Total	**2,648.62**	**851.39**	**7.29**	**2.89**	**5.88**	**3,516.07**

Trade Payables Ageing March 31, 2022	Outstanding for the following period from due date of payments					
	Not Due	**Less than 1 year**	**1-2 Years**	**2-3 Years**	**More than 03 Years**	**Total**
(I) Micro and Small Enterprises	24.21	9.02	-	-	-	33.23
(II) Others (including Acceptances)	2,387.60	977.44	18.28	4.28	8.62	3,396.22
Total	**2,411.81**	**986.46**	**18.28**	**4.28**	**8.62**	**3,429.45**

*Acceptances include arrangements where operational suppliers of goods and services are initially paid by banks/financial institutions while the company continues to recognize the liability till settlement with the banks/financial institutions.

23 Other Current Financial Liabilities

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Interest Accrued but not Due on Borrowings	10.80	13.33	18.46	12.42
Trade Deposits	82.97	83.93	86.40	76.08
Payables for Employee Benefits	185.10	140.03	115.85	210.09
Creditors for Capital Goods (Refer Note 41)	97.80	128.22	16.43	18.03
Security Deposits	6.29	7.95	5.25	5.20
Other Payables	0.37	-	3.20	3.70
Total	**383.33**	**373.46**	**245.59**	**325.52**

24 Current Tax Liabilities

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Tax [Net of Advance Tax and TDS of September 30, 2024 Rs. 255.55 millions, (March 31, 2024 Rs. 160.01 millions, March 31, 2023 1.17 millions, March 31, 2022 Rs. 101.02 millions)]	181.01	69.99	1.50	214.68
Total	**181.01**	**69.99**	**1.50**	**214.68**

25 Other Current Liabilities

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory Remittances	92.87	46.84	43.96	74.36
Advances from Customers	119.41	283.76	226.96	191.48
Total	**212.28**	**330.60**	**270.92**	**265.84**

(All amounts in INR millions, unless otherwise stated)

26 Revenue from Operations

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Products	6,950.99	11,501.84	12,003.47	11,874.09
Sale of Services	62.28	-	0.08	-
Other Operating Revenues				
Export Incentives	7.83	6.03	26.75	16.19
Tax Rebate Income	12.91	11.09	0.48	20.62
Miscellaneous Receipts	0.55	2.65	2.31	2.17
Total	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**

Disaggregation of Revenue from contracts with customers

Revenue based on Geography

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
India	6,452.10	10,280.12	10,315.17	9,263.44
Outside India	582.46	1,241.49	1,717.92	2,649.63
Total	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**

Reconciliation of Revenue from operations with contract price

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from contract with customers as per the contract price	8,979.61	14,141.08	15,167.03	14,408.54
Less : Adjustment made to contract price on account of:				
a) Discounts and Rebates	1,117.88	1,173.03	953.89	368.52
b) Sales Return	827.17	1,446.44	2,180.05	2,126.95
Total	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**

REVENUE FROM CONTRACTS WITH CUSTOMERS

Contract balances

The following table provides information about contract assets and contract liabilities from contracts with customers:

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Trade Receivables - Contract Assets	5,854.86	3,243.93	4,149.75	4,072.01
Advances from Customers - Contract Liabilities*	119.41	283.76	226.96	191.48

* It is expected that unsatisfied performance obligations will be satisfied within next 12 months.

The Group has applied practical expedient as given in Ind AS 115 for not disclosing the remaining performance obligation for contracts that have original expected duration of one year or lesser.

Movements in contract liability balances

Revenue recognised that was included in the contract liability balance at the beginning of the period/year	267.05	218.16	191.48	252.22

27 Other Income

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income				
Bank Deposits	4.57	15.23	6.74	9.65
Loans and others	10.07	1.00	0.35	0.19
Other Interest income	-	0.11	-	0.01
Other non-operating income				
Profit on sale of Property,Plant & Equipment	0.11	-	-	0.93
Net Gain on Investments measured at fair value through profit or loss	3.21	2.19	1.35	0.01
Profit on sale of Business (Refer note 49)	-	0.28	-	-
Net gain on foreign currency transaction and translation	22.95	23.86	-	62.80
Sale of Power	0.37	1.62	-	-
Sundry Balance Written Back	3.52	5.74	11.55	26.04
Miscellaneous Income	9.72	10.64	7.39	12.43
Total	**54.52**	**60.67**	**27.38**	**112.06**

28 Cost of Materials Consumed

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Raw Materials Consumed	3,981.63	5,917.00	8,238.87	7,941.58
Cost of Packing Materials Consumed	440.68	522.18	516.01	546.15
Total	**4,422.31**	**6,439.18**	**8,754.88**	**8,487.73**

29 Purchases of Traded Goods

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Stock-in-trade	98.48	107.70	215.24	200.11
Total	**98.48**	**107.70**	**215.24**	**200.11**

(All amounts in INR millions, unless otherwise stated)

30 Changes in Inventories

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories (at the end of the period/year)				
Finished goods	1,551.69	1,313.83	1,996.96	1,667.79
Stock-in-trade	247.09	185.36	380.31	529.65
Work-in-process	48.11	21.31	45.29	24.23
	1,846.89	**1,520.50**	**2,422.56**	**2,221.67**
Inventories (at the beginning of the year)				
Finished goods	1,313.83	1,996.96	1,667.79	1,462.81
Stock-in-trade	185.36	380.31	529.65	168.74
Work-in-process	21.31	45.29	24.23	42.64
	1,520.50	**2,422.56**	**2,221.67**	**1,674.19**
Total	**(326.39)**	**902.06**	**(200.89)**	**(547.48)**

31 Employee Benefits Expenses

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Wages and Bonus	448.69	735.46	566.86	602.14
Contribution to Provident Fund & Other Funds (Refer note 35)	21.85	32.08	37.60	29.23
Staff Welfare Expenses	24.26	37.15	33.58	35.73
Total	**494.80**	**804.69**	**638.04**	**667.10**

32 Finance Costs

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expense on :				
Term Loans	45.09	118.93	144.16	39.97
Cash Credit and Working capital loans	74.61	161.12	164.55	119.47
Loans from Related Parties	0.44	4.15	5.94	11.38
Lease Liabilities (Refer Note 42)	0.58	0.80	-	-
Other Interest Expenses	5.49	21.52	19.75	31.32
	126.21	**306.52**	**334.40**	**202.14**
Collection charges	10.51	13.94	20.14	12.46
Other Financial Charges	10.40	19.45	14.99	22.80
Total	**147.12**	**339.91**	**369.53**	**237.40**

33 Other Expenses

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Consumption of Stores and Spares	24.12	27.72	35.11	30.42
Sub-contracting Expenses	218.44	404.95	185.01	157.59
Power & Fuel	190.60	288.70	343.00	397.79
Water Charges	5.69	8.91	10.22	8.20
Effluent Disposal Charges	41.40	59.58	86.60	154.18
Laboratory Expenses	18.43	29.11	38.84	50.77
Factory Expenses	27.65	41.66	43.42	43.53
Labour Charges	77.42	105.48	92.90	96.33
Rent	16.89	29.09	27.11	26.20
Repairs to Buildings	12.09	15.39	20.33	15.71
Repairs to Plant and Machinery	32.38	45.75	50.04	50.60
Other Repairs	16.78	34.58	42.88	36.70
Travelling and Conveyance	89.91	161.39	142.47	96.16
Transport Charges	64.79	79.79	88.51	57.36
Sales Commission	4.79	14.16	43.37	24.62
Warehousing & Distribution Expenses	42.19	63.34	95.09	158.48
Advertisement and Business Promotion Expenses	167.39	252.67	256.71	230.45
Provision For Expected Credit Loss (Refer Note 15)	60.00	88.50	5.34	16.28
Sundry Balance Written Off	0.42	5.20	5.94	4.55
Bad Debts Written Off	10.17	23.81	14.27	4.78
Legal and Professional fees	94.43	140.47	110.85	83.91
Charity and Donations	0.07	0.29	0.08	0.61
Corporate Social Responsibility Expense (Refer Note 43)	8.30	16.08	14.85	14.66
Insurance	19.66	47.12	46.22	29.41
Rates and taxes	12.15	19.68	1.68	6.80
Payment to Auditors*	1.50	4.92	2.83	4.47
Loss on Sale of property, plant & equipment	-	0.22	2.17	-
Net Loss on Foreign Currency Transactions and Translation	-	-	17.41	-
General Administration Expenses	7.92	16.04	17.13	11.86
Total	**1,265.58**	**2,024.60**	**1,840.38**	**1,812.42**
***Auditors' Remuneration**				
Audit Fees	1.50	2.91	2.83	2.83
Certification fees and fees for interim review	-	2.01	-	1.64
Total	**1.50**	**4.92**	**2.83**	**4.47**

34 Earning Per Share (EPS)

Particulars	For the period ended Sep 30,2024	For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
Basic and Diluted				
Weighted average number of equity share outstanding during the year (Nos.)	3,90,18,750	4,12,02,002	4,14,83,059	4,42,20,045
Nominal Value of equity share (Rs./Share) *	10	10	10	10
Continuing Operation				
Profit attributable to equity share holders of the parent (Rs. In millions)	658.84	555.82	174.10	721.17
Basic and Diluted EPS (Rs./Share)	16.89	13.49	4.20	16.31
Discontinued Operation				
Profit attributable to equity share holders of the parent (Rs. In millions)	7.17	57.48	39.81	32.84
Basic and Diluted EPS (Rs./Share)	0.18	1.40	0.96	0.74
Continuing and Discontinued Operation				
Profit attributable to equity share holders of the parent (Rs. In millions)	666.01	613.30	213.91	754.01
Basic and Diluted EPS (Rs./Share)	17.07	14.89	5.16	17.05

Earning per share both (basic & diluted) has been restated for all the periods/years on account of split and bonus issue.

*Subsequent to March 31, 2024, the face value of equity shares of INR 100 each was reduced to INR 10 each. Accordingly, 26,01,250 equity shares of INR 10 each of the Company were sub-divided into 2,60,12,500 equity shares of INR 10 each (the “Split”).

Further, the Company issued 1,30,06,250 bonus equity shares on August 24, 2024 and the same were allotted via Board meeting held on August 27, 2024 (the "Bonus issues"), pursuant to which the issued, paid-up and subscribed share capital of the Company stands at INR 41,62,00,000 consisting of 4,16,20,000 equity shares of face value of INR 10 each.

As required under Ind AS 33 “Earnings per share” the effect of such Split and Bonus issues has been adjusted retrospectively for all the periods presented.

35 As per Ind AS 19 “Employee benefits”, the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plans

The Company operates defined contribution retirement benefit plans for all qualifying employees in the form of Provident Fund & Employee State Insurance Scheme.
Contribution to Defined Contribution Plans, recognised as expense for the period/year is as under :

Particulars	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended 31st March 2022
Employer’s Contribution to Provident Fund	10.14	18.80	17.79	17.08
Employer’s Contribution to Employee State Insurance Scheme	0.62	1.54	1.59	1.90

Compensated absences and earned leaves

The Company’s current policy permits eligible employees to accumulate compensated absences up to a prescribed limit and receive cash in lieu thereof in accordance with the terms of the policy.

Defined Benefit Plans

The Company operates a defined benefit plan in form of gratuity plan covering eligible employees, which provide a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment.

These plans typically expose the company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on planned asset is below this rate, it will create a plan deficit.

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 return on the plan's investments.

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.

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 the salary of the plan participants will increase the plan liability.

In respect of the plan , the most recent actuarial valuation of the present value of the defined benefit obligation was carried out as at September 30, 2024. The present value of the defined benefit obligation, the related current service cost and past service cost, were measured using the projected unit credit method.

The amounts recognized in the Company’s financial statements as at the period/year end are as under:

Particulars	Gratuity			
	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
a. Assumptions :				
Discount Rate	6.79%-6.87%	7.19% - 7.49%	7.35% - 7.49%	6.70%
Rate of Return on Plan Assets	6.79%	7.19%	7.35%	6.70%
Salary Escalation	6%-8%	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives Mortality (2012-14 Urban)	Indian Assured Lives Mortality (2012-14 Urban)	Indian Assured Lives Mortality (2012-14 Urban)	Indian Assured Lives Mortality (2012-14 Urban)
Average Past Service	5.06 Years to 5.10 Years	5.14 Years to 5.24 Years	4.21 Years to 5.12 Years	4.96 Years
Average Age	34.76 Years to 37 Years	35.04 Years to 37.52 Years	34.79 Years to 35.79 Years	34.46 Years
Rate of Employee Turnover	For service 4 years and below 24.00% p.a. For service 5 years and above 12.00% p.a.	For service 4 years and below 25.00% p.a. For service 5 years and above 10.00% p.a.	For service 4 years and below 25.00% p.a. For service 5 years and above 10.00% p.a.	For service 4 years and below 26.00% p.a. For service 5 years and above 9.00% p.a.
b. Table showing changes in Present value of defined benefit obligation:				
Liability at the beginning of the period/year	**56.90**	**49.59**	**47.53**	45.82
Interest cost	2.05	3.65	3.19	2.77
Current service cost	3.01	5.42	5.46	5.70
Past service cost	-	-	-	-
Liability transferred in/acquisitions	-	-	-	-
Liability transferred out/divestments	-	-	-	-
Benefit paid from the fund	(3.59)	(4.09)	(7.28)	(2.50)
Actuarial (gains) and loss arising from changes in demographic assumptions	1.07	-	0.46	(0.61)
Actuarial (gains) and loss arising from changes in financial assumptions	10.62	0.49	(1.77)	(1.86)
Actuarial (gains) and loss arising from experience adjustments	2.20	1.84	2.02	(1.79)
Liability at the end of the period/year	**72.26**	**56.90**	**49.59**	**47.53**

(All amounts in INR millions, unless otherwise stated)

Particulars	Gratuity			
	For the period ended Sep 30, 2024	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
c. Change in Plan Assets:				
Fair value of Plan Assets at the beginning of the period/year	**47.56**	**42.10**	**35.21**	**31.01**
Interest Income	1.71	3.10	2.36	1.88
Contributions	-	6.00	11.50	5.42
Assets Transferred In/Acquisitions	-	-	-	-
(Assets Transferred Out/Divestments)	-	-	-	-
Benefit Paid	(3.59)	(4.07)	(7.28)	(2.50)
Expected Return on Plan Assets	(0.82)	0.43	0.31	(0.60)
Fair value of Plan Assets at the end of the period/year	**44.86**	**47.56**	**42.10**	**35.21**
d. Expenses Recognized in the Other Comprehensive Income (OCI):				
Expected Return on Plan Assets	0.82	(0.43)	(0.31)	0.60
Actuarial (gains) and loss arising from changes in demographic assumptions	1.07	-	0.46	(0.61)
Actuarial (gains) and loss arising from changes in financial assumptions	10.62	0.50	(1.77)	(1.86)
Actuarial (gains) and loss arising from experience adjustments	2.20	1.83	2.02	(1.79)
Expenses Recognized in the Other Comprehensive Income (OCI):	**14.71**	**1.90**	**0.39**	**(3.66)**
e. Amount Recognized in the Balance Sheet:				
Present value of Funded defined benefit obligation at the end of the period/year	(72.26)	(56.90)	(49.59)	(47.53)
Fair value of Plan Assets at the end of the period/year	44.86	47.56	42.10	35.21
Net (Liability)/Asset Recognized in the Balance Sheet	**(27.40)**	**(9.34)**	**(7.50)**	**(12.33)**
f. Expenses Recognized in the Statement of Profit & Loss :				
Current Service cost	3.01	5.42	5.46	5.70
Interest Cost	0.34	0.55	0.83	0.90
Past service cost	-	-	-	-
Expense / (Income) Recognized in Statement of Profit & Loss	**3.35**	**5.97**	**6.29**	**6.60**
g. Balance Sheet Reconciliation:				
Opening Net Liability	**9.34**	**7.50**	**12.33**	**14.81**
(Income) / Expenses in Statement of Profit & Loss	3.35	5.97	6.29	6.60
(Income) / Expenses recognised in OCI	14.71	1.90	0.39	(3.66)
Net Liability/(Asset) Transfer In	-	-	-	-
Net (Liability)/Asset Transfer Out	-	-	-	-
Benefit Paid Directly by the Employer	-	(0.03)	-	
Employers Contribution	-	(6.00)	(11.51)	(5.41)
Net Liability/(Asset) Recognized in the Balance Sheet	**27.40**	**9.34**	**7.50**	**12.33**
h. Other Details: Gratuity is payable at the rate of 15 days salary for each year of service Salary escalation is considered as advised by the Company which is in line with the industry practice considering promotion and demand and supply of the employees.				
i. Experience Adjustment				
Actuarial (Gains)/Losses on Obligations - Due to Experience	2.20	1.83	2.02	(1.79)
j. Projected Contribution for next period/year	**22.12**	**14.52**	**12.30**	**17.32**
k. Sensitivity analysis for each significant actuarial assumption				
The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate, expected salary increase and employee turnover. The sensitivity analysis below 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.				
Projected Benefit obligation on current assumption	72.27	56.90	49.59	47.54
Delta Impact of increase in discount rate by 1%	(3.67)	(2.87)	(2.53)	(2.69)
Delta Impact of decrease in discount rate by 1%	4.08	3.19	2.82	3.01
Delta Impact of increase in salary escalation rate by 1%	3.70	3.10	2.76	2.94
Delta Impact of decrease in salary escalation rate by 1%	(3.42)	(2.86)	(2.54)	(2.68)
Delta Impact of increase in rate of employee turnover by 1%	0.34	0.33	0.31	0.21
Delta Impact of decrease in rate of employee turnover by 1%	0.36	(0.37)	(0.35)	(0.24)
The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.				
Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.				
l. Investment details of plan assets				
The Plan assets are managed by Insurance group viz. SBI Life Insurance company Limited, Bajaj Allianz Life Insurance Company Limited and Life Insurance Corporation of India which has invested the funds substantially as under :				
Insurance Fund	44.87	47.57	42.11	35.21
Total	**44.87**	**47.57**	**42.11**	**35.21**

Particulars	**For the period ended Sep 30, 2024**	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
m. Maturity Profile - From the Fund	**Gratuity**			
1st Following Year	8.97	6.60	5.79	5.35
2nd Following Year	8.07	6.76	5.46	4.76
3rd Following Year	7.91	6.69	5.88	4.56
4th Following Year	8.22	6.44	5.60	4.97
5th Following Year	7.07	5.92	5.39	4.88
Sum of Years 6 to 10	35.67	28.64	25.12	21.63
Sum of Years 11 and above	36.48	30.08	27.83	31.55
n. Asset-liability matching strategies : In respect of gratuity, the Company contributes to the insurance fund based on estimated liability of the next financial period/year end. The projected liability statement is obtained from the actuarial valuer.				

36 Capital And Other Commitments

Particulars	**As at Sep 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Estimated amount of contracts remaining to be executed on capital accounts not provided for (Net of Advances)	716.90	313.49	15.67	52.37

(All amounts in INR millions, unless otherwise stated)

37 Contingent Liabilites

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Disputed demand of Income Tax against which the Company has preferred appeals > During the FY 2023-24, ITAT has passed orders related to disputed matters in the favour of Assessee and hence same has not been shown as a contingent liability for the current year. > W.r.t Previous year, - The Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2013-14 w.r.t. Research and development expense - weighted deduction u/s 35(2AB) and other purchases. - The Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2014-15 w.r.t. Sales Commission and Product Development Charges.	-	-	3.24	3.24
Matter pending with respective state judicial magistrate and high court for Misbranding of Product Labels under Insecticides Act, 1968.	0.38	0.48	0.55	0.80
Disputed demand of GST interest which the Company has preferred an appeal with The Commissioner (Appeal) of GST and Central Excise.	0.31	0.32	0.28	-
During the FY 2023-24, Group has withdrawn the writ petition filed with High court and has formally requested authority to release this claim in compliance with the clarification issued by Central Board of Indirect Tax and Customs with reference to CBIC circulars. > W.r.t Previous year, - The company has preferred an appeal against the show cause notice issued by Assistant Commissioner of Central Goods & Service Tax Division directing to deposit allowed budgetary support and rejecting pending claims of budgetary support on the basis of allegation of non-eligibility of budgetary support under Notification F. No. 10(1)/2017-DBA-II/NER dated 05.10.2017, which is pending at High Court of Jammu and Kashmir.	-	-	33.24	43.43
Disputed demand relating to Tax Rebate Income. - One of the Component (which was part of group up to March 15, 2024) has filed Appeal with the Appellate Authority of GST against the show cause notice issued by Deputy Commissioner, Commercial Tax for Reclaim of excess GST paid in GST return.	-	-	2.55	2.55
Disputed amount of VAT/CST where company has preferred an appeal. - The company has preferred an appeal which is pending with Commissioner Appeals of Bihar State. The matter is pertaining to FY 2015-16 w.r.t. non submission of "Form-F" on inter state stock transfer.	-	3.53	3.53	3.53
Disputed amount of VAT/CST where company has preferred an appeal. - The company has preferred an appeal which is pending with Tribunal of Gujarat State. The matter is pertaining to FY 2005-06 w.r.t. reduction of Input Tax Credit on interstate stock transfer.	1.09	1.09	0.60	0.60

The Group has disclosed the above matters as contingent liabilities as future cash outflows (if Any), in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

38 Disclosure - Financial Instruments

Capital Management

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Debt*	2,889.63	2,354.38	3,242.57	3,202.34
Cash and bank	(516.88)	(402.92)	(429.24)	(1,322.23)
Net Debt	2,372.75	1,951.46	2,813.33	1,880.11
Total Equity	4,364.78	3,704.27	3,637.85	4,687.10
Net Debt to equity Ratio	54.36%	52.68%	77.34%	40.11%

* Debt is defined as long-term, short-term borrowings and current maturities of long term debt.

Notes

1. The Group manages its capital to ensure that group will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

2. The capital structure of Group consists of net debt (borrowings as detailed in note 20 offset by cash and bank balance) and total equity of the company.

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial assets				
Measured at fair value through Profit & Loss				
(a) Units of ICICI Prudential Short Term Fund - Growth Option	69.96	67.29	15.89	15.02
(b) Units of Aditya Birla Sun Life Banking & PSU Debt Fund Growth Option	11.42	10.95	10.17	-
(c) Units of RF CP Agile Company	7.65	-	-	-
Measured at amortised cost				
(a) Cash and bank balances	516.88	402.92	429.24	1,322.23
(b) Other financial assets at amortised cost				
(i) Trade Receivables	5,854.86	3,243.93	4,149.75	4,072.01
(ii) Loans	202.88	203.61	5.97	8.12
(iii) Others	32.20	51.01	12.87	11.42
Financial liabilities				
Measured at amortised cost				
(a) Borrowings	2,889.63	2,354.38	3,242.57	3,202.34
(b) Lease Liabilities	11.61	11.99	-	-
(c) Trade Payables	4,376.01	2,327.73	3,516.07	3,429.45
(d) Others Financial Liabilities	383.33	373.46	245.59	325.52

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial assets				
Measured at fair value through Profit & Loss				
(a) Quoted prices in active markets (Level 1)	89.03	78.24	26.06	15.02
(b) Significant observable inputs (Level 2)	-	-	-	-
(c) Significant unobservable inputs (Level 3)	-	-	-	-

There is no Financial Liabilities measured at fair value outstanding as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period/Financial Year.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.
There are no transfer between level 1, 2 and 3 during the reporting period/Financial Year.
The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period/Financials Year.

Financial risk management objectives

The group's corporate treasury function provides services to the business, coordinates access to domestic and international financial market, monitors and manages the financial risks relating to the operations of the group through internal risk reports which analyse exposures by degree and magnitude of the risk. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

1 Market Risk management

Market risk refers to the possibility that changes in the market rates may have impact on the group's profits or the value of its holding of financial instruments. The Group is exposed to market risks on account of foreign exchange rates, interest rates and underlying investment prices.
The group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and investment prices.

(a) Foreign currency exchange rate risk:

The group's foreign currency risk arises from its foreign operations, investments in foreign subsidiaries, foreign currency transactions. The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the group.

The carrying amount of Foreign Currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(Amount in Rs. Millions)

Particulars	Currency	(Liabilities) / Assets			
		As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade Payables	USD	(1,441.06)	(881.67)	(1,186.17)	(1,639.06)
Other Payable	BRL	(0.37)	-	-	-
Cash & Cash equivalents	USD	2.03	11.27	11.27	99.16
	GBP	0.06	0.05	0.05	0.05
	RMB	-	-	0.02	0.02
	EURO	-	-	0.27	0.08
	AED	0.20	0.19	0.19	0.00
	CAD	0.01	0.01	0.16	0.16
	BRL	0.95	-	-	-
	AUD	-	-	0.01	0.01
Trade Receivables	EURO	-	-	0.07	-
	USD	438.66	438.85	413.48	629.26
Other Receivable	BRL	0.20	-	-	-

With respect to the Group's financial instruments (as given above), a 5% increase / decrease in relation to foreign currency rate on the underlying would have resulted in increase /decrease of Rs.49.97 millions (for March 31, 2024 Rs. 21.57 millions, for March 31, 2023 Rs. 38.03 millions, for March 31, 2022 Rs. 45.52 millions) in the Group's net profit for the period/year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

(b) Interest rate risk

The Group is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest Rate Sensitivity Analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, a 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher / lower and all other variables were held constant, the Group's:
• profit for the period ended September 30, 2024 would decrease/increase Rs. 13.02 millions (for the year ended March 31, 2024, decrease/increase by Rs. 13.75 millions, for the year ended March 31, 2023, decrease/increase by Rs. 15.62 millions, for the year ended March 31, 2022, decrease/increase by Rs. 10.80 millions). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

2 Credit risk management

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Financial instruments that are subject to concentrations of credit risk materially consists of trade receivables.

All trade receivables are subject to credit risk exposure. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country, in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through established policies, controls relating to credit approvals and procedures for continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company does not have significant concentration of credit risk related to trade receivables.

Exposure to credit risk:

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is Rs. 6,695.96 millions, Rs. 3,979.71 millions, Rs. 4,623.90 millions and Rs. 5,428.80 millions as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively, being the total of the carrying amount of balances with banks, bank deposits, trade receivables, other financial assets and investments excluding investments in subsidiary and associate companies, and these financial assets are of good credit quality including those that are past due.

3 Liquidity risk management:

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table below include only principal cash flows in relation to non-derivative financial liabilities.

(All amounts in INR millions, unless otherwise stated)

Particulars	Up to 1 Year	1 to 5 years	5 years and above
As at September 30, 2024			
Borrowing	2,160.76	728.87	-
Lease Liabilities*	3.26	10.50	1.33
Trade payable	4,376.01	-	-
Other Financial Liabilities	383.33	-	-
	-	-	
Total	**6,923.36**	**739.37**	**1.33**
As at March 31, 2024			
Borrowing	1,802.83	551.55	-
Lease Liabilities*	3.12	11.87	-
Trade payable	2,327.73	-	-
Other Financial Liabilities	373.46	-	-
Total	**4,507.14**	**563.42**	**-**
As at March 31, 2023			
Borrowing	2,259.22	983.35	-
Trade payable	3,516.07	-	-
Other Financial Liabilities	245.59	-	-
Total	**6,020.88**	**983.35**	**-**
As at March 31, 2022			
Borrowing	2,004.71	1,197.63	-
Trade payable	3,429.45	-	-
Other Financial Liabilities	325.52	-	-
Total	**5,759.68**	**1,197.63**	**-**

*before considering discounting impact

The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Particulars	Up to 1 year	1 to 5 years	5 years and above
As at September 30, 2024			
Trade receivables	5,854.86	-	-
Cash & Cash equivalents	368.50	-	-
Bank balances other than above	148.38	-	-
Current Financial assets-Loans	201.69	-	-
Other Financial Assets	26.25	-	-
Non current Investments	-	69.96	-
Current Investments	19.07	-	-
Non current Financial assets- Loans	-	1.19	-
Other Non current Financial assets	-	5.95	-
Total	**6,618.75**	**77.10**	**-**
Particulars	**Up to 1 year**	**1 to 5 years**	**5 years and above**
As at March 31, 2024			
Trade receivables	3,243.93	-	-
Cash & Cash equivalents	299.64	-	-
Bank balances other than above	103.28	-	-
Current Financial assets-Loans	202.13	-	-
Other Financial Assets	45.62	-	-
Non current Investments	-	-	78.24
Non current Financial assets- Loans	-	1.48	-
Other Non current Financial assets	-	5.39	-
Total	**3,894.60**	**6.87**	**78.24**
As at March 31, 2023			
Trade receivables	4,149.75	-	-
Cash & Cash equivalents	204.57	-	-
Bank balances other than above	224.67	-	-
Current Financial assets-Loans	3.56	-	-
Other Financial Assets	8.60	-	-
Non current Investments	-	-	26.06
Non current Financial assets- Loans	-	2.41	-
Other Non current Financial assets	-	4.27	-
Total	**4,591.15**	**6.68**	**26.06**
As at March 31, 2022			
Trade receivables	4,072.01	-	-
Cash & Cash equivalents	1,225.41	-	-
Bank balances other than above	96.82	-	-
Current Financial assets-Loans	4.47	-	-
Other Financial Assets	7.61	-	-
Non current Investments	-	-	15.02
Non current Financial assets- Loans	-	3.65	-
Other Non current Financial assets	-	3.81	-
Total	**5,406.32**	**7.46**	**15.02**

(All amounts in INR millions, unless otherwise stated)

39 RELATED PARTY DISCLOSURES

a) Related parties and their relationship

Name of the Related Party	Relationship
BPI Chemtex Private Limited (Formerly known as Bharat Pesticides Industries Private Limited)	Enterprise over which Key Management Personnel have control
Indo GSP Chemicals Private Limited (From 16th March, 2024) (Refer Note (i))	Entity over which Key Management personnel and their relatives have control/ significant influence
GSP Uruguay Sociedad Anonima (Refer Note (ii))	Enterprise over which Key Management Personnel have control
Agrochem Intermediaries Private Limited (Upto December 31, 2023)	Enterprise over which Key Management Personnel have control
BriskWalk IT Solutions LLP (Upto November 8, 2023)	Enterprise over which Key Management Personnel have control
Vrajmohan Ramanlal Shah (HUF) (Upto July 5, 2022) (Refer Note (iii))	Enterprise over which Key Management Personnel have control
Kenal Vrajmohan Shah HUF (Upto May 31, 2022) (Refer Note (iii))	Enterprise over which Key Management Personnel have control
Bhavesh Vrajmohan Shah HUF (Upto August 2, 2022) (Refer Note (iii))	Enterprise over which Key Management Personnel have control
Sadguru Shree Vallabhacharya Charitable Trust	Trust over which Key Management Personnel have control
Alpha Trust	Trust over which Key Management Personnel have control
Athena Trust	Trust over which Key Management Personnel have control
BETA Trust	Trust over which Key Management Personnel have control
Kappa Trust	Trust over which Key Management Personnel have control
Shard Trust	Trust over which Key Management Personnel have control
Monakhos Trust	Trust over which Key Management Personnel have control
Stamford Trust	Trust over which Key Management Personnel have control
Mr. Vrajmohan R Shah (Till February 13, 2022)	Key Management Personnel
Mr.Kenal V Shah (Till November 19, 2022)	Key Management Personnel
Mr.Bhavesh V Shah	Key Management Personnel
Mr Shail J.Shah	Key Management Personnel
Mr.Tirth Shah	Key Management Personnel
Mr.Mehul Pandya (From June 01, 2022)	Key Management Personnel
Mr. Kamlesh D. Patel (From January 11, 2024)	Key Management Personnel
Mr.Kenal V Shah (From November 19, 2022)	Relative of Key Management Personnel
Ms.Vilasben V Shah	Relative of Key Management Personnel
Ms.Falguni K. Shah	Relative of Key Management Personnel
Ms.Deepa B. Shah	Relative of Key Management Personnel
Ms.Riddhi Shah	Relative of Key Management Personnel
Ms.Vihangi Shah	Relative of Key Management Personnel
Mr. Pujan Shah	Relative of Key Management Personnel

b) Details of Related Party Transactions

Particulars	Nature of transactions	Transactions during the period ended September 30 2024	Transactions during the year ended March 31 2024	Transactions during the year ended March 31 2023	Transactions during the year ended March 31 2022
BPI Chemtex Private Limited (Formerly known as Bharat Pesticides Industries Private Limited)	Job Work Charges	7.00	11.44	15.69	16.09
	Purchase of Products	39.96	-	-	3.83
	Reimbursement of Expenses	0.44	0.75	0.46	0.14
	Rent Expenses	1.65	2.37	2.34	2.22
Indo GSP Chemicals Private Limited	Interest income	10.03	0.87	-	-
	Export Benefit Receipt	0.11	-	-	-
	Job Work Income	54.70	-	-	-
	RODTEP Licence Purchase	5.43	-	-	-
	Loan Given	-	200.00	-	-
	Sales of Products	1008.14	83.65	-	-

