



NARMADA BIO-CHEM LIMITED

Our Company was incorporated as a private limited company on February 7, 2001 under the provisions of Companies Act, 1956 as “Narmada Bio-Chem Private Limited” vide certificate of incorporation issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli on February 7, 2001. Subsequently, our Company was converted into a public limited company pursuant to approval of the shareholders at an extraordinary general meeting held on September 28, 2015 and consequently, the name of our Company was changed to “Narmada Bio-chem Limited” and a Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company reflecting the new name was issued by the Registrar of Companies, Ahmedabad on October 23, 2015. For further details please see the chapter titled “History and Certain Corporate Matters” beginning on page 148 of this DRHP.

Registered Office: “Narmada House”, Plot No. 252, TP No. 50, Nr. Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054

Tel No: 079-29705173/74/75; **Fax No:** 079-29705172

Contact Person: Ms. Archita R. Kabra, Company Secretary and Compliance Officer, **E-mail:** roc@nbcindia.com **Website:** www.nbcindia.com

Corporate Identification Number: U24219GJ2001PLC039235

PROMOTERS OF OUR COMPANY: MR. DINESHBHAI DHIRUBHAI PATEL AND ADESHWAR DISTRIBUTORS PRIVATE LIMITED

INITIAL PUBLIC OFFER OF UPTO 72,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF NARMADA BIO-CHEM LIMITED (OUR “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) AGGREGATING UPTO ₹ [•] MILLIONS (THE “OFFER”) CONSISTING OF A FRESH ISSUE OF UPTO 54,00,000 EQUITY SHARES AGGREGATING UPTO ₹ [•] MILLIONS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UPTO 18,00,000 EQUITY SHARES BY NARMADA ORGANICS PRIVATE LIMITED (“SELLING SHAREHOLDER”) AND AGGREGATING TO ₹ [•] MILLIONS (“OFFER FOR SALE”), AND TOGETHER WITH THE FRESH ISSUE (THE “OFFER”), THE OFFER COMPRISES A NET OFFER TO THE PUBLIC OF [•] EQUITY SHARES (THE “NET OFFER”) AND RESERVATION OF [•] EQUITY SHARES AGGREGATING UPTO ₹ [•] MILLIONS FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) NOT EXCEEDING [•]% OF OUR POST-OFFER PAID-UP EQUITY SHARES CAPITAL (THE “EMPLOYEE RESERVATION PORTION”). THE OFFER WOULD CONSTITUTE [•]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL AND THE NET OFFER TO THE PUBLIC WOULD CONSTITUTE [•]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY AND SELLING SHAREHOLDER MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (“BRLM”), OFFER A DISCOUNT OF UPTO [•]% (EQUIVALENT TO ₹ [•] MILLION) ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES (“EMPLOYEE DISCOUNT”). THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND, THE EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY THE COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [•] EDITIONS OF A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER, IN [•] EDITIONS OF [•] A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND IN [•] EDITIONS OF [•] A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (“BSE”) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE”) FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

In case of any revisions to the Price Band, the Bid/Offer Period will be extended by at least 3 additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding ten Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members and by intimation to Self Certified Syndicate Banks (“SCSBs”) and the Registered Brokers.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process in compliance with Regulation 26(1) of the Securities and Exchange Board of India (Offer of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), wherein [•]% of the Offer shall be allocated on a proportionate basis to qualified institutional buyers (“QIBs”) (the “QIB Portion”), provided that our Company and Selling Shareholder, in consultation with BRLM may allocate upto 60% of the QIB Portion to Anchor Investors (“Anchor Investor Portion”) on a discretionary basis, out of which at least one-third shall 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. 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. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are mandatorily required to participate in this Offer through an Application Supported by Blocked Amount (“ASBA”) process providing details of their respective bank accounts which will be blocked by the Self Certified Syndicate Banks (“SCSBs”). Anchor Investors are not permitted to participate in this Offer through the ASBA process. For details, see chapter titled “Offer Procedure” beginning on page 285 of this DRHP.

RISKS IN RELATION TO THE FIRST ISSUE

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 the Equity Shares is ₹ 10 each and the Floor Price is [•] times the face value and the Cap Price is [•] times the face value. The Offer Price (determined and justified by our Company and the Selling Shareholder, in consultation with the BRLM and as stated under the chapter “Basis for Offer Price” beginning on page 104 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 or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 18 of this DRHP.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission or inclusion 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, the Selling Shareholder accepts responsibility only for statements, made expressly by it in this Draft Red Herring Prospectus in relation to itself in connection with the Offer for Sale and the Equity Shares offered by it in the Offer for Sale.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received an ‘in-principle’ approval from the BSE and the NSE for the listing of the Equity Shares pursuant to the letters dated [•] and [•], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [•]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the Registrar of Companies, Ahmedabad (“RoC”) in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus upto the Bid/Offer Closing Date, see the section titled “Material Contracts and Documents for Inspection” beginning on page 407 of this DRHP.

BOOK RUNNING LEAD MANAGER



Pantomath Capital Advisors Limited,
406-408, Keshava Premises
Bandra Kurla Complex, Bandra East
Mumbai – 400 051
Tel: +91 22 6194 6700
Fax: +91 22 2659 8690
Email: ipo@pantomathgroup.com
Investor Grievance Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Mr. Hardik Bhuta
SEBI Registration No: INM000012110

REGISTRAR TO THE OFFER



Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda
Hyderabad – 500 032, India
Tel: (91 40) 6716 2222
Fax: (91 40) 2343 1551
Email: einward.ris@karvy.com
Investor Grievance E-mail: narmadabiochem.ipo@karvy.com
Website: http://www.karisma.karvy.com/
Contact Person: Mr. M. Murali Krishna
SEBI Registration Number: INR000000221

BID/OFFER PROGRAMME

FOR ALL BIDDERS:	OFFER OPENS ON*: [•]
FOR QIBS:	OFFER CLOSES ON**: [•]
FOR RETAIL AND NON-INSTITUTIONAL BIDDERS:	OFFER CLOSES ON: [•]

*Our Company and the Selling Shareholder, in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor shall bid on the Anchor Investor Bidding Date i.e. one Working Day prior to the Bid / Offer Opening Date.

** Our Company and the Selling Shareholder, in consultation with the BRLM, may consider closing the Bidding by QIB Bidders one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.

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SECTION I – DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this DRHP. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or reenactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Part B” of “Offer Procedure”, will have the meaning ascribed to such terms in these respective sections.

Term	Description
“Narmada Bio-chem Limited”, “our Company”, “the Company”, “the Issuer Company”, and “the Issuer”	Unless the context otherwise requires, refers to Narmada Bio-chem Limited, a public limited company incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli and having its registered office at “Narmada House”, Plot No.252, TP No.50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat - 380054
“We”, “our”, “us” or “Group”	Unless the context otherwise indicates or implies, refers to our Company

COMPANY/ ISSUER RELATED TERMS

Term	Description
Articles/ AOA/ Articles of Association	The Articles of Association of Narmada Bio-chem Limited, as amended from time to time.
Audit Committee	The Audit Committee as reconstituted vide the Board meeting held on May 28, 2018 in accordance with the requirements of Regulation 18 of the SEBI Listing Regulations of Section 177 of Companies Act, 2013 and the rules made thereunder.
Auditors or Statutory Auditors	M/s Surana Maloo & Co., Chartered Accountants.
Board/Board of Directors/ our Board	The Board of Directors of Narmada Bio-chem Limited unless otherwise specified or any committee constituted thereof.
CFO	The Chief Financial Officer of our Company being Mr. Ashish Somani
Chairman	Mr. Dineshbhai Dhirubhai Patel
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Archita Kabra.
Corporate Promoter	Adeshwar Distributors Private Limited
CSR Committee	The Corporate Social Responsibility Committee as reconstituted vide the Board meeting held on May 28, 2018 in accordance with the requirements of Section 135 of Companies Act, 2013 and the rules made thereunder.
Directors	The directors on our Board
Executive Director	An Executive Director of our Company
Group Companies	Narmada Global Bio-chem Fertilisers Private Limited and Narmada Organics Private Limited
Independent Director	A non-executive, independent director of our Company appointed as per the Companies Act, 2013, and the SEBI Listing Regulations
Individual Promoter	Mr. Dineshbhai Dhirubhai Patel
IPO Committee	The IPO Committee constituted by our Board on June 28, 2018.
ISIN	International Securities Identification Number. In this case being: INE00Q301017
Key Managerial Personnel (KMP)	Key managerial personnel of our Company in terms of Regulation 2 (1) (s) of the SEBI ICDR Regulations and as disclosed in the chapter titled “Our Management” beginning on page 153 of this DRHP.
Materiality Policy	The policy adopted by our Board on June 28, 2018 for identification of Group Companies, material outstanding litigation and material dues outstanding to

Term	Description
	creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations.
“MD” or “Managing Director”	The Managing Director of our Company, Mr. Dineshbhai Dhirubhai Patel
MOA/ Memorandum/ Memorandum of Association	The Memorandum of Association of our Company, as amended
Nomination and Remuneration Committee	The Nomination and Remuneration Committee as reconstituted on May 28, 2018, in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership Firm, Joint Venture, or Trust or any other Entity or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Unless the context otherwise requires, refers to Mr. Dineshbhai Dhirubhai Patel and Adeshwar Distributors Private Limited
Promoter Group	Individuals, Companies and entities forming part of our Promoter Group as per clause 2(1)(zb) the SEBI Regulations. For details please see chapter titled “Our Promoters and Promoter Group” beginning on page 167 of this DRHP.
Registrar of Companies/ RoC	Office of Registrar of Companies, Gujarat, Ahmedabad.
Registered Office	“Narmada House”, Plot No.252, TP No.50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat - 380054
Selling Shareholder	Narmada Organics Private Limited
Selling Shareholder Offered Shares	Upto 18,00,000 Equity Shares being offered for sale by Selling Shareholder offered by Narmada Organics Private Limited.
Selling Shareholder Transmittal Letter	Letter dated August 21, 2018 granting consent for offering Selling Shareholder Offered Shares as part of the Offer Sale in the Offer.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee as constituted vide the Board meeting held on May 28, 2018 in accordance with the Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Unit I	S.No 426/2, Plot No. 1 to 7 Mahagujarat Industrial Estate, Moraiya, Sanand District- Ahmedabad – 382213.
Unit II	S. No. 426/2, Plot No. 168, 169, 130 and 131 Mahagujarat Industrial Estate, Moraiya, Sanand District- Ahmedabad – 382213.
Unit III	Block No.74, 88, 89, 90, National Highway No. 8-B, At & Post: Malarpura, Ahmedabad-Kheda, Taluka and District – Kheda – 387540, Gujarat, India
Unit IV	Block No. 268, National Highway No. 8-A, At Post: Kalyangadh, Tal.: Bavla, Dist.: Ahmedabad – 382240, Gujarat

CONVENTIONAL/GENERAL TERMS

Term	Description
Act/ Companies Act	The Companies Act, 1956, to the extent not repealed and/ or the Companies Act, 2013, with the amendments thereto to the extent applicable.
Depository/ Depositories	A body corporate registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time in this instance being NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant/ DP	A Depository Participant as defined under the Depositories Act, 1996.
Equity Shares	The Equity Shares of face value of ₹ 10/- each of Narmada Bio-chem Limited.
Indian GAAP	Generally Accepted Accounting Principles in India.
Non Resident	A person resident outside India, as defined under FEMA Regulations, including

Term	Description
	an FPIs, NRIs, FVCIs and multilateral and bilateral development financial institutions
NRI/ Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin as defined under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.
Quarter	A period of 3 (three) continuous months.
RBI Act	The Reserve Bank of India Act, 1934.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI ICDR Regulations	Means the regulations for Issue of Capital and Disclosure Requirements issued by Securities and Exchange Board of India, constituted in exercise of powers conferred by Section 30 of the Securities and Exchange Board of India Act, 1992 (as amended), called Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
Shareholders	Shareholders of our Company unless otherwise specified.
Stock Exchange	BSE Limited and the National Stock Exchange of India Limited, referred to as collectively.

OFFER RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholder pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom Allotment is made.
Anchor Investor(s)	A QIB, applying under the Anchor Investor Portion, who has Bid for an amount of at least ₹100.00 million.
Anchor Investor Allocation Notice	Notice or intimation of allocation of Equity Shares sent to Anchor Investors who have been allocated Equity Shares, and includes any device, intimation or notice sent to Anchor Investors in the event that the Offer Price is higher than the Anchor Investor Allocation Price.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated in terms of the Red Herring Prospectus and Prospectus to the Anchor Investors, which will be decided by our Company and the Selling Shareholder, in consultation with the BRLM, on the Anchor Investor Bidding Date.
Anchor Investor Application Form	The form used by an Anchor Investor to Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and

Term	Description
	the Red Herring Prospectus
Anchor Investor Bidding Date	One Working Day prior to the Bid/Offer Opening Date on which Bids by Anchor Investors shall be submitted, prior to or after which the members of the Syndicate will not accept any Bids from Anchor Investors and allocation to Anchor Investors shall be completed.
Anchor Investor Escrow Account(s)	Accounts opened for the Offer to which funds shall be transferred by Anchor Investors.
Anchor Investor Offer Price	The final price at which Allotment will be made to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which shall be higher than or equal to the Offer Price.
Anchor Investor Pay-in Date	With respect to Anchor Investors, it shall be the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Upto 60% of the QIB Portion, which may be allocated by our Company and the Selling Shareholder, in consultation with the BRLM, to Anchor Investors on a discretionary basis, out 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.
“Application Supported by Blocked Amount” or “ASBA”	The application (whether physical or electronic) used by an ASBA Bidder to make a Bid authorizing an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB.
ASBA Account	Account maintained with an SCSB which will be blocked by such SCSB to the extent of the Bid Amount specified by an ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder	Any Bidder, other than Anchor Investors, in the Offer who Bids through ASBA.
ASBA Form	The application form, whether physical or electronic, by which an ASBA Bidder can make a Bid, authorising an SCSB to block the Bid Amount in the ASBA Account maintained with such SCSB pursuant to the terms of the Red Herring Prospectus and which will be considered as application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Bankers to the Offer	The banks which are Clearing Members and registered with SEBI as Banker to an Offer with whom the Public Offer Accounts, the Anchor Investor Escrow Account(s) and Refund Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be allotted as described in chapter titled “Offer Procedure” beginning on page 285.
Bid	An indication to make an offer during the Bidding/ Offer Period by a Bidder (other than an Anchor Investor) or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of an ASBA Form to subscribe for Equity Shares, at a price within the Price Band, including all revisions and modifications thereto.
Bidder(s)	A prospective investor in the Offer, and unless otherwise stated or implied, includes an ASBA Bidders and Anchor Investor.
Bidding	The process of making a Bid.
Bid Amount	In relation to each Bid shall mean the highest value of optional Bids indicated in the Bid cum Application Form blocked in the ASBA Account upon submission of the Bid, which shall be net of Employee Discount for Eligible Employees. However, for Eligible Employees applying in the Employee Reservation Portion and the Retail Individual Investors applying at the Cut-Off, the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employees and mentioned in the Bid cum Application Form net of Employee Discount, as the case may be.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms and Revision Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.