(All amounts in INR millions, unless otherwise stated)

Particulars	Nature of transactions	Transactions during the period ended September 30 2024 (Income) / Expense Asset / (Liability)	Transactions during the year ended March 31 2024 (Income) / Expense Asset / (Liability)	Transactions during the year ended March 31 2023 (Income) / Expense Asset / (Liability)	Transactions during the year ended March 31 2022 (Income) / Expense Asset / (Liability)
Athena Trust	Dividend	0.05	0.01	0.05	-
Alpha Trust	Dividend	4.55	-	-	-
BETA Trust	Dividend	0.56	0.11	0.62	-
	Sale of Investment	-	13.26	-	-
Kappa Trust	Dividend	6.27	1.25	6.32	-
	Sale of Investment	-	25.50	-	-
Shard Trust	Dividend	0.05	0.01	0.05	-
Stamford Trust	Dividend	0.68	0.14	0.75	-
Monakhos Trust	Dividend	0.00	-	0.00	-
Sadguru Shree Vallabhacharya Charitable Trust	Contribution towards Corporate Social Responsibility	8.30	16.08	14.85	12.40
Mr. Vrajmohan R Shah	Dividend	-	-	7.17	6.52
	Interest	-	-	-	1.60
	Loan Repaid	-	-	-	50.11
	Loan Taken	-	-	-	34.42
	Salary	-	-	-	9.46
Mr.Kenal V Shah	Dividend	-	-	-	5.87
	Incentive	-	-	-	28.00
	Interest	0.10	1.08	1.99	3.21
	Loan Repaid	10.16	6.42	13.55	41.45
	Loan Taken	-	0.77	3.40	22.21
	Rent Paid	0.75	-	0.68	0.90
	Salary	-	-	0.02	14.20
Mr.Bhavesh V Shah	Advance for Travelling	-	0.30	-	-
	Dividend	6.36	1.27	6.99	5.84
	Incentive	-	-	-	28.00
	Interest	0.26	1.77	1.76	4.05
	Loan Repaid	18.28	7.61	64.05	20.09
	Loan Taken	-	1.97	38.10	25.25
	Rent Paid	0.75	1.80	1.13	0.90
	Sales of Fixed Asset	0.33	-	-	
	Salary	8.85	26.00	26.01	14.20
Mr. Mehul Pandya	Advance for Travelling	0.12	0.09	-	-
	Reimbursement of Expense	-	0.17	-	-
	Salary	3.18	6.41	4.50	-
Mr.Shail J Shah	Salary	4.84	7.10	7.80	5.92
Mr. Kamlesh D. Patel	Salary	1.18	-	-	-
Vrajmohan Ramanlal Shah (HUF)	Dividend	-	-	-	1.94
	Interest	-	-	0.08	0.13
	Loan Repaid	-	0.08	2.66	0.32
	Loan Taken	-	0.00	1.48	0.16
	Rent Paid	-	-	0.12	0.48
Ms.Vilasben V Shah	Dividend	5.68	2.05	4.65	1.76
	Interest	0.09	0.98	1.31	1.15
	Loan Repaid	9.51	2.93	28.43	0.60
	Loan Taken	-	1.01	1.61	25.92
	Rent Paid	0.48	0.60	0.48	-
	Sale of Fixed Assets	0.38	-	-	0.12
Bhavesh Vrajmohan Shah HUF	Dividend	-	-	-	0.52
Kenal Vrajmohan Shah HUF	Dividend	-	-	-	0.52
Ms.Falguni K. Shah	Dividend	0.00	-	0.00	0.56
	Interest	-	0.02	0.02	0.02
	Loan Repaid	-	0.27	-	0.03
	Loan Taken	-	0.02	0.02	0.02
Ms.Deepa B. Shah	Dividend	-	-	0.00	0.56
	Interest	-	0.09	0.09	0.09
	Loan Repaid	-	1.13	-	0.37
	Loan Taken	-	0.06	0.08	0.09
	Sale of Fixed Assets	-	-	-	0.31
Mr.Pujan Shah	Dividend	0.00	0.00	-	-
Ms.Vihangi Shah	Dividend	0.00	-	0.00	-
	Reimbursement of Expense	-	0.20	-	-
	Advance for Travelling	0.55	-	-	
	Salary	0.31	0.44	-	-
Ms. Riddhi Shah	Dividend	0.01	0.00	0.01	0.06
	Salary	-	1.32	1.01	0.45
	Sale of Fixed Assets	0.70	-	-	0.27
Mr.Tirth Shah	Advance for Travelling	-	0.14	-	-
	Dividend	1.34	0.27	1.47	1.33
	Interest	-	0.24	0.68	1.13
	Loan Repaid	-	5.77	27.98	4.03
	Loan Taken	-	0.24	10.05	21.52
	Salary	7.08	5.95	5.95	1.78

(All amounts in INR millions, unless otherwise stated)

c) Details of Outstanding balances of Related Parties:

Particulars	Nature of transactions	Outstanding balances as on September 30 2024	Outstanding balances as on March 31 2024	Outstanding balances as on March 31 2023	Outstanding balances as on March 31 2022
		Receivable / (Payable)	Receivable / (Payable)	Receivable / (Payable)	Receivable / (Payable)
BPI Chemtex Private Limited (Formerly known as Bharat Pesticides Industries Private Limited)	Advance from Customer	-	-	-	(11.00)
	Job Work Charges	(6.06)	(19.94)	(32.52)	(22.72)
Indo GSP Chemicals Private Limited	Interest income Receivable	10.03	4.78	-	-
	Loan Given	200.00	200.00	-	-
	Sales of Products	283.86	209.53	-	-
BETA Trust	Sale of Investment	-	8.84	-	-
Kappa Trust	Sale of Investment	-	17.00	-	-
Mr.Kenal Vrajmohan Shah	Unpaid Interest	(0.01)	-	-	-
	Loan Taken	-	(10.16)	(15.81)	(25.96)
Mr.Bhavesh V Shah	Loan Taken	-	(18.28)	(23.91)	(49.86)
	Salary	(0.62)	(0.45)	(1.34)	-
	Advance for Travelling	0.25	0.30	-	-
	Rent	-	(0.39)	-	-
Mr.Shail J Shah	Salary	(0.40)	(0.70)	(0.36)	(0.13)
Mr. Kamlesh D. Patel	Salary	0.14	-	-	-
Vrajmohan Ramanlal Shah HUF	Loan Taken	-	-	(0.07)	(1.25)
Mr. Mehul Pandya	Salary	(0.38)	(0.38)	(0.36)	-
	Advance for Traveling	0.19	0.09	-	-
	Reimbursement of Expense	-	(0.02)	-	-
Ms.Shah Vilasben Vrajmohan	Loan Taken	-	(9.51)	(11.43)	(38.24)
	Unpaid Interest	(0.01)	-	-	-
	Rent	(0.32)	(0.58)	-	-
Ms.Falguni Kenal Shah	Loan Taken	0.00	-	(0.26)	(0.24)
Ms.Shah Deepa Bhavesh	Loan Taken	0.00	-	(1.06)	(0.98)
Ms.Vihangi Shah	Reimbursement of Expense	-	(0.02)	-	-
	Advance for Travelling	0.55	-	-	-
	Salary	(0.04)	(0.04)	-	-
Ms. Riddhi Shah	Salary	-	-	(0.04)	(0.05)
Mr.Tirth Shah	Advance for Travelling	0.32	0.14	-	-
	Loan Taken	-	-	(5.53)	(23.46)
	Salary	(0.72)	(0.15)	(0.33)	(0.23)

d) Compensation of key managerial personnel

The remuneration of directors and other members of key managerial personnel during the period/year was as follows:

Particulars	**For the period ended September 30, 2024**	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Short-term employee benefits	25.18	45.37	44.18	97.62
Post-employment benefits	0.44	0.91	0.86	0.92
Total	**25.62**	**46.28**	**45.04**	**98.54**

Notes:

(i) Indo Gsp Chemicals Private Limited has ceased to be subsidiary of the company from 15th March 2024. (Refer Note 49).

(ii) GSP Uruguay Sociedad Anonima is currently in the incorporation stage, with the initial subscription signed by KMP, hence classified as 'Enterprise over which KMP have control'. Subsequently, company has entered in to agreement for transfer of rights in GSP Uruguay Sociedad Anonima, which once completed will result in creation of its Subsidiary Company.

(iii) Vrajmohan Ramanlal Shah (HUF), Kenal Vrajmohan Shah HUF and Bhavesh Vrajmohan Shah HUF have been dissolved by way of total partition deeds.
(iv) Personal guarantees given by Promotor are covered under note 20.

GSP Crop Science Limited (Formerly known as 'GSP Crop Science Private Limited')
CIN: U24120GJ1985PLC007641
Notes to the Restated Consolidated Financial Information
(All amounts in INR millions, unless otherwise stated)

e) Summary of Related Party Transaction eliminated at the time of consolidation

The details of the transactions and balances eliminated at the time of consolidation in accordance with Ind AS 110 are disclosed below as per Ind AS 24 read with ICDR Regulations during the period/year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Details of Transaction:

For the	Name Of Party	Nature of Relationship	Nature of Transaction	For the period ended Sep 30 2024	For the Year ended March 2024	For the Year ended March 2023	For the Year ended March 2022
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Purchase of Goods	-	0.59	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Sales of Products	2.51	-	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Other Income	-	0.55	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Loan Given	236.70	427.18	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Loan Repaid	218.42	-	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Purchase of Asset	1.40	6.64	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Sales of Service	-	9.77	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Interest income	22.04	10.03	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Sale of Fixed Assets	7.25	15.41	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Reimbursement of Expense	0.01	0.11	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Investment	118.42	-	-	-
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	Reimbursement of Expense	-	0.53	1.75	0.26
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	Sales of Products	-	2,049.06	2,225.35	1,508.04
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	Interest income	-	3.55	-	-
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	Export Benefit Receipt	-	0.08	0.08	0.17
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	RODTEP License Purchase	-	3.76	3.00	-
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	Reimbursement of Expense	-	-	-	-
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited	Subsidiary*	MEIS License Purchase	-	-	-	6.65
GSP Crop Science Private Limited	Indo GSP Chemicals Private LLP	Subsidiary	Share of Profit	-	-	-	2.36
GSP Crop Science Private Limited	Indo GSP Chemicals Private LLP	Subsidiary	Sales of Products	-	-	-	480.65
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Purchase of Goods	1,197.60	1,198.87	1,267.70	1,806.91
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Sales of Products	697.00	595.23	938.16	1,145.51
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Sales of Fixed Assets	0.63	-	-	-
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Rent Income	-	-	0.01	0.01
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Other Expenses	-	0.05	-	-
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Purchase of Asset	0.05	-	0.21	0.35
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Misc income	-	-	0.22	0.14
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Reimbursement of Expense	-	0.16	0.30	1.38
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Sales of Service	190.14	186.79	202.01	294.24
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Purchase of Capital Goods	7.25	15.96	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Sales of Asset	1.40	6.64	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Sales of Products	-	0.59	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Purchase of Goods	2.51			
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Purchase of Service	-	9.77	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Reimbursement of Expense	0.01	0.11	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Interest Expense	22.04	10.03	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Loan taken	236.70	427.18	-	-
GSP INTERMEDIATES PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary	Loan Repaid	218.42	-	-	-
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Purchase of Goods	-	2,049.06	2,225.35	1,508.04
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Reimbursement of Expense	-	0.53	1.75	0.26
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Rodtep Licence income	-	3.76	3.00	-
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Export Benefit Expense	-	0.08	0.08	0.17
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	MEIS License income	-	-	-	6.65
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Reimbursement of Expense	-	-	-	-
INDO GSP CHEMICALS PRIVATE LIMITED	GSP Crop Science Private Limited	Subsidiary*	Interest Expense	-	3.55	-	-
Indo GSP Chemicals Private LLP	GSP Crop Science Private Limited	Subsidiary	Profit Attributable to Partners	-	-	-	2.36
Indo GSP Chemicals Private LLP	GSP Crop Science Private Limited	Subsidiary	Purchase of Products	-	-	-	480.65
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Purchase of product	697.00	595.23	938.16	1,145.51
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Rent Expense		-	0.01	0.01
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Purchase of Asset	0.63	-	-	-
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Sales of Products	1,197.60	1,198.87	1,267.70	1,806.91
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Sales of Fixed Assets	0.05	-	0.21	0.35
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Management Fees and Commission	190.14	186.79	202.01	294.24
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Other Income		0.05	-	-
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Other Expenses	-	-	0.22	0.14
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Reimbursement of Expenses	-	0.16	0.30	1.38

(All amounts in INR millions, unless otherwise stated)

Balances Outstanding:

For the	Name of the related party	Nature of Relationship	Nature of transactions	As on September 2024	As on March 2024	As on March 2023	As on March 2022
GSP Crop Science Private Limited	Indo GSP Chemicals Private Limited*	Subsidiary	Sale of Products	-	-	503.99	596.26
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Purchase of Products	536.13	86.99	-	-
GSP Crop Science Private Limited	Rajdhani Petrochemicals Private Limited	Subsidiary	Sale of Products	-	-	160.95	139.42
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Sale of Products	2.27	-	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Loan Given	445.46	427.18	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Interest Income	10.83	10.83	-	-
GSP Crop Science Private Limited	GSP Intermediates Private Limited	Subsidiary	Sale of Assets	13.63	5.06	-	-
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Sale of Products	536.13	86.99	-	-
Rajdhani Petrochemicals Private Limited	GSP Crop Science Private Limited	Subsidiary	Purchase of Products	-	-	160.95	139.42
GSP Intermediates Private Limited	GSP Crop Science Private Limited	Subsidiary	Loan taken	445.46	427.18	-	-
GSP Intermediates Private Limited	GSP Crop Science Private Limited	Subsidiary	Interest Expense	10.83	10.83	-	-
GSP Intermediates Private Limited	GSP Crop Science Private Limited	Subsidiary	Purchase of Assets	13.63	5.06	-	-
Indo GSP Chemicals Private Limited*	GSP Crop Science Private Limited	Subsidiary	Purchase of Products	2.27	-	503.99	596.26

* Subsidiary upto March 15, 2024

Terms and conditions of transactions with related parties

All related party transactions entered were in ordinary course of the business and on arms length basis.

(All amounts in INR millions, unless otherwise stated)

40 Segment Information

The Group is primarily engaged in one business segment, namely the agrochemical business, as determined by the chief operating decision maker, in accordance with Ind-AS 108 "Operating Segments". Therefore, there is only one reportable segment, namely agrochemical.

Considering the inter relationship of various activities of the business, the chief operating decision maker monitors the operating results of its business segment on overall basis. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

Entity wide Disclosure - Geographic information

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(i) Non-current operating assets: *				
India	2,708.76	2,356.35	2,158.07	2,035.53
Others	-	-	-	-
Total	**2,708.76**	**2,356.35**	**2,158.07**	**2,035.53**
(ii) Revenue from external customers	**For the period ended Sep 30, 2024**	**For the Year ended March 31, 2024**	**For the Year ended March 31, 2023**	**For the Year ended March 31, 2022**
India	6,452.10	10,280.12	10,315.17	9,263.44
Outside India	582.46	1,241.49	1,717.92	2,649.63
Total revenue as per Restated Consolidated statements of profit or loss	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**

* Excludes financial & tax assets

There is no transactions with single external customer which amounts to 10% or more of the Group's revenue.

41 Disclosures Under The MSMED Act, 2006

Disclosure Under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under, to the extent the Company has received intimation from the “Suppliers” regarding their status under the Act.

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting period/year (but within due date as per the MSMED Act)				
- Principal amount due to micro and small enterprise*	85.38	68.96	63.24	33.21
- Interest due on above	-	-	-	0.02
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	0.03	0.09	1.26
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	0.03	0.08	1.26
(iv) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	0.01	-	-	-

* Includes Payable to Capital Creditors of September 30, 2024 Nil (March 31, 2024 Rs. 0.78 million, March 31, 2023: Nil, March 31, 2022: Nil)

42 Leases

Disclosures as per Ind AS 116 - Leases are as follows:

A. The movement in lease liabilities are as follows :

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the period/year	**11.99**	**-**	**-**	**-**
Additions during the period/year	0.55	13.00	-	-
Deletions/cancellation/modification during the period/year	-	-	-	-
Finance cost accrued during the period/year (Refer note 32)	0.58	0.80	-	-
Payment of lease liabilities	(1.51)	(1.81)	-	-
Balance at the end of the period/year	**11.61**	**11.99**	**-**	**-**

The break-up of current and non-current lease liabilities is as under :

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current	2.20	2.01	-	-
Non Current	9.41	9.98	-	-
Total	**11.61**	**11.99**	**-**	**-**

B. The details of contractual maturities of lease liabilities on undiscounted basis are as follows:

Particulars	As at Sep 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Less than one year	3.26	3.12	-	-
One to five years	10.50	11.87	-	-
More than five years	1.33	-	-	-
Total	**15.09**	**14.99**	**-**	**-**

C. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

D. The amount recognised in the statement of profit or loss are as follows:

Particulars	Period ended Sep 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation expense of right of use assets (Refer note 7b)	3.56	5.86	4.13	4.06
Finance cost accrued during the period/year (Refer note 32)	0.58	0.80	-	-
Rent expense - short-term lease (Refer note 33)	16.89	29.09	27.11	26.20
Total	**21.03**	**35.75**	**31.24**	**30.26**

(All amounts in INR millions, unless otherwise stated)

43 Corporate Social Responsibility (CSR) Expenditure

Expenditure related to CSR as per section 135 of Companies Act 2013 read with schedule VII thereof, against mandatory spend for the period/year ended September 30, 2024 Rs. 14.27 Millions (March 31, 2024 INR 15.58 Millions, March 31, 2023: INR 17.28 Millions, March 31, 2022: INR 10.08 Millions) are as follow:

Item from the list of activities in schedule VII to the Act	Name of Party	For the period ended Sep 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Implemented through agency					
Education	Sadguru Shree Vallabhacharya Charitable Trust	0.88	4.50	3.53	3.09
Eradicating Hunger and Poverty and malnutrition	Sadguru Shree Vallabhacharya Charitable Trust	0.55	0.82	0.30	0.51
Health care including preventive health care	Sadguru Shree Vallabhacharya Charitable Trust	0.75	3.11	3.61	4.42
Facilities for Senior Citizens	Sadguru Shree Vallabhacharya Charitable Trust	0.17	0.57	0.18	0.29
Animal Welfare	Sadguru Shree Vallabhacharya Charitable Trust	0.26	0.50	0.26	0.07
Social inequalities	Sadguru Shree Vallabhacharya Charitable Trust	5.45	6.84	6.84	6.97
Implemented Directly					
Health care including preventive health care	Central United Hospital	-	-	-	2.25
Total		**8.06**	**16.34**	**14.72**	**17.60**

(a) During the period ended September 30, 2024 the group has contributed Rs. 8.30 millions however trust has utilised Rs. 8.06 millions, for the year ended March 31, 2024, the Group has contributed Rs. 16.08 millions. for CSR Activities, however the trust has utilized Rs. 16.34 millions. For the year ended March 31, 2023, the Group has contributed Rs. 14.85 millions. for CSR Activities, however the trust has utilized Rs. 14.72 millions. For the year ended March 31, 2022, the Group has contributed Rs. 12.40 millions. for CSR Activities, however the trust has utilized Rs. 15.36 millions.

(b) Amount spent towards CSR activities includes amount contributed to related party during the period/year ended on September 30, 2024 Rs. 8.30 millions, (March 31, 2024 was Rs. 16.08 millions March 31, 2023 : Rs. 14.85 millions & March 31, 2022 : Rs. 12.40 millions)

(c) There is no short fall for period ended September 30, 2024, Financial year March 31, 2024, March 31, 2023, March 31, 2022

44 Additional Regulatory Disclosures As Per Schedule III Of Companies Act, 2013

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

a. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

b. The Group has Fund-based and Non-fund-based limits of Working Capital from Banks and Financial institutions. For the said facility, the revised submissions made by the Group to its lead bankers based on closure of books of accounts at the period/year end, the revised quarterly returns or statements comprising stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information filed by the Group with such banks or financial institutions are in agreement with the unaudited books of account of the Group of the respective quarters and no material discrepancies have been observed.

c. The Group has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial period/year or after the end of reporting period but before the date when the financial statements are approved.

d. The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Company Act, 1956.

e. The Group has compiled with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.

f. The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
g. The Group has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall;

i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or
ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

h. The Group does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
i. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial period /year.

45 Code on Social Security, 2020

The Code on Social Security, 2020 (‘Code’) relating to employee benefits during employment and post-employment benefits received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

46 Events Occurring After the Reporting Period

The status of the Company has changed from private limited to public limited. Pursuant to the provisions of Section 18 of the Companies Act, 2013, read with Rule 33 of the Companies (Incorporation) Rules, 2014, as amended from time to time, and vide Shareholders’ approval dated October 07, 2024, the name of the Company has changed from “GSP Crop Science Private Limited” to “GSP Crop Science Limited” with effect from November 06, 2024, on which date the Registrar of Companies gave its approval for the said conversion.

47 Amount Rs. Below 5,000/- represented by "0.00".

48 Additional Information As Required Under Schedule III To The Companies Act, 2013 Of Enterprises Consolidated As Subsidiaries

(a) As at and for the period ended Sep 30, 2024

Sr. No.	Name of Entity	Net Asset i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net asset	Rs. In Millions	As % of Consolidated Share in Profit or Loss	Rs. In Millions	As % of Consolidated other comprehensive Income	Rs. In Millions	As % of Consolidated Total Comprehensive Income	Rs. In Millions
	GSP Crop Science Limited (Parent)	91.11%	3,948.79	73.77%	491.23	100.92%	(10.92)	72.92%	480.31
	Subsidiaries								
1	Rajdhani Petrochemicals Pvt Ltd	11.37%	492.70	33.73%	224.59	0.83%	(0.09)	34.08%	224.50
2	GSP Intermediates Pvt. Ltd.	3.40%	147.24	-0.11%	(0.71)	0.00%	-	-0.11%	(0.71)
3	Indo GSP Chemicals Pvt. Ltd. (upto March 15, 2024)	0.00%	-	0.00%	-	0.00%	-	0.00%	-
4	GSP Agroquimica Do Brasil LTDA (From September 22, 2023)	0.19%	8.43	-0.65%	(4.32)	-1.76%	0.19	-0.63%	(4.13)
	Consolidation Adjustment	-6.08%	(263.30)	-6.75%	(44.93)	0.00%	-	-6.27%	(41.28)
	Total		**4,333.86**		**665.86**		**(10.82)**		**658.69**

(b) As at and for the year ended March 31, 2024

Sr. No.	Name of Entity	Net Asset i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net asset	Rs. In Millions	As % of Consolidated Share in Profit or Loss	Rs. In Millions	As % of Consolidated other comprehensive Income	Rs. In Millions	As % of Consolidated Total Comprehensive Income	Rs. In Millions
	GSP Crop Science Limited (Parent)	94.34%	3,494.50	75.10%	460.26	97.89%	(1.39)	75.05%	458.87
	Subsidiaries								
1	Rajdhani Petrochemicals Pvt Ltd	7.24%	268.20	24.00%	147.11	1.41%	(0.02)	24.06%	147.09
2	GSP Intermediates Pvt. Ltd.	-0.05%	(1.95)	-0.32%	(1.99)	0.00%	-	-0.32%	(1.99)
3	Indo GSP Chemicals Pvt. Ltd. (upto March 15, 2024)	0.00%	-	6.21%	38.06	0.00%	-	6.22%	38.06
4	GSP Agroquimica Do Brasil LTDA (From September 22, 2023)	0.00%	-	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
	Consolidation Adjustment	-1.52%	(56.48)	-4.98%	(30.54)	0.70%	(0.01)	-5.00%	(30.55)
	Total		**3,704.27**		**612.88**		**(1.42)**		**611.46**

(c) As at and for the year ended March 31, 2023

Sr. No.	Name of Entity	Net Asset i.e total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net asset	Rs. In Millions	As % of Consolidated Share in Profit or Loss	Rs. In Millions	As % of Consolidated other comprehensive Income	Rs. In Millions	As % of Conso-lidated Total Comprehensive Income	Rs. In Millions
	GSP Crop Science Limited (Parent)	98.09%	3,568.53	38.19%	82.31	139.73%	(0.41)	38.05%	81.90
	Subsidiaries								
1	Rajdhani Petrochemicals Pvt Ltd	3.33%	121.12	8.72%	18.79	-39.73%	0.12	8.78%	18.90
2	GSP Intermediates Pvt. Ltd.	0.00%	0.04	-0.03%	(0.07)	0.00%	-	-0.03%	(0.07)
3	Indo GSP Chemicals Pvt. Ltd.	0.35%	12.58	3.16%	6.82	0.00%	-	3.17%	6.82
	Consolidation Adjustment	-1.77%	(64.42)	49.96%	107.69	0.00%	-	50.04%	107.70
	Total		**3,637.85**		**215.54**		**(0.29)**		**215.25**

(d) As at and for the year ended March 31, 2022

Sr. No.	Name of Entity	Net Asset i.e total assets minus total liablities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net asset	Rs. In Millions	As % of Consolidated Share in Profit or Loss	Rs. In Millions	As % of Consolidated other comprehensive Income	Rs. In Millions	As % of Conso-lidated Total Comprehensive Income	Rs. In Millions
	GSP Crop Science Limited (Parent)	101.37%	4,751.14	100.57%	760.23	100.00%	2.74	100.57%	762.97
	Subsidiaries								
1	Rajdhani Petrochemicals Pvt Ltd	2.18%	102.22	9.80%	74.06	0.00%	-	9.76%	74.06
2	Indo GSP Chemicals LLP (Till May 5, 2021)	0.03%	1.39	0.41%	3.11	0.00%	-	0.41%	3.11
3	Indo GSP Chemicals Pvt. Ltd. (From May 6, 2021)	0.12%	5.76	0.64%	4.87	0.00%	-	0.64%	4.87
	Consolidation Adjustment	-3.70%	(173.41)	-11.42%	(86.35)	0.00%	-	-11.38%	(86.35)
	Total		**4,687.10**		**755.92**		**2.74**		**758.66**

49 Discontinued Operations

• On March 22, 2024 by way of Board Resolution, GSP Crop Science Limited (the "Parent Company") decided to discontinue its Plasticizer business. Plasticizer Business consisted of manufacturing in the parent company and trading in the then Subsidiary Indo GSP Chemicals Private Limited ("IGCPL").

• On March 22, 2024 as a part of a strategic move, during the fiscal year ending March 31, 2024, the Parent Company entered into a Share Purchase Agreement (SPA) with Kappa and Beta Trust (the 'promoter group') to sell its entire equity stake in IGCPL. This transaction resulted in a gain of Rs. 0.28 Million in the consolidated financial statements in FY 2023-24.

• Further as per the terms of the agreement, the Parent Company has discontinued the manufacturing of Plasticizer products in its own name and initiated job work for IGCPL by using the Property, Plant, and Equipment's related to the Plasticizer segment in its normal operations. Other assets and liabilities of the Parent company pertaining to plasticizer business were classified as "Asset held for sale" and "Liabilities directly associated with asset classified as held for sale" on 31 March 2024 and financial results for the relevant year/period have been reclassified to reflect this change.

• Subsequently on 03 September 2024, Parent company discontinued the operations related to the Plasticizer business.

Details of Assets and liabilities related to discontinued brands classified as Held for Sale:

Particulars	As at March 31, 2024
Current Assets	
(a) Inventories	96.46
(b) Financial Assets	
Trade Receivables	209.53
Total Current Assets	**305.99**
TOTAL ASSETS	**305.99**
Current Liabilities	
(a) Financial Liabilities	
-Trade Payables	
Total Outstanding dues of Micro Enterprises and Small Enterprises	-
Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises	265.11
Total Current Liabilities	**265.11**
TOTAL LIABILITIES	**265.11**

(All amounts in INR millions, unless otherwise stated)

Results of discontinued operations for the period/year are presented below:

Particulars	For the period ended Sep 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
INCOME				
(a) Revenue from Operations	904.76	2,291.13	2,356.77	2144.66
(b) Other income	-	10.10	25.79	14.42
TOTAL INCOME	**904.76**	**2,301.23**	**2,382.56**	**2,159.08**
EXPENSES				
(a) Cost of materials consumed	827.74	2,029.47	2,053.14	1,873.63
(b) Changes in inventories of finished goods, Stock-in-trade & work in progress	40.35	(28.28)	(12.16)	(3.63)
(c) Employee benefits expenses	5.80	27.60	25.53	21.63
(d) Finance cost	-	3.99	1.67	2.01
(e) Depreciation & amortization expenses	-	0.51	0.28	0.15
(f) Other expenses	21.28	191.22	260.41	221.87
TOTAL EXPENSES	**895.17**	**2,224.51**	**2,328.87**	**2,115.66**
Profit Before Tax	**9.59**	**76.72**	**53.69**	**43.42**
Tax Expenses				
(a) Tax expense	2.42	18.33	13.76	10.99
(b) Short provision of Income Tax	-	0.02	0.15	(0.36)
(c) Deferred tax	-	0.89	(0.03)	(0.05)
Total Tax Expenses	**2.42**	**19.24**	**13.88**	**10.58**
Profit for the reporting Period/Financial year	**7.17**	**57.48**	**39.81**	**32.84**

Cashflow of discontinued operations for the year are presented below:

Particulars	For the period ended Sep 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Net cash inflow/(outflow) from operating activities	40.88	(115.91)	140.72	(131.89)
Net cash inflow/(outflow) from investing activities	-	(0.08)	(22.73)	(13.35)
Net cash inflow/(outflow) from financing activities	-	92.45	(1.67)	(1.69)
Net increase in cash generated from discontinued operations	40.88	(23.54)	116.32	(146.93)

50 Restated Adjustments

a)There are no restatement adjustments required to be made under the SEBI ICDR Regulations for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.
Accordingly, there are no reconciliations between total equity and total comprehensive income as per the Restated Consolidated Financial Information and as per the audited Consolidated Ind AS Financial Statements of the respective years.

b) Appropriate regroupings have been made in the Restated Consolidated Statements of Assets and Liabilities, Consolidated Statement of Profit and Loss and Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Company for the period ended September 30, 2024 respectively prepared in accordance with Schedule III of the Act, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

51 The Restated Financial Statements for the reporting period/Financial year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 were approved by the Board of Directors on December 06, 2024.

For M S K C and Associates
Chartered Accountants
FRN: 001595S

Ojas Joshi
Partner
MRN: 109752

Date : December 06, 2024
Place : Mumbai

For and on behalf of the Board of Directors
GSP Crop Science Limited
(Formerly known as 'GSP Crop Science Private Limited')

Bhavesh V. Shah
Chairman and Managing Director
DIN:00094669

Shail J. Shah
Whole Time Director & Chief Financial Offi
DIN:07543594

Kamlesh D. Patel
Company Secretary & Compliance Officer
FCS-8018

Date : December 06, 2024
Place : Ahmedabad

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company and our material subsidiary, Rajdhani Petrochemicals Private Limited as identified in accordance with the SEBI ICDR Regulations, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 together with all the annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://www.gspcrop.in/investors/financials. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Statements and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million other than share data)

Particulars	For the six months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Basic Earnings per Equity Share from Continuing Operations	16.89*	13.49	4.20	16.31
Diluted Earnings per Equity Share from Continuing Operations	16.89*	13.49	4.20	16.31
Return on Net Worth (%)	15.20%*	15.00%	4.79%	15.39%
Net asset value per equity share (₹)	111.07	94.94	88.18	105.96
EBITDA (₹ million)	1,134.30	1,304.05	812.82	1,405.26

** Not annualized*

Notes:

1. *Basic and Diluted EPS is calculated as restated profit for the period/year from continuing operations attributable to equity shareholders of the parent divided by weighted average number of equity shares outstanding during the period/year.*
2. *Return on net worth is calculated as restated profit for the period/year from continuing operations attributable to equity shareholders of the parent divided by Net Worth. Net Worth is calculated as Total Equity less non-controlling interest and capital reserve.*
3. *Net asset value per equity share is calculated as Net Worth divided by number of equity shares outstanding at the end of the period/year. Net Worth is calculated as Total Equity less non-controlling interest and capital reserve. The NAV has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company.*
4. *EBITDA is calculated as restated profit for the period/year from continuing operations add finance cost, depreciation and amortisation expenses, and total tax expenses of continuing operations.*

Certain non-GAAP financial measures, such as Gross Profit, Gross Margin, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Capital Employed, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value per share presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company's operating performance.