Term	Description
Bidcum Application Form	The ASBA Form where the context so requires, in terms of which a Bidder makes a Bid in terms of the Red Herring Prospectus which will be considered as an application for Allotment.
Bid/Offer Closing Date	Except in relation to Anchor Investors, the date after which the Syndicate, the SCSBs and the Registered Brokers will not accept any Bids, and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of [●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a Gujarati daily newspaper, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. Further, our Company and the Selling Shareholder may, in consultation with the BRLM, decide to close Bidding by QIBs one Working Day prior to the Bid/Offer Closing Date subject to the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to Anchor Investors, the date on which the Syndicate, the SCSBs and the Registered Brokers shall start accepting Bids, and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of [●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a Gujarati daily newspaper.
Bidding/Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer Closing Date or the QIB Bid/Offer Closing Date, as the case may be (in either case inclusive of such date and the Bid/Offer Opening Date) during which Bidders, other than Anchor Investors, can submit their Bids. Provided however that the Bidding/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Bid Lot	[●] Equity shares
Book Building Process/ Method	The book building process as described in Part A of Schedule XI of the SEBI ICDR Regulations in terms of which the Offer is being made.
BRLM	Book Running Lead Manager to the Offer, being Pantomath Capital Advisors Private Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders (other than Anchor Investors) can submit the Bid cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges.
BSE/BSE Limited	BSE Limited.
Cap Price	The higher end of the Price Band, in this case being ₹[●], and any revisions thereof, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.
CAN or “Confirmation of Allocation Note”	Confirmation of Allotment notice <i>i.e.</i> a note or advice or intimation of Allotment of Equity Shares sent to the Bidders to whom Equity Shares have been Allotted. In the case of Anchor Investors, CAN shall mean the note or advice or intimation of Allotment of Equity Shares sent to the Anchor Investors to whom Equity Shares have been Allotted.
Cash Escrow Agreement	An agreement dated [●] to be entered into between our Company, the Selling Shareholder, the Registrar to the Offer, the Bankers to the Offer, the BRLM and the Syndicate Members for the collection of Bid Amounts, if any, from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
“Collecting Depository Participants” or “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches	Such branches of the SCSBs which co-ordinate Bids under the Offer by the ASBA

Term	Description
	Bidders with the Registrar to the Offer and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other websites as may be prescribed by SEBI from time to time.
Cut-Off Price	The Offer Price, [●] per Equity Share as finalised by our Company and the Selling Shareholder in consultation with the BRLM. Only Retail Individual Investors, Eligible Employees Bidding under Employee Reservation Portion are entitled to Bid at the Cut-off Price.
Demographic Details	The address, PAN, the bank account details, MICR code, names of Bidder's father/husband, investor status and occupation of a Bidder.
Depository	A depository registered with SEBI under the Depositories Act.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated SCSB Branches	Such branches of the SCSBs with which an ASBA Bidder, not Bidding through Syndicate/ Sub Syndicate or through a Registered Broker, may submit the Bid cum Application Forms, a list of which is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other websites as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such centres of the Collecting Depository Participants where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with the names and contact details of the CDPs are available on the websites of the Stock Exchange and updated from time to time
Designated Date	The date on which the funds from the Anchor Escrow Accounts and the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the ASBA Bidders to the Public Offer Account and/or Refund Account and /or are unblocked, as applicable, in terms of RHP.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such centres of the CRTAs where Bidders (except Anchor Investors) can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the CRTAs are available on the website of the Stock Exchange (www.bseindia.com) and updated from time to time
“Designated Stock Exchange” or “DSE”	The Designated Stock Exchange as disclosed in the RHP/Prospectus of the Company.
“DRHP” or “Draft Red Herring Prospectus”	This DRHP dated September 25, 2018 filed with SEBI, prepared and issued by our Company in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be allotted and the size of the Offer, including any addendum or corrigendum thereto.
Eligible Employee	A permanent and full time employee of our Company, (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company, as the case may be, until the submission of the Bid cum Application Form and is based, working in India as on the date of submission of the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (which will be less the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (which will be less Employee Discount). 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

Term	Description
	Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount).
Employee Discount	Discount of [●] % of the Offer Price, amounting to ₹ [●] per Equity Share, that may be given to the Eligible Employees.
Eligible NRI	An NRI from such a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to Bid and subscribe for Equity Shares on the basis of the terms thereof.
Employee Reservation Portion	Reservation of [●] Equity Shares, available for allocation to Eligible Employees on a proportionate basis.
Equity Shares or Ordinary Shares	The ordinary shares of our Company having a face value of ₹10/-, unless otherwise specified in the context thereof.
Escrow Account	Account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue 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 Revision Form or the ASBA Form or the ASBA Revision Form.
Floor Price	The lower end of the Price Band below which no Bids will be accepted, in this case being ₹ [●], and any revisions thereof.
Fresh Issue	Fresh issue of upto 54,00,000 Equity Shares by our Company aggregating upto ₹[●], in the Offer.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 notified by SEBI and included in “Offer Procedure” on page 285 of this DRHP.
Listing Agreements	Listing agreement to be entered into by our Company with each of the Stock Exchanges.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
Mutual Fund Portion	5% of the Net QIB Portion or [●] Equity Shares 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	Proceeds from the Fresh Issue after deduction of Offer expenses.
Net Offer	The Offer less the Employee Reservation Portion.
Net QIB Portion	The QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/NIBs/Non-Institutional Investors/NIIs	All Bidders (including Category III FPIs which are foreign corporates or foreign individuals but not including NRIs, other than Eligible NRIs) that are not QIBs (including Anchor Investor) or Retail Individual Bidders or Eligible Employees Bidding under the Employee Reservation Portion, who have Bid for an amount more than ₹200,000.
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Net Issue consisting of [●] Equity Shares, available for allocation to Non-Institutional Bidders, on a proportionate basis.
NSE/NSE Limited	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or

Term	Description
	indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCB are not allowed to invest in this Offer.
Offer for Sale	The offer for sale of upto 18,00,000 Equity Shares by the Selling Shareholder aggregating upto ₹[●] million, pursuant to the terms of the DRHP.
Offer/ Offer Size/ Public Offer	Public Offer of upto 72,00,000 Equity Shares of ₹10/- each of the Company for cash at a price of ₹[●] per equity share (including a premium of ₹ [●] per equity share) aggregating upto ₹ [●]*million (the “Offer”) comprising of a fresh issue of upto 54,00,000 Equity Shares by our Company aggregating to ₹[●] million (the “Fresh Issue”) and an Offer for Sale of upto 18,00,000 Equity Shares by the Selling Shareholder aggregating to ₹[●] million (the Offer for Sale). The Offer comprises a reservation of upto [●] Equity Shares aggregating upto ₹[●] million for subscription by Eligible Employees (as defined herein) (the Employee Reservation Portion). The Offer and the Net Offer constituted [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company, respectively.
Offer Agreement	The agreement entered into on September 4, 2018 among our Company, the Selling Shareholder and the BRLM.
Offer Price	The price at which Allotment will be made, as determined by our Company and the Selling Shareholder in consultation with the BRLM. Unless otherwise stated or the context otherwise implies, the term Offer Price refers to the Offer Price applicable to investors other than Anchor Investors, and with respect to Eligible Employees, shall mean the Offer Price net of the Employee Discount.
Offer Proceeds	The proceeds of the Offer. For further information about use of the Offer Proceeds kindly refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 97 of this DRHP.
Pay-in Period	The period commencing on the Bid/Offer Opening Date and extending until the closure of the Anchor Investor Pay-in Date.
Price Band	The price band as determined by our Company and the Selling Shareholder, in consultation with the the BRLM with minimum price being the Floor Price and the maximum price being the Cap Price, including any revisions thereof and advertised in and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of [●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a Gujarati daily newspaper, at least five Working Days prior to the Bid/Offer Opening Date.
Pricing Date	The date on which the Offer Price is decided by our Company and the Selling Shareholder, in consultation with the the BRLM.
Prospectus	The Prospectus to be filed with the Register of Companies after the Pricing Date in accordance with Section 26 and Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	The bank account opened with the Public Offer Account Bank(s) by our Company under Section 40 of the Companies Act, 2013, to receive monies from the ASBA Accounts and from the Escrow Accounts, in case of Anchor Investor(s), on the Designated Date.
Public Offer Account Bank(s)	The banks which are clearing members and registered with SEBI under the SEBI (Bankers to an Offer) Regulations, 1994 with whom the Public Offer Account(s) will be opened and in this case being [●].
“QIBs” or “Qualified Institutional Buyers”	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
QIB Bid/Offer Closing Date	In the event our Company and the Selling Shareholder, in consultation with the BRLM, decides to close Bidding by QIBs one Working Day prior to the Bid/Offer Closing Date, the date one Working Day prior to the Bid/Offer Closing Date; otherwise it shall be the same as the Bid/Offer Closing Date.
QIB Portion	The portion of the Offer being [●]% of the Net Offer or [●] Equity Shares available for allocation to QIBs (including Anchor Investors) on a proportionate basis.

Term	Description
“Red Herring Prospectus” or “RHP”	The red herring prospectus proposed to be issued by our Company in accordance with Sections 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which could not contain, <i>inter-alia</i> , complete particulars of the price at which the Equity Shares would be offered.
Refund Account	The Account opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to ASBA Bidders) shall be made to Anchor Investors.
Refund Bank(s)/Refund Banker(s)	The Bankers to the Offer with whom the Refund Accounts will be opened, in this case being [●].
Registered Broker(s)	Stock brokers registered with the stock exchange having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issue by SEBI.
Registered Broker Centres	Broker centres as notified by the Stock Exchanges, where Bidders can submit the Bid-cum-Application Forms to a Registered Broker. The details of such broker centres are available on the websites of BSE and NSE at http://www.bseindia.com/ and http://www.nseindia.com/ , respectively.
“Registrar” or “Registrar to the Offer”	Karvy Computershare Private Limited
Registrar Agreement	The agreement dated September 4, 2018, entered into among our Company, the Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Restated Consolidated Financial Information	Restated consolidated financial statements of assets and liabilities as of March 31, 2018, 2017, 2016, 2015 and 2014 and statement of profit and loss and cash flows for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014.
Restated Financial Information	Collectively, our Company’s Restated Standalone Financial Information and Restated Consolidated Financial Information.
Restated Standalone Financial Information	Restated standalone financial statements of assets and liabilities as of as of March 2018, 2017, 2016, 2015 and 2014 and statement of profit and loss and cash flows for each of the years ended March 2018, 2017, 2016, 2015 and 2014 for our Company.
Retail Individual Bidders/RIBs/Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable.
“Self Certified Syndicate Banks” or “SCSBs”	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the SEBI website at the link http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries , and at such other websites as may be prescribed by SEBI from time to time. For details of the Designated Branches with which ASBA Forms can be physically submitted, please refer to the above-mentioned link.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement namely, [●].
Share Escrow Agreement	Agreement to be entered into among the Selling Shareholder, our Company and a share escrow agent in connection with the transfer of the respective portion of the Offered Shares by each Selling Shareholder in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form.
Sub Syndicate	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect Bid cum Application Forms
Syndicate	The BRLM and the Syndicate Members.

Term	Description
Syndicate Agreement	The agreement dated [●] between our Company, Selling Shareholder and members of the Syndicate, in relation to the collection of Bids (excluding Bids from ASBA Bidders procured directly by SCSBs).
Syndicate ASBA	A Bid submitted by an ASBA Bidder through the members of the Syndicate or their respective sub-Syndicate members at the Syndicate ASBA Centres instead of the Designated Branches.
Syndicate ASBA Centres	The bidding centres of the members of the Syndicate or their respective sub Syndicate.
Syndicate Members	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●].
“Transaction Registration Slip” or “TRS”	The slip or document issued by any member of the Syndicate, the SCSBs or the Registered Brokers, as the case may be, to a Bidder upon demand as proof of registration of the Bid.
Underwriters	The BRLM and the Syndicate Members.
Underwriting Agreement	The agreement to be entered into between the Underwriters, the Selling Shareholder and our Company on or immediately after the Pricing Date.
Wilful Defaulter	A wilful defaulter, as defined under Regulation 2(1)(zn) of the SEBI ICDR Regulations
Working Days	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; (b) Bid/Offer Period, 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 the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

INDUSTRY RELATED TERMS

Abbreviation	Full Form
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
DAP	Diammonium Phosphate
EC Act	Employees’ Compensation Act, 1923
EPF Act	Employees Provident Fund and Miscellaneous Provisions Act, 1952
ESI Act	Employees State Insurance Act, 1948
FCO	Fertilizer Control Order, 1985
GDP	Gross Domestic Product
ID Act	Industrial Disputes Act, 1947
MOP	Muriate of Potash
MWA Act	The Minimum Wages Act, 1948
NPK	Nitrogen Phosphorus and Potash composition
P&K	Phosphatic & Potassic
PROM	Phosphate Rich Organic Manure
PWA	Payment of Wages Act, 1936
SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SSP	Single Super Phosphate

ABBREVIATIONS

Abbreviation	Full Form
AGM	Annual General Meeting.
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds)

Abbreviation	Full Form
	Regulations, 2012.
AS/ Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
ASBA	Applications Supported by Blocked Amount.
CAGR	Compound Annual Growth Rate.
CAN	Confirmation of Allocation Note.
CDSL	Central Depository Services (India) Limited.
CENVAT	Central Value Added Tax.
CGST	Central Goods and Services Tax
CIN	Corporate Identification Number.
Client ID	Client identification number of the Bidder's beneficiary account.
CST	Central Sales Tax
DB	Designated Branch.
DIN	Director's Identification Number.
DP	Depository Participant.
DP ID	Depository Participant's Identification Number.
EGM	Extraordinary General Meeting of the shareholders.
EPS	Earnings per Equity Share.
Ext.	Extension
FCNR Account	Foreign Currency Non Resident Account.
FEMA Regulations	Foreign Exchange Management Act, 1999, as amended from time to time and the rules and regulations issued thereunder.
FBT	Fringe Benefit Tax.
FDI	Foreign Direct Investment.
Financial year/Fiscal/ fiscal year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPI	Foreign Portfolio Investors [as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time] registered with SEBI under applicable laws in India.
FIPB	Foreign Investment Promotion Board.
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FY	Financial Year.
GAAP	Generally Accepted Accounting Principles.
GBS	Gross Budgetary Support.
GDP	Gross Domestic Product.
GIR Number	General Index Registry Number.
GoI / Government / Govt.	Government of India.
GST	Goods and Services Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
IMF	International Monetary Fund.
Ind AS	Indian Accounting Standards.
INR Rupee or ₹ or Rs.	Indian National Rupee.
IPO	Initial Public Offering.
IRDA	Insurance Regulatory and Development Authority of India
IT Act	Income-tax Act, 1961, as amended.
Ltd.	Limited.