See "Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable." on page 63.

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this section is set out below:

Reconciliation of Total Equity to Return on Net Worth

(in ₹ million other than share data)

Particulars	Six months ended September 30, 2024	Fiscal ended March 31,		
		2024	2023	2022
Total Equity (I)	**4,364.78**	**3,704.27**	**3,637.85**	**4,687.10**
Less: Non-controlling Interest (II)	30.92	(0.41)	3.03	1.39
Less: Capital Reserve (III)	0.11	0.11	0.11	0.11
Net Worth (IV = I - II - III)	**4,333.75**	**3,704.57**	**3,634.71**	**4,685.60**
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (V)	**658.69**	**555.40**	**175.73**	**723.08**
Less: Non Controlling Interest (VI)	(0.15)	(0.42)	1.63	1.91
Restated Profit for the period / year from Continuing Operations attributable to equity share holders of the parent (VII = V - VI)	**658.84**	**555.82**	**174.10**	**721.17**
Return on Net Worth (VIII = VII/IV)	**15.20%**	**15.00%**	**4.79%**	**15.39%**

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million other than share data)

Particulars	Six months ended September 30, 2024	Fiscal ended March 31,		
		2024	2023	2022
Net Worth excluding Non-controlling Interest and Capital Reserve (I)	**4,333.75**	**3,704.57**	**3,634.71**	**4,685.60**
Number of equity shares outstanding at the end of the period / year (II)	39,018,750	39,018,750	41,220,045	44,220,045
Net asset value per equity share (I/II) (₹ per equity share)	111.07	94.94	88.18	105.96

Note: The NAV has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company

Reconciliation of Restated Profit for the period / year from Continuing Operations to EBITDA and EBITDA Margin

(in ₹ million other than share data)

Particulars	Six months ended September 30, 2024	Fiscal ended March 31,		
		2024	2023	2022
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (I)	**658.69**	**555.40**	**175.73**	**723.08**
Adjustments:				
Add: Total Tax Expenses of Continuing Operations (II)	229.42	210.16	57.50	245.51
Add: Finance cost (III)	147.12	339.91	369.53	237.40
Add: Depreciation & amortization expenses (IV)	99.07	198.58	210.06	199.26
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (V = I + II + III + IV)	**1,134.30**	**1,304.05**	**812.82**	**1,405.26**
Revenue from Operations (VI)	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**
EBITDA Margin (VII = V/VI)	**16.12%**	**11.32%**	**6.75%**	**11.80%**

Summary of Related Party Transactions

For details of the related party transactions in accordance with Ind AS 24, see *"Restated Consolidated Financial Information Note – 39"* on page 370.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" beginning on pages 384, 317 and 32, respectively.

(in ₹ million, unless otherwise stated)

Particulars*		**Pre-Offer at September 30, 2024 (1)**	**As adjusted for the proposed Offer #(2)**
Borrowings			
Current borrowings (excluding current maturity)(3)		1,925.29	[●]
Non-current borrowings (including current maturity)(4)		964.34	[●]
Total Borrowings(5)	**(A)**	**2,889.63**	[●]
Shareholders' funds:			
Equity share capital(6)		390.19	[●]
Other equity(7)		3,943.67	[●]
Total Equity	(**B**)	4,333.86	[●]
Ratio: Total borrowings / total equity (in times)	(A)/(B)	**0.67**	[●]

** These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).*
 # Post-Offer capitalisation will be determined after finalization of the Offer Price.
(1) The above table has been computed on the basis of the Restated Consolidated Financial Information.
(2) The corresponding post-Offer data is not determinable at this stage pending the completion of the Book Building Process. Accordingly, this data has not been provided in the above table.
(3) Current borrowing is considered as borrowing due within 12 months from the balance sheet date excluding current maturities of long-term borrowings.
(4) Non-current borrowing is considered as borrowing other than current borrowing, as defined above and also includes the current maturities of long-term borrowing.
(5) Total borrowing excludes interest accrued and due on borrowings.
(6) Issued, subscribed and paid-up Equity Share capital of the Company.
(7) Other equity excludes debenture redemption reserve, revaluation surplus, gain on bargain purchase and reserve on account of capital contribution.

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiaries avail credit facilities in the ordinary course of business. For details regarding the borrowing powers of our Board, see "*Our Management - Borrowing Powers of our Board*" on page 317.

The following table sets forth our Company's indebtedness outstanding as of September 30, 2024:

(*in ₹ million)*

Category of Borrowing	Sanctioned Amount	Amount outstanding as on September 30, 2024
Secured		
Fund Based Borrowings		
Term Loan	1,428.70	960.26
Working Capital Demand Loan and Cash Credit	2,275.00	1,725.29
Vehicle Loan	18.67	9.59
Total fund based borrowings (A)	**3,722.37**	**2,695.14**
Non Fund Based Borrowings		
Working Capital	1,650.00	1,387.42
Credit Exposure Limit	55.00	-
Total Non Fund Based Borrowings (B)	**1,705.00**	**1,387.42**
Total Secured Borrowings (A+B)	**5,427.37**	**4,082.56**
Unsecured Borrowings		
Working Capital Demand Loan	200.00	200.00
Total Unsecured Borrowings (C)	**200.00**	**200.00**
Total Borrowings (A + B + C)	**5,627.37**	**4,282.56**

** As certified by Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), pursuant to their certificate dated December 20, 2024.*

Principal terms of the facilities sanctioned to our Company:

1. ***Interest:*** The interest rate for the working capital facilities and term loans availed by our Company are typically linked to benchmark rates varying from 1% over and above 6 months MCLR or 12 months MCLR to 10.75% per annum.

2. ***Tenor:*** The tenor of the facilities typically varies from one month to 72 months.

3. ***Security:*** Our facilities are typically secured by the creation of a charge over certain of our immovable properties, our fixed assets, our current assets, and personal guarantees in favour of our lenders.

4. ***Pre-payment:*** Certain loans availed by our Company have prepayment provisions which allows for prepayment of the outstanding loan amount and sometimes carry a pre-payment penalty upto 2% p.a. on the pre-paid amount or on the outstanding amount subject to terms and conditions stipulated under the loan documents.

5. ***Penal Interest:*** The terms of certain facilities availed by our Company prescribe penalties for default in the repayment obligations of the Company, delay in creation of the stipulated security or in case of events of default. The penalty typically ranges from 2 % per annum to 18 % per annum.

6. ***Re-payment:*** Our company may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand.

7. ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including, *inter alia*:

    a) material adverse change in the ownership/ control or management of our Company without prior approval of the lender;

    b) failure to pay outstanding principal and interest amounts on due dates;

    c) winding up, insolvency/ bankruptcy or dissolution;

    d) commencement of or existence of any legal proceedings/ investigations that may have a material adverse change/ effect;

    e) failure to procure or maintain insurance on our assets;

    f) cessation or change in business

This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company.

8. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby the lenders may:

   a) convert the outstanding amount into fully paid-up Equity Shares of our Company, in their sole and absolute discretion;

   b) demand that all or any part of the amount due together with accrued interest and all other amounts accrued in relation to the facility be paid immediately;

   c) further access by our Company to the facility may be suspended or terminated at the lender's sole discretion;

   This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company, and the same may lead to consequences other than those stated above.

9. ***Restrictive Covenants:*** The facilities sanctioned to our Company contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

   a) changes in capital structure or any changes in the authorized share capital;

   b) undertaking any new project, scheme of expansion or diversification or capital expenditure, funding the working capital requirements, investment or advance by our Company into its subsidiaries, repayment/ prepayment of loans availed by our Company or its subsidiaries and general corporate purposes;

   c) change in our constitution, structure, constitutional documents, members, composition of our Board, management control and legal and/or beneficial ownership, compliance with the requirements of the Stock Exchanges and Securities and Exchange Board of India and undertaking any other activities in relation to the offer; and

   d) change in the shareholding pattern, lock-in of shareholding of the promoters and other shareholders; and

   e) approaching the capital market for mobilizing additional resources;

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business.

For the purposes of the Offer, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Offer, such as, *inter alia,* effecting changes to our capital structure. For further details, see "*Risk Factors – We are required to comply with certain restrictive covenants under our financing agreements. Any non-compliance may lead to, amongst others, accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business operations and financial performance*" on page 44.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information on page 317.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year, are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For details, please see "Restated Consolidated Financial Information" beginning on page 317. The Restated Consolidated Financial Information is based on our audited financial statements and is restated in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations. Our audited financial statements are prepared in accordance with Indian Accounting Standards, which differs in certain material respects with IFRS and U.S. GAAP. For details, see "Risk Factors - Significant differences exist between Ind AS used to prepare our financial information and other accounting principles, such as US GAAP and IFRS, which may affect investors' assessments of our Company's financial condition" on page 69.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of the Global & Domestic Agrochemicals Market" dated December 2024 (the "**ICRA Report**"), prepared and issued by ICRA Analytics Limited ("**ICRA**"), which was exclusively commissioned and paid for by our Company for the Offer, and was prepared and released by ICRA, who were appointed by us pursuant to the engagement letter dated July 26, 2024. ICRA is not, and has not in the past, been engaged or interested in the formation, or promotion, or management, of our Company. Further, it is an independent agency and neither our Company, nor our Directors, Promoters, KMPs, SMPs, and Subsidiaries, nor the BRLMs are a related party to ICRA as per the definition of "related party" under the Companies Act, 2013. The data included herein includes excerpts from the Industry Report which may have been re-ordered by us for the purposes of presentation. Further, the ICRA Report was prepared on the basis of information as of specific dates and opinions in the ICRA Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates. ICRA has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. A copy of the Industry Report will be available on the website of our Company https://www.gspcrop.in/investors/icra-industry-report. Further, the ICRA Report is not a recommendation to invest or disinvest in any company covered in the ICRA Report. Prospective investors are advised not to unduly rely on the ICRA Report. For more information and risks in relation to commissioned reports, please see "Risk Factors - Certain sections of this Draft Red Herring Prospectus contain information from the ICRA Report which we commissioned and purchased, and any reliance on such information for making an investment decision in the Offer is subject to inherent risks" on page 48. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 28.*

For details relating to the defined terms in the section, please see "Definitions and Abbreviations" beginning on page 1. Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", "our" refer to GSP Crop Science Limited and its Subsidiaries on a consolidated basis.

OVERVIEW

For details in relation to our business overview, competitive strengths, business strategies and business operations, please see "*Our Business*" beginning on page 237.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* beginning on pages 237 and 32. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Ability to procure the desired quality and quantity of raw materials

We depend on external suppliers for the raw materials required for production and typically purchase raw materials on a purchase order basis and place such orders with them in advance on the basis of our anticipated requirements. As a result, the success of our business is dependent on maintaining good relationships with our raw material suppliers. If we cannot fully offset increases in raw material prices with increases in the prices for our products, we will experience lower margins, which will have a material adverse effect on our results of operations and financial condition.

Details of cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, stock-in-trade & work in progress, including as a percentage of our total expenses for continuing operations in the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively are as provided below:

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)	Expense (*in ₹ million*)	As a percentage of our Total Expenses for Continuing Operations (*in %*)
Cost of materials consumed including purchases of stock-in-trade and changes in inventories of finished goods, stock-in-trade & work in progress	4,194.40	67.64%	7,448.94	68.87%	8,769.23	74.14%	8,140.36	73.62%

We cannot assure you that we will be able to enter into new or continue our existing arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability. There can be no assurance that we will procure the quantities and quality of raw materials commensurate with our requirements in the future. There can be no assurance that a particular supplier will continue to supply us with raw materials in the future.

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, dealers and/ or distributors 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 available manufacturing capacity to meet such demand. 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, dealers and/ or distributors in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

Approvals, licences and registrations

We are required to obtain regulatory pre-approval for our products. As per Section 9 of the Insecticides Act, any person desiring to import or manufacture any insecticide may apply to the registration committee, CIBRC, for registration of such insecticide and there is a separate registration for each insecticide. Accordingly, we provide our Technicals and Formulations to the CIBRC for their approval where they undertake testing to check the composition and purity profile before granting registrations. As of September 30, 2024, we have obtained 507 such registrations from the CIBRC. The classification of our 9(3) and 9(4) registrations is as follows:

Registration	Formulations (Indigenous Manufacture)	Technicals (Indigenous Manufacture)	Technicals (Import)	Total
9 (3)	16	9	1	**26**
9 (4)	201	50	5	**256**
Total	**217**	**59**	**6**	**282**

There may be instances where we have not applied for or obtained licenses or registrations in the ordinary course of business. In the future, we will be required to renew such permits and approvals and obtain new permits and approvals for any proposed operations or products. An inability to renew, maintain or obtain any required permits, licenses, registrations or approvals may result in the interruption of a part or all of our operations and have a material adverse effect on our business, financial condition and results of operations.

For details of applicable regulations and approvals relating to our business and operations, including our Manufacturing Facilities, see "*Government and Other Approvals*" on page 434. We may, in the future, be subjected to regulatory actions for violations including closure of our Manufacturing Facilities, imposition of penalties and other penal actions against our Company and management, which may have a negative impact on our business, reputation, results of operations and cash flows. Further, any failure to comply with environmental laws and/or the terms and conditions of approvals issued under such environmental laws and regulations could also impact our ability to obtain or renew the approvals with respect to our Manufacturing Facilities in a timely manner or at all and may also adversely affect our ability to operate our units and consequently affect our results of operations.

We are also subject to a broad range of safety, health, labour, and workplace related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges; on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations.

R&D capabilities

Our business depends to a large extent on our R&D capabilities. Our business and results of operations have been and will be affected by our ability to continue to develop and commercialize new Technicals and Formulations. We have a strong focus on R&D and have sought to implement the inferences from our R&D at our manufacturing facilities, pursuant to our assessment of demand in the market and our customers. We have continuously invested in R&D, by setting up an (i) R&D facility for Formulations located at Kathwada and (ii) an R&D facility located at Odhav for Technicals. We have also employed experienced professionals at these R&D facilities and have a dedicated staff of 25 employees, three of whom hold PhDs. We place emphasis on strict quality control to ensure the reliability of our products and have implemented a quality control system for monitoring the entire manufacturing process, identifying potential areas for improvement and taking actions for continuous optimization. We have received quality control certifications such as ISO 9001-2015, ISO 14001-2015, ISO 45001-2018, Responsible Care Certification, amongst others. In 2022, our Company commissioned an R&D and pilot plant facility to test commercialization of our products.

However, our R&D efforts may not result in new technologies or products being developed on a timely basis or meet the needs of our customers as effectively as competitive offerings. Further, our ongoing investments in R&D for new products and processes may result in higher costs without a proportionate increase in revenues. In addition, once we develop our processes, obtaining relevant regulatory approvals and registrations and patents and other intellectual property protection is an important element to commercialize the products, which may require additional expenses. We must also adapt to rapid changes in our industry due to technological advances and scientific discoveries. If our existing products become obsolete, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected. Although we strive to keep our technology, facilities, plants and machinery current with the evolving standards, the technologies, facilities and machinery we currently employ may become obsolete in the future. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant and could adversely affect our profitability.

Relationships with key customers

We have historically derived, and may continue to derive, a portion of our income from our top customers. Details of revenue generated from our top three customers, top five customers and top ten customers for the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, including as a percentage of revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**For Fiscal 2024**		**For Fiscal 2023**		**For Fiscal 2022**	
	Amount (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**	**Amount (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations (*in %*)**
Top three customers	671.77	9.55%	1,086.53	9.43%	2,295.17	19.07%	1,911.65	16.05%
Top five customers	942.78	13.40%	1,627.36	14.12%	2,929.15	24.34%	2,432.72	20.42%
Top ten customers	1,446.83	20.57%	2,733.81	23.73%	3,935.10	32.70%	3,313.94	27.82%

We are focused on leveraging existing relationships with our customers for the sale of our products. Any reduction in orders from our top 10 customers would adversely affect our income. The demand from our key customers, in particular our top 10 customers, determines our revenue levels and results of operations, and our sales are directly affected by the production and inventory levels of our customers. Our customers in turn are dependent on demand from their customers who are the end users of finished products, as well as on general trends in the global agro-chemicals industry.

Over the years, we have developed strong relationships with a number of customers through which we have been able to expand our product offerings and also our geographic reach. Our business depends on the continuity of our arrangements with our international customers. Our sales to such customers are typically conducted on the basis of purchase orders that they place with us from time to time. Our arrangements with customers require our customers to include the quantity and price while certain agreements themselves include the purchase prices and minimum purchase quantities for the products during the tenure of the agreement.

Foreign currency fluctuations

We derive revenue from Domestic Business and International Business. Our results of operations are influenced by exchange rate fluctuations between foreign currencies of the markets in which we sell our products and the Indian Rupee. Currency exchange rate fluctuations and currency depreciation could have an adverse effect on our results of operations. Details of revenue generated from our International Business for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of our revenue from continuing operations are provided below.

Particulars	**For the six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue (*in ₹ million*)	**As a percentage of Revenue from Continuing Operations (in %)**	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***	**Revenue (*in ₹ million*)**	**As a percentage of Revenue from Continuing Operations *(in %)***
International Business	582.46	8.28%	1,241.49	10.78%	1,717.92	14.28%	2,649.63	22.24%

We also import a certain amount of raw materials from international suppliers, particularly from China. Details of our imports from China and other countries for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022, including as a percentage of purchases for continuing operations are provided below:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	in ₹ million	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**	***in ₹ million***	**As a percentage of Purchases for Continuing Operations (in %)**
Imports from China	1,765.89	35.77%	2,227.79	35.28%	2,765.96	31.85%	3,629.91	38.77%
Imports from other countries	83.90	1.70%	261.94	4.15%	602.15	6.93%	514.12	5.49%
Total Imports	1,849.79	37.47%	2,489.73	39.43%	3,368.10	38.78%	4,144.03	44.27%

Fluctuation in foreign currencies exchange rates could have adverse effects on our business, results of operations and financial condition. Details of foreign exchange fluctuations (Net) Gain/(Loss) for the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 are provided below:

Nature of Foreign Exchange Fluctuations	**Six months ended September 30, 2024 (*in ₹ million*)**	**Fiscal 2024 (*in ₹ million*)**	**Fiscal 2023 (*in ₹ million*)**	**Fiscal 2022 (*in ₹ million*)**
Exchange Fluctuation (Net) Gain/(Loss)	22.95	23.86	(17.41)	62.80

While we have a hedging policy as on the date of this Draft Red Herring Prospectus, our business and results from operations may be affected in the event that the exchange rate between the international currencies and the Indian Rupee fluctuates. Depreciation of the Indian Rupee against such international currencies may have an adverse effect on imports. Further, volatility in exchange rates would result in an increase in the cost of our products. We may not be able to pass on such increase in costs to our customers. Certain markets in which we sell our products may be subject to exchange control risks, which may result in either delayed recovery or even non-realization of revenue. While there have been no such instances of delayed recovery or non-realization of revenue in the six months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that such instances will not occur in the future. 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 gains or losses arising on account of differences in foreign exchange rates on settlement and translation of monetary assets and liabilities are recognized in the statement of profit and loss. If we are unable to effectively manage our foreign exchange risk, it could materially affect our business, financial condition and results of operations.

SUMMARY OF MATERIAL ACCOUNTING POLICIES

1.1 Basis of Consolidation

The consolidation of the accounts of the group are prepared in accordance with Ind AS 110 – 'Consolidated Financial Statements'.

i. The consolidated financial statements incorporate the financial statements of Parent Company and its subsidiaries, being the entities that it controls. Control is evidenced where the Group has power over the investee or is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns.

ii. When the Company loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the consideration received and (ii) carrying amount of the assets, and liabilities of the subsidiary and any non-controlling interests at the date the control is lost.

iii. The financial statements of the Parent Company and its subsidiaries companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting un-realised profits or losses, unless cost cannot be recovered.

iv. The excess of cost to the Group of its investments in the subsidiary Company, at the date on which the investments in the subsidiary Company was made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.

v. Non-Controlling Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary Company were made and further movements in their share in the equity, subsequent to the date of investment. Net profit / loss for the year of the subsidiary attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to owners of the Group.

vi. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

1.2 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition / construction less accumulated depreciation, and accumulated impairment loss (if any).Cost includes all expenses related to acquisition and installation of property, plant & equipment which comprises its purchase price net of any trade discounts and rebates, import duties and other non-refundable taxes or levies and any directly attributable cost on making the asset ready for its intended use.

Machinery spares, which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular, are capitalised and depreciated over the useful life of the principal item of the relevant class of assets. Subsequent expenditure on property plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance. All other repair and maintenance of revenue nature are charged to statement of profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

Capital Work in Progress:

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost comprises direct cost, related incidental expenses and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified as the appropriate categories of property, plant and equipment when completed and ready for intended use.and depreciation commences on the same basis.

Advances given towards acquisition and construction of property, plant and equipment outstanding at each balance sheet date are disclosed as capital advance under other non current assets.

1.3 Intangible Assets and Intangible Assets under development:

Intangible assets with finite useful life that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful life. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised upon disposal (i.e. at date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arise upon derecognition of assets (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) included in the statement of profit and loss when the assets is derecognised.

Intangible Assets under development

Research costs are expensed as incurred. Development expenditures on an individual project recognised as an intangible asset when the Group can demonstrate:

i. The technical feasibility of completing the intangible asset so that the asset will be available for use or sale

ii. Its intention to complete and its ability and intention to use or sell the asset

iii. It is probable that future economic benefits will flow to the Group and the Group has control over the asset

Cost of Product Registration generally comprises of costs incurred towards creating product dossiers, fees paid to registration consultants, application fees to the government authorities, data compensation costs, data call-in costs and fees for task-force membership.

In cases where data compensation is being negotiated and is awaiting the finalization of contractual agreements, the cost is initially estimated by management and adjusted to actual amounts once the agreements are concluded.

1.4 Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Goodwill is tested for impairment on annual basis ,impairment loss if any, is charged to statement of profit and loss account.

1.5 Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible assets has been provided on the written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Amortisation:

Intangible assets are amortised over their estimated useful life on straight line method as follows:

Type of Asset	Useful Life
Computer Software	5 Years
Patents	5 Years

1.6 Impairment of Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of profit and loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

1.7 Foreign Currency Transactions

<u>Initial Recognition</u>

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

<u>Measurement of foreign currency monetary items at Balance Sheet Date</u>

Foreign currency monetary items of the Group, outstanding at the balance sheet date are restated at the period end /Financial year-end rates. Non-monetary items of the Group are carried at historical cost.

<u>Treatment of Exchange Differences</u>

Exchange differences arising on settlement / restatement of foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Statement of Profit and Loss.

<u>Foreign Currency Translation reserve</u>

- The functional currency and presentation currency of the Group is Indian Rupee. Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Group and its foreign operations operate considering the currency in which funds are generated, spent and retained.

- Financial statements of foreign operations whose functional currency is different than Indian Rupee are translated into Indian Rupee as follows:

  - Assets and liabilities are translated at the closing rate at the date of that Balance Sheet;

  - Income and expenses are translated at average exchange rate for the reporting period. All resulting exchange differences are recognised in other comprehensive income and accumulated in equity as "Foreign Currency Translation Reserve".

1.8 Discontinued operations

Non-current assets and disposal groups are classified as held for sale when:

i) They are available for immediate sale,

ii) Management is committed to a plan to sell,

iii) It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn,

iv) An active program to locate a buyer has been initiated,

v) The asset or disposal group is being marketed at a reasonable price in relation to its fair value and

vi) A sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

i) Their carrying amount immediately prior to being classified as held for sale in accordance with the group's accounting policy; or

ii) Fair value less costs of disposal.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

The results of operations disposed during the reporting period/ Financial year are included in the consolidated statement of profit and loss up to the date of disposal.

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations or is a subsidiary with a view to sale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of profit and loss as a single line which comprises the post-tax profit or loss of the discontinued operation along with the post-tax gain or loss recognised on the re-measurement to fair value less costs to sell or on disposal of the assets or disposal groups constituting discontinued operations. A detailed note of the assets and liabilities of the disposal group is given in Note - 49 of the restated Special Purpose Restated Consolidated Financial Information

1.9 Inventories

Raw materials, packing materials, stores, spares and consumables are valued at lower of cost (net of refundable taxes and duties) and net realizable value. The cost of these items of inventory comprises of cost of purchase, transit insurance, receiving charges and other incidental costs incurred to bring the inventories to their present location and condition.

Work in progress and finished goods are valued at lower of cost and net realizable value. The cost of work in process and finished goods includes the cost of direct material consumed, cost of conversion and other costs incurred to bring the inventories to their present location and condition.

Cost of inventories is determined on “Weighted Average” basis and is net of tax credits and after providing for obsolescence and other losses.

Net realizable value is the contracted selling value reduced by the estimated costs of completion and the estimated costs necessary to make the sales.

1.10 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity.

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument.

Financial assets:

Classification

The Group classifies its financial assets in the following measurement categories:

i) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

ii) those measured at amortized cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

Initial recognition and measurement

Financial assets are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

- fair value (either through other comprehensive income or through Profit and Loss), or

- amortized cost

Derecognition of financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Group has transferred its rights to receive cash flows from the asset

When the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of financial asset, the financial asset is derecognised if the Group has not retained control over the financial asset. Where the Group retains control of the financial asset, the asset continues to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

At each balance sheet date, the Group assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Group measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition.

If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Group uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

Income recognition

Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Cash and cash equivalents

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities/holding period of three months or less from the date of investments.

Investments

Investments of Group are in mutual funds. These investments are initially recorded at fair value and classified as fair value through profit or loss.

Trade receivables

Trade receivables are amounts due from customers for the sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at their transaction price, which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

Financial liabilities:

Initial recognition and measurement

Financial liabilities are initially measured at its fair value plus or minus, in the case of a financial liability not at FVTPL, transaction costs that are directly attributable to the issue/origination of the financial liability.

Subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Derecognition of financial liabilities

Financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

Trade Payables

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

Offsetting financial instruments:

Financial assets and liabilities are off-set and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

Equity Share capital

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Group's ordinary shares are classified as equity instruments.

1.11 Derivative financial instruments

The Group enters into derivative financial instruments in form of foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

1.12 Non-controlling interests

The Group has the choice, on a transaction by transaction basis, to initially recognise any non-controlling interest in the acquiree which is a present ownership interest and entitles its holders to a proportionate share of the entity's net assets in the event of liquidation at either acquisition date fair value or, at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets.

The Group has not elected to take the option to use fair value in acquisitions completed to date.

The total comprehensive income of non-wholly owned subsidiaries is attributed to owners of the parent and to the non-controlling interests in proportion to their relative ownership interests.

1.13 Revenue from contracts with customers

As per Ind AS 115 “Revenue from contracts with customers”- A contract with a customer exists only when the parties to the contract have approved it and are committed to perform their respective obligations, the Company can identify each party’s rights regarding the distinct goods or services to be transferred (“performance obligations”), the Group can determine the transaction price for the goods or services to be transferred, the contract has commercial substance and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. Revenues are recorded in the amount of consideration to which the Group expects to be entitled in exchange for performance obligations upon transfer of control to the customer and is measured at the amount of transaction price allocated to that performance obligation.

The transaction price of goods sold and services rendered is net of estimated incentives, returns, rebates, and applicable trade discounts, allowances, Goods and Services Tax (GST) and amounts collected on behalf of third parties.

Sale of goods

Based on the contractual terms with the customers, revenue from sale of goods is recognised at the point in time when control is transferred to the customer either on dispatch of goods or goods accepted by the customers at their premises.

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. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

Therefore, the amount of revenue recognised is adjusted for expected returns. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The Group reviews its estimate of expected returns at each reporting date.

The right to recover returned goods asset is measured at the former carrying amount of the inventory. The refund liability is included in other current liabilities and the right to recover returned goods is included in current assets.

Tax Rebate Income is accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Other Income

Interest income is accrued on a time basis, according to the principal outstanding and at the interest rate applicable.

Other items of income are accounted as and when the right to receive arises and it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Export Benefits

Export benefits are accounted for in the period/year of exports based on eligibility and when there is no uncertainty in receiving the same.

Insurance Claim

Insurance claims are accounted for based on claims admitted and to the extent that there is no uncertainty in receiving the claims.

Contract balances

Contract assets

A Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Assets and liabilities arising from returns

Returnable asset

Returnable asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decrease in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decrease in the value of the returned products.

Refundable Liabilities

A Refundable Liabilities is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer.

The Company updates its estimates of Refundable Liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

1.14 Employee Benefits

Post Employment Employee Benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund, Compensated Absences.

Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and is charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss.

Past service cost is recognised in statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

a. service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

b. net interest expense or income; and

c. remeasurement

The Group presents the first two components of defined benefit costs in statement of profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the standalone balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Other 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 service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date. The liabilities of earned leaves which are not expected to be settled within 12 months after the end of the period in which the employee render the related service, are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit cost method based on actuarial valuations.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

1.15 Borrowing Costs

Borrowing costs include interest as per the effective interest rate and amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

1.16 Leases – Group as a Lessee

At inception of a contract, the Group assesses whether a contract is or contains a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset the Group assesses whether contract involves the use of an identified asset, the Group has a right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use and the Group has the right to direct the use of the asset.

At the commencement date, right-of-use asset is recognized at cost which includes present value of lease payments adjusted for any payments made on or before the commencement of lease and initial direct cost, if any. It is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. Right of-use asset is depreciated using the straight-line method from the commencement date over the earlier of useful life of the asset or the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

At the inception date, lease liability is recognised at present value of lease payments that are not made at the commencement of lease. Lease liability is subsequently measured by adjusting the carrying amount to reflect interest, lease payments and remeasurement, if any.

Lease payments are discounted using the incremental borrowing rate or interest rate implicit in the lease if the rate can be determined.

The Group has elected not to apply the requirements of Ind AS 116 to leases that has a term of 12 months or less and leases for which the underlying asset is of low value.

1.17 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill. The Group offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

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. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction and the Group intends to settle the asset and liability on a net basis year wise.

1.18 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that may arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability is not recognized but its existence is disclosed in the financial statements. Contingent assets are recognised and disclosed only when an inflow of economic benefits is probable in the financial statements.

1.19 Segment Reporting

The Group identifies segments as operating segments whose operating results are regularly reviewed by the Chief Operating Decision Maker [CODM] to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

1.20 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / loss attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the period/year adjusted for the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The weighted average number of shares classified as equity in nature outstanding is adjusted for events such as bonus issue, share split, 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 equity shareholders of the Group and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Dividends

Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is when declared by the directors. In the case of final dividends, this is when approved by the shareholders at the annual general meeting.

1.22 Statement of Cashflows

Restated statement of cashflow is prepared as per indirect method prescribed in the Ind AS 7 'Statement of Cash Flows'.

1.23 Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed if material.

2. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

i) Ind AS 117 – Insurance contracts

On August 12, 2024, MCA announced the amendments to the Companies (Indian Accounting Standards) Rules, 2015, applicable from August 12, 2024, as below:

The amendment outlines scenarios where Ind AS 117 does not apply. These include warranties from manufacturers, dealers, or retailers related to goods or services and employer obligations from employee benefit plans. It also excludes retirement benefit obligations from defined benefit plans and contractual rights or obligations tied to future use of non-financial items, such as certain license fees and variable lease payments.

However, the Group is not engaged in insurance contracts, hence do not have any impact on the Consolidated Financial Information.

ii) Accounting for sale and leaseback transaction the books of seller – lessee – Amendments to Ind AS 116

On September 09, 2024, MCA announced the amendments to the Companies (Indian Accounting Standards) Rules, 2015, applicable from September 09, 2024, as below:

The amendment require seller-lessee shall determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee. These rules aim to streamline accounting processes and ensure compliance with the updated Ind AS requirements. However, the Company is not engaged in sale and lease back transactions, hence do not have any impact on the Restated Financial Information.

KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Set forth below are the key components of our statement of profit and loss from our continuing operations from our restated consolidated statement of profit and loss for the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Total Income

Our total income comprises revenue from operations and other income as described below.

Revenue from Operations

Revenue from operations comprises sale of products, sale of services and other operating revenues. Our sale of products include sale of agrochemicals, which consist of insecticides, herbicides, fungicides and plant growth regulators & others, while our sale of services include job work and testing services. Our other operating revenues comprise export incentives, tax rebate income and miscellaneous receipts.