Abbreviation	Full Form
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulation, 1992.
MM	Milli Metre.
MT	Metric Tonnes
No.	Number
NR	Non-Resident.
NRE Account	Non Resident (External) Account.
NRI	Non-Resident Indian.
NRO Account	Non Resident (Ordinary) Account.
NSDL	National Securities Depository Limited.
OCB	Overseas Corporate Body.
p.a.	Per annum.
P/E Ratio	Price / Earnings Ratio.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
Pvt.	Private
RBI	The Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth.
RTA	Registrar and Share Transfer Agent
R&D	Research & Development.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSB	Self Certified Syndicate Bank.
SEBI	The Securities and Exchange Board of India established under section 3 of the SEBI Act
SICA	The Sick Industrial Companies (Special Provisions) Act, 1985.
STT	Securities Transaction Tax.
SME	Small and Medium Enterprises.
SPV	Special Purpose Vehicle.
Sq. ft.	Square feet.
Sq. mt.	Square metre.
TAN	Tax Deduction Account Number.
TIN	Taxpayers Identification Number.
TRS	Transaction Registration Slip.
UoI	Union of India.
UT	Union Territory / Union Territories, as applicable
U.S./ United States/ USA	United States of America.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
USD/ US\$	United States Dollar.
U.S Securities Act	United States Securities Act of 1933, as amended
VAT	Value Added Tax.
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.
WDV	Written Down Value.
w.e.f.	With effect from.
YoY	Year on Year.

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

Unless otherwise specified or the context otherwise requires, all references to “India” in this DRHP are to the Republic of India, all references to the “U.S.”, the “USA” or the “United States” are to the United States of America, together with its territories and possessions.

Unless stated otherwise, all references to page numbers in this DRHP are to the page numbers of this DRHP.

Financial Data

Unless stated otherwise, the financial information in this DRHP is derived from Restated Financial Information and the related notes, schedules and annexures thereto included elsewhere in this DRHP, which have been prepared in accordance with the Companies Act and Ind AS and restated in accordance with the SEBI ICDR Regulations, as stated in the reports of our Auditor.

In this DRHP, any discrepancies in any table between total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this DRHP.

Our Financial Year commences on April 1 and ends on March 31 of the ensuing calendar year. Unless stated otherwise, references herein to a Financial Year (e.g., Financial Year 2018), are to the Financial Year ended March 31 of that particular year.

Throughout this DRHP, all the figures have been expressed in Million of rupees, or in whole numbers, unless stated otherwise. One million represents 1,000,000.

The GoI has adopted the Indian accounting standards (“**Ind AS**”), which are converged with the International Financial Reporting Standards of the International Accounting Standards Board (“**IFRS**”) and notified under Section 133 of the Companies Act, 2013. In terms of the Ind AS Rules, we are required to prepare our financial statements in accordance with Ind AS for periods beginning on or after April 1, 2017 in accordance with the MCA Notification No. G.S.R. 111(E) dated February 16, 2015.

India has adopted the IFRS-converged accounting standards, and not IFRS. Ind AS, therefore, differs in certain respects from IFRS and other accounting principles and standards with which investors may be more familiar. In terms of a notification released by the MCA, our Company is required to prepare its financial statements in accordance with Ind AS for accounting periods beginning on April 1, 2018. Accordingly, our financial statements for the period commencing from April 1, 2018, may not be comparable to our historical financial statements. We have not attempted to quantify the impact of Ind AS on the financial information included in this DRHP, nor have we provided a reconciliation of our financial statements to those under Ind AS. In accordance with the SEBI Ind AS Transition Circular, we have provided a reconciliation of Ind AS and Indian GAAP numbers, however our Company has not provided reconciliation of its financial information to U.S. GAAP. If we were to prepare our financial statements in accordance with other accounting principles or U.S. GAAP, our results of operations, financial condition and cash flows may not be consistent with Ind AS numbers. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 18,126 and 180 respectively, of this DRHP, and elsewhere in this DRHP have been calculated on the basis of the Restated Financial Information of our Company.

Currency of Presentation

Unless the context otherwise requires, all references to “Rupees” “₹” and “Rs.” in this DRHP are to the official currency of India.

Market and Industry Data

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

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

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors including those discussed in section titled "Risk Factors" on page 18 of this DRHP. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, we have included in the chapter "Basis for the Offer Price" on page 104 of this DRHP, information pertaining to the peer group companies of our Company. Such information has been derived from publicly available data of the peer group companies.

Additionally, certain industry related information in the chapters titled "*Summary of Industry*", "*Summary of Business*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on pages 42,51, 111 ,126 and 180, respectively, of this DRHP, has been derived from an industry report titled "Report on Indian Fertiliser Industry", prepared by CARE Advisory Research and Training Limited.

FORWARD LOOKING STATEMENTS

This DRHP contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “contemplate”, “estimate”, “expect”, “future”, “goal”, “intend”, “is likely to result”, “objective”, “plan”, “project”, “seek to”, “should”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects 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.

Further, the 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 industries in India and abroad in which we have our businesses 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 abroad, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Forward-looking statements reflect our current views with respect to future events 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. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Reduction in demand for our products;
- Foreign exchange fluctuations;
- Competition in our industry;
- Changes in laws, regulations and taxes; and
- Our inability to retain our management team and skilled personnel.

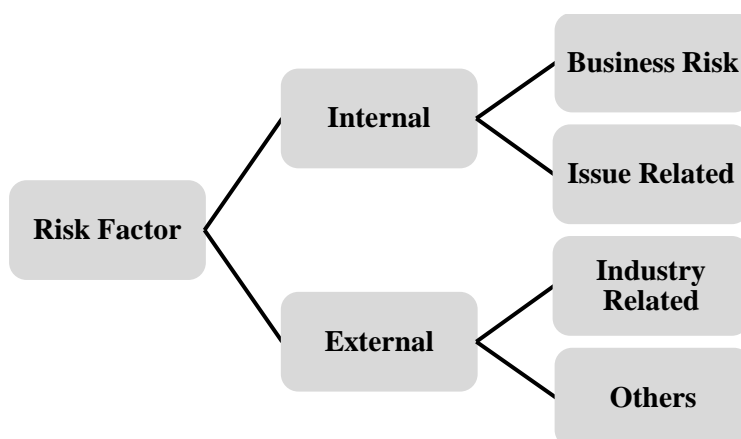
For a further discussion of factors that could cause our actual results to differ from the expectations, please refer section titled “Risk Factors” beginning on page 18 of the Draft Red Herring Prospectus, and chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 126 and 180, respectively of this DRHP. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. We cannot assure investors that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Neither our Company, the Selling Shareholder, the Directors, nor the BRLM, the members of the Syndicate nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI ICDR Regulations, our Company, the Selling Shareholder and the BRLM will ensure that investors in India are informed of material developments until the time of grant of listing and trading permissions by the Stock Exchanges. Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, the Company may be required to undertake an annual updation of the disclosures made in the Red Herring Prospectus/ Prospectus and make it publicly accessible in the manner specified by SEBI.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry and segments in which we currently operate or propose to operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview” and “Management’s Discussions and Analysis of Financial Condition and Results of Operations” on pages 100, 111 and 202, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see “Forward-Looking Statements” on page 17.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.



- 1. Our Company, Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

Our Company, Promoters and Directors are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company, Promoters and Directors as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on June 28, 2018.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (in million)
I.	Litigations filed against our Company		
(a)	Criminal	21	0.10
(b)	Income Tax	1	6.07
(c)	Excise	2	68.59

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (in million)
II.	Litigations filed by our Company		
(a)	Criminal	12	4.03
(b)	Actions by Statutory/Regulatory Authorities	1	Unascertainable
(c)	Excise	1	42.27
(d)	Sales Tax	1	0.65
(e)	Others	7	11.96
III.	Litigations filed by our Directors		
(a)	Others	1	1.44
IV.	Litigations filed by our Promoter		
(a)	Others	1	1.44

The amounts mentioned above may be subject to additional interest rates and/or penalties being levied by the concerned authorities for delay in making payment or otherwise. Amount of interest and/ or penalty that may be levied is unascertainable as on the date of this Draft Red Herring Prospectus.

There can be no assurance that these litigations will be decided in our favour or in favour of our Promoters and Directors, respectively, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Promoters and Directors please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 211 of this Draft Red Herring Prospectus.

2. *We have certain contingent liabilities that have not been provided for in our Company’s financials which if materialised, could adversely affect our financial condition.*

As per our Restated Standalone Financial Information, as on March 31, 2018 our contingent liabilities are as follows:

Particulars	As at March 31, 2018
i. Claim against the company not acknowledged as debt	
Disputed Income tax matters	6.07
Disputed Excise matters	110.87
Disputed Sales Tax matters	1.23
ii. Guarantees excluding financial guarantees	
Outstanding Bank Guarantees	7.93

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled “*Restated Financial Information*” on page 179 of this Draft Red Herring Prospectus.

3. *The fertilizer business is highly seasonal and such seasonality may affect our operating results.*

Our business is seasonal in nature. Our Company is primarily engaged in manufacturing of fertilizers which is used in agricultural industry. Agricultural sector is inherently seasonal and is subject to soil and climatic conditions, rainfall, seasonal and other weather factors, which make the performance of the agricultural sector as a whole or the levels of production of a particular crop relatively unpredictable. In particular, the Indian agricultural sector is dependent on monsoon, which is unpredictable.

Our business is influenced by the traditional crop seasons in India. In India, majority of the farmers depend on monsoon for cultivation. Rainfall usually occurs during Kharif season and hence, the timing and seasonality of rainfall has an impact on the business of our Company. If the agricultural sector in the regions

where we operate, and particularly the crops to which we cater to, are adversely affected by unfavourable soil or climatic conditions, seasonal fluctuations, commodity crop price fluctuations or any other extraneous events, the demand for our products may decrease. Thus, we are subject to various seasonal factors, which make our operational results very unpredictable. Any significant disruption in our operations as a result of the above variable factors may result in a significant shortfall in sales and operating cash flows for the full year and may adversely affect our business, cash flows and results of operations.

We recognize revenues only upon the sale of our products. During periods of lower sales, we continue to incur substantial operating expenses, but our revenues remain usually lower. Due to the inherent seasonality of our business, results of one reporting period may not be necessarily comparable with preceding or succeeding reporting periods.

4. *Our business operations involve handling and storage of hazardous materials. Risks arising from the same may result in damages to life and property, as also exposure to litigations.*

Our Company is engaged in manufacturing of fertilisers which require handling hazardous materials including explosive, toxic and combustible materials. The Environmental Protection Act, 1986, as amended, the Air (Prevention and Control of Pollution) Act, 1981, as amended, the Water (Prevention and Control of Pollution) Act, 1974, as amended and other regulations promulgated by the Ministry of Environment and Forest and various statutory and regulatory authorities and agencies in India regulate our handling of hazardous substances. We are also required to obtain authorisations for the storage and handling of such hazardous materials, which in turn impose several obligations and restrictions on our Company. If improperly handled or subjected to less than optimal conditions, these materials could harm employees and other persons, cause damage to life and to property and harm the environment. This in turn could subject our Company to significant penalties including closure of our manufacturing units and / or litigation which may have an adverse effect on our business and financial operations. However, our Company ensures to maintain desired pollution control system. Our failure to comply with these laws could result in us being prosecuted, including our directors and officers responsible for compliance being subjected to imprisonment and fines. We may also be liable for damage caused to the environment. Any such action could adversely affect our business and financial condition. For a description of the regulations and laws applicable to our Company in this regard, please refer to the chapter titled “Key Industry Regulations and Policies” beginning on page 139 of this Draft Red Herring Prospectus. For details of environmental approvals obtained by our Company, please refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 226 of this Draft Red Herring Prospectus.

5. *Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.*

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management’s attention and result in increased costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of the services of the employees. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management’s attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

6. *Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.*

Our business is working capital intensive. A significant portion of our working capital is utilized towards inventories, trade receivables and other financial assets such as subsidy receivable. Summary of our working capital position as per our Restated Standalone Financial Information is given below:-

Amount (₹. in million)

Particulars	As at March 31,				
	2018	2017	2016	2015	2014
A. Current Assets					
Inventories	576.41	511.84	508.92	312.32	338.43
Trade Receivables	584.64	672.82	470.90	301.05	182.94
Cash and Cash Equivalents	2.09	1.23	55.10	2.85	2.23
Bank Balances Other than above	7.65	5.29	36.67	18.72	6.80
Loans	2.73	3.45	2.51	1.88	1.75
Other Financial Assets	198.65	256.76	241.18	195.54	149.17
Other Current Assets	17.92	11.69	11.51	6.15	8.10
Current tax assets	-	0.31	-	-	-
Total Current Assets (A)	1,390.07	1,463.39	1,326.79	838.51	689.42
B. Current Liabilities					
Trade Payables	155.16	408.10	491.54	195.09	139.86
Other Financial Liabilities	124.71	80.54	75.33	94.34	91.78
Other Current Liabilities	4.59	7.97	10.25	12.82	14.20
Short Term Provisions	2.79	3.00	1.17	2.62	2.23
Current Tax Liabilities (Net)	52.13	-	37.67	20.75	3.90
Total Current Liabilities (B)	339.38	499.61	615.97	325.63	251.96
Working Capital (A-B)	1,050.69	963.78	710.82	512.90	437.46
Inventories as % of total current assets	41.47%	34.98%	38.36%	37.25%	49.09%
Trade receivables as % of total current assets	42.06%	45.98%	35.49%	35.90%	26.54%

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly inventories and trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “Objects of the Offer” beginning on page 97 of this Draft Red Herring Prospectus.