Other Income

Other income comprises interest income from bank deposits, loans and others, and other interest income and other non-operating income such as profit on sale of property, plant and equipment, net gain on investments measured at fair value through profit and loss, profit on sale of business, net gain on foreign currency transaction and translation, sale of power, sundry balance written back and miscellaneous income.

Expenses

Our expenses comprise of cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, stock-in-trade and work in progress, employee benefits expenses, finance cost, depreciation and amortization expenses and other expenses.

Cost of materials consumed

The cost of materials consumed encompasses two components: Cost of raw materials consumed and Cost of packing materials consumed. The cost of raw materials consumed refer to the expenses associated with the raw materials utilized in the production of our agrochemicals, while the cost of packing materials consumed refer to the cost incurred for the packing materials used to package our finished products.

Purchases of stock-in-trade

Purchase of stock-in-trade consists of finished goods and semi-finished goods which are utilized in production of our agrochemicals.

Changes in inventories of finished goods, stock-in-trade and work in progress

Changes in inventories of finished goods, stock-in-trade and work in progress denotes an increase or decrease in inventories of finished goods, stock-in-trade and work in progress between opening and closing dates of a reporting period.

Employee Benefits Expenses

Employee benefits expenses primarily comprises of salaries, wages and bonus, contribution to provident fund & other funds and staff welfare expenses.

Finance Cost

Finance cost primarily comprises interest expense on term loans, cash credit and working capital loans, loans from related parties, lease liabilities and other interest expenses along with collection charges and other financial charges.

Details of our finance cost for the six months ended September 30, 2024 and Fiscals 2024, 2023 and 2022 are set out below:

Particulars	**For the six months September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
	(in ₹ million)			
Interest Expense on:				
Term Loans	45.09	118.93	144.16	39.97
Cash Credit and Working capital loans	74.61	161.12	164.55	119.47
Loans from Related Parties	0.44	4.15	5.94	11.38
Lease Liabilities	0.58	0.80	-	-
Other Interest Expenses	5.49	21.52	19.75	31.32
Collection charges	10.51	13.94	20.14	12.46
Other Financial Charges	10.40	19.45	14.99	22.80
Total	**147.12**	**339.91**	**369.53**	**237.40**

Depreciation and Amortization Expenses

Depreciation and amortization expense primarily comprise depreciation on property, plant & equipment, right of use assets and amortization expenses on intangible assets.

Other Expenses

Other expenses comprise consumption of stores and spares, sub-contracting expenses, power and fuel, water charges, effluent disposal charges, laboratory expenses, factory expenses, labour charges, rent, repairs to buildings, repairs to plant and machinery, other repairs, travelling and conveyance, transport charges, sales commission, warehousing and distribution expenses, advertisement and business promotion expenses, provision for expected credit loss, sundry balance written off, bad debts written-off, legal and professional fees, charity and donations, corporate social responsibility expense, insurance, rates and taxes, payment to auditors, loss on sale of property, plant and equipment, net loss on foreign currency transactions and translation, and general administration expenses.

RESULTS OF OPERATIONS

The following table sets forth our selected financial data from our restated consolidated statement of profit and loss for the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, the components of which are also expressed as a percentage of total income for such years:

Particulars	**Six months ended September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	In ₹ million	***As a percentage of total income***	***In ₹ million***	***As a percentage of total income***	***In ₹ million***	***As a percentage of total income***	***In ₹ million***	***As a percentag e of total income***
Continuing Operations								
Revenue from operations	7,034.56	99.23%	11,521.61	99.48%	12,033.09	99.77%	11,913.07	99.07%
Other income	54.52	0.77%	60.67	0.52%	27.38	0.23%	112.06	0.93%
Total income (I)	**7,089.08**	**100.00%**	**11,582.28**	**100.00%**	**12,060.47**	**100.00%**	**12,025.13**	**100.00%**
Cost of materials consumed	4,422.31	62.38%	6,439.18	55.60%	8,754.88	72.59%	8,487.73	70.58%
Purchases of stock-in-trade	98.48	1.39%	107.70	0.93%	215.24	1.78%	200.11	1.66%
Changes in inventories of finished goods, stock-in-trade and work in progress	(326.39)	(4.60)%	902.06	7.79%	(200.89)	(1.67)%	(547.48)	(4.55)%
Employee benefits expenses	494.80	6.98%	804.69	6.95%	638.04	5.29%	667.10	5.55%
Finance cost	147.12	2.08%	339.91	2.93%	369.53	3.06%	237.40	1.97%
Depreciation and amortization expenses	99.07	1.40%	198.58	1.71%	210.06	1.74%	199.26	1.66%
Other expenses	1,265.58	17.85%	2,024.60	17.48%	1,840.38	15.26%	1,812.42	15.07%
Total expenses (II)	**6,200.97**	**87.47%**	**10,816.72**	**93.39%**	**11,827.24**	**98.07%**	**11,056.54**	**91.95%**
Restated Profit before exceptional items and tax from Continuing Operations (III = I - II)	**888.11**	**12.53%**	**765.56**	**6.61%**	**233.23**	**1.93%**	**968.59**	**8.05%**
Exceptional items (IV)	-	-	-	-	-	-	-	-
Restated Profit Before Tax from Continuing Operations (V = III – IV)	**888.11**	**12.53%**	**765.56**	**6.61%**	**233.23**	**1.93%**	**968.59**	**8.05%**
Current tax expense	257.16	3.63%	224.36	1.94%	30.83	0.26%	288.03	2.40%
Short / (Excess) provision for tax relating to prior period/years	-	-	2.15	0.02%	(3.93)	(0.03)%	4.23	0.04%
Deferred tax (Income)/Expenses	(27.74)	(0.39)%	(16.35)	(0.14)%	30.60	0.25%	(46.75)	(0.39)%
Total Tax Expenses of Continuing Operations (VI)	229.42	3.24%	210.16	1.81%	57.50	0.48%	245.51	2.04%
Restated Profit for the period/year from Continuing Operations (VII = V – VI)	**658.69**	**9.29%**	**555.40**	**4.80%**	**175.73**	**1.46%**	**723.08**	**6.01%**
Discontinued Operations								
Restated Profit before tax for the period/year from Discontinued Operations	9.59	0.14%	76.72	0.66%	53.69	0.45%	43.42	0.36%
Less: Tax expense on Discontinued Operations	2.42	0.03%	19.24	0.17%	13.88	0.12%	10.58	0.09%
Restated Profit for the period/year from Discontinued Operations (VIII)	**7.17**	**0.10%**	**57.48**	**0.50%**	**39.81**	**0.33%**	**32.84**	**0.27%**
Restated Profit for the period/year from Continuing and Discontinued Operations (VII + VIII)	**665.86**	**9.39%**	**612.88**	**5.29%**	**215.54**	**1.79%**	**755.92**	**6.29%**

SIX MONTHS ENDED SEPTEMBER 30, 2024

Total Income

Total income for the six months ended September 30, 2024 was ₹7,089.08 million which primarily included revenue from operations of ₹7,034.56 million and other income of ₹54.52 million.

Revenue from Operations

Revenue from operations for the six months ended September 30, 2024 was ₹7,034.56 million which comprised revenue from sale of products of ₹6,950.99 million, sale of services of ₹62.28 million and other operating revenues of ₹21.29 million consisting of export incentives of ₹7.83 million, tax rebate income of ₹12.91 million and miscellaneous receipts of ₹0.55 million. Our revenue from operations in India was ₹6,452.10 million while our revenue from operations outside India was ₹582.46 million. We generated ₹5,151.51 million in revenue from the sale of Formulations, while the sale of Technicals contributed ₹1,799.48 million to our revenue from operations.

Our business is seasonal in nature, and the sales of products varies on account of factors such as monsoon season; with the demand for fungicides, herbicides, insecticides and plant growth regulators being generally higher during the monsoon season in India and other jurisdictions where our products are exported. As a result, our Company typically generates higher revenue during the first six months in a Fiscal on account of reliance on 'Kharif' crops. For details, see "*Risk Factor - Our business is sensitive to seasonal vagaries and adverse weather conditions which affect the agrochemical industry. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.*"

Other Income

Other income for the six months ended September 30, 2024 was ₹54.52 million, which primarily consists of interest income on bank deposits of ₹4.57 million and interest income on loan and other ₹10.07 million and other non-operating income ₹39.87 million, which primarily consisted of net gain on foreign currency transaction and translation of ₹22.95 million and miscellaneous income of ₹9.72 million.

Expenses

Total expenses for the six months ended September 30, 2024 was ₹6,200.97 million, accounting for 87.47% of our total income, which primarily included cost of materials consumed of ₹4,422.31 million, purchases of stock-in-trade of ₹98.48 million, changes in inventories of finished goods, stock-in trade and work in progress of ₹(326.39) million, employee benefits expenses of ₹494.80 million, finance cost of ₹147.12 million, depreciation and amortization expenses of ₹99.07 million and other expenses of ₹1,265.58 million.

Cost of materials consumed

Cost of materials consumed for the six months ended September 30, 2024 was ₹4,422.31 million, accounting for 62.38% of our Total Income. Our cost of material consumed for the six months ended September 30, 2024 included cost of raw materials consumed of ₹3,981.63 million and cost of packing materials consumed of ₹440.68 million.

Purchases of stock-in-trade

Purchases of stock-in-trade for the six months ended September 30, 2024 was ₹98.48 million, accounting for 1.39% of our total income.

Changes in inventories of finished goods, stock-in-trade and work in progress

There was a net increase in the inventories of finished goods, stock-in-trade and work in progress of ₹326.39 million in the six months ended September 30, 2024 which primarily included increase in inventories from the beginning of the period to the end of the period of ₹1,313.83 million to ₹1,551.69 million for finished goods, ₹185.36 million to ₹247.09 million for stock-in-trade and ₹21.31 million to ₹48.11 million for work in progress. Our business is seasonal in nature, with the majority of sales occurring in the six months ending September, primarily driven by the cropping cycle for 'Kharif' crops. As a result, there has been an increase in inventories of finished goods, stock-in-trade, and work in progress due to our expanded operations during this period.

Employee benefits expenses

Employee benefits expenses for the six months ended September 30, 2024 was ₹494.80 million, accounting for 6.98% of our total income, which included salaries, wages and bonus of ₹448.69 million, contributions to provident and other funds of ₹21.85 million and staff welfare expenses of ₹24.26 million.

Finance Cost

Finance cost for the six months ended September 30, 2024 was ₹147.12 million, accounting for 2.08% of our total income, which primarily included interest expenses of ₹126.21 million, collection charges of ₹10.51 million and other financials charges ₹10.40 million.

Depreciation and amortization expenses

Depreciation and amortization expenses for the six months ended September 30, 2024 was ₹99.07 million, accounting for 1.40% of our total income and consisted of depreciation on property, plant & equipment, right of use assets and amortization expenses on intangible assets.

Other expenses

Other expenses for the six months ended September 30, 2024 were ₹1,265.58 million, accounting for 17.85% of our total income, which included sub-contracting expenses of ₹218.44 million, advertisement and business promotion expenses of ₹167.39 million, Power and fuel of ₹190.60 million, Transport charges of ₹64.79 million, legal and professional expense of ₹94.43 million, travelling and conveyance of ₹89.91 million, warehousing and distribution expense of ₹42.19 million, effluent disposal charges of ₹41.40 million, repairs to plant and machinery of ₹32.38 million, factory expenses of ₹27.65 million, consumption of stores and spares of ₹24.12 million, insurance expenses of ₹19.66 million, laboratory expenses of ₹18.43 million, rent expenses of ₹16.89 million, other repairs of ₹16.78 million, rates and taxes of ₹12.15 million, repairs to buildings of ₹12.09 million, bad debts written off of ₹10.17 million and corporate social responsibility of ₹8.30 million.

Restated Profit before tax from continuing operations

Restated profit before tax from continuing operations was ₹888.11 million for the six months ended September 30, 2024, for the reasons set out above.

Tax expenses of continuing operations

Total tax expenses of continuing operations for the period ended September 30, 2024 were ₹229.42 million. The aforementioned tax expense constituted current tax expense ₹257.16 million reduced by deferred tax income of ₹27.74 million.

Restated Profit for the period from continuing operations

Restated profit from continuing operations for the period ended September 30, 2024 was ₹658.69 million for the reasons set out above.

Restated profit for the period from discontinued operations

Restated profit for the period ended September 30, 2024 from discontinued operations (i.e. our plasticizers business) was ₹7.17 million.

Restated Profit for the period from continuing and discontinued operations

Restated profit for the period ended September 30, 2024, from continued and discontinued operations was ₹665.86 million for the reasons set out above.

FISCAL 2024 COMPARED TO FISCAL 2023

Total Income

Total income decreased by 3.96% from ₹12,060.47 million in Fiscal 2023 to ₹11,582.28 million in Fiscal 2024 for the reasons set out below.

Revenue from operations

Our revenue from operations decreased by 4.25% from ₹ 12,033.09 million in Fiscal 2023 to ₹ 11,521.61 million in Fiscal 2024, primarily due to a decrease in sale of products by 4.18% from ₹ 12,003.47 million in Fiscal 2023 to ₹ 11,501.84 million in Fiscal 2024. This decrease in our revenue from product sales was primarily due to a decline in prices of our products.

Our revenue from operations outside India declined by 27.73% from ₹1,717.92 million in Fiscal 2023 to ₹1,241.49 million in Fiscal 2024 due to muted demand for our products from international markets and due to a decline in prices of our products. The decrease in revenue from our Technicals business by 19.42% from ₹4,913.50 million in Fiscal 2023 to ₹3,959.10 million in Fiscal 2024 was partially offset by an increase in our Formulations business by 6.39% from ₹7,089.97 million in Fiscal 2023 to ₹ 7,542.74 million in Fiscal 2024.

Other operating revenue comprises of export incentives which decreased by 77.46% from ₹ 26.75 million in Fiscal 2023 to ₹ 6.03 million in Fiscal 2024 which was offset by increase in tax rebate income from ₹ 0.48 million in Fiscal 2023 to ₹ 11.09 million in Fiscal 2024.

Other income

Other income increased by 121.59% from ₹27.38 million in Fiscal 2023 to ₹60.67 million in Fiscal 2024. This increase was primarily due to a rise in interest income from bank deposits, loans and others and other interest income, which grew from ₹7.09 million in Fiscal 2023 to ₹16.34 million in Fiscal 2024, income from net gain on foreign currency transaction and translation of ₹23.86 million in Fiscal 2024 and an increase in miscellaneous income by 43.98% from ₹7.39 million in Fiscal 2023 to ₹10.64 million in Fiscal 2024, partially offset by decreases in sundry balance written back by 50.30% from ₹11.55 million in Fiscal 2023 to ₹5.74 million in Fiscal 2024.

Expenses

Total expenses decreased by 8.54% from ₹11,827.24 million in Fiscal 2023 to ₹10,816.72 million in Fiscal 2024 because of the reasons set out below.

Cost of materials consumed

Cost of materials consumed decreased by 26.45% from ₹8,754.88 million in Fiscal 2023 to ₹6,439.18 million in Fiscal 2024 primarily due to a decrease in the cost of raw materials consumed by 28.18% from ₹8,238.87 million in Fiscal 2023 to ₹5,917.00 million in Fiscal 2024, partially offset by an increase in cost of packaging materials consumed by 1.20% from ₹516.01 million in Fiscal 2023 to ₹522.18 million in Fiscal 2024. The decrease in the cost of raw materials consumed was primarily driven by a reduction in the prices of key raw materials. Additionally, our strategic sourcing initiatives played a significant role by identifying more cost-effective suppliers. Together, these factors contributed to a decline in cost of materials consumed.

Purchases of stock-in-trade

Purchases of stock-in-trade decreased by 49.96% from ₹215.24 million in Fiscal 2023 to ₹107.70 million in Fiscal 2024 .

Changes in inventories of finished goods, stock-in-trade and work in progress

There was a net decrease in inventories of finished goods, stock-in-trade and work in progress of ₹902.06 million in Fiscal 2024 as compared to a net increase in inventories of finished goods, stock-in-trade and work in progress of ₹200.89 million in Fiscal 2023.

In Fiscal 2024, inventories decreased by ₹902.06 million on account of decrease in finished goods inventories from ₹1,996.96 million at the beginning of the year to ₹1,313.83 million at the end of the year, decrease in stock-in-trade inventories from ₹380.31 million at the beginning of the year to ₹185.36 million at the end of the year and decrease in work-in-progress inventories from ₹45.29 million at the beginning of the year to ₹21.31 million at the end of the year compared to Fiscal 2023, where inventories increased by ₹200.89 million from the beginning of the year to the end of the year, on account of increase in finished goods inventories from ₹1,667.79 million at the beginning of the year to ₹1,996.96 million at the end of the year and increase in work-in-progress inventories from ₹24.23 million at the beginning of the year to ₹45.29 million at the end of the year, partially offset by decrease in stock-in-trade inventories of ₹529.65 million at the beginning of the year to ₹380.31 million at the end of the year.

Employee benefits expense

Employee benefits expenses rose by 26.12%, increasing from ₹ 638.04 million in Fiscal 2023 to ₹ 804.69 million in Fiscal 2024. This increase can be attributed to an increase in salaries, wages, and bonuses, which increased by 29.74%, from ₹ 566.86 million in Fiscal 2023 million to ₹ 735.46 million in Fiscal 2024. The primary driver behind this increase in salaries, wages, and bonuses was the enhancement of variable pay structures for employees, which includes bonuses and various performance incentives.

We have also expanded our operations by strengthening our departments focused on international business and product registration. This move is aimed at diversifying our market presence and ensuring continued compliance with international standards and regulations for its products. The creation of this department involved additional costs, including hiring new staff with specialized skills, travelling for marketing and training employees. Staff welfare expenses also increased by 10.63%, from ₹ 33.58 million in Fiscal 2023 to ₹ 37.15 million in Fiscal 2024.

Finance cost

Finance cost decreased by 8.02% from ₹369.53 million in Fiscal 2023 to ₹339.91 million in Fiscal 2024 due to decrease in interest expense on term loans by 17.50%, from ₹144.16 million in Fiscal 2023, to ₹118.93 million in Fiscal 2024, decrease in interest expense on cash credit and working capital loans by 2.08% from ₹164.55 million in Fiscal 2023 to ₹161.12 million in Fiscal 2024, decrease in interest expense on loans from related parties by 30.13% from ₹5.94 million in Fiscal 2023 to ₹4.15 million in Fiscal 2024 and decrease in collection charges by 30.78% from ₹20.14 million in Fiscal 2023 to ₹13.94 million in Fiscal 2024, partially offset by an increase in lease liabilities by ₹0.80 million in Fiscal 2024, 8.96% increase in other interest expenses from ₹19.75 million in Fiscal 2023 to ₹21.52 million in Fiscal 2024 and an increase in other financial charges by 29.76%, from ₹14.99 million in Fiscal 2023 to ₹19.45 million in Fiscal 2024.

Depreciation and amortization expenses

Depreciation and amortization expenses decreased by 5.47% from ₹210.06 million in Fiscal 2023 to ₹198.58 million in Fiscal 2024 primarily due to decrease in depreciation of tangible assets.

Other expenses

Other expenses increased by 10.01% from ₹1,840.38 million in Fiscal 2023 to ₹2,024.60 million in Fiscal 2024 primarily due to (i) increase in provision for expected credit loss by 1,557.30% from ₹5.34 million in Fiscal 2023 to ₹88.50 million in Fiscal 2024 (ii) increase in rates and taxes by 1,071.43% from ₹1.68 million in Fiscal 2023 to ₹19.68 million in Fiscal 2024, (iii) increase in sub-contracting expenses by 118.88% from ₹185.01 million in Fiscal 2023 to ₹404.95 million in Fiscal 2024 for job-work charges related to manufacturing of new products (iv) increase in payment to auditors by 73.85% from ₹2.83 million in Fiscal 2023 to ₹4.92 million in Fiscal 2024 (v) increase in bad debts written off by 66.85% from ₹14.27 million in Fiscal 2023 to ₹23.81 million in Fiscal 2024, (vi) increase in legal and professional fees by 26.72% from ₹110.85 million in Fiscal 2023 to ₹140.47 million in Fiscal 2024 (vii) increase in labour charges by 13.54% from ₹92.90 million in Fiscal 2023 to ₹105.48 million in Fiscal 2024, (viii) increase in travelling and conveyance expenses by 13.28% from ₹142.47 million in Fiscal 2023 to ₹161.39 million in Fiscal 2024 and increases in corporate social responsibility expense, rent expenses and insurance expenses. These increases were partially offset by (i) decrease in loss on sale of property, plant and equipment by 89.86% from ₹2.17 million in Fiscal 2023 to ₹0.22 million in Fiscal 2024; (ii) decrease in sales commission by 67.35% from ₹43.37 million in Fiscal 2023 to ₹14.16 million in Fiscal 2024; (iii) decrease in warehousing and distribution expenses by 33.39% from ₹95.09 million in Fiscal 2023 to ₹63.34 million in Fiscal 2024; (iv) decrease in effluent disposal charges by 31.20% from ₹86.60 million in Fiscal 2023 to ₹59.58 million in Fiscal 2024; (v) decrease in laboratory expenses by 25.05% from ₹38.84 million in Fiscal 2023 to ₹29.11 million in Fiscal 2024; (vi) decrease in repairs to buildings by 24.30% from ₹20.33 million in Fiscal 2023 to ₹15.39 million in Fiscal 2024; (vii) decrease in consumption of stores and spares by 21.05% from ₹35.11 million in Fiscal 2023 to ₹27.72 million in Fiscal 2024; (viii) decrease in other repairs by 19.36% from ₹42.88 million in Fiscal 2023 to ₹34.58 million in Fiscal 2024; (ix) decrease in power and fuel expenses by 15.83% from ₹343.00 million in Fiscal 2023 to ₹288.70 million in Fiscal 2024; (x) decrease in water charges by 12.82% from ₹10.22 million in Fiscal 2023 to ₹8.91 million in Fiscal 2024; (xi) decrease in sundry balance written off by 12.46% from ₹5.94 million in Fiscal 2023 to ₹5.20 million in Fiscal 2024 and decreases in transport charges, repairs to plant and machinery, general administration expenses, factory expenses and advertisement and business promotion expenses.

Restated Profit before tax from continuing operations

Our restated profit before tax from continuing operations increased by 228.24% from ₹233.23 million in Fiscal 2023 to ₹765.56 million in Fiscal 2024 for the reasons laid out above.

Tax Expense of continuing operations

Total tax expenses of continuing operations increased by 265.48% from ₹57.50 million in Fiscal 2023 to ₹210.16 million in Fiscal 2024 due to an increase in the restated profit before tax from continuing operations from ₹233.23 million in Fiscal 2023 to ₹765.56 million in Fiscal 2024.

The aforementioned tax expense primarily constituted an increase in the current tax expense by 627.78% from ₹30.83 million in Fiscal 2023 to ₹224.36 million in Fiscal 2024, short provision for tax relating to prior period/years of ₹2.15 million in Fiscal 2024 as against excess provision of ₹3.93 million in Fiscal 2023 and a deferred tax income of ₹16.35 million in Fiscal 2024 as against deferred tax expense of ₹30.60 million in Fiscal 2023.

Restated Profit for the year from continuing operations

Restated profit for the year from continuing operations has increased by 216.06% from ₹175.73 million in Fiscal 2023 to ₹555.40 million in Fiscal 2024, for the reasons laid out above.

Restated profit for the year from discontinued operations

Restated profit of the year from discontinued operations (i.e. plasticizer business) increased by 44.39% from ₹39.81 million in Fiscal 2023 to ₹57.48 million in Fiscal 2024.

Restated Profit for the year from continuing and discontinued operations

Restated profit for the year from continuing and discontinued operations increased by 184.35% from ₹215.54 million in Fiscal 2023 to ₹612.88 million in Fiscal 2024, for the reasons mentioned above.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Total income increased by 0.29% from ₹12,025.13 million in Fiscal 2022 to ₹12,060.47 million in Fiscal 2023 for the reasons mentioned below.

Revenue from operations

Revenues from operations increased by 1.01 % from ₹ 11,913.07 million in Fiscal 2022 to ₹ 12,033.09 million in Fiscal 2023 led by an increase in the sale of products by 1.09% from ₹ 11,874.09 million in Fiscal 2022 to ₹ 12,003.47 million in Fiscal 2023, an increase in export incentives by 65.19% from ₹ 16.19 million in Fiscal 2022 to ₹ 26.75 million in Fiscal 2023, and an increase in miscellaneous receipts revenues by 6.45% from ₹ 2.17 million in Fiscal 2022 to ₹ 2.31 million in Fiscal 2023 and sale of services of ₹ 0.08 million in Fiscal 2023, partially offset by decrease in tax rebate income by 97.67% from ₹ 20.62 million in Fiscal 2022 to ₹ 0.48 million in Fiscal 2023.

Our increase in revenue from operations was because of an increase in revenue from operations in India which increased by 11.35% from ₹ 9,263.44 million in Fiscal 2022 to ₹ 10,315.17 million in Fiscal 2023, partially offset by a decrease in revenue from operations outside India by 35.16% from ₹ 2,649.63 million in Fiscal 2022 to ₹ 1,717.92 million in Fiscal 2023 because of muted demand for our products from key export markets.

Our revenues from our Technicals increased by 9.75% from ₹ 4,477.14 million in Fiscal 2022 to ₹ 4,913.50 million in Fiscal 2023, partially offset by a decrease in revenues from our Formulations business by 4.15% from ₹ 7,396.95 million in Fiscal 2022 to ₹ 7,087.97 million in Fiscal 2023.

Other operating revenue comprises of export incentive which increased by 65.19% from ₹ 16.19 million in Fiscal 2022 to ₹ 26.75 million in Fiscal 2023 which is offset by decrease by tax rebate income of ₹ 20.62 million in Fiscal 2022 to ₹ 0.48 million in Fiscal 2023.

Other income

Other income decreased by 75.57% from ₹112.06 million in Fiscal 2022 to ₹27.38 million in Fiscal 2023 primarily due to decrease in net gain on foreign currency transaction and translation by ₹62.80 million, decrease in sundry balance written back by 55.65% from ₹26.04 million in Fiscal 2022 to ₹11.55 million in Fiscal 2023, decrease in miscellaneous income by 40.55% from ₹12.43 million in Fiscal 2022 to ₹7.39 million in Fiscal 2023 and decrease in profit on sale of Property, Plant and Equipment by ₹0.93 million , partially offset by increase in interest income from loans and others by 84.21% from ₹0.19 million in Fiscal 2022 to ₹0.35 million in Fiscal 2023 and increase in net gain on investments measured at fair value through profit and loss from ₹0.01 million in Fiscal 2022 to ₹1.35 million in Fiscal 2023.

Expenses

Total expenses increased by 6.97% from ₹11,056.54 million in Fiscal 2022 to ₹11,827.24 million in Fiscal 2023 for the reasons mentioned below.

Cost of materials consumed

Cost of materials consumed increased by 3.15% from ₹8,487.73 million in Fiscal 2022 to ₹8,754.88 million in Fiscal 2023 primarily due to an increase in the cost of materials consumed by 3.74% from ₹7,941.58 million in Fiscal 2022 to ₹8,238.87 million in Fiscal 2023, due to increase in prices for key raw materials consumed by us , slightly offset by a decrease in the cost of packing materials consumed by 5.52% from ₹546.15 million in Fiscal 2022 to ₹516.01 million in Fiscal 2023.

Purchases of stock-in-trade

Purchases of stock-in-trade increased by 7.56% from ₹200.11 million in Fiscal 2022 to ₹215.24 million in Fiscal 2023.

Changes in inventories of finished goods, stock-in-trade and work in progress

There was a net increase in the inventories of finished goods, stock-in-trade and work in progress of ₹200.89 million in Fiscal 2023 compared to a net increase in the inventories of finished goods, stock-in-trade and work in progress of ₹547.48 million in Fiscal 2022.

In Fiscal 2023, inventories increased by ₹200.89 million from ₹2,221.67 million to ₹2,422.56 million, because of an increase in finished goods inventories from ₹1,667.79 million at the beginning of the year to ₹1,996.96 million at the end of the year and an increase in work-in progress inventories from ₹24.23 million at the beginning of the year to ₹45.29 million at the end of the year, partially offset by decrease in stock-in-trade inventories from ₹529.65 million at the beginning of the year to ₹380.31 million at the end of the year, compared to Fiscal 2022, where inventories increased by ₹547.48 million, because of an increase in finished goods inventories from ₹1,462.81 million at the beginning of the year to ₹1,667.79 million at the end of the year and an increase in stock-in-trade inventories from ₹168.74 million at the beginning of the year, to ₹529.65 million at the end of the year, partially offset by decrease in work-in-progress inventories from ₹42.64 million at the beginning of the year to ₹24.23 million at the end of the year.

Employee benefits expenses

Employee benefit expenses decreased by 4.36% from ₹667.10 million in Fiscal 2022 to ₹638.04 million in Fiscal 2023 primarily due to reduction in salaries, wages and bonus by 5.86% from ₹602.14 million in Fiscal 2022 to ₹566.86 million in Fiscal 2023 and staff welfare expenses by 6.02%, from ₹35.73 million in Fiscal 2022 to ₹33.58 million in Fiscal 2023, partially offset by an increase in contribution to provident fund and other funds by 28.63% from ₹29.23 million in Fiscal 2022 to ₹37.60 million in Fiscal 2023.

Finance costs

Finance costs increased by 55.66% from ₹237.40 million in Fiscal 2022 to ₹369.53 million in Fiscal 2023 primarily due to increase in interest expense on term loans by 260.67% from ₹39.97 million in Fiscal 2022 to ₹144.16 million in Fiscal 2023, increase in interest expense on cash credit and working capital loans by 37.73% from ₹119.47 million in Fiscal 2022 to ₹164.55 million in Fiscal 2023 and increase in collection charges by 61.64% from ₹12.46 million in Fiscal 2022 to ₹20.14 million in Fiscal 2023, partially offset by a decrease in interest expense on loans from related parties by 47.80% from ₹11.38 million in Fiscal 2022 to ₹5.94 million in Fiscal 2023, decrease in other interest expenses by 36.94% from ₹31.32 million in Fiscal 2022 to ₹19.75 million in Fiscal 2023 and decrease in other financial charges by 34.25% from ₹22.80 million in Fiscal 2022 to ₹14.99 million in Fiscal 2023.

Depreciation and amortization expenses

Depreciation and amortization expenses increased by 5.42% from ₹199.26 million in Fiscal 2022 to ₹210.06 million in Fiscal 2023 primarily due to an increase in depreciation of tangible assets.

Other expenses

Other expenses increased by 1.54% from ₹1,812.42 million in Fiscal 2022 to ₹1,840.38 million in Fiscal 2023. The increase in other expenses was because of (i) increase in bad debts written off by 198.54% from ₹4.78 million in Fiscal 2022 to ₹14.27 million in Fiscal 2023 (ii) increase in sales commission expenses by 76.16% from ₹24.62 million in Fiscal 2022 to ₹43.37 million in Fiscal 2023 (iii) increase in insurance expenses by 57.16% from ₹29.41 million in Fiscal 2022 to ₹46.22 million in Fiscal 2023 (iv) increase in transportation charges by 54.31% from ₹57.36 million in Fiscal 2022 to ₹88.51 million in Fiscal 2023 (v) increase in traveling and conveyance expenses by 48.16% from ₹96.16 million in Fiscal 2022 to ₹142.47 million in Fiscal 2023 (vi) increase in general administration expenses by 44.44% from ₹11.86 million in Fiscal 2022 to ₹17.13 million in Fiscal 2023 (vii) increase in legal and professional fees by 32.11% from ₹83.91 million in Fiscal 2022 to ₹110.85 million in Fiscal 2023 (viii) increase in sundry balance written off by 30.55% from ₹4.55 million in Fiscal 2022 to ₹5.94 million in Fiscal 2023 (ix) increase in repairs to buildings by 29.41% from ₹15.71 million in Fiscal 2022 to ₹20.33 million in Fiscal 2023 (x) increase in water charges by 24.63% from ₹8.20 million in Fiscal 2022 to ₹10.22 million in Fiscal 2023 (xi) increase in subcontracting expenses by 17.40% from ₹157.59 million in Fiscal 2022 to ₹185.01 million in Fiscal 2023 (xii) increase in other repairs by 16.84% from ₹36.70 million in Fiscal 2022 to ₹42.88 million in Fiscal 2023 (xiii) increase in consumption of stores and spares by 15.42% from ₹30.42 million in Fiscal 2022 to ₹35.11 million in Fiscal 2023 (xiv) increase in advertisement and business promotion expenses by 11.40% from ₹230.45 million in Fiscal 2022 to ₹256.71 million in Fiscal 2023 and increase in rent, corporate social responsibility expense, Loss on Sale of property, plant & equipment and Net Loss on Foreign Currency Transactions and Translation.

This increase was partially offset by (i) decrease in charity and donations by 86.89% from ₹0.61 million in Fiscal 2022 to ₹0.08 million in Fiscal 2023 (ii) decrease in rates and taxes by 75.29% from ₹6.80 million in Fiscal 2022 to ₹1.68 million in Fiscal 2023 (iii) decrease in provision for expected credit loss by 67.20% from ₹16.28 million in Fiscal 2022 to ₹5.34 million in Fiscal 2023 (iv) decrease in effluent disposal charges by 43.83% from ₹154.18 million in Fiscal 2022 to ₹86.60 million in Fiscal 2023,

(v) decrease in warehousing and distribution expenses by 40.00% from ₹158.48 million in Fiscal 2022 to ₹95.09 million in Fiscal 2023 (vi) decrease in payment to auditors by 36.69% from ₹4.47 million in Fiscal 2022 to ₹2.83 million in Fiscal 2023 (vii) decrease in laboratory expenses by 23.50% from ₹50.77 million in Fiscal 2022 to ₹38.84 million in Fiscal 2023 (viii) decrease in power and fuel expenses by 13.77% from ₹397.79 million in Fiscal 2022 to ₹343.00 million in Fiscal 2023 and a decrease in labour charges, repairs to plant and machinery and factory expenses.

Restated Profit before tax from continuing operations

Our restated profit before tax from continuing operations decreased by 75.92% from ₹968.59 million in Fiscal 2022 to ₹233.23 million in Fiscal 2023 primarily due to the reasons set out above.

Tax Expenses of continuing operations

Total tax expense of continuing operations decreased by 76.58% from ₹245.51 million in Fiscal 2022 to ₹57.50 million in Fiscal 2023 due to a decrease in the restated profit before tax from continuing operations from ₹968.59 million in Fiscal 2022 to ₹233.23 million in Fiscal 2023.

The aforementioned tax expense primarily constituted a decrease in the current tax expense by 89.30% from ₹288.03 million in Fiscal 2022 to ₹30.83 million in Fiscal 2023, excess provision for tax relating to prior years of ₹3.93 million in Fiscal 2023 as against short provision of ₹4.23 million in Fiscal 2022 and a deferred tax expense of ₹30.60 million in Fiscal 2023 as against deferred tax income of ₹46.75 million in Fiscal 2022.

Restated Profit for the year from Continuing Operations

Restated profit for the period/year from continuing operations decreased by 75.70% from ₹723.08 million in Fiscal 2022 to ₹175.73 million in Fiscal 2023, for the reasons laid out above.

Restated profit for the year from discontinued operations

Restated profit of the year from discontinued operations (i.e. plasticizer business) increased by 21.23% from ₹32.84 million in Fiscal 2022 to ₹39.81 million in Fiscal 2023.

Restated Profit for the year from continuing and discontinued operations

Restated profit for the year from continuing and discontinued operations decreased by 71.49% from ₹755.92 million in Fiscal 2022 to ₹215.54 million in Fiscal 2023, for the reasons mentioned above.

LIQUIDITY AND CAPITAL RESOURCES

Capital Requirements

Our principal capital requirements are to fund working capital requirements, capital expenditure and payment of principal and interest on our borrowings. Our principal source of funding has been and is expected to continue to be cash generated from our operations supplemented by borrowings from banks and financial institutions and optimization of operating working capital For the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements and other cash outlays, principally with funds generated from operations, optimization of operating working capital with the balance met from external borrowings.

Liquidity

Our liquidity requirements arise principally from our operating activities, repayment of borrowings and debt service obligations, capital expenditures, including for upgrading of existing facilities, manufacturing capacity expansion and undertaking of new projects and stock requirements due to working capital cycle. Historically, our principal sources of funding have included cash generated from operations, short-term and long-term borrowings from banks and financial institutions and cash and cash equivalents. We have also entered into various revolving credit and other working capital facilities, which provides sufficient liquidity for our present requirements.

Cash

Our anticipated cash flows are dependent on various factors that are beyond our control. See "*Risk Factors*" beginning on page 32. The following table sets forth certain information relating to our cash flows as of the six months ended September 30, 2024, and in Fiscal 2024, 2023 and 2022:

Particulars	Six months ended September 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	(in ₹ million)			
Net cash generated from/ (used in) operating activities	145.16	2,067.42	1,035.15	(438.24)
Net cash generated from/(used in) investing activities	(466.81)	(189.61)	(468.12)	(422.45)
Net cash generated from/ (used) in financing activities	390.00	(1,783.27)	(1,589.44)	1,570.14
Net increase/ (decrease) in cash and cash equivalents	68.35	94.54	(1,022.41)	709.45
Cash and Other Bank Balance at the end of the period/year	516.88	402.92	429.24	1,322.23

Cash Flows generated from/ used in Operating Activities

Six months ended September 30, 2024

We generated ₹145.16 million net cash from operating activities during the six months ended September 30, 2024. Restated Profit before tax from continuing operations for six months ended September 30, 2024 was ₹888.11 million and Restated Profit before tax from discontinued operations for six months ended September 30, 2024 was ₹9.59 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expense of ₹99.07 million, finance cost of ₹147.12 million, provision for doubtful trade and other receivables, loans and advances of ₹60.00 million and bad debts written off of ₹10.17 million, partially offset by interest income of ₹14.64 million.

Our operating profit before working capital changes were ₹1,183.21 million. Our adjustments for working capital changes for the six months ended September 30, 2024 primarily consisted of increase in inventory by ₹425.44 million, increase in trade receivable, loans and other financial & non-financial assets ₹2,606.39 million and increase in trade payables, provisions and other financial & non-financial liabilities ₹2,133.91 million. The company's business is seasonal in nature, with the majority of sales occurring in the six months ending September, primarily driven by the cropping cycle for 'Kharif' crops. As a result, there has been an increase in inventories of finished goods, stock-in-trade, and work in progress as well as an increase in trade receivables and trade payables due to the company's expanded operations during this period.Net income tax paid for the six months ended September 30, 2024 were ₹140.13 million.

Due to the reasons set out above net cash generated from operating activities from the six months ended September 30, 2024 amounted to ₹145.16 million.

Fiscal 2024

We generated ₹2,067.42 million net cash from operating activities during Fiscal 2024. Restated Profit before tax from Continuing Operations for Fiscal 2024 was ₹765.56 million and Restated Profit before tax from discontinued operations for Fiscal 2024 was ₹76.72 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expense of ₹199.09 million, finance costs of ₹343.90 million, Provision for doubtful trade and other receivables, loans and advances of ₹88.50 million and bad debts written off of ₹23.81 million, partially offset by interest income of ₹16.34 million and provisions for inventories (net) of ₹33.76 million.

Our operating profit before working capital changes was ₹1,449.71 million. Adjustments for working capital changes for Fiscal 2024 primarily consisted of decrease in inventory ₹1,186.84 million, decrease in trade receivable, loans and other financial & non financial assets ₹492.57 million and decrease in trade payables, provisions and other financial & non financial liabilities ₹889.28 million.

Net income tax paid for Fiscal 2024 was ₹172.42 million.

Due to the reasons set out above Net cash Generated from operating activities was ₹2,067.42 million in Fiscal 2024.

Fiscal 2023

We generated ₹1,035.15 million net cash from operating activities during Fiscal 2023. Restated Profit before tax from continuing operations for Fiscal 2023 was ₹233.23 million and Restated Profit before tax from discontinued operations for Fiscal 2023 was ₹53.69 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expense ₹210.33 million, finance cost of ₹371.20 million, bad debts written off of ₹14.45 million. This was partially offset by sundry balance written back of ₹11.55 million and interest income of ₹7.15 million.

Our operating profit before working capital changes was ₹878.36 million. Our adjustments for working capital changes for Fiscal 2023 primarily consisted of decrease in inventories ₹262.27 million, decrease in trade receivable, loans and other financial & non-financial assets ₹174.47 million and increase in trade payables, provisions and other financial & non-financial liabilities of ₹16.68 million.

Net income tax paid for Fiscal 2023 was ₹296.63 million.

Due to the reasons set out above net cash generated from operating activities was ₹1,035.15 million in Fiscal 2023.

Fiscal 2022

We used ₹ 438.24 million net cash from operating activities during Fiscal 2022. Restated Profit before tax from continuing operations for Fiscal 2022 was ₹ 968.59 million and Restated Profit before tax from discontinued operations for Fiscal 2022 was ₹ 43.42 million. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortization expense ₹ 199.42 million, finance cost of ₹ 239.41 million, provision for doubtful trade and other receivables, loans and advances of ₹ 16.58 million, bad debts written off of ₹ 5.05 million. This was partially offset by sundry balance written back of ₹ 26.04 million and interest income of ₹ 9.84 million.

Our operating profit before working capital changes was ₹ 1,436.42 million. Our adjustments for working capital changes for Fiscal 2022 primarily consisted of increase in inventories by ₹ 998.53 million primarily due to increase in inventories of raw materials to mitigate potential disruptions in production because of uncertainties relating to supplies of raw materials from vendors outside India, increase in trade receivables, loans and other financial & non-financial assets by ₹ 1,433.82 million primarily due to an increase in trade receivables led by delay in collection for sales incurred in the last quarter of Fiscal 2022 and increase in trade payables, provisions and other financial & non-financial liabilities of ₹ 695.08 million.

Net income tax paid for Fiscal 2022 was ₹ 137.39 million.

Because of the aforementioned reasons, net cash used from operations in Fiscal 2022 amounted to ₹ 438.24 million.

Cash Flow used in Investing Activities

Six months ended September 30, 2024

Net cash used in investing activities was ₹466.81 million during the six months ended September 30, 2024, primarily on account of capital expenditure on fixed assets including capital advances of ₹426.74, bank deposits placed of ₹45.63 million, purchase of investment of ₹7.58 million. This was partially offset by proceeds from sale of property, plant & equipment of ₹4.13 million and interest received of ₹9.01 million.

Fiscal 2024

Net cash used in investing activities was ₹189.61 million in Fiscal 2024, primarily on account of capital expenditure on fixed assets including capital advances of ₹286.41 million, purchase of investment of ₹50.00 million. This was partially offset by sale of property, plant & equipment ₹13.79 million, receipts from bank deposits of ₹121.49 million, interest received of ₹11.52 million.

Fiscal 2023

Net cash used in investing activities was ₹468.12 million in Fiscal 2023, primarily on account of capital expenditure on fixed assets including capital advances of ₹337.11 million, purchase of investment of ₹9.68 million, bank deposits placed of ₹128.32 million. This was partially offset by sale of property, plant & equipment of ₹0.42 million, interest received of ₹6.57 million.

Fiscal 2022

Net cash used in investing activities was ₹422.45 million in Fiscal 2022, primarily on account of capital expenditure on fixed assets including capital advances of ₹498.98 million, purchase of investment of ₹15.01 million. This was partially offset by sale of property, plant & equipment ₹5.12 million, interest received of ₹7.82 million and receipts from bank deposits of ₹78.60 million.

Cash Flow generated from/ used in Financing Activities

Six months ended September 30, 2024

Net cash generated from financing activities was ₹390.00 million during the six months ended September 30, 2024, primarily on account of proceeds from long term borrowings of ₹600.16 million and short term borrowings (net) ₹363.28 million, capital contribution by non-controlling interest (GSP Intermediates Private Limited) ₹31.33 million. This was partially offset by repayment of long term borrowing of ₹428.18 million, finance cost of ₹149.07 million and dividend paid ₹26.01 million.

Fiscal 2024

Net cash used in financing activities was ₹1,783.27 million in Fiscal 2024, primarily on account of repayment of long term borrowings of ₹500.12 million and short term borrowings (net) ₹388.06 million, funds utilised in the buyback of shares ₹527.40 million, finance cost of ₹348.22 million and dividend paid ₹5.50 million.

Fiscal 2023

Net cash used in financing activities was ₹1,589.44 million in Fiscal 2023, primarily on account primarily proceeds from long term borrowings of ₹101.37 million and short-term borrowings (net) ₹132.79 million. This was partially offset by repayment of long term borrowing of ₹193.92 million, funds utilised in the buyback of shares ₹1,234.28 million, finance cost ₹365.17 million and dividend paid of ₹30.23 million.

Fiscal 2022

Net cash generated in financing activities was ₹1,570.14 million in Fiscal 2022, primarily on account of proceeds from long term borrowings of ₹1,292.20 million and short term borrowings (net) ₹669.55 million. This was partially offset by repayment of long term borrowing of ₹146.28 million finance cost of ₹215.85 million and dividend paid ₹29.48 million.

NON-GAAP MEASURES

Certain measures included in this Draft Red Herring Prospectus, for instance, Gross Profit, Gross Margin, EBIT, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Capital Employed, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value per share (Non-GAAP Measures) presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP, Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year / period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See "*Risk Factors – Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.*" on page 63.

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus are set out below for the six months ended September 30, 2024 and for Fiscals 2024, 2023 and 2022:

Reconciliation of Revenue from Operations to Gross Profit and Gross Margin

Particulars	**Six months ended September 30, 2024**	**Fiscal**		
		2024	**2023**	**2022**
Continuing Operations				
Revenue from Operations (I)	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**
Adjustments:				
Less: Cost of materials consumed (II)	4,422.31	6,439.18	8,754.88	8,487.73
Less: Purchases of stock-in-trade (III)	98.48	107.70	215.24	200.11
Less: Changes in inventories of finished goods, Stock-in-trade & work in progress (IV)	(326.39)	902.06	(200.89)	(547.48)
Gross Profit (V = I - II - III - IV)	**2,840.16**	**4,072.67**	**3,263.86**	**3,772.71**
Gross Margin (VI = V/I)	**40.37%**	**35.35%**	**27.12%**	**31.67%**

Reconciliation of Restated Profit for the period / year from Continuing Operations to EBITDA and EBITDA Margin

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (I)	**658.69**	**555.40**	**175.73**	**723.08**
Adjustments:				
Add: Total Tax Expenses of Continuing Operations (II)	229.42	210.16	57.50	245.51
Add: Finance cost (III)	147.12	339.91	369.53	237.40
Add: Depreciation & amortization expenses (IV)	99.07	198.58	210.06	199.26
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (V = I + II + III + IV)	**1,134.30**	**1,304.05**	**812.82**	**1,405.26**
Revenue from Operations (VI)	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**
EBITDA Margin (VII = V/VI)	**16.12%**	**11.32%**	**6.75%**	**11.80%**

Reconciliation of Restated Profit for the period / year from Continuing Operations to PAT Margin

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (I)	**658.69**	**555.40**	**175.73**	**723.08**
Total Income (II)	**7,089.08**	**11,582.28**	**12,060.47**	**12,025.13**
PAT Margin (III = I/II)	**9.29%**	**4.80%**	**1.46%**	**6.01%**

Reconciliation of Total Equity to Return on Equity

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Total Equity (I)	**4,364.78**	**3,704.27**	**3,637.85**	**4,687.10**
Less: Non-controlling Interest (II)	30.92	(0.41)	3.03	1.39
Less: Capital Reserve (III)	0.11	0.11	0.11	0.11
Net Worth (IV = I - II - III)	**4,333.74**	**3,704.57**	**3,634.71**	**4,685.60**
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (V)	**658.69**	**555.40**	**175.73**	**723.08**
Less: Non-Controlling Interest (VI)	(0.15)	(0.42)	1.63	1.91
Restated Profit for the period / year from Continuing Operations attributable to equity shareholders of the parent (VII = V - VI)	**658.84**	**555.82**	**174.10**	**721.17**
Return on Equity (VIII = VII/IV)	**15.20%**	**15.00%**	**4.79%**	**15.39%**

Reconciliation of Total Equity to Capital Employed, Restated Profit for the period / year from Continuing Operations to EBIT and Return on Capital Employed

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Total Assets (I)	13,216.71	9,803.43	11,321.29	12,549.90
Total Liabilities (II)	8,851.93	6,099.16	7,683.44	7,862.80
Less: Goodwill (III)	31.26	31.26	31.26	31.26
Less: Other Intangible Assets (IV)	19.53	19.70	17.43	20.80
Less: Intangible Assets Under Development (V)	44.31	25.07	10.98	2.70
Tangible Net Worth (VI = I - II - III - IV -V)	**4,269.67**	**3,628.24**	**3,578.18**	**4,632.34**
Non-current Borrowings (VII)	**728.87**	**551.55**	**983.35**	**1,197.63**
Current Borrowings (VIII)	**2,160.76**	**1,802.83**	**2,259.22**	**2,004.71**

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Less: Deferred Tax Assets (Net) (IX)	167.66	136.22	120.28	150.76
Capital Employed (X = VI + VII + VIII - IX)	**6,991.64**	**5,846.39**	**6,700.47**	**7,683.92**
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (XI)	**658.69**	**555.40**	**175.73**	**723.08**
Adjustments:				
Add: Total Tax Expenses of Continuing Operations (XII)	229.42	210.16	57.50	245.51
Add: Finance cost (XIII)	147.12	339.91	369.53	237.40
Earnings Before Interest and Tax (EBIT) (XIV = XI + XII + XIII)	**1,035.23**	**1,105.47**	**602.76**	**1,205.99**
Return on Capital Employed (XV = XIV/X)	**14.81%**	**18.91%**	**9.00%**	**15.70%**

Reconciliation of Total Borrowings to Net Debt, Net Debt to EBITDA and Net Debt to Equity

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Non-current Borrowings (I)	728.87	551.55	983.35	1,197.63
Current Borrowings (II)	2,160.76	1,802.83	2,259.22	2,004.71
Total Borrowings (III = I + II)	**2,889.63**	**2,354.38**	**3,242.57**	**3,202.34**
Adjustments:				
Less: Cash and Cash Equivalents (IV)	368.50	299.64	204.57	1,225.41
Less: Bank Balances other than above (V)	148.38	103.28	224.67	96.82
Net Debt (VI = III - IV - V)	**2,372.75**	**1,951.46**	**2,813.33**	**1,880.11**
Continuing Operations				
Restated Profit for the period / year from Continuing Operations (VII)	658.69	555.40	175.73	723.08
Adjustments:				
Add: Total Tax Expenses of Continuing Operations (VIII)	229.42	210.16	57.50	245.51
Add: Finance cost (IX)	147.12	339.91	369.53	237.40
Add: Depreciation & amortization expenses (X)	99.07	198.58	210.06	199.26
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (XI = VII + VIII + IX + X)	**1,134.30**	**1,304.05**	**812.82**	**1,405.26**
Net Debt to EBITDA (XII = VI/XI)	**2.09x**	**1.50x**	**3.46x**	**1.34x**
Total Equity (Excluding Capital Reserve) (XIII)	**4,364.67**	**3,704.16**	**3,637.74**	**4,686.99**
Net Debt to Equity (XIV = VI/XIII)	**0.54x**	**0.53x**	**0.77x**	**0.40x**

Reconciliation of Revenue from Operations to Net Fixed Assets Turnover Ratio

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Continuing Operations				
Revenue from Operations (I)	**7,034.56**	**11,521.61**	**12,033.09**	**11,913.07**
Property, Plant and Equipment (II)	950.87	1,021.12	951.26	957.06
Capital Work-In-Progress (III)	748.58	484.00	145.53	108.72
Goodwill (IV)	31.26	31.26	31.26	31.26
Other Intangible Assets (V)	19.53	19.70	17.43	20.80
Intangible Assets Under Development (VI)	44.31	25.07	10.98	2.70
Right-of-use Assets (VII)	693.98	696.99	692.01	655.63
Total Net Fixed Assets (VIII = II + III + IV + V + VI + VII)	**2,488.53**	**2,278.14**	**1,848.46**	**1,776.17**
Net Fixed Assets Turnover Ratio (IX = I/VIII)	**2.83x**	**5.06x**	**6.51x**	**6.71x**

Reconciliation of Net Asset Value (per Equity Share)

Particulars	Six months ended September 30, 2024	Fiscal		
		2024	2023	2022
Net Worth (I)	**4,333.75**	**3,704.57**	**3,634.71**	**4,685.60**
Number of equity shares outstanding at the end of the period/year (II)	3,90,18,750	3,90,18,750	4,12,20,045	4,42,20,045
Net asset value per equity share* (III) = (I/II)	111.07	94.94	88.18	105.96

**The NAV has been as adjusted for sub-division of face value from ₹ 100 to ₹ 10 per equity share and the bonus issuances made by our Company*

FINANCIAL INDEBTEDNESS

The following table sets forth our Company's indebtedness outstanding as of September 30, 2024:

(in ₹ million)

Category of Borrowing	Sanctioned Amount	Amount outstanding as on September 30, 2024
Secured		
Fund Based Borrowings		
Term Loan	1,428.70	960.26
Working Capital Demand Loan and Cash Credit	2,275.00	1,725.29
Vehicle Loan	18.67	9.59
Total fund based borrowings (A)	**3,722.37**	**2,695.14**
Non Fund Based Borrowings		
Working Capital	1,650.00	1,387.42
Credit Exposure Limit	55.00	-
Total Non Fund Based Borrowings (B)	**1,705.00**	**1,387.42**
Total Secured Borrowings (A+B)	**5,427.37**	**4,082.56**
Unsecured Borrowings		
Working Capital Demand Loan	200.00	200.00
Total Unsecured Borrowings (C)	**200.00**	**200.00**
Total Borrowings (A + B + C)	**5,627.37**	**4,282.56**

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

Particulars	As of September 30, 2024 (*in ₹ million*)	As of March 31, 2024 (*in ₹ million*)	As of March 31, 2023 (*in ₹ million*)	As of March 31, 2022 (*in ₹ million*)
Disputed demand of Income Tax against which the Company has preferred appeals	-	-	3.24	3.24
• During the Fiscal 2024, ITAT has passed orders related to disputed matters in the favour of Assessee and hence same has not been shown as a contingent liability for the current year.				
• W.r.t Fiscal 2023 and 2022, The Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2013-14 w.r.t. Research and development expense - weighted deduction u/s 35(2AB) and other purchases.				
The Company has preferred an appeal, against the order passed by CIT(Appeal), which is pending at ITAT Ahmedabad. The matter is pertaining to AY 2014-15 w.r.t. Sales Commission and Product Development Charges.				
Matter pending with respective state judicial magistrate and high court for Misbranding of Product Labels under Insecticides Act, 1968.	0.38	0.48	0.55	0.80
Disputed demand of GST interest which the Company has preferred an appeal with The Commissioner (Appeal) of GST and Central Excise.	0.31	0.32	0.28	-
During the Fiscal 2024, Group has withdrawn the writ petition filed with High court and has formally requested authority to release this claim in compliance with the clarification issued by Central Board of Indirect Tax and Customs with reference to CBIC circulars.	-	-	33.24	43.43
• W.r.t previous year, the company has preferred an appeal against the show cause notice issued by Assistant Commissioner of Central Goods				

Particulars	As of September 30, 2024 *(in ₹ million)*	As of March 31, 2024 *(in ₹ million)*	As of March 31, 2023 *(in ₹ million)*	As of March 31, 2022 *(in ₹ million)*
& Service Tax Division directing to deposit allowed budgetary support and rejecting pending claims of budgetary support on the basis of allegation of non-eligibility of budgetary support under Notification F. No. 10(1)/2017-DBA-II/NER dated 05.10.2017, which is pending at High Court of Jammu and Kashmir.				
Disputed demand relating to Tax Rebate Income. • One of the Component (which was part of group up to March 15, 2024) has filed Appeal with the Appellate Authority of GST against the show cause notice issued by Deputy Commissioner, Commercial Tax for Reclaim of excess GST paid in GST return.	-	-	2.55	2.55
Disputed amount of VAT/CST where company has preferred an appeal. • The company has preferred an appeal which is pending with Commissioner Appeals of Bihar State. The matter is pertaining to FY 2015-16 w.r.t. non submission of "Form-F" on interstate stock transfer.	-	3.53	3.53	3.53
Disputed amount of VAT/CST where company has preferred an appeal. • The company has preferred an appeal which is pending with Tribunal of Gujarat State. The matter is pertaining to FY 2005-06 w.r.t. reduction of Input Tax Credit on interstate stock transfer.	1.09	1.09	0.60	0.60

We have disclosed the above matters as contingent liabilities as future cash outflows (if any), in respect of the above matters are determinable only on receipt of judgments/ decisions pending at various forums/ authorities.

For further information on our contingent liabilities as of September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022 as per Ind AS 37, see "*Financial Information*" on page 317.

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND MATURITIES

The table below summarizes the maturity profile of our undiscounted contractual maturities of financial liabilities at the reporting date:

Particulars	Up to 1 Year	1 to 5 years	5 years and above
		(in ₹ million)	
As of September 30, 2024			
Borrowing	2,160.76	728.87	-
Lease Liabilities*	3.26	10.50	1.33
Trade payable	4,376.01	-	-
Other Financial Liabilities	383.33	-	-
Total	**6,923.36**	**739.37**	**1.33**
As of March 31, 2024			
Borrowing	1,802.83	551.55	-
Lease Liabilities*	3.12	11.87	-
Trade payable	2,327.73	-	-
Other Financial Liabilities	373.46	-	-
Total	**4,507.14**	**563.42**	**-**
As of March 31, 2023			
Borrowing	2,259.22	983.35	-
Trade payable	3,516.07	-	-
Other Financial Liabilities	245.59	-	-
Total	**6,020.88**	**983.35**	**-**
As of March 31, 2022			
Borrowing	2,004.71	1,197.63	-
Trade payable	3,429.45	-	-
Other Financial Liabilities	325.52	-	-
Total	**5,759.68**	**1,197.63**	**-**

**before considering discounting impact*

CAPITAL AND OTHER COMMITMENTS

The following table sets forth certain information relating to future payments due under known contractual commitments as of September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 aggregated by type of contractual obligation:

Particulars	As of September 30, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
	(in ₹ million)			
Estimated amount of contracts remaining to be executed on capital accounts not provided for (Net of Advances)	716.90	313.49	15.67	52.37

CAPITAL EXPENDITURES

In the six months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our capital expenditure towards additions to property, plant and equipment including capital advances were ₹426.74 million, ₹286.41 million, ₹337.11 million and ₹498.98 million respectively.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include sale and purchase of products, job work charges, rent expenses, payment of dividends etc. For details relating to our related party transactions, see "*Other Financial Information – Summary of Related Party Transactions*" on page 380.

AUDITOR'S OBSERVATIONS

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks that are related to the normal course of our operations such as interest rate, liquidity risk, foreign exchange risk and reputational risk, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations. Our Board has overall responsibility for the establishment and oversight of our risk management framework. Our Board is responsible for developing and monitoring our risk management policies. Our risk management policies are established to identify and analyse the risk we face, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities. Our Board oversees how management monitors compliance with our risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks we face. The Board is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

Credit Risk

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The Group is exposed to credit risk from its operating activities, primarily trade receivables. The credit risks in respect of deposits with the banks, foreign exchange transactions and other financial instruments are only nominal. The customer credit risk is managed subject to the Company's established policy, procedure and controls relating to customer credit risk management. In order to contain the business risk, prior to acceptance of an order from a customer, the creditworthiness of the customer is ensured through scrutiny of its financials, if required, market reports and reference checks. The Company remains vigilant and regularly assesses the financial position of customers during execution of contracts with a view to limit risks of delays and default.

Credit risk from balances with banks and financial institutions is managed by the management in accordance with our policy. Counterparty credit limits are reviewed by the management on an annual basis and may be updated throughout the year or period. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly to close to its fair value. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing from both banks and financial institutions at an optimised cost. We manage liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Market Risk

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk, such as equity price risk and commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Borrowings availed by the Company are subject to interest on fixed rates as these are taken only for the purpose to finance the business and inducting new fleet and such borrowings are repayable on demand. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, domestic and international economic and political conditions, inflation and other factors. We are exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by us by maintaining an appropriate mix between fixed and floating rate borrowings. For details, see "*Financial Indebtedness*" on page 382.

Inflation Risk

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 384 and 32, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 237 and 384 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the sections "*Our Business*" on page 237, we have not announced and do not expect to announce in the near future any new products or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 32, 139 and 237, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS OR SUPPLIERS

We do not depend on a limited number of suppliers or customers for our revenue and operations.

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is seasonal in nature. For details, see "*Risk Factor – Our business is sensitive to seasonal vagaries and adverse weather conditions which affect the agrochemical industry. Seasonal variations and unfavourable local and global weather patterns may have an adverse effect on our business, results of operations and financial condition.*"

MATERIAL DEVELOPMENTS AFTER SEPTEMBER 30, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed elsewhere in this Draft Red Herring Prospectus, there have been no significant developments after September 30, 2024, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings including matters which are at first information report stage involving our Company, its Subsidiaries, its Directors or Promoters; (ii) actions by any regulatory authorities and statutory authorities (including any notices by such authorities) against our Company, its Subsidiaries, its Directors or Promoters; (iii) outstanding claims related to direct and indirect taxes, giving the number of cases and total amount. Provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) have been disclosed on an individual basis; and (iv) other pending litigations involving our Company, Directors, Promoters or Subsidiaries (other than proceedings covered under (i) to (iii) above) as determined to be material by our Board pursuant to the policy on materiality ("**Materiality Policy**") approved by the Board of Directors, in each case involving our Company, Subsidiaries, Promoters and Directors ("**Relevant Parties**").*

Further, except disclosed in this section, there are (i) no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Fiscals preceding this Draft Red Herring Prospectus including any outstanding action.

For the purpose of identification of material litigation in (iv) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation in relation to the Relevant Parties to be disclosed in this Draft Red Herring Prospectus pursuant to the Board resolution dated December 6, 2024:

a) Monetary threshold: pending civil cases involving the Relevant Parties which involves an amount of more than ₹ 24.24 million, being 5% of the total consolidated average profit after tax for the last three fiscals, as per the Restated Consolidated Financial Information shall be considered material and included in this Draft Red Herring Prospectus;

b) Subjective threshold: under this test, such pending matters involving our Company and its Subsidiaries, whose outcome may have a material impact, in the opinion of the Board, on the business, performance, financial position, cash flows, prospects, reputation, operations or any adverse impact on the Company, irrespective of their monetary quantum, will necessitate disclosure. This may include any writ petitions filed involving the Company or similar matters which may have a material impact on the business of the Company and all outstanding civil litigation against the Promoters and Directors of the Company where an adverse outcome would materially and adversely affect the business, prospects, cash flows, performance, operations or financial position or reputation of the Company (irrespective of the amount involved in such litigation), would be considered as material for the Company.

c) Additional threshold: there are any findings or observations arising out of any of the inspections by the Securities and Exchange Board of India or by any other regulator in or outside India, which are outstanding

Pre-litigation notices received (excluding those notices issued by governmental, statutory, regulatory, judicial, quasi-judicial, taxation authorities or notices threatening criminal action) by our Company, our Subsidiaries, Directors or Promoters from third parties shall not be considered as litigation unless otherwise decided by the Board or until such time that any of our Company, our Subsidiaries, Directors or Promoters, as the case may be, is impleaded as a party before any judicial/arbitral forum or unless decided otherwise by the Board of Directors of our Company.

*For identification of material creditors, creditors of the Company (except banks and financial institutions from whom our Company has availed financing facilities) to whom an amount having a monetary value which exceeds 5% of the total trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information of the Company is outstanding, shall be considered as 'material'. Accordingly, creditors of our Company to whom our Company owes an amount exceeding ₹ 218.80 million are considered material ("**Material Creditor**"), including the consolidated number of creditors and the aggregate amount involved.*

I. Litigation involving our Company

A. Litigation filed by our Company

<u>Material civil litigation</u>

1. Our Company had filed a summary civil suit dated September 6, 2014 before the Learned City Civil Judge Sahib at Ahmedabad ("**City Civil Judge**") against Sandip Enterprises Private Limited and Alkesh Viththaldas Thakrar (the "**Defendants**") under Section 37 read with Rule 2 of the Civil Procedure Code, 1908. Our Company and the Defendants had entered into a registered sale deed dated August 8, 2012 (the "**Sale Deed**") for a purchase of property located at plot nos. 15 and 16 of revenue Survey No. 126/1+2 paiki 129 paiki 130 paiki of the ownership of GIDC situated on the outskirts of Mauje Village Nandesari, Vadodara. As per the terms of the Sale Deed, the Defendants had affirmed that there were no pending Government or semi-

government dues on the underlying property and if in the future any such responsibility arises it shall be the personal responsibility of the Defendant to clear such liability. The Sale Deed further reflected that in the event our Company pays or clears such liability, they shall be entitled to recover the amount from the Defendant. Upon execution of the Sale Deed and the subsequent transfer of the Property, our Company was required to pay a penalty of ₹ 3.77 million to the Gujarat Industrial Development Corporation which was levied initially on the Defendants for delay in commencement of usage of the Property. Further, the Plaintiff on behalf of the Defendant had paid ₹ 1.48 million as Common Effluent Treatment Plant membership fee to Nandesari Industries Association. Accordingly, the Defendant was liable to pay our Company an aggregate amount of ₹ 5.26 million. Despite duly serving notice on the Defendants, the amount was not recovered. Thereafter, our Company filed a suit for recovery of the outstanding amount. The matter is currently pending before the City Civil Judge.