7. ***Our Company has negative cash flows from its operating activities, investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous year(s) as per the Restated Consolidated Financial Information and the same are summarized as under:

(₹. in million)

Particulars	For The Year Ended				
	2018	2017	2016	2015	2014
Cash Flow from / (used in) Operating Activities	92.14	(140.52)	97.38	118.05	(23.89)
Cash Flow from / (used in) Investing Activities	(77.98)	(44.98)	(21.14)	(48.65)	(36.43)
Cash Flow from / (used in) Financing Activities	(13.31)	131.53	(23.84)	(68.87)	(15.00)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

8. ***Any change in the government policies vis-à-vis expenditure, subsidies and incentives etc. in agriculture sector or failure of farmers to realize expected prices for their crops could affect their ability to spend on agro input products, thereby affecting our business and profitability.***

Any changes in government policies relating to the agriculture sector such as reduction of government expenditure, withdrawal or changes in incentives and subsidy systems, export restrictions on crops, or adverse changes in commodity prices and/or minimum support prices could have an adverse effect on the ability of farmers to spend on fertilisers. Governments and end users of our agri - input products may seek

to find ways to reduce or contain agriculture related costs. We cannot predict the nature of the measures that may be adopted by governments or private organisations or their impact on our revenues. In the event such measures result in increased costs for farmers to undertake agriculture, their demand for some or all of our products may reduce, which could reduce our sales and cash flows and affect our profitability.

9. Credit Rating of our Company.

The cost and availability of capital, amongst other factors, is also dependent on our credit ratings. We had been last rated by CARE, long term bank facilities at CARE BBB; stable and short term bank facilities at CARE A3. Ratings reflect a rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Any downgrade of our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

10. We do not currently have long term contracts or exclusive supply arrangements with any of suppliers for supply of raw material. Any major disruption in the timely and adequate supplies of our raw materials or an increase in raw material costs or other input costs could adversely affect our business, results of operations and financial condition.

Our business is dependent on various suppliers for the supply of raw materials required for manufacturing our products. For Fiscals 2018, 2017 and 2016, our cost of material consumed as a percentage of total income was 43.32%, 37.87% and 36.18% respectively, on restated consolidated basis. Typically, we do not enter into long term contracts with our suppliers and prices for raw materials are normally based on the quotes we receive from various suppliers. Raw materials are subject to supply disruptions and price volatility caused by various factors, including the quality and availability of supply, currency fluctuations, consumer demand, changes in government programs and regulatory sanctions. Fluctuations in the price, availability and quality of rock phosphate, sulphuric acid or other raw materials used in our manufactured products could have a material adverse effect on cost of sales or our ability to meet customer demands. The price and availability of the raw materials may fluctuate significantly, depending on many factors. There can be no assurance that we will always be successful in our efforts to protect our business from the volatility of the market price of raw materials, and our business can be affected by dramatic movements in prices of raw materials. Discontinuation of supply by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule. There can be no assurance that strong demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials to us.

Further, we cannot assure that our suppliers will continue to be associated with us on reasonable terms, or at all. Since these suppliers are not contractually bound to deal with us exclusively, we may face the risk of our competitors offering better terms to such suppliers, which may cause them to cater to our competitors alongside, or even instead of us. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance and cash flows may be adversely affected. Further, should there be any significant increases in prices of the raw materials used, and we are unable to secure adequate supplies of raw materials or find alternative suppliers/sources of direct materials who are able to supply us the raw materials at competitive prices or to pass on such increases in prices to our customers, our business and financial performance will be adversely affected.

11. We are dependent upon few suppliers for supply of our raw material. In an eventuality where our suppliers are unable to perform the services in a time-bound manner it may have a material adverse effect on our business operations and profitability.

For the year ended March 31, 2018 our top 5 suppliers contributed around 63.73%, respectively and top 10 suppliers contributed 89.96%, respectively of our purchases made, as per our Restated Standalone Financial Information. In the event of a delay, inadequacy or default in supply of the raw materials required by any of our suppliers, we may not be able to obtain the required material on an adequate and timely basis or on commercially acceptable terms. A major disruption to the timely and adequate supplies of the required materials from our suppliers could adversely affect our business, results of operations and financial condition.

12. Our business is primarily dependent upon a continuing relationship with dealers/distributors for sales of our products. Any reduction or interruption in the business of these dealers/distributors, or a substantial decrease in orders placed by these dealers/distributors may have an adverse impact on the revenues and operations of our Company. Further, we do not have any exclusive arrangements with dealers or

distributors for selling our products.

We are primarily dependent on dealers/distributors for our business. We have over the years developed a network of distributors and dealers across India. As at March 31, 2018, our distribution network included more than 750 dealers/distributors spread over 10 states.

There is no assurance that we will be able to maintain the same levels of business from our existing dealers/distributors or that we will be able to replace our dealers/distributor base in a timely manner or at all in the event our existing dealers/distributors do not continue to purchase the products of our Company. The loss of or interruption of work by, a significant number of dealers may have an adverse effect on our revenues and operations.

While we believe that our relationship with these parties has been satisfactory, there are no exclusive arrangements that we have entered into with our dealers and distributors, and there is no assurance that they will not place orders with other manufacturers. In addition, our dealers and distributors could change their business practices or seek to modify the contractual terms which we have previously entered into with them, including in relation to their payment terms. Further, the dealers and distributors engaged by our Company are responsible for assessing the demand for our products in the market pursuant to their interaction with retailers and farmers, and placing orders with us subsequently. We use this information as one of the factors in our forecasting process to plan future production and sales levels, which in turn influences our financial forecasts. If we do not receive this information on a timely and accurate basis, our results of operations and financial condition may be adversely impacted. In the event our dealers and distributors are unable to accurately predict the demand for our products or if they experience delays in placing orders with us or if they do not effectively market our products or market the products of our competitors instead, there could be a material adverse effect on our business forecast, business growth and prospects, financial condition and results of operations.

In addition, our dealers and distributors could change their business practices, such as inventory levels or line of businesses. The inability of our dealers/distributors to meet our payment schedules or unexpected changes in inventory levels or other practices by our dealers/distributors could negatively impact our business, operating cash flows and financial condition. Our inability to maintain our existing distribution network of dealers and distributors or to expand it proportionately with the proposed increase in our manufacturing facilities/capacities, could have a material adverse effect on our sales, business growth and prospects, results of operation and financial condition.

13. We are exposed to foreign currency exchange rate fluctuations, which may impact our results of operations and cause our results to fluctuate. Our inability to manage our foreign currency risk may harm our results of operations and cause our results to fluctuate and/or decline.

Our financial statements are presented in Indian Rupees. However, our expenses to some extent are influenced by the currencies of those countries from where we procure some of our raw materials. We are importing mainly Rock Phosphate, one of our key raw material from Jordan, Egypt, Middle East Countries and China. For Fiscal 2018, 2017 and 2016 our total CIF value of imports of raw materials, stores, spares and tools consumed constituted ₹ 108.31 million, ₹ 146.30 million and ₹ 137.04 million respectively which was 6.25%, 8.24% and 5.78% respectively of our total income, as per our Restated Consolidated Financial Information. We face an exchange rate risk primarily arising from our foreign currency payables.