2. Our Company had filed a suit for permanent injunction restraining infringement of registered Indian patent number 394568 against BR Agrotech Limited and Heranba Industries Limited (the "**Defendants**") before the High Court of Delhi under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company became aware in January 2023 that BR Agrotech Limited had been granted a registration under Section 9(4) of the Insecticides Act for the product comprising of SE formulation of Pyriproxyfen (5%) and Diafenthiuron (25%). In January 2023, our Company found the product of the Defendants, "Proxyfin" and "Roxyfin" containing suspo-emulsion formulation of Pyriproxyfen (5%) and Diafenthiuron (25%). Our Company thereafter claimed before the High Court of Delhi that the products of the Defendants infringes our product 'SLR 525' which is an SE type formulation and contains Pyriproxyfen (5%) and Diafenthiuron (25%). Our Company had filed a settlement application jointly with BR Agrotech Limited dated February 27, 2023. The matter is currently pending before the High Court of Delhi.

3. Our Company had filed a suit for permanent injunction and consequential and ancillary reliefs due to infringement of registered Indian patent number 394568 against Parijat Industries (India) Pvt. Ltd. (the "**Defendant**") before the High Court of Delhi under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company claimed in its Suit that the Defendant had applied for and obtained Section 9(3) approval for a suspo-emulsion of Pyriproxyfen 8% and Diafenthiuron 30% sometime in 2019. The Defendant alleged that they were the legitimate owner of the product and had obtained a registration under Section 9(3) of the Insecticides Act, 1968. Our Company claimed that the Defendant had fraudulently obtained a patent, which had been revoked upon our Company's opposition. In December 2023, our Company became aware that the Defendant is offering to sell two products branded as 'Xyfen' and 'Xyfen Ultra' containing a suspo-emulsion SE of Pyriproxyfen 5% + Diafenthiuron 25% and suspo-emulsion SE of Pyriproxyfen 8% + Diafenthiuron 30%, respectively. Further, the Defendant had applied for a registration under Section 9(4) of the Insecticides Act, 1968 and was granted the registration. As per the Patent granted to our Company, any suspo-emulsion formulation of Pyriproxyfen which is in the range of 1-15% and Diafenthiuron, which is in the range of 5-25%, which were covered in the Defendant's products and thus infringes on our patented products. Our Company has prayed before the High Court of Delhi that the Defendant is liable to be restrained from making, using, offering for sale, selling, exporting, or importing into India, and any suspo-emulsion formulation of Pyriproxyfen and Diafenthiuron wherein the Pyriproxyfen is in the range of 1- 15% and Diafenthiuron is in the range of 25-55%, and, in particular, the impugned infringing product sold by the Defendant as Xyfen and Xyfen Ultra containing SE of 5% Pyriproxyfen and 25% Diafenthiuron and suspoemulsion of Pyriproxyfen 8% and Diafenthiuron 30% respectively. The matter is currently pending before the High Court of Delhi.

4. Our Company had filed a suit for permanent injunction and consequential and ancillary reliefs due to infringement of registered Indian patent number 394568 against Avento Agro Chemicals (the "**Defendant No. 1**") and Balaji Agro Chemicals (the "**Defendant No. 2**", and collectively with Defendant No. 1, the "**Defendants**") before the Special Court for Trial and Disposal of Commercial Disputes R.R. District at L.B. Nagar (the "**Court**"), under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company claimed in the Suit that the Defendant No. 1 had applied for an approval under Section 9(3) of the Insecticides Act, 1968 for a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25% in 2022 and thereafter claimed to be the owner of the registration. Our Company claimed that in December 2023, it became aware that Defendant No. 1 was selling a product branded "allfen" containing a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25%.

Thereafter, it was discovered that the infringing product of Defendant No. 2 which was branded as "P.L.R-525" contained a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25. As per the Patent granted to our Company, any suspo-emulsion formulation of Pyriproxyfen which is in the range of 1-15% and Diafenthiuron, which is in the range of 5-25%, which were covered in the Defendant's products infringes on our patented products. Our Company has prayed before the Court that the Defendant is liable to be restrained from making, using, offering for sale, selling, exporting, or importing into India, any suspo-emulsion formulation of Pyriproxyfen and Diafenthiuron wherein the Pyriproxyfen is in the range of 1- 15% and Diafenthiuron is in the range of 25-55%. The matter is currently pending before the Court.

5. Our Company had filed a suit for permanent injunction and consequential and ancillary reliefs due to infringement of registered Indian patent number 394568 against K.P.R. Cropsciences Private Limited (the "**Defendant**") before the Special Court for Trial and Disposal of Commercial Disputes R.R. District at L.B. Nagar (the "**Court**"), under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company claimed that the Defendant had applied for an approval under Section 9(3) of the Insecticides Act, 1968 for a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25% in 2022 and claim to be the owner of Section 9(4) approval bearing Registration Number CIR 259339/2023. In October 2023, our Company became aware that the Defendant was selling a product branded "WINZONE" containing a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25%. As per the Patent granted to our Company, any suspo-emulsion formulation of Pyriproxyfen which is in the range of 1-15% and Diafenthiuron is in the range of 5-25%, which were covered in the Defendant's products infringe on our patented products. Our Company has prayed before the Court that the Defendant is liable to be restrained from making, using, offering for sale, selling, exporting, or importing into India, any suspo-emulsion formulation of Pyriproxyfen and Diafenthiuron wherein the Pyriproxyfen is in the range of 1-15% and Diafenthiuron is in the range of 25-55%. The matter is currently pending before the Court.

6. Our Company had filed an approval application before the Industrial Tribunal, Vadodara (the "**Tribunal**") on July 18, 2019, against Rajendrasinh Amar Singh Gohil (the "**Respondent**") under Section 33(2)(b) of the Industrial Disputes Act, 1947. Our Company had terminated the services of the Respondent from the Ahmedabad unit with effect from May 14, 2019 pursuant to a departmental enquiry conducted for misconduct and unauthorised absence from work. Consequently, our Company was required to file an approval application under section 33(2)(b) of the Industrial Disputes Act, 1947 to approve the termination of the Respondent which was filed by way of an application by our Company dated May 14, 2019. The matter is currently pending before the Tribunal.

7. Our Company has filed a complaint against HDFC Life Insurance ("**Opposite Party**") before the National Consumer Disputes Redressal Commission, New Delhi ("**Commission**") under Section 21 of the Consumer Protection Act, 1986 on August 1, 2019. Our Company had availed a marine cargo/sales turn over policy from the Opposite Party. Subsequently, our Company had engaged a third-party logistics provider to deliver a consignment which was damaged by rainwater. The damage to the consignment was duly reported and our Company claimed a bill of ₹9.34 million from the Opposite Party. Thereafter, through the surveyor's report dated November 16, 2016, the Opposite Party approved our Company's claim to the extent of 14 bags out of 229 bags and quantified the loss to ₹498,118 against the claimed amount of ₹9,344,702. Our Company has claimed that the survey report had been prepared without regard to the nature of the insured goods, nature of the loss, and applicable laws rendering the goods as unusable. The Opposite Party, thereafter, repudiated our claim in respect of the remaining 215 bags. Our Company has claimed the surveyor's report is specious, presumptuous and speculative and that the Opposite Party has committed deficiency in service by accepting the report. Our Company has claimed compensation of ₹8.84 million along with interest of 12% p.a. The matter is currently pending before the Commission.

8. Our Company filed a complaint against United Indian Insurance Co. Limited ("**Opponent**") before the District Consumer Disputes Redressal Commission, Ahmedabad City at Ahmedabad ("**Commission**") under section 2(5), 6, 7, 8 and 11 of the Consumer Protection Act, 2019. Our Company had taken a standard fire and special perils policies from the Opponent. Thereafter, a fire had erupted at the Kathawada Factory on May 20, 2017, our Company had intimated the Opponent of the incident on May 20, 2017. Subsequently, the surveyor, M/s. J Basheer & Associates Insurance Surveyors and Loss Assessors Private Limited ("**Surveyor**") was appointed to asses the loss. The Surveyor assessed the net loss to ₹268,495,456 and that the claim was not payable due to non-compliance with local laws. Thereafter, the Opponent had repudiated the claim of compensation. Our Company has contended that even after several requests the survey report was not provided, and thus, have called upon the Opponent to produce the survey report. Our Company has claimed that the Opponent has reached beyond the scope of the policy terms and conditions and thus, the

repudiation is not just and proper, which constitutes deficiency in service. Our Company has claimed a compensation of ₹268.49 million with 12% interest thereon. The matter is currently pending before the Commission.

9. Our Company has filed a special civil application against Vijay N Darji and Indo Nippon Corporation Limited ("**Respondents**") under articles 226 and 227 of the Constitution of India before the High Court of Gujarat, Ahmedabad ("**High Court**") challenging the award passed by the Labour Court dated June 28, 2024 ("Award"). Pursuant to the Award, our Company was directed to pay 40% backwages form the date of resignation till the date of the retirement of the Respondent. Our Company has contended that the Labour Court failed to appreciate that the Respondent had voluntary resigned from our Company and thus, there existed no employer-employee relationship between our Company and the Respondent. Further, our Company has contended that the Respondent had received gainful employment after the termination of his employment with our Company. Our Company has sought a writ of certiorari to quash and set aside the Award. The matter is currently pending before the High Court.

10. Our Company has filed a suit against Safex Chemicals (India) Limited ("**Defendant**") for permanent injunction and consequential and ancillary reliefs due to infringement of registered Indian patent number 394568 before the High Court of Delhi ("**High Court**") under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company claimed that the Defendant had applied for an approval under Section 9(3) of the Insecticides Act, 1968 for a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25% in 2022 and claim to be the owner of Section 9(4) approval bearing Registration Number CIR 259339/2023. Our Company manufactures our product 'SLR 525' which is an SE type formulation and contains Pyriproxyfen (5%) and Diafenthiuron (25%). Our Company claimed that they received an alleged notice under Section 105 of the Indian Patents Act from the Defendant, stating that the Defendant's formulation was not an infringement of our product. Subsequently, our Company learned that the Defendant had applied for a me-too registration under section 9(4) of the Insecticides Act, further, that the Defendant was granted a section 9(4) registration by the Central Insecticides Board & Registration Committee in March 2020. Our Company has contended that granting a registration under section 9(4) is evidence of patent infringement by such entity since requirement is that the section 9(4) application should match and be compliant with the product originally approved to the patentee under section 9(3). Our Company has claimed, *inter alia*, damages and relief aggregating up to ₹ 20.02 million for infringement of its patent, decree of injunction against the Defendant directly or indirectly, dealing/using in any product or process that infringes the claimed subject matter patent 394568, including any suspo-emulsion formulation of Pyriproxyfen and Diafenthiuron wherein Pyriproxyfen is in the range of 1-15% and Diafenthiuron is in the range of 5-25%. The matter is currently pending before the High Court.

11. Our Company has filed a suit against General Crop Science Private Limited and Royal Crop Science India Limited ("**Defendants**") for permanent injunction and consequential and ancillary reliefs due to infringement of registered Indian patent number 394568 before the High Court of Delhi ("**High Court**") under the Indian Patents Act, 1970 and Section 2(c)(xvii) of the Commercial Courts Act, 2015 (the "**Suit**"). Our Company is engaged in research and development of Pyriproxyfen and Diafenthiuron formulations and had secured an approval under Section 9(3) of the Insecticides Act, 1968 for Technical Indigenous Manufacture in August 2018 (the "**Patent**"). Our Company claimed that the Defendant had applied for an approval under Section 9(3) of the Insecticides Act, 1968 for a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25% in 2022 and was granted the registration in March 2021. Our Company claimed that in August 2024, it became aware that the Defendant was selling and marketing a product branded "HEERO 525" containing a suspo-emulsion of Pyriproxyfen 5% and Diafenthiuron 25%. As per the Patent granted to our Company, any suspo-emulsion formulation of Pyriproxyfen which is in the range of 1-15% and Diafenthiuron, which is in the range of 5-25%, which were covered in the Defendant's products infringes on our patented products. Our Company has prayed before the Court, *inter alia*, that the Defendant is liable to be restrained from making, using, offering for sale, selling, exporting, or importing into India, any suspo-emulsion formulation of Pyriproxyfen and Diafenthiuron wherein the Pyriproxyfen is in the range of 1- 15% and Diafenthiuron is in the range of 25-55%. The matter is currently pending before the Court.

Criminal proceedings

1. Our Company has filed 414 pending complaints against various dealers/suppliers/entities before various judicial forums for the violation of Section 138 of Negotiable Instruments Act, 1881 and the recovery of amounts due to our Company for which the cheques issued in favour of our Company by the debtors have been dishonoured. The total pecuniary value involved in all these matters aggregates to approximately ₹340.14 million. The matters are currently pending.

B. Litigation filed against our Company

Material civil litigation

1. A complaint was filed against our Company by Rushikeshbhai Baldevprasad Raval (the "**Complainant**") before the Presiding Officer of the Labour Court, Ahmedabad (the "**Court**"). In 2018, the Complainant had slipped and suffered an accident, resulting in a broken kneecap at the premises of our Company. The Complainant alleged that they had filed a claim for personal accident insurance but was denied by our Company. It was further alleged Complainant was thereafter issued a show-cause notice on September 14, 2021 and subsequently a departmental inquiry was initiated after which the Complainant was transferred to Delhi. The Complainant claims that our Company issued an undated transfer order solely to harass them out of malice and discrimination. The Complainant had approached the Court seeking revocation of the transfer. The matter is currently pending before the Court.

2. A suit was filed against our Company by Kasundra Shubhambhai Rameshbhai (the "**Applicant**") before the Employees' Compensation Commissioner, Junagadh (the "**Commissioner**") claiming compensation under the provisions of the Employees' Compensation Act. The Applicant was assigned as a Quality Control Officer through an order dated September 25, 2018. Subsequently, by way of an order dated September 16, 2021, the employment of the Applicant in our Company was confirmed. Thereafter, upon the Applicant submitting their resignation, an order was issued to terminate the employment after office hours on November 11, 2021. On November 18, 2021, while taking a sample from plant to the laboratory, the Applicant suffered from chemical poisoning and was admitted to a hospital. It was alleged by the Applicant that there was an existing employer-employee relationship, and it is our Company's legal duty to reimburse the applicant, for the medical expenses incurred, physical and mental pain suffering, shock, and loss of enjoyment of life due to the incident. The Applicant has prayed that our Company is liable to pay ₹4,76,250 with interest at 12% per annum. The matter is currently pending before the Commissioner.

3. An application was filed against our Company on July 10, 2019 by Bharatsinh Khodabhai Gorel (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

4. An application was filed against our Company on July 10, 2019 by Parmar Manharbhai Bharatsinh (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

5. An application was filed against our Company on July 10, 2019 by Raj Karansinh Dharmendrasinh (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party

with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

6. An application was filed against our Company on June 10, 2019 by Chavda D S (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

7. An application was filed against our Company on June 10, 2019 by Rajnikant Chimanbhai Makwana (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

8. An application was filed against our Company on June 10, 2019 by Kamleshbhai Chanabhai Gohel (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the

Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

9. An application was filed against our Company on June 10, 2019 by Laljibhai Manubhai Vanand (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

10. An application was filed against our Company on June 10, 2019 by Hasmukh Dilipbhai Barot (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

11. An application was filed against our Company on June 10, 2019 by Chauhan Pradipsinh Pravinsinh (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

12. An application was filed against our Company by Bharatbhai Raisinh Gohil (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year

despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

13. An application was filed against our Company on July 10, 2019 by Rameshkumar Vasantlal Prajapati (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

14. An application was filed against our Company on July 10, 2019 by Hitendrasinh Indrasinh Vaghela (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

15. An application was filed against our Company on July 10, 2019 by Navinbhai Kanubhai Solanki (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

16. An application was filed against our Company on July 10, 2019 by Hardikkumar Umedsinh Bhoi (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik

Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

17. An application was filed against our Company on July 10, 2019 by Jaidipsinh Ravjibhai Parmar (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

18. An application was filed against our Company on June 10, 2019 by Rajendrabhai Kantibhai Patel (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

19. An application was filed against our Company on June 10, 2019 by Dharmeshkumar Jashbhai Patel (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

20. An application was filed against our Company on June 10, 2019 by Rangitsinh Amarsinh Gohil (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

21. An application was filed against our Company on July 10, 2019 by Sanjaysinh Haswantsinh Rathod (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

22. An application was filed against our Company on July 10, 2019 by Ajaykumar Govindbhai Padhiyar (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

23. An application was filed against our Company on July 10, 2019 by Rajendrasinh Amarsinh Gohil (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter,

the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

24. An application was filed against our Company on February 2, 2019 by Rasayanik Kamdar Sangh (the "**Second Party**") before the Labour Court, Vadodara (the "**Court**") ") for reinstatement of the Second Party with full back wages and treating their service as continuous from the date of their enrolment in our Company. It was alleged by the Second Party that upon joining our Company and thereafter joining the Rasayanik Kamdar Sangh, a labour union, they found out that our Company, at the pretext of suppressing union activities, had wrongfully transferred two representatives to Ahmedabad in 2018. Pursuant to certain deliberations with our Company, the Rasayanik Kamdar Sangh had issued a notice of indefinite strike on August 20, 2018. Thereafter, the Commissioner of Labour, Vadodara had intervened and directed our Company to assign equivalent work to the Second Party at the place of transfer. The Second Party agreed to go to the place of transfer, for a year despite the lack of equivalent work at the pretext of increased salary. However, the Second Party alleges that they could not go to the place of transfer due to non-cooperation of our Company. The Second Party claims that our Company unfairly terminated their employment. Thereafter, the Rasayanik Kamdar Sangh requested the Assistant Commissioner of Labour, Vadodara, to intervene. As no settlement could be reached, the Assistant Commissioner of Labour, Vadodara, referred the matter to the Court for judicial decision. Our Company has filed the written statement to the application and the matter is currently pending before the Court.

25. A complaint was filed by Brajesh Kumar Singh ("**Complainant**") against Sonu Seeds Store ("**Sonu Seeds**") and our Company (collectively "**Opposite Parties**") before the District Consumer Protection Commission, Ballia ("**Commission**") on October 22, 2022. The Complainant claims that he visited the store of Sonu Seeds to buy chemicals and was subsequently advised to purchase a chemical named "Final" manufactured by our Company, stating that it will increase the yield of paddy by 30%. Thereafter, the Complainant was sold another chemical named "Syngenta Karate", which he was advised to mix with "Final" and use. The Complainant claims that upon using the mixture, his crop got spoiled and rotted. Thus, the Complainant has contended that selling of wring and fake fertilizer by the Opposite Parties constitutes unfair trade practice and deficiency in service. The Complainant has claimed ₹0.30 million as loss suffered due to spoilage of crop and ₹0.20 for mental and physical suffering. The matter is currently pending before the Commission.

26. A complaint was filed by Kisan Narayan Kute ("**Complainant**") against Shri Agro Centre ("**Shri Agro**"), Manager, FIL Industrial Limited and our Company under Section 35 of the Consumer Protection Act, 2019 before the District Consumer Disputes Redressal Commission, Buldhana ("**Commission**") on April 5, 2021. The Complainant has claimed that he received herbicides from Shri Agro manufactured by FIL Industries Limited and our Company. Upon using the herbicides, the Complainant noticed that the crop was drying. The Complainant has claimed ₹0.35 million as compensation for financial loss, ₹0.01 million in damages and ₹5000 for physical and mental distress. The matter is currently pending before the Commission.

27. An appeal has been filed by Pawan Kumar against MSNL Agro Sales, PI Industries Limited, Biostadt India Limited and our Company before the State Consumer Redressal Commission, Rajasthan ("**Commission**") under Section 42 of the Consumer Protection Act, 2019 against the Order of the District Commission, Churu dated February 2, 2021 passed in CC No. 268/2016. The matter is currently before the Commission.

28. A complaint has been filed by Subhash ("**Complainant**") against M/s. Airon Sons ("**Airon Sons**") and our Company before the President, District Consumer Disputes Redressal Forum, Hisar ("**Forum**") under Section 12 of the Consumer Protection Act, 1986. The Complainant claims that Airon Sons had sold him a pesticide named "Ruby", manufactured by our Company, stating that it would not affect the health of the cotton crop and further, it was recommended by the Haryana Agricultural University. The Complainant contends that upon using the pesticides it adversely affected the health of his cotton crop. Subsequently, the Complainant approached Airon Sons, upon not receiving a satisfactory reply the Complainant moved an application before the Sub-Divisional Agricultural Officer, Hisar-II. Upon inspection it was reported that the cotton crop of the Complainant was ruined due to spraying the pesticide and the Agriculture Development Officer, Kirtan submitted their report on September 12, 2018. The Complainant has claimed a compensation of ₹0.40 million for financial loss and ₹0.10 million for physical and mental suffering. The matter is currently pending before the Forum.

29. A commercial suit was filed against our Company by FMC Corporation, FMC Agro Singapore Pte. Limited, FMC India Private Limited ("**Plaintiffs**") seeking a permanent injunction restraining our Company from infringing patent number 252004 and other reliefs under section 108 of the Indian Patents Act, 1970 before the High Court of Delhi at New Delhi ("**High Court**"). The Plaintiffs hold the patent number 252004 and the

license to import and market Chlorantraniliprole ("**CTPR**"). The Plaintiffs had filed a request under Right to Information Act, 2005 to procure information and details of the manufacturing process and raw materials used in the manufacturing process of CTPR used by our Company, which our Company ought to have filed along with its Technical Indigenous Manufacture application under section 9(3) of the Insecticides Act, 1968. Since the information requested came within the ambit of third-party information, the authority requested our Company whether the information could be shared, for which our Company declined. The Plaintiffs, relying on a publicly available document have claimed that our Company's approach of manufacturing CTPR is identical to the patent granted to the Plaintiffs. The Plaintiffs have claimed that the process used by our Company and the process forming a part of their patent, i.e., rely on formation of oxazinone. Further, the Plaintiff has contended that there is reasonable apprehension for them to presume that our Company is either using or intends to use the patented process of the Plaintiffs, which infringes their patent. The Plaintiff have claimed that our Company's actions constitute direct infringement will cause and continue to cause significant financial loss to the Plaintiffs and thus, have claimed for a permanent injunction against our Company valued at ₹ 0.001 million and claimed for a money decree of damages of ₹20.00 million. The matter is currently pending before the High Court.

Criminal proceedings

1. A complaint was filed against our Company and Sri Roopesh Annappa Havannur, Owner of Sri Raghavendra Krushi Kendra by Sri Shivalingappa V.K., Inspector of Insecticides under Section 200 of the Code of Criminal Procedure, 1973, on October 3, 2022, before the First Class Judicial Magistrate of Ranebennur for an alleged violation of Rule 10(b) of the Insecticides Act. The Inspector of Insecticides (the "**Complainant**") had conducted a search of the premises of Sri Raghavendra Krishi Kendra and found violation of Rule 10(b) of the Insecticides Rules, 1971 about the Insecticide Sulphur 80% WG. The Complainant noted that the sulphur pesticide register was not maintained separately, the sulphur pesticide was stocked separately, and the pesticide was not mentioned in the sale license letter of Sri Raghavendra Krishi Kendra. The stock of Sulphur 80% WG supplied by our Company to was confiscated and sealed. Our Company received a show cause notice on July 20, 2022 from the Assistant Director of Agriculture, Vigilance-1, Office of Joint Director of Agriculture, Haveri, alleging unauthorized sale of a pesticide to an unlicensed outlet. The matter is currently pending before First Class Judicial Magistrate of Ranebennur.

2. A criminal miscellaneous petition was filed against our Company and the State of Rajasthan by Bajrang Lal, Kalu Ram, Surja Ram and Vinod Kumar ("**Petitioner'**) before the High Court of Judicature for Rajasthan at Jodhpur ("**High Court**") under section 528 of the Bharatiya Nyaya Sanhita for quashinsg a first information report number 359/2024 filed by our Company ("**FIR**") for offences under sections 420, 406, 467, 468, 471 and 120-B of the Indian Penal Code. Bajrang Das Swami had executed an agreement with our Company for distributorship, and thereafter had passed away. Our Company registered the FIR claiming that the Petitioners had misused the documents of Bajrang Das Swami to register their agency and cheated our Company of an amount aggregating up to ₹ 2.40 million. The Petitioners have filed the present application before the High Court seeking to quash the IFR registered by our Company. The matter is currently pending before the High Court.

3. There are 18 criminal misbranding cases against our Company pending before various judicial forums under Section 200 of the Criminal Procedure Code, for offence punishable under Section 29(1)(a) of the Insecticides Act, 1968 read with Rule 27(5) of the Insecticides Rules.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospection, there are no actions by regulatory and statutory authorities, which are outstanding.

Inspections by SEBI or any other regulator

As on the date of this Draft Red Herring Prospection, there are no findings or observations arising out of any of the inspections by the SEBI or by any other regulator which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed.

Material tax litigation

Our company has filed an appeal before the Commissioner (Appeal) of GST and Central Excise, Ballari, Karnataka ("**Appellate Authority**") against the order of the Deputy Commissioner of Commercial Taxes (Audit)-1, Ballari ("**Deputy Commissioner**") dated April 25, 2024 ("**Order**"). The Commissioner of Commercial Taxes (Karnataka), Bangalore had issued Form GST DRC-01A dated December 15, 2023 to our Company. Our Company had sought additional time to file the reply to the DRC-01A. However, the Deputy Commissioner had issued a show cause notice dated December 23, 2023 to our Company. Our Company had filed the reply dated January 24, 2024, which was not accepted. Thereafter, the Deputy Commissioner passed the Order demanding payment of outstanding dues aggregating to ₹ 42.60 million. Our Company had filed Form GST APL-01 dated July 23, 2024 after paying a pre-deposit of ₹2.42 million to appeal against the Order. The matter is currently pending before the Appellate Authority.

II. Litigation involving our Subsidiaries

A. Litigation filed by our Subsidiaries

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Subsidiaries.

Criminal proceedings

Our subsidiary, Rajdhani Petrochemicals Private Limited ("**Complainant**") has filed a complaint against M/s. Sudarshan Consolidated Limited and its directors ("**Accused**") under section 138 of the Negotiable Instruments Act, 1881 before the Metropolitan Magistrate Court No. 34 ("**Magistrate Court**"). The Accused had issued a cheque for an amount of ₹ 12.62 million dated September 29, 2020 to the Complainant for part payment of outstanding dues. The Complainant had issued two notices to the Accused dated October 27, 2020, pursuant to which the Accused failed to make the payment in the stipulated time. The Complainant thereafter instituted the present complaint under section 138 of the Negotiable Instruments Act, 1881 and sought the cognizance of the Magistrate Court of the offence. The matter is currently pending before the Magistrate Court.

B. Litigation filed against our Subsidiaries

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Subsidiaries.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no material criminal litigations filed against our Subsidiaries.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions by regulatory and statutory authorities against our Subsidiaries.

III. Litigation involving our Directors

A. Litigation filed by our Directors

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Directors.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings filed by our Directors.

B. Litigation filed against our Directors

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Directors.

Criminal proceedings

Other than as disclosed under the section titled "*Outstanding Litigations and Material Developments – Litigations involving our Company – Litigations against our Company – Criminal Proceedings*" on page 429 and as disclosed below, there are no material criminal litigations filed against our Promoters as on the date of this Draft Red Herring Prospectus:

1. Vijendra Sinh, Insecticides Inspector-cum-Agriculture Officer with the Rajasthan Government (the "**Complainant**"), has filed a complaint bearing Registration No. COMA-1016/2014 (the "**Complaint**") against M/s Parikh Pesticides (the "**Dealer**"), our Director, Bhavesh Vrajmohan Shah and others (collectively, the "**Accused**") before the Sangaria, Hanumangarh, JMFC. The Complaint alleges violations under sections 3K(1), 17, 18, 29, and 33 of the Insecticides Act, 1968, read with Rule 27(5) of the Insecticides Rules, 1971. Specifically, the insecticides supplied by our Company were claimed not to conform to the required standards for their active ingredient content (Imidacloprid 17.8% SL), and the sample was allegedly misbranded. In response, our Director, Bhavesh Vrajmohan Shah, has filed a Criminal Miscellaneous Petition (CRLMP/4914/2019) before the Hon'ble High Court of Rajasthan. He is seeking the quashing of Complaint Case No. 588/2008 (now numbered COMA-1016/2014), under section 29(1)(a) of the Insecticides Act, 1968, and the Summoning Order dated November 11, 2008, passed by the Learned Additional Chief Judicial Magistrate (A.C.J.M.), Sangaria, Distt. Hanumangarh, along with any subsequent proceedings arising from it. As a result, proceedings in COMA-1016/2014 are currently stayed before the Sangaria, Hanumangarh, JMFC. The Criminal Miscellaneous Petition (CRLMP/4914/2019) is pending before the Hon'ble High Court of Rajasthan. The matter is currently pending.

2. State of Punjab through Insecticide Inspector Sh. Harpreet Sharma, Bathinda (the "**Complainant**"), has filed a complaint bearing Regn No. COMA-1860/2014 (the "**Complaint**"), against Krishan Kumar & Company and six others (collectively, the "**Accused**") before the Chief Judicial Magistrate, Bathinda. The Complainant on May 12, 2014 had filed complaint under Section 3K(1), 17, 18, 29 & 33 of the Insecticides Act r/w rule 27(5) of the Insecticides Rules 1971. The insecticides supplied by our Company were allegedly not conforming to the standard specifications with respect to its present active ingredient (Clodinofap-Propargyl 15% WP) content requirements and hence the sample was alleged to be misbranded. On July 4, 2018, the Hon'ble CJM, Bathinda observed that, our Director, Bhavesh Vrajmohan Shah along with other Accused have violated the provisions of Insecticides Act and rules framed thereunder by supplying the misbranded insecticide to the dealer for sale. Hence, the Accused were convicted under Section 29 of Insecticides Act, 1968. Being unsatisfied with the order and punishment passed by the Hon'ble CJM, Bathinda, an appeal was filed by the Accused before the Hon'ble Sessions Court, Bathinda as CRA-357 of 2018 in Sessions Court, Bathinda. A judgment passed by the Hon'ble CJM, Bathinda was confirmed by the Hon'ble Sessions Court vide dated September 23, 2019. A Revision Application filed before the High Court against the order passed by the Hon'ble Chief Judicial Magistrate and Hon'ble Sessions Court, Bathinda as CRR: 2571 of 2019 in High Court of Punjab and Bathinda. A revision petition was instituted by the Complainant for setting aside the judgment dated July 4, 2018 and September 23, 2019 passed by the Learned Chief Judicial Magistrate, Bathinda and Sessions Court, Bathinda. Along with this an application was moved for suspension of sentence. Hon'ble High Court of Punjab and Bhatinda has allowed the suspension of the sentence application of the petitioner. As of now the case is pending over hearing of the case. Following both cases are connected with CRR 2571/2019 case on same grounds. The revision application is pending before the Hon'ble High court of Punjab and Bathinda and shall come up for hearing on April 22, 2025.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions by regulatory and statutory authorities against our Directors.

IV. Litigation involving our Promoters

A. Litigation filed by our Promoters

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed by our Promoters.

Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings filed by our Promoters.

B. Litigation filed against our Promoters

Material civil litigation

As on the date of this Draft Red Herring Prospectus, there are no material civil litigations filed against our Promoters.

Criminal proceedings

Other than as disclosed under the section titled "*Outstanding Litigations and Material Developments – Litigations involving our Company – Litigations against our Company – Criminal Proceedings*" and "*Outstanding Litigations and Material Developments – Litigations involving our Directors – Litigations against our Directors – Criminal Proceedings*" on page 429 and 430 and as disclosed below, there are no material criminal litigations filed against our Promoters as on the date of this Draft Red Herring Prospectus.