The exchange rate between the Indian Rupee and these currencies, primarily the U.S. dollar, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. Further, due to the time gap between the accounting of purchases and actual payments, the foreign exchange rate at which the purchase is recorded in the books of accounts may vary with the foreign exchange rate at which the payment is made, thereby benefiting or affecting us, depending on the appreciation or depreciation of Rupee.

We may, therefore, be exposed to risks arising from exchange rate fluctuations, suffer losses on account of foreign currency fluctuations for our raw material procurement and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers. As on date of this Draft Red Herring Prospectus, we do not have any hedging policy to mitigate the losses on account of foreign currency fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.


14. If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results

of operations and financial condition.

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Further, in the future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company and licenses for which applications have been made, please see the chapter titled "Government and Other Statutory Approvals" beginning on page 226 of this Draft Red Herring Prospectus.

15. Intellectual property rights are important to our business. We may be unable to protect them from being infringed by others, including our current and / or future competitors/employees which may adversely affect our business value, financial condition and results of operations.

All our trademarks are our material assets and are crucial to our business operations. As on the date of this DRHP, our Company has 4 (four) trademarks registered in its name. We have not yet obtained registration

of our corporate logo  and hence we do not enjoy the statutory protection accorded to a registered trademark in respect of the same. Vide an application dated September 21, 2018 we have applied to the Registrar of Trademarks for seeking registration of our corporate logo. However, there can be no assurance that our application will succeed. If we are unable to obtain registration thereof, we may still continue to use the corporate logo but remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our corporate logo which may adversely affect our reputation and business and could require us to incur additional costs. Further, we also have to be very cautious in ensuring that our trade secrets do not fall in the hands of our competitors or any third party who could give access of such information to our competitors. Although, we believe that that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. For further details pertaining to our intellectual property, please refer to the chapter titled "Our Business" beginning on page 126 of this Draft Red Herring Prospectus.

16. We operate our agrochemical business in a highly regulated sector and if we fail to comply with the regulations prescribed by the authorities of the jurisdictions in which we operate, our business, results of operations, cash flows and financial condition could be adversely affected.

We operate our agrochemical business in a highly regulated sector and are subject to extensive regulations and stringent registration conditions. We are required to obtain specific registration from the authorities in each jurisdiction in which we distribute or manufacture our products. Most of the applicable regulations are stringent and they may continue to be stricter in the future. The penalties for non-compliance with these regulations can vary from revocation or suspension of the registration to imposition of fines or confiscation of the products.

Further, we also explore opportunities and venture into new jurisdictions. We may have limited experience and knowledge of the market and regulatory conditions in such jurisdictions. Also, we are subject to additional risks in relation to complying with a wide variety of local laws, including restrictions on the import and export of certain intermediates, chemicals, technologies and multiple and possibly overlapping tax structures. Additionally, regulatory and procedural requirements are subject to change and as a result, may, at times, be unclear or inconsistent. Consequently, there is an increased risk that we may inadvertently fail to comply with such regulations or procedures, which could lead to a variety of sanctions being imposed by

the relevant authorities, as well as withholding or delay in receipt of regulatory approvals for products. Further, any adverse change in the regulatory environment in the future may subject us to increased obligations and may adversely affect our business, cash flows and results of operations.

17. *Our Company has not complied with certain terms and conditions of the agreement in February, 2012 with Gujarat Industrial Development Corporation for the land situated at GIDC Industrial Estate Dahej-II, Vagra, District Bharucha.*

Our Company has entered into an agreement in February, 2012 (“**GIDC Agreement**”) with Gujarat Industrial Development Corporation (“**GIDC**”) for granting of licence in respect of Plot No. D-2/CH/151 admeasuring 157624.15 sq. mt. situated in the industrial phase of Dahej-II on “as is where is” basis consisting survey No. 162/P, 165/P, 166/P, 168/A/P, 166B/P, 169/P, 170/P, 196/P, 197/P, 198/P, 195/B/P within the village limits of Jolva at GIDC Industrial Estate Dahej-II, Vagra, District Bharucha (“**Dahej Land**”) on the terms and conditions mentioned in the GIDC Agreement. Vide a Possession Receipt dated February 16, 2013 bearing no. GIDC/DEE/Dahej – II/CH/46, the Company has been delivered possession of Dahej Land. While part payment as per the agreed terms has been done by the Company, the Company has not complied with certain terms and conditions of the GIDC Agreement with respect to the balance payment to be made to GIDC within a period of 3 years and construction to be carried out and putting the Dahej Land to use within the stipulated time period of 3 years. Upon failure to adhere to the provisions of the GIDC Agreement by the Company, GIDC may demand repossession of the Dahej Land from the Company. As on date, no such demand has been made by GIDC and the Company continues to be in possession of the Dahej Land. However, there can be no assurance that the Company will be able to retain the possession of the Dahej Land in future. In the event, GIDC chooses to revoke the Agreement, then we shall lose possession of the Dahej Land or shall be required to pay an additional amount as penal interest over the normal rate of interest, which may have an implication and have an adverse affect on our financial condition, results of operations, cash flows and business prospects.

18. *Some of our corporate records including forms filed with the Registrar of Companies are not traceable.*

Certain of our Company’s corporate records and regulatory filings with Registrar of Companies including (a) change of registered office from C/310 Shabri Apartment, Opp. Management Enclave, Vastrapur, Ahmedabad – 380015 to 907, 9th floor, Akik Tower, Opp. Rajpath Club, S. G. Road, Bodakdev, Ahmedabad – 380054; and (b) Annual filing forms viz. Form 23AC-23ACA for the years prior to 2006 are not traceable by our Company. Despite having conducted an extensive search of our internal records, we have not been able to retrieve the aforementioned documents and therefore have placed reliance on the minutes of the meeting of the board of directors and shareholders for such matters. Further, such records are also not available in the records of RoC, as certified by the search report dated June 1, 2018 by Chirag Shah & Associates, Company Secretaries. Therefore, we cannot assure you that these records will be available in future and cannot assure that the same were made in timely manner or not.

19. *We did not have adequate controls for managing our compliances as a result of which there have been non-compliances with respect to certain provisions of the Companies Act and corporate actions taken by us in the past.*

In the past, our controls and compliances for managing our secretarial records have been inadequate as a result of which there have been non-compliances with certain provisions of the Companies Act, 1956 and Companies Act, 2013, and failure in maintaining certain corporate and regulatory records by our Company. For instance, in the past, we have not complied with the provisions of the section 149(4) of the Companies Act, 2013 and there has been a delay in appointment of Independent directors on board of our Company. There has also been instances for incorrect and delay in filing of forms with the relevant authority.

There has also been delay in appointment of Company Secretary of the Company and thus, our Company has violated section 383A read with section 621 of the companies Act, 1956 and section 203 reads with section 441 of the Companies Act, 2013. The Company has violated the provisions of the section 203 of the Companies Act, 2013 for the period from December 9, 2014 to May, 24, 2015 making a default of 168 days and has also violated the provisions of Section 383A of the Companies Act, 1956 for the period from April 1, 2011 to April 12, 2013 making default of 743 days. Therefore, our Company has filed an application dated August 29, 2018 before the National Company Law Tribunal Principal Bench, Ahmedabad, for compounding various offences committed. For further details, kindly