Actions by regulatory and statutory authorities

As on the date of this Draft Red Herring Prospectus, there are no actions by regulatory and statutory authorities against our Promoters.

Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Fiscals

As on the date of this Draft Red Herring Prospectus, there are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five fiscals against our Promoters.

V. Tax proceedings involving our Company, Subsidiaries, Promoters and Directors

Details of outstanding tax proceedings involving our Company, Subsidiaries, Promoters and Directors as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of proceedings	Number of proceedings	Amount involved* (in ₹ million)
Direct Tax		
Company	2	9.58
Promoters	Nil	Nil
Directors (excluding the Promoters)	Nil	Nil
Subsidiaries	Nil	Nil
Indirect Tax		
Company	30	80.13
Promoters	Nil	Nil
Directors (excluding the Promoters)	Nil	Nil
Subsidiaries	1	11.71

* *to the extent quantifiable*

VI. Outstanding dues to creditors

In terms of the Materiality Policy, the creditors to whom the amount due by our Company exceeds 5% of the total trade payables (i.e., 5% of ₹ 4,376.01 million, which is ₹ 218.80 million) of our Company as per the Restated Consolidated Financial Information have been considered as Material Creditors of our Company for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues owed to Material Creditors, MSME creditors and other creditors of our Company based on such determination, as on September 30, 2024, are disclosed below:

Type of creditors*	Number of creditors	Amount involved (*in ₹ million*)
Dues to MSME	38	85.38
Dues to a Material Creditor	Nil	Nil
Dues to other creditors	2,031	4,290.63
Total	2,069	4,376.01

* *As certified by, Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), by way of their certificate dated December 20, 2024.*

The details pertaining to outstanding dues to the Material Creditors, along with names and amounts involved for each such Material Creditor are available on the website of our Company at https://www.gspcrop.in/investors/materials-creditors**.**

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, www.gspcrop.in, would be doing so at their own risk.

VII. Material Developments since the last balance sheet date

Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 384, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect, or are likely to affect, our operations or our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking their business activities. Except as disclosed herein, we have obtained all material consents, licenses, permissions, registrations and approvals, from various governmental statutory and regulatory authorities, which are necessary for undertaking our current business activities and operations. Except as stated below, no further material approvals from any regulatory authority are required to undertake the Offer or continue such business activities. In the event that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. For incorporation details of our Company, see "History and Certain Corporate Matters" on page 271.

For details in connection with the regulatory and legal framework within which our Company and our Subsidiaries operate, see section "Key Regulations and Policies" on page 262. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We are required to comply with various government regulations, including obtaining licenses, permits, approvals and consents under certain environmental laws for operating our Manufacturing Facilities. 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" on page 44.

A. APPROVALS OBTAINED BY OUR COMPANY

I. Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 438.

II. Incorporation details of our Company

For details to the incorporation of our Company, see "*History and Certain Corporate Matters*" on page 271.

III. Material Approvals obtained by our Company in relation to our business and operations

We require various approvals issued by central and state authorities under various rules and regulations to carry on our business and operations in India. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements. Our Company currently operates out of its manufacturing facilities at (i) Plot No. 47, 100-103 & 103A, G.V.M.M. Odhav, Ahmedabad ("**Odhav Facility**"), (ii) Plot No. 551, Phase II, G.I.D.C, Kathawada, Ahmedabad ("**Kathawada Facility**"), and (iii) Plot No. 1 & 2, Nandesari, Vadodara ("**Nandesari Facility**") and Plot No. 15 & 16, Nandesari, Vadodara ("**Nandesari Effluent Treatment Facility**").

1. Odhav Facility

Name of License	Issuing Authority	Date of Issue	Validity, if specified
License to work a factory under the Factories Act, 1948;	Deputy Director, Industrial Safety and Health, Ahmedabad	November 28, 2022	December 31, 2024
Consolidated Consent & Authorization from the various State Pollution Boards, as applicable.	Gujarat Pollution Control Board	May 23, 2019	December 31, 2024
Environment clearance from the Ministry of Environment, Forest and Climate Change, as applicable.	Ministry of Environment, Forest and Climate Change, Impact Assessment Division	February 4, 2021	-
No objection certificate from the Electrical Inspector.	Deputy Chief Electrical Inspector, Gandhinagar	July 23, 2024	-
License to import and license to store Petroleum from the Chief Controller of Explosives or the Controller of Explosives under the Petroleum Act, 1934 and the Petroleum Rules, 2002, as amended.	Chief Controller of Explosives, Petroleum & Explosives Safety Organization	February 12, 2014	December 31, 2033

Name of License	Issuing Authority	Date of Issue	Validity, if specified
Approval from the Food and Civil Supply Controller for the Storage of Solvent under the Solvent Raffinate and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobile) Order, 2000.	Deputy Food and Civil Supplies Controller, Ahmedabad	January 17, 2023	January 16, 2025
Approval from the Narcotics Control Bureau, as applicable.	Zonal Director, Narcotics Control Bureau	October 11, 2017	-
License to manufacture insecticide(s) from the Directorate of Agriculture of the various State Governments, under the Insecticides Act, 1968.	Licensing Authority and Deputy Director of Agriculture (Pesticide) Gujarat State, Gandhinagar	September 19, 2024	-

2. Kathawada Facility

Name of License	Issuing Authority	Date of Issue	Validity, if specified
License to work a factory under the Factories Act, 1948;	Deputy Director, Industrial Safety and Health, Ahmedabad	December 28, 2023	December 31, 2025
Consolidated Consent & Authorization from the various State Pollution Boards, as applicable.	Gujarat Pollution Control Board	February 23, 2022	June 30, 2030
License to import and license to store Petroleum from the Chief Controller of Explosives or the Controller of Explosives under the Petroleum Act, 1934 and the Petroleum Rules, 2002, as amended.	Chief Controller of Explosives, Petroleum & Explosives Safety Organization	December 26, 2023	December 31, 2033
Approval from the Food and Civil Supply Controller for the Storage of Solvent under the Solvent Raffinate and Slop (Acquisition, Sale, Storage and Prevention of Use in Automobile) Order, 2000.	Collector and District Magistrate, Civil Supplies Department, Ahmedabad	October 29, 2005	December 31, 2024
Approval from the Narcotics Control Bureau, as applicable.	N.A.	N.A.	N.A.
License to manufacture insecticide(s) from the Directorate of Agriculture of the various State Governments, under the Insecticides Act, 1968.	Licensing Authority and Deputy Director of Agriculture (Pesticide) Gujarat State, Gandhinagar	September 19, 2024	-

3. Nandesari Facility

Name of License	Issuing Authority	Date of Issue	Validity, if specified
License to work a factory under the Factories Act, 1948;	Deputy Director, Industrial Safety and Health, Baroda	January 16, 2023	December 31, 2025
Consolidated Consent & Authorization from the various State Pollution Boards, as applicable.	Gujarat Pollution Control Board	September 5, 2024	June 30, 2029
Environment clearance from the Ministry of Environment,	Additional Director, Ministry of Environment,	March 2, 2022	-

Name of License	Issuing Authority	Date of Issue	Validity, if specified
Forest and Climate Change, as applicable.	Forest and Climate Change, Impact Assessment Division		
No objection certificate from the Electrical Inspector.	Assistant Electrical Inspector, Vadodara	June 18, 2024	-
License to import and license to store Petroleum from the Chief Controller of Explosives or the Controller of Explosives under the Petroleum Act, 1934 and the Petroleum Rules, 2002, as amended.	Chief Controller of Explosives, Petroleum & Explosives Safety Organization	December 13, 2010	December 31, 2024
License to manufacture insecticide(s) from the Directorate of Agriculture of the various State Governments, under the Insecticides Act, 1968.	Licensing Authority and Deputy Director of Agriculture (Pesticide) Gujarat State, Gandhinagar	September 19, 2024	-

4. Nandesari Effluent Treatment Facility

Name of License	Issuing Authority	Date of Issue	Validity, if specified
License to work a factory under the Factories Act, 1948;	Deputy Director, Industrial Safety and Health, Ahmedabad	January 16, 2023	December 31, 2025
Consolidated Consent & Authorization from the various State Pollution Boards, as applicable.	Gujarat Pollution Control Board	September 5, 2024	June 30, 2029
Environment clearance from the Ministry of Environment, Forest and Climate Change, as applicable.	Additional Director, Ministry of Environment, Forest and Climate Change, Impact Assessment Division	March 2, 2022	-
No objection certificate from the Electrical Inspector.	Assistant Electrical Inspector, Vadodara	June 18, 2024	-
License to import and license to store Petroleum from the Chief Controller of Explosives or the Controller of Explosives under the Petroleum Act, 1934 and the Petroleum Rules, 2002, as amended.	Chief Controller of Explosives, Petroleum & Explosives Safety Organization	December 13, 2010	December 31, 2024
License to manufacture insecticide(s) from the Directorate of Agriculture of the various State Governments, under the Insecticides Act, 1968.	Licensing Authority and Deputy Director of Agriculture (Pesticide) Gujarat State, Gandhinagar	September 19, 2024	-

IV. Tax Related Approvals

a. Permanent Account Number AAACG7984Q, issued by the Income Tax Department, Government of India.

b. Tax Deduction Account Number AHMG00810F, issued by the Income Tax Department, Government of India.

c. Profession Tax Registration Certificate bearing PEC014490170, PEC01919000301, PEC015130791, PEC014292360 and PRC01042900366, issued for each of the units operated by the Company and issued by the relevant municipal corporations under the Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976.

d. We have obtained GST registrations for the states where we have our business operations.

V. Foreign Trade Related Approvals

a. Our Company has obtained an Importer-Exporter Code (IEC) bearing number 0891015884, issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India.

VI. Labour Related Approvals

a. Certificate of registration issued by the Employees' Provident Fund Organisation, India under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

b. Certificate of registration issued by Employees State Insurance Corporation, India under the Employees State Insurance Act, 1948.

c. Registration certificate of our Company under the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019.

d. Registration certificate of our Company under the Contract Labour (Regulation and Abolition) Act, 1970

VII. Material approvals pending in respect of our Company

***Material Approvals or renewals applied for but not received*:**

Company/Unit	License/Registration	Issuing Authority	Date of Application
Odhav Facility	Fire NOC	Fire Safety Officer - Directorate of State Fire Prevention Services, Government of Gujarat	September 23, 2024
Kathawada Facility	Fire NOC	Fire Safety Officer - Directorate of State Fire Prevention Services, Government of Gujarat	September 16, 2024
Nandesari Facility	Fire NOC	Fire Safety Officer - Directorate of State Fire Prevention Services, Government of Gujarat	August 17, 2024
Nandesari Effluent Treatment Facility	Fire NOC	Fire Safety Officer - Directorate of State Fire Prevention Services, Government of Gujarat	August 17, 2024

Material Approvals expired and not applied for renewal:

Nil

***Material Approvals required but not applied for or obtained*:**

Nil

VIII. Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has 177 registered and valid trademarks for various products under various classes. There are no trademark applications which are currently pending as on the date of this Draft Red Herring Prospectus. Our Company is also currently using six trademarks which are under the name of one of our Group Companies, BPI Chemtex Private Limited.

As on the date of this Draft Red Herring Prospectus, our Company has a total of 89 granted patents, out of which 69 are in the name of our Company and 20 are in the name of our Subsidiary, Rajdhani Petrochemicals Private Limited. As on the date of this Draft Red Herring Prospectus, our Company has filed 17 patent applications which are under prosecution and our Subsidiary, Rajdhani Petrochemicals Private Limited, has filed 81 patent applications, which are under prosecution.

As on the date of this Draft Red Herring Prospectus, our Company has two registered designs and 12 registered copyrights.

For risks associated with intellectual property, see, "*Risk Factors – Any inability to protect our process and product patents or any other intellectual property, or any infringement claims in relation to intellectual property rights against us and failure to keep our technical knowledge confidential could erode our competitive advantage and could have a material adverse effect on us.*" on page 39.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Fresh Issue and Offer for Sale has been authorised by our Board pursuant to its resolutions dated December 6, 2024 and by our Shareholders pursuant to a special resolution dated December 7, 2024. Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated December 20, 2024. For further details, see "*The Offer*" on page 76.

Our Board has taken on record the participation of the Promoter Selling Shareholders in the Offer for Sale pursuant to a resolution dated December 6, 2024.

The details of authorization by the Promoter Selling Shareholders approving their participation in the Offer for Sale are as set out below.

S. No.	Name	Date of consent letter	Number of Offered Shares
1.	Vilasben Vrajmohan Shah	October 21, 2024	Up to 2,651,250
2.	Bhavesh Vrajmohan Shah	October 21, 2024	Up to 1,674,375
3.	Kappa Trust	October 21, 2024	Up to 1,674,375

Each Selling Shareholder has confirmed that the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with Regulation 8 of the SEBI ICDR Regulations. For details of authorizations received for the Offer for Sale, see "*Other Regulatory and Statutory Disclosures- Authority of the Offer*" on page 438.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other governmental authorities

Our Company, Promoters, members of the Promoters Group, Directors, and each of the Promoter Selling Shareholders are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoters, members of the Promoter Group, or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers. Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Directors associated with the securities market

As on the date of this Draft Red Herring Prospectus, none of our Directors are associated with the securities market in any manner.

There have been no actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, Promoters, members of our Promoters Group, and each of the Promoter Selling Shareholders, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as of the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each);

- our Company has an average operating profit of at least ₹150.00 million, calculated on a restated 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 ₹10.00 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis;

- and 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 Draft Red Herring Prospectus, other than the deletion of the word 'private' from the name of our Company pursuant to conversion to a public limited company.

Set forth below are our Company's restated net tangible assets, restated operating profit and net worth, derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

(*₹ in million, unless otherwise stated)*

Particulars	Financial year ended as on		
	March 31, 2024	March 31, 2023	March 31, 2022
Restated Net tangible assets (A)[1]	2,807.02	2,765.89	3,825.95
Restated Monetary assets (B)[2]	300.45	336.01	1,225.48
% of monetary assets to net tangible assets (B/A*100)	10.70	12.15	32.03
Restated consolidated operating profit[3]	1,044.80	575.38	1,093.93
Net worth excluding Non-controlling Interest and Capital Reserve	3,704.57	3,634.71	4,685.60

(1) *Restated net tangible assets means the sum of all net assets of the Group, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 - intangible assets, goodwill as defined in Ind AS 103 - Business combinations, right of use assets and lease liabilities as defined in Ind AS 116 - leases and deferred tax assets and deferred tax liability as defined in Ind AS 12 - income taxes.*

(2) *Restated monetary assets means cash in hand, balance with bank in current and deposit account (excluding earmarked deposits) and investment in liquid mutual funds.*

(3) *Restated consolidated operating profit means restated consolidated profit before tax from continuing operations excluding other income and finance cost.*

(4) *"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, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve each as applicable for the Company on a restated basis.*

The average of operating profit for Fiscal 2024, Fiscal 2023 and Fiscal 2022 of our Company was ₹ 904.70 million. For further details, see "*Other Financial Information*" on page 379.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) and Regulation 7(3) of the SEBI ICDR Regulations, to the extent applicable.

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 monies shall be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company is in compliance with the following conditions specified in Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations:

- none of our Company, the Promoter Selling Shareholders, Directors and members of our Promoter Group are debarred from accessing the capital markets by SEBI;

- neither our Promoters nor any of our Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;

- none of our Company, Promoters or Directors have 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 and fraudulent borrowers issued by the RBI;

- none of our Promoters or Directors has been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018); and

- as on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares.

- the Equity Shares of our Company held by our Promoter Selling Shareholders are in dematerialised form;

- all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus; and

- there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

The Promoter Selling Shareholders have confirmed that they have held the Offered Shares for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus and that they are in compliance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING EQUIRUS CAPITAL PRIVATE LIMITED AND MOTILAL OSWAL INVESTMENT ADVISORS LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THE RESPECTIVE PORTION OF THE EQUITY SHARES BEING OFFERED BY THEM IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDERS DISCHARGE THEIR RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 20, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, the Selling Shareholders, our Promoters, our Directors and the BRLMs

Our Company, our Promoters, our Directors and the BRLMs accept no responsibility for statements made in relation to our Company or the Offer other than those confirmed by them in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. The Promoter Selling Shareholders accept no responsibility for any statements made other than those specifically made by the Promoter Selling Shareholders in relation to themselves and the Offered Shares. Except when specifically directed in this Draft Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website, www.gspcrop.in, or any website of any member of the Promoter Group or affiliates of our Company, would be doing so at their own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Promoter Selling Shareholders (to the extent that the information required pertains to them and their respective Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company, the Promoter Selling Shareholders and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholders, the BRLMs, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiaries, the Promoter Selling Shareholders, and their respective directors and officers, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiaries, the Promoter Selling Shareholders, and their respective group companies, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India, including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Systemically Important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to NBFC-SI, Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, the Promoter Selling Shareholders, our Promoters, members of our Promoter Group since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off – shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

The Promoter Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI. Any expense incurred by our Company on behalf of the Promoter Selling Shareholders with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholders in proportion to their respective Offered Shares.

Consents

Consents in writing of the Promoter Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, the legal counsel to the Company as to Indian Law, ICRA, the Bankers to our Company, the BRLMs, the Registrar to the Offer, Statutory Auditor, Independent Chartered Accountant, the Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below:

Our Company has received written consent dated December 20, 2024 from M S K C & Associates, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 6, 2024 on our Restated Consolidated Financial Information; (ii) their report dated December 20, 2024 on the statement of possible special tax benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 20, 2024 from Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our independent chartered accountants, and in respect of the various certifications various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 17, 2024, from the practicing company secretary, Kashyap R. Mehta & Associates, to be named as an "expert" under Section 2(38) and other applicable provisions of the Companies Act, 2013 in its capacity as practicing company secretary and in respect of their search report dated December 17, 2024, certificate dated December 20, 2024 issued in connection with the issuance of Equity Shares in compliance with Companies Act and the certificate dated December 20, 2024 in connection with the compliance of the GSP ESOP Plan 2024 with the SEBI SBEB Regulations. and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated December 20, 2024 from the Chartered Engineer, Vinit G. Tiwari, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered engineer, in relation to the certificate dated December 20, 2024, certifying, inter alia, the details of installed capacity and capacity utilization of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated December 20, 2024 from Intellectual Property law firm, Infinvent IP, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert", as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Intellectual Property law firm, in relation to the certificate dated December 20, 2024, certifying, inter alia, the details of the intellectual property rights of our Company and Subsidiaries. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Particulars regarding capital issues by our Company and listed Group Companies, subsidiaries or associate entities during the last three years

Other than as disclosed in the section '*Capital Structure*' on page 92, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries, Group Companies or Associates.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Details of Public or Rights Issues by our Company during the last five years

Our Company has not made public issues or undertaken any rights issue during the last five years.

Performance vis-à-vis Objects

Our Company has not undertaken any public issues or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis Objects – Details of Public or Rights Issues by listed subsidiaries of our Company

Our Company does not have any listed Subsidiaries.

Other Confirmations

There is no conflict of interest between the lessors of immovable properties of (who are crucial for the operations of our Company) and our Company, or any of our Promoters, Directors, Group Companies, members of Promoter Group, Key Managerial Personnel and Senior Management.

There is no conflict of interest between the suppliers of raw materials and third party service providers (who are crucial for the operations of our Company) and our Company, or any of our Promoters, Directors, Group Companies, members of Promoter Group, Key Managerial Personnel and Senior Management.

None of the Directors, Promoters or individuals forming part of the Promoter Group of our Company is appearing in the list of directors of struck-off companies.

None of the shareholders of the Company are directly or indirectly related to the BRLMs or any of its associates.

No material clause of the Articles of Association, as set out in '*Description of Equity Shares and Main Provisions of the Articles of Association*' at page 482 having a bearing on the Offer or the disclosure in this Draft Red Herring Prospectus, has been left out.

Price Information of Past Issues Handled by the BRLMs (during the current Fiscal and two Fiscals preceding the current Fiscal)

1. Equirus Capital Private Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year) handled by Equirus Capital Private Limited:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Zaggle Prepaid Ocean Services Limited$	5,633.77	164.00	September 22, 2023	164.00	+30.95% [-0.67%]	+34.39% [+7.50%].	+87.71% [+10.89%].
2.	Protean eGov Technologies Limited#	4,899.51	792.00[1]	November 13, 2023	792.00	+45.21% [+7.11%]	+73.18% [+10.26%]	+45.85% [+11.91%]
3.	Fedbank Financial Services Limited$	10,922.64	140.00[2]	November 30, 2023	138.00	-2.75% [+7.94%]	-12.39% [+10.26%]	-13.43% [+13.90%]
4.	Happy Forgings Limited$	10,085.93	850.00	December 27, 2023	1,000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
5.	Jyoti CNC Automation Limited$	10,000.00	331.00[3]	January 16, 2024	370.00	+78.07% [-0.87%]	+135.94% [+2.21%]	+265.79% [+11.21%]
6.	Capital Small Finance Bank Limited#	5,230.70	468.00	February 14, 2024	435.00	-25.25% [+1.77%]	-26.09% [+1.33%]	-31.44% [+10.98%]
7.	Dee Development Engineers Limited$	4,180.15	203.00[4]	June 26, 2024	339.00	+81.16% [+2.25%]	+47.44% [+8.67%]	N.A.
8.	Ecos (India) Mobility & Hospitality Limited$	6,012.00	334.00	September 04, 2024	390.00	+42.28% [+0.20%]	-0.51% [-3.66%]	N.A.
9.	Kross Limited$	5,000.00	240.00	September 16, 2024	240.00	-19.45% [-1.29%]	-9.21% [-2.42%]	N.A.
10.	Godavari Biorefineries Limited#	5,547.50	352.00	October 30, 2024	310.55	-0.16% [-1.12%]	N.A.	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.
Notes:
1. *A discount of ₹75 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Protean eGov Technologies Limited IPO*
2. *A discount of ₹10 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Fedbank Financial Services Limited IPO*
3. *A discount of ₹15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Jyoti CNC Automation Limited IPO*
4. *A discount of ₹19 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Dee Development Engineers Limited IPO*
5. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*
6. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
7. *N.A. (Not Applicable) – Period not completed.*

\# *The S&P BSE SENSEX is considered as the Benchmark Index*

$ *The S&P CNX NIFTY is considered as the Benchmark Index*

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	4	20,739.65	-	-	2	1	1	-	-	-	-	-	-	-
2023-2024	8	61,882.55	-	1	1	2	2	2	-	1	2	3	2	-
2022-2023	5	28,975.05	-	1	1	-	1	2	-	1	1	1	2	-

* *The information is as on the date of this Offer Document.*
The information for each of the financial years is based on issues listed during such financial year.

2. Motilal Oswal Investment Advisors Limited

(i) Price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Fiscal) handled by Motilal Oswal Investment Advisors Limited:

Sr. No.	Issue name	Designated Stock Exchange	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Niva Bupa Health Insurance Company Limited	NSE	22,000.00	74.00	November 14, 2024	78.14	+12.97%, [+5.25%]	NA	NA
2.	Acme Solar Holdings Limited (7)	NSE	29,000.00	289.00	November 13, 2024	251.00	+8.21% [4.20%]	NA	NA
3.	P N Gadgil Jewellers Limited	NSE	11,000.00	480.00	September 17, 2024	830.00	+61.14% [-1.76%]	53.04% [-2.56%]	NA
4.	R K Swamy Limited (6)	BSE	4,235.60	288.00	March 12, 2024	252.00	-1.30% [+1.86%]	-6.70% [+4.11%]	-17.57% [+10.20%]
5.	Happy Forgings Limited	NSE	10,085.93	850.00	December 27, 2023	1000.00	+14.06% [-1.40%]	+4.44% [+2.04%]	+42.78% [+8.53%]
6.	Cello World Limited (5)	NSE	19,000.00	648.00	November 06, 2023	829.00	+21.92% [+7.44%]	+32.99% [+12.58%]	+40.57% [+15.78%]
7.	Updater Services Limited	BSE	6,400.00	300.00	October 04, 2023	299.90	-13.72% [-1.76%]	+9.05% [+10.80%]	6.77% [+12.92%]
8.	Sai Silks (Kalamandir)	BSE	12,009.98	222.00	September 27, 2023	230.10	+8.09% [-4.49%]	+25.09% [+7.54%]	-12.30% [+10.15%]

Sr. No.	Issue name	Designated Stock Exchange	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
	Limited								
9.	Rishabh Instruments Limited	NSE	4907.83	441.00	September 11, 2023	460.05	+20.12% [-1.53%]	+13.24% [+4.87%]	+5.94% [+12.49%]
10.	IKIO Lighting Limited	BSE	6,065.00	285.00	June 16, 2023	391.00	+44.77% [+4.22%]	+23.84% [+6.44%]	+23.86% [+9.73%]

Notes:

1. *The S&P CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index, depending upon the Designated Stock Exchange.*
2. *Price is taken from NSE or BSE, depending upon Designated Stock Exchange for the above calculations.*
3. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
4. *Not applicable – Period not completed.*
5. *A discount of Rs. 61 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
6. *A discount of Rs. 27 per Equity Share was offered to eligible employees bidding in the employee reservation portion.*
7. *A discount of ₹ 27 per Equity Share was offered to Eligible Employees bidding in the employee reservation portion.*

(ii) Summary statement of price information of past public issues (during the current Fiscal and the two Fiscals immediately preceding the current Financial Year):

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	3	62,000.00	-	-	-	1	-	2	-	-	-	-	-	-
2023-24	7	62,704.34	-	-	2	-	1	4	-	-	1	-	2	4
2022-23	3	16,265.81	-	-	1	-	-	2	-	-	2	-	-	1

* *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.

Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available

Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the designated stock exchange

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLMs indicated in the table below:

S. No.	Name of the BRLM	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks ("**SCSBs**") for addressing any clarifications or grievances of application supported by blocked amount ("**ASBA**") Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below. Our Company, the Promoter Selling Shareholders, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, Unified Payments Interface Identity ("**UPI ID**"), Permanent Account Number ("**PAN**"), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For Offer-related grievances, investors may contact the BRLMs, details of which are given in "*General Information –Book Running Lead Managers*" on page 84.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 issued by the SEBI (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) ("**March 2021 Circular**"), the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non–Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor. Our Company, the BRLMs, and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by Our Company

Our Company shall obtain authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. See "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 300.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

Our Company has appointed Kamleshbhai D Patel as the Company Secretary and Compliance Officer for the Offer, and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 82.

Each of the Promoter Selling Shareholders, severally and not jointly, have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

Our Company estimates that the average time required by it or the Registrar to the Offer or the relevant Designated Intermediary for the redressal of routine investor grievances shall be seven days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Disposal of investor grievances by listed Subsidiaries

As of the date of this Draft Red Herring Prospectus, we do not have listed Subsidiaries.

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

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

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and transfer of securities and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Promoter Selling Shareholders in the manner agreed to among our Company and the Promoter Selling Shareholders and in accordance with applicable law. For details in relation to Offer expenses, see "*Objects of the Offer*" on page 113.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 482.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to our Shareholders in accordance with the provisions of Companies Act, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable law. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable law. For more information, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 316 and 482, respectively.

Face value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹[●] per Equity Share ("**Cap Price**"). The Anchor Investor Offer Price is ₹[●] per Equity Share of face value of ₹10 each.

The Offer Price, Price Band, minimum Bid Lot and Employee Discount, if any, will be decided by our Company, in consultation with the Book Running Lead Managers and shall be published in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Offer Price and the discount(if any) shall be determined by our Company, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability of their Equity Shares, subject to applicable laws; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 482.

Allotment of Equity Shares only in dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 26, 2022 among our Company, CDSL and the Registrar to the Offer; and
- Tripartite agreement dated January 21, 2022 among our Company, NSDL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised form in multiples of one Equity Share subject to a minimum allotment of [●] Equity Shares. For details of basis of allotment, see "*Offer Procedure*" on page 461.

Employee Discount

Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid.

Joint Holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment in the Offer will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Collecting Depository Participant.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Period of operation of subscription list – Bid/Offer Programme

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

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

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

(3) UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is disclosed below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA*	On or about [●]
Credit of Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism), exceeding two Working Days from the Bid/Offer Closing Date, for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021, April 20, 2022 and June 21, 2023 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholders or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Promoter Selling Shareholders, severally and not jointly, confirm that he shall extend reasonable support and co-operation in relation to the Offered Shares, as may be requested by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, as may be prescribed by the SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders and Eligible Employees	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate non-retail, non-individual applications) where Bid Amount is more than ₹0.50 million	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ revision/cancellation of Bids	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward revision of Bids or cancellation of Bids by Retail Individual Bidders and Eligible Employees	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their Bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs and Eligible Employees after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids as per the format prescribed in SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than the prescribed time on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Bids and any revision in Bids will be accepted only during Working Days. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor the Promoter Selling Shareholders, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Banks due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that the revision in the Price Band shall not exceed 20% on either side, *i.e.*, the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

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

Minimum subscription

If, as prescribed, our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, the Promoter Selling Shareholders, to the extent applicable, and our Company shall forthwith refund the entire subscription amount received in accordance with applicable law. If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law, including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. Subject to applicable law, the Promoter Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholders, in which case such liability shall be on a several and not joint basis and shall be to the extent of the Offered Shares.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. If there is a delay beyond the prescribed period, our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

If there is under-subscription of the Offer, then subject to receiving minimum subscription of the Offer in terms of Rule 19(2)(b) of the SCRR and minimum subscription of 90% of the Fresh Issue, the Allotment shall be first made towards the Equity Shares up to 100% of the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale and all the Equity Shares offered by the Selling Shareholders in the Offer for Sale will be Allotted on a pro-rata basis post the issuance of 100% of the Equity Shares in Fresh Issue.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timelines as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Restrictions, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the minimum Promoters' Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure*" on page 92, and except as provided in the Articles of Association as detailed in "*Description of Equity Shares and Terms of the Articles of Association*" on page 482, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company, in consultation with the BRLMs, decides not to proceed with the Offer, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers, withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and the Stock Exchanges. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer of up to [●] Equity Shares bearing face value of ₹10 each for cash at a price of ₹[●] per Equity Share (including a share premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹2,800.00 million and an Offer for Sale of up to 6,000,000 Equity Shares aggregating up to ₹[●] million by the Promoter Selling Shareholders. The Offer comprises a Net Offer of up to [●] Equity Shares and the Employee Reservation portion of up to [●] Equity Shares aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed 5% of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion(5)
Number of Equity Shares available for Allotment/ allocation (2)	Not more than [●] Equity Shares of ₹ 10 each	Not less than [●] Equity Shares of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Offer or Offer less allocation to QIBs and RIBs, subject to the follow: (a) one third of such portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million. provided that the unsubscribed portion in either the sub-categories mentioned above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Net Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation	The Employee Reservation Portion shall constitute [●]% of our post-offer paid-up Equity Share capital
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares of ₹ 10 each shall be available for allocation	The Equity Shares of ₹ 10 each available for allocation to Non-Institutional Bidders under the Non- Institutional Portion, shall be subject to the following: a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 10 each are reserved for Bidders Biddings more than	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares of ₹ 10 each in the Retail Portion and the remaining available Equity Shares of ₹ 10 each, if any, shall be allotted on a proportionate basis. For	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated,

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion[(5)]
	on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares of ₹ 10 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price.	₹ 0.20 million and up to ₹ 1.00 million; and b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares of ₹ 10 each are reserved for Bidders Bidding more than ₹ 1.00 million. The unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub- category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. For details, see "*Offer Procedure*" on page 461.	details, see "*Offer Procedure*" on page 461.	on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for a value exceeding ₹0.20 million subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million (net of Employee Discount, if any).
Minimum Bid	Such number of Equity Shares of ₹ 10 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 10 each	Such number of Equity Shares of ₹ 10 each so that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares of ₹ 10 each	[●] Equity Shares of ₹ 10 each and in multiples of [●] Equity Shares of ₹ 10 each	[●] Equity Shares and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the Anchor Portion), subject to applicable limits	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares of ₹ 10 each in multiples of [●] Equity Shares of ₹ 10 each so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹0.50 million (less Employee Discount, if any)
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of ₹ 10 each and in multiples of [●] Equity Shares of ₹ 10 each thereafter			
Allotment Lot	[●] Equity Shares of ₹ 10 each and thereafter in multiples of one Equity Share of ₹ 10 each thereafter			
Trading Lot	One Equity Share of ₹ 10 each			
Who can apply[(3) (4)]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, Mutual Funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250	Resident Indian individuals, Eligible NRIs, HUFs (in the name of karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of karta)	Eligible Employees

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders	Employee Reservation Portion(5)
	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.			
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process (including UPI Mechanism for Bids up to ₹0.50 million).	Only through the ASBA process (including the UPI Mechanism).	ASBA only (including the UPI Mechanism)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

#*Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000 (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

^ *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), 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, NIIs 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 may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100,000,000, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100,000,000 but up to ₹2,500,000,000 under the Anchor Investor Portion, subject to a minimum Allotment of ₹50,000,000 per Anchor Investor, and (iii) in case of allocation above ₹2,500,000,000 under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500,000,000, and an additional 10 Anchor Investors for every additional ₹2,500,000,000 or part thereof will be permitted, subject to minimum allotment of ₹50,000,000 per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100,000,000. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company in consultation with the BRLMs.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to RII in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.*

(3) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note (“**CAN**”).*

(5) *Bids by FPIs with certain structures as described under “Offer Procedure – Bids by FPIs” on page 467 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.*

(6) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer. Allotment to an Eligible Employee in the Employee Reservation Portion may not exceed ₹0.20 million in value. Only in the event of an under-subscription in the Employee Reservation Portion, post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million in value. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount net of Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, if any, at the time of making a Bid.

The Bids by FPIs with certain structures as described under "*Offer Procedure — Bids by FPIs*" on page 467 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholders, the members of the Syndicate, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹0.50 million), shall be added to the Net Offer. For further details, see "*Terms of the Offer*" on page 451.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations)and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Offer, (vi)general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund.

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), as may be prescribed by the SEBI. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023 ("**T+3 Circular**"). Accordingly, the Offer will be undertaken as per the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the *public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI has reduced the time period for refund of application monies from 15 days to two days.*

Our Company, the Promoter Selling Shareholders and the Syndicate and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Prospectus.

Further our Company, the Promoter Selling Shareholders and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein in terms of Regulation 32(2) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allotted on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price (net of Employee Discount, if any). The Offer comprises a Net Offer of up to [●] Equity Shares and the Employee Reservation portion of up to [●] Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of Employee Discount, if any) subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a Retail Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 until November 30, 2023 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), Phase III has been notified, and accordingly the revised timeline of T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Offer shall be undertaken as per the processes and procedures under UPI Phase III, as notified in the T+3 Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) (the "**UPI Streamlining Circulars**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post– Offer BRLM will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

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 Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM(s) will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. The electronic copy of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Retail Individual Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed 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	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Form*

Notes:

(1) *Electronic Bid cum Application Forms and the Abridged Prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*

(2) *Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through the UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the Bankers to the Offer. The BRLMs shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Offer for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021 and April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII & QIB bids above ₹200,000, through SCSBs only.

Pursuant to BSE Circular No:20220803-40 and NSE circular No:25/2022, both dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

d) Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by the Bidder.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders Bidding through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portals for intermediaries (closed user group) from the date of Bid/Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the stock exchange platform during the Bid/Offer Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs;

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs; or

(v) pension funds (registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLMs.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

Further, except for the sale of Equity Shares by the Promoter Selling Shareholders, our Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "*Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

In accordance with the FEMA Non-debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

Also see "*Restrictions on Foreign Ownership of Indian Securities*" on page 481.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap is 100% and accordingly, the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying asset) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of is subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re- registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million. The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹0.50 million.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. Further, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall not be treated as multiple Bids, even if Eligible Employee has made an application of up to ₹0.50 million (net of Employee Discount, if any) in the Employee Reservation Portion. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.,* Pink colour form).

(b) The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

(c) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Only those Bids, which are received at or above the Offer Price would be considered for Allotment under this category.

(e) The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹0.20 million (net of Employee Discount, if any). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.20 million (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.50 million (net of Employee Discount, if any).

(f) Eligible Employees can apply at Cut-off Price.

(g) If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(h) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(i) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

(k) Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

Please note that any individuals who are directors, employees or promoters of (a) the Lead Manager, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013, as amended) and 'group companies' of such Lead Manager, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and mutual funds managed by asset management companies controlled by the bank, shall not exceed more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the banking company paid up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by RBI from time to time. The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time**.**

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

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

(x) Neither (a) BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply in the Offer under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus and the Prospectus.

For more information, please read the General Information Document.

Certain Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholders and/or the BRLMs are cleared or approved by the Stock Exchanges, nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. UPI Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

Do's:

A. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

B. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

C. Ensure that you have Bid within the Price Band;

D. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

E. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

F. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

G. UPI Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

H. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

I. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

J. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

K. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

L. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

M. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgement specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

N. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgement Slip;

O. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

P. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

Q. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

R. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

S. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;

T. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

U. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;

V. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

W. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

X. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process;

Y. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

Z. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

AA. Ensure that when applying in the Offer using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

BB. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

CC. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

DD. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

EE. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

FF. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her/its UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorises the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid cum Application Form;

GG. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Offer Closing Date;

HH. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion for allocation in the Offer;

II. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

JJ. Ensure that the Demographic Details are updated, true and correct in all respects; and

KK. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

A. Do not Bid for lower than the minimum Bid size;

B. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;

D. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount);

E. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);

F. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

G. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;

H. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

I. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

J. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

K. Do not submit the Bid for an amount more than funds available in your ASBA account;

L. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

M. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Offer Closing Date for QIBs;

N. Do not Bid for Equity Shares in excess of what is specified for each category;

O. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively;

P. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

Q. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;

R. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

S. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

T. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

U. Do not submit the General Index Register ("**GIR**") number instead of the PAN;

V. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

W. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

X. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

Y. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

Z. Anchor Investors should not Bid through the ASBA process;

AA. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

BB. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

CC. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

DD. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

EE. In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000;

FF. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism; and

GG. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "*General Information*" on page 82.

For helpline details of the BRLMs pursuant to SEBI master circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, see '*General Information*' on page 82.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹200,000;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circular dated June 21, 2023 and SEBI circulars dated June 2, 2021 and April 20, 2022 (each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

(a) In case of resident Anchor Investors: "[●]"; and

(b) In case of Non-Resident Anchor Investors: "[●]".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholders and the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Allotment advertisement

The Allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9.00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9.00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9.00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the Book Running Lead Managers and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading of the Equity Shares on the Stock Exchanges, disclosing the date of commencement of trading of the Equity Shares on the Stock Exchanges in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) in all editions of [●], a Hindi national daily newspaper; and (iii) in all editions of [●], a Gujarati national daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Promoter Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ii) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(iii) all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within the time period of the Bid/Offer Closing Date, as may be prescribed by the SEBI or under any applicable law;

(iv) if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(v) the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(vi) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vii) except for Equity Shares allotted pursuant to the Offer, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc, other than as disclosed in accordance with Regulation 56;

(viii) Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

(ix) Our Company shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;

(x) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly; and

(xi) if our Company, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI.

Undertakings by the Promoter Selling Shareholders

Each of the Promoter Selling Shareholders, severally and not jointly, specifically undertakes and/ or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

(i) they are the legal and beneficial owners of the Equity Shares offered by them in the Offer for Sale;

(ii) the Offered Shares are free and clear of any encumbrances and shall be transferred to the successful Bidders under applicable law free and clear of any encumbrances;

(iii) the portion of the Offered Shares offered for sale by the Promoter Selling Shareholders are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;

(iv) they shall provide such reasonable assistance and cooperation as may be reasonably required by our Company and the Book Running Lead Managers in redressal of such investor grievances in relation to their respective Offered Shares and statements specifically made or confirmed by them in this Draft Red Herring Prospectus in relation to themselves as a Promoter Selling Shareholders;

(v) they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person (whether related to themselves or not) for making a Bid in the Offer;

(vi) they shall provide such reasonable support and cooperation as required under applicable law or requested by our Company and/or the Book Running Lead Managers in relation to their respective Offered Shares, (a) for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges, and/ or (b) refund orders (if applicable); and

(vii) they shall not have any recourse to the proceeds of the Offer for Sale until final listing and trading approvals have been received from the Stock Exchanges.

The statements and undertakings provided above are statements which are specifically confirmed or undertaken by the Promoter Selling Shareholders in relation to themselves and their respective Offered Shares.

Utilization of Offer Proceeds

Our Company declares that:

(i) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed until the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(iii) details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry Government of India (*earlier known as the Department of Industrial Policy and Promotion*) ("**DPIIT**") issued the FDI Policy, which with effect from October 15, 2020 consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. As per the Consolidated FDI Policy, FDI in companies engaged in manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route. For further details, see "*Key Regulations and Policies*" on page 262.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 467.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-debt Instruments Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see "*Offer Procedure*" on page 461.

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States, Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION INTERPRETATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Except as disclosed below, there are no other material provisions of the Articles of Association that are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

THE COMPANIES ACT, 2013

THE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GSP CROP SCIENCE LIMITED

PRELIMINARY

1.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company, subject to the modifications including the additional matters that are expressly made applicable in these Articles.	Table 'F' shall apply
	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to 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
		Definitions and Interpretation	
2.	(1)	In these Articles -	
		(a) "**Act**" means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	"Act"
		(b) "**Applicable Laws**" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time	"Applicable Laws"
		(c) "**Articles**" means these articles of association of the Company or as altered from time to time.	"Articles"
		(d) "**Board of Directors**" or "**Board**", means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 88 to 98, herein, as may be applicable.	"Board of Directors" or "Board"
		(e) "**Company**" means **GSP Crop Science Limited**	"Company"
		(f) "**Depository**" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a	

	certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;	
	(g) "**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles as may be applicable;	
	(h) "**Equity Shares**" or "**Shares**" shall mean the issued, subscribed and fully paid-up equity shares of the Company having a face value of such amount as prescribed under the Memorandum of Association;	
	(i) "**Lien**" means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;	"Lien"
	(j) "**Rules**" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	"Rules"
	(k) "**Memorandum**" means the memorandum of association of the Company or as altered from time to time.	"Memorandum"
(2)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	"Number" and "Gender"
(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act
	Articles to be contemporary in nature	
3.	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.	Articles to be contemporary in nature
	Share capital and variation of rights	
4.	The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum of Association with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.	Authorized share capital
5.	Subject to the provisions of Section 62 and other applicable 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 (subject to the compliance with the provision of section 53 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	Shares under control of Board

6.	Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose 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, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	Board may allot shares otherwise than for cash
7.	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	Kinds of share capital
8. (1)	Unless the shares have been issued in dematerialized form, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide – (a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first.	Issue of certificate
(2)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to the person first named on the register of members shall be sufficient delivery to all such holders.	Issue of share certificate in case of joint holding
(3)	Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.	Option to receive share certificate or hold shares with depository
9.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a Depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the Depository, the Company shall intimate such Depository the details of allotment of the share to enable the Depository to enter in its records the name of such person as the beneficial owner of that share. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in	Option to receive share certificate or hold shares with Depository

	any medium as may be permitted by law including in any form of electronic medium.	
10.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees not less than Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.	Issue of new certificate in place of one defaced, lost or destroyed
11.	Except as required by Applicable Laws, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Notwithstanding anything contained herein above, a Member has a right to nominate one or more persons as his/her nominee(s) to been titled to the rights and privileges as may be permitted in the event of death of such member/s subject to the provisions of the Companies Act, 2013 and other applicable laws.	
12.	Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.	Terms of issue of debentures
13.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, 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 a Special Resolution.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
14. (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities,	Power to pay commission in

	provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	connection with securities issued
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
(3)	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.	Mode of payment of commission
15. (1)	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 resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.	Provisions as to general meetings to apply *mutatis mutandis* to each Meeting
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.	Issue of further shares not to affect rights of existing members
17.	Subject to section 55 and other provisions of the Act, the Board 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.	Power to issue redeemable preference shares
18. (1)	Where at any time, the Company proposes to increase its subscribed capital by issue of further Securities, either out of the unissued capital or the increased share capital, such Securities shall be offered: (a) to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions: i. the aforesaid offer shall be made by a notice specifying the number of Securities offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; ii. the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the Securities offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and iii. after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Securities offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or	Further issue of securities

	(b) to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or (c) to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder. The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act.	
	Subject to the applicable provisions of the Companies Act, 2013, the Company shall have the power to issue, offer and allot Equity Warrants on such terms and conditions as may be deemed fit by the Board of Directors.	Equity Warrants at disposal
(2)	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.	
(3)	A further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Mode of further issue of securities
(4)	The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with purchase or subscription made or to be made by any person of or for any shares in the Company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares, but nothing in this Article shall prohibit transactions mentioned in Section 67 of the Act. Notwithstanding anything contained in these Articles but subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	
	Lien	
19. (1)	The fully paid shares will be free from all Lien, however, Company shall have a first and paramount Lien – (a) on every share/Debentures (not being a fully paid share) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares/debentures (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/Debenture to be wholly or in part exempt from the provisions of this Article.	Company's lien on shares

		Provided further that Company's lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.	
	(2)	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.	Lien to extend to dividends, etc.
	(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's Lien.	Waiver of Lien in case of registration
20.		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 to the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing Lien by sale
21.	(1)	To give effect to any such sale, the Board may authorize some person to transfer the shares/ Debentures sold to the purchaser thereof.	Validity of sale
	(2)	The purchaser shall be registered as the holder of the shares/Debentures comprised in any such transfer.	Purchaser to be registered holder
	(3)	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.	Validity of Company's receipt
	(4)	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 with reference to the sale	Purchaser not affected
22.	(1)	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.	Application of proceeds of sale
	(2)	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.	Payment of residual money
23.		The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to Lien to apply mutatis mutandis to debentures, etc.
		Calls on shares	
24.	(1)	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 preceding call	Board may make Calls

	(2)	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.	Notice of call
	(3)	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
25.		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.	Call to take effect from date of resolution
26.		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
27.	(1)	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 due date to the time of actual payment at such rate as may be fixed by the Board.	When interest on call or instalment payable
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
28.	(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be calls
	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of nonpayment of sums
29.		The Board : (a) may, if it thinks fit, subject to the provisions of the Act, 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 (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends subsequently declared or (b) 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. The Directors may at any time repay the amount so advanced.	Payment in anticipation of calls may carry interest
30.		If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment 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.	Installments on shares to be duly paid
31.		All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
32.		The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis

		mutandis to debentures, etc.
Transfer of shares		
33. (1)	A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.	Instrument of transfer to be executed by transferor and transferee
(2)	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.	
34.	The Board may, subject to the right of appeal conferred by the section 58 of the Act and other applicable provisions of the Act or any other law for the time being in force,decline to register the transfer– (a) any share, not being a fully paid share/debentures, to a person of whom they do not approve; or (b) any shares/debentures on which the Company has a Lien. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.	Board may refuse to register transfer
35.	The Board may decline to recognize 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 sub-section (1) of section 56 of the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.	Board may decline to recognize instrument of transfer
36.	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.	Transfer of shares when suspended
37.	Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the	Notice of refusal to register transfer

		instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 32, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.	
38.		The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.
		Transmission of shares	
39.	(1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.	Title to shares on death of a member
	(2)	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.	Estate of deceased member liable
40.	(1)	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.	Transmission Clause
	(2)	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.	Board's right unaffected
41.	(1)	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.	Right to election of holder of share
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
	(3)	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.	Limitations applicable to notice
42.		A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter	Claimant to be entitled to same advantage

		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.	
43.		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	Provisions as to transmission to apply mutatis mutandis to debentures, etc.
44.		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	No fee for transfer or transmission
		Forfeiture of shares	
45.		If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a 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 instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or instalment not paid notice must be given
46.		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.	Form of Notice
47.		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment of shares to be forfeited
48.		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.	Entry of forfeiture in register of members
49.		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.	Effect of forfeiture
50.	(1)	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.	Forfeited shares may be sold, etc.
	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
51.	(1)	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.	Members still liable to pay money owing at the time of forfeiture
	(2)	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.	Cesser of liability

52.	(1)	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;	Certificate of forfeiture
	(2)	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;	Title of purchaser and transferee of forfeited shares
	(3)	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4)	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.	Transferee not affected
53.		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.	Validity of sales
54.		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.	Cancellation of share certificate in respect of forfeited shares
55.		The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
56.		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.	Sums deemed to be calls
57.		The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.
		Borrowing Powers	
58.		Subject to the provisions of the Act and these Articles, the Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital, free reserves. The Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the	Power of the Board to borrow monies

	whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of the Act and these Articles, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable 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 or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company.	
	Alteration of capital	
59.	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.	Power to alter share capital
60.	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;	Right of stockholders

	(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.	
61.	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, - (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
62.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint holders
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of Joint holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit, and 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.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one Sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	Vote of joint holders
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
	(f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.

Capitalization of profits		
63. (1)	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalization
(2)	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).	Sum how applied
(3)	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;	
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of these Article.	
64. (1)	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.	Powers of the Board for capitalization
(2)	The Board shall have power - (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.	Board's power to issue fractional certificate/ coupon etc.
(3)	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members

Buy-back of shares		
65.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
General meetings		
66.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
67.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
68.	General Meeting shall be called by giving not less than twenty one days' notice, either in writing or through electronic mode as prescribed under the Act, except as otherwise provided by law. For the purpose of reckoning twenty one days' notice, the day of sending the notice and the day of the Meeting shall not be counted. The notice shall specify the place, date, day and hour of the Meeting and the business to be transacted thereat. In the case of special business, an explanatory statement shall be annexed to the notice in accordance with the provisions of Section 102 of the Act. Such notice shall be given in the manner hereinafter mentioned or in such other manner, if any, as prescribed under the Act, to all the Members and to the persons entitled to a share in the consequence of death or insolvency of a Member, and to such other persons as specified under law. Any accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member or other person entitled to receive such notice shall not invalidate the proceedings of the Meeting.	Notice of General Meetings
Proceedings at general meetings		
69.	No business shall be transacted at any general meeting unless aMinimum required quorum as per Section 103 of the Companies Act, 2013of members is present at the time when the meeting proceeds to business.	Presence of Quorum
70.	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
71.	The quorum for a general meeting shall be as provided in the Act.	Quorum for general meeting
72.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
73.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
74. (1)	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 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	Minutes of proceedings of meetings and

		thereof in books kept for that purpose with their pages consecutively numbered.	resolutions passed by postal ballot
	(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson 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.	Certain matters not to be included in Minutes
(3)		The Chairperson 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.	Discretion of Chairperson in relation to Minutes
(4)		The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be Evidence
75.	(1)	The book/binder 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 business hours on all working days.	Inspection of minute books of general meeting
	(2)	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.	Members may obtain copy of minutes
		Adjournment of meeting	
76.	(1)	The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to placewith the consent of the members where quorum is present	Chairperson may adjourn the meeting
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3)	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.	Notice of adjourned meeting
	(4)	Save as aforesaid, and save as provided in 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.	Notice of adjourned meeting not required
		Voting rights	
77.		Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up Equity Share capital of the company.	Entitlement to vote on show of hands and on poll
78.		A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means

79.	(1)	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.	Vote of joint holders
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
80.		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.	How members non compos mentis and minor may vote
81.		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
82.		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.	Restriction on voting rights
83.		A member is not prohibited from exercising 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.	Restriction on exercise of voting rights in other cases to be void
84.		Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
		Proxy	
85.	(1)	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.	Member may vote in person or otherwise
	(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarized 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, and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
86.		An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
87.		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.	Proxy to be valid notwithstanding death of the principal
		Board of Directors	
88.		Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).	Board of Directors

		The following persons were the First Directors of the Company at the time of Incorporation: 1. Shri Vrajmohan Ramanlal Shah 2. Shri Chandrakant Ramanlal Shah	
89.		The Directors shall not be required to hold any specific qualification shares in the Company.	
	88A(1)	The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.	Chairperson and Managing Director
	(2)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	Directors not liable to retire by rotation
90.	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of Directors
	(2)	The remuneration payable to the directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	Remuneration to require members' consent
	(3)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Travelling and other expenses
	(4)	Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred	Sitting Fees
		APPOINTMENT AND REMUNERATION OF DIRECTORS	
91.		Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.	Appointment
92.		Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	Independent Director
93.		Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in	Remuneration

		default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	
94.		Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	Payment for Extra Service
95.		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.	Execution of negotiable instruments
96.	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
	(2)	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.	Duration of office of additional director
97.	(1)	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.	Appointment of alternate director
(2)		An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	Duration of office of alternate director
(3)		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.	Re-appointment provisions applicable to Original Director
98.	(1)	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.	Appointment of director to fill a casual vacancy
	(2)	The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
Powers of Board			
99.		The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in general meeting provided that no such	General powers of the Company vested in Board

		regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	
Proceedings of the Board			
100.	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Provided that the gap between the two Board meetings shall not be more than 120 days and atleast 4 meeting shall be conducted every fiscal year or such other days as may be provided under applicable law.	When meeting to be convened
	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
	(3)	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meetings
	(4)	The participation of directors in a meeting of the Board 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 Applicable Laws.	Participation at Board meetings
	(5)	At least 7 (seven) Days' written notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.	Notice of Board meetings
101.	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
102.		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.	Directors not to act when number falls below minimum
103.	(1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
(2)		If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairperson of the meeting	Directors to elect a Chairperson
104.	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers

	(2)	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.	Committee to conform to Board regulations
	(3)	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 Applicable Laws.	Participation at Committee meetings
105.	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time allocated for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
106.	(1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
107.		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.	Acts of Board or Committee valid notwithstanding defect of appointment
108.		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.	Passing of resolution byCirculation
		Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer	
109.	(1)	Subject to the provisions of the Act, - A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	Chief Executive Officer, etc.
	(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc.
	109A.	The Company has not kept Seal as the Company is not required to have the same. Hence, the provisions relating to Seal are not applicable to the Company.	Provision of Seal not to be applicable

Registers			
110.		The Company shall keep and maintain at its registered office 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 copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory registers
111.	(1)	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.	Foreign register
	(2)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
Dividends and Reserve			
112.		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.	Company in general meeting may declare dividends
113.		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
112A		Subject to the provisions of the Act, the Board may from time to time pay to the members such special dividends of such amount on such class of shares and at such times as it may think fit.	Special dividends
114.	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
115.	(1)	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.	Division of profits
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance

	(3)	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.	Dividends to be apportioned
116.	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
117.	(1)	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.	Dividend how remitted
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of Payment
	(3)	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.	Discharge to Company
118.		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.	Receipt of one holder sufficient
119.		No dividend shall bear interest against the Company.	No interest on dividends
120.		The waiver in whole or in part of any dividend on any share by any document 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.	Waiver of dividends
		UNPAID OR UNCLAIMED DIVIDEND	
121.	(1)	Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank subject to the applicable provisions of the Act and the Rules made thereunder.	Transfer of unclaimed dividend
	(2)	The Company shall, within a period of ninety days of making any transfer of an amount, as stated above to the unpaid dividend account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company,	Transfer to IEPF Account

		if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed. If any default is made in transferring the total amount referred to in sub-article (1) or any part thereof to the unpaid dividend account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelveper cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed. All shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the Investors Education and Protection Fund subject to the provisions of the Act and Rules.	
	(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.	Forfeiture of unclaimed dividend
		Accounts	
122.	(1)	The books of account and books 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.	Inspection by Directors
	(2)	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 Applicable Laws or authorized by the Board.	Restriction on inspection by members
		Winding up	
123.		Subject to the applicable provisions of the Act and the Rules made thereunder –	Winding up of Company
	(1)	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.	
	(2)	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.	
	(3)	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 and Insurance	
124.	(1)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary 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 and officer may incur or become liable	Directors and officers right to indemnity

	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.	
(2)	Subject as aforesaid, every director, managing director, manager, company secretary 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.	
(3)	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.	Insurance
	Secrecy	
125.	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	
	General Power	
126.	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. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "**Listing Regulations**"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.	General power

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink: www.gspcrop.in/investors. Physical copies of the above-mentioned documents referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material contracts to the Offer

1. Offer Agreement dated December 20, 2024 entered into among our Company, the Promoter Selling Shareholders and the BRLMs.

2. Registrar Agreement dated December 19, 2024 entered into among our Company, the Promoter Selling Shareholders and the Registrar to the Offer.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, the BRLMs, the Syndicate Members, the Bankers to the Offer, and the Registrar to the Offer.

5. Share Escrow Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, and the Share Escrow Agent.

6. Syndicate Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders, the Registrar to the Offer, the BRLMs and the Syndicate Members.

7. Underwriting Agreement dated [●] entered into among our Company, the Promoter Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of incorporation dated February 12, 1985, September 19, 2003 and November 6, 2024 issued by RoC.

3. Resolution dated December 6, 2024 passed by the Board authorising the Offer and other related matters.

4. Resolution dated December 7, 2024 passed by the Shareholders authorising the Fresh Issue and other related matters.

5. Resolution dated December 6, 2024 passed by the Board taking on record the participation of the Promoter Selling Shareholders in the Offer for Sale and other matters.

6. Resolution dated December 20, 2024 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.

7. Consent letter of the Promoter Selling Shareholders for participation in the Offer for Sale, as detailed in "*The Offer*" on page 76.

8. Engagement letter dated July 26, 2024 entered into between the Company and ICRA for appointment of ICRA Analytics Limited.

9. Report titled *"Assessment of the Global & Domestic Agrochemicals Market*" dated December 2024 issued by ICRA Analytics Limited.

10. Consent letter dated December 20, 2024 issued by ICRA Analytics Limited, with respect to the ICRA Report.

11. Valuation report dated August 31, 2023, issued by Adish D. Jani & Associates, for valuation of fair price of GSP Agroquimica Do Brasil LTDA.

12. Valuation certificate dated February 15, 2021 issued by Adish D. Jani & Associates for valuation of fair market value of equity shares of Sulphur Crop Care Private Limited.

13. Shareholders Agreement dated February 26, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Ashokkumar M Kosti read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Ashokkumar M Kosti.

14. Shareholders Agreement dated March 12, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Dhairya G. Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Dhairya G. Shah.

15. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Shilaben Dipakkumar Patel and Dipakkumar Mafatbhai Patel read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Shilaben Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Dipakkumar Mafatbhai Patel.

16. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Hitesh Hasmukhlal Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Hitesh Hasmukhlal Shah.

17. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Jagdish Arvind Kalolia & Sonal Jagdishbhai Kalolia read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jagdish Arvind Kalolia and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Sonal Jagdishbhai Kalolia

18. Shareholders Agreement dated March 1, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), vVilasben Vrajmohan, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF), Jayesh Rajnikant Shah and Jignaben Jayeshbhai Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jayesh Rajnikant Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jignaben Jayeshbhai Shah.

19. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Jayesh Harjibhai Visavadia read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jayesh Harjibhai Visavadia.

20. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Jenis Jaypraksha Thakkar read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Jenis Jaypraksha Thakkar.

21. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Mamtaben Tarunkumar Shah and Tarunkumar Hasmukhlal Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Mamtaben Tarankumar Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Tarunkumar Hasmukhlal Shah.

22. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Mrunal Arvindbhai Sanghvi jointly with Raina Mrunal Sanghvi read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and the Mrunal Arvindbhai Sanghvi jointly with Raina Mrunal Sanghvi.

23. Shareholders Agreement dated February 26, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Mukesh Maganbhai Patel “) read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Mukesh Maganbhai Patel.

24. Shareholders Agreement dated March 1, 2021, entered into among our Company, Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Nikhil C. Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Nikhil C. Shah.

25. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Nileshbhai Nautambhai Jani read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Nileshbhai Nautambhai Jani.

26. Shareholders Agreement dated March 12, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Nita Dhiren Kothary read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Nita Dhiren Kothary.

27. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) (“Erstwhile Promoters”) and Patel Pankaj S read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Patel Pankaj S.

28. Shareholders Agreement dated March 12, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Rajesh Dhirajlal Gondaliya read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rajesh Dhirajlal Gondaliya.

29. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan

Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Rajubhai Vinodrai Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rajubhai Vinodrai Shah.

30. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF), Hetal Rakesh Shah and Rakeshkumar Vinodchandra Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Hetal Rakesh Shah and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rakeshkumar Vinodchandra Shah.

31. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Rakeshkumar Vinodchandra Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rakeshkumar Vinodchandra Shah.

32. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Anik Anantkumar Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Anik Anantkumar Shah.

33. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Shalin Patel read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Shalin Bipin Patel.

34. Shareholders Agreement dated February 26, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Shital Avinash Mane read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Shital Avinash Mane.

35. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Shyam Mehulkumar Pandya read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Shyam Mehulkumar Pandya.

36. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) Rajendra Govind Landge and Swati Rajendra Landge read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Rajendra Govind Landge and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Swati Rajendra Landge.

37. Shareholders Agreement dated February 26, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) Urvish Bhadreshkumar Patel, Kushal Urvishbhai Patel and Manishaben Urvishkumar Patel read with the amendment agreement dated November 12, 2024 entered into among our Company,

Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Urvish Bhadreshkumar Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Kushal Urvishbhai Patel and the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Manishaben Urvishkumar Patel.

38. Shareholders Agreement dated February 24, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Varshaben Bipinkumar Patel read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Varshaben Bipinkumar Patel.

39. Shareholders Agreement dated February 25, 2021, entered into among our Company, Kenal Vrajmohan Shah, Bhavesh Vrajmohan Shah, Vrajmohan Ramanlal Shah, Vrajmohan R. Shah & Vilasben V. Shah, Vrajmohan Ramanlal Shah (HUF), Vilasben Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Deepa Bhavesh Shah, Kenal Vrajmohan Shah (HUF), Bhavesh Vrajmohan Shah (HUF) and Vipul Hasmukhlal Shah read with the amendment agreement dated November 12, 2024 entered into among our Company, Bhavesh Vrajmohan Shah, Tirth Kenal Shah, Falguni Kenal Shah, Vilasben Vrajmohan Shah, Deepa Bhavesh Shah and Vipul Hasmukhlal Shah.

40. Agreement for Transfer of Rights dated December 4, 2024 entered into among our Company and Kenal Vrajmohan Shah and Alkesh M. Patel.

41. Patent License agreement dated November 20, 2024 entered into among our Company and Rajdhani Petrochemicals Private Limited.

42. Trademark License agreement dated November 20, 2024 entered into among our Company and BPI Chemtex Private Limited.

43. The examination report dated December 6, 2024 of the Statutory Auditors on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

44. Written consent dated December 20, 2024 from M S K C & Associates, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 6, 2024 on our Restated Consolidated Financial Information; (ii) their report dated December 20, 2024 on the statement of possible special tax benefits, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

45. Consents of the BRLMs, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to the Offer, our Directors, Chief Financial Officer, Selling Shareholders and the Company Secretary and Compliance Officer, to act in their respective capacities.

46. Report on the statement of possible special tax benefits available to our Company and our Shareholders, dated December 20, 2024 issued by the Statutory Auditors.

47. Copies of annual reports of our Company for Fiscal 2024, Fiscal 2023 and Fiscal 2022.

48. Tripartite agreement dated January 21, 2022, among our Company, NSDL and the Registrar to the Offer.

49. Tripartite agreement dated February 26, 2022, among our Company, CDSL and the Registrar to the Offer.

50. Certificate dated December 20, 2024 from Pankaj K. Shah Associates, Chartered Accountants (Firm Registration Number: 107352W), with respect to our key performance indicators.

51. Resolution dated December 20, 2024 passed by the Audit Committee approving the key performance indicators for disclosure.

52. Due diligence certificate to SEBI from the BRLMs dated December 20, 2024.

53. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

54. Final observation letter bearing number [●] dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Bhavesh Vrajmohan Shah
Chairman and Managing Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Shail Jayesh Shah
Whole-time Director and Chief Financial Officer

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Tirth Kenal Shah
Whole-time Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Mehul Premkantbhai Pandya
Whole-time Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Apurva Soham Mashruwala
Independent Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Bharat Ramniklal Shah
Independent Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Ashish P Mehta
Independent Director

Place: Mumbai, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Nakul J Sharedalal
Independent Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, guidelines, or regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Shail Jayesh Shah
Chief Financial Officer and Whole-time Director

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I, Vilasben Vrajmohan Shah, acting as a Promoter Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Promoter Selling Shareholder and the Promoter Offered Shares are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

Vilasben Vrajmohan Shah

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

I, Bhavesh Vrajmohan Shah, acting as a Promoter Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to me as the Promoter Selling Shareholder and the Promoter Offered Shares are true and correct. I assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

Bhavesh Vrajmohan Shah

Place: Ahmedabad, India
Date: December 20, 2024

DECLARATION

We, Kappa Trust (acting through our trustee Falguni Kenal Shah), as a Promoter Selling Shareholder, hereby certify and declare that all statements, disclosures, and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us as the Promoter Selling Shareholder and the Promoter Offered Shares are true and correct. We assume no responsibility, as a Promoter Selling Shareholder, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF KAPPA TRUST

Name: Falguni Kenal Shah
Designation: Trustee

Place: Ahmedabad, India
Date: December 20, 2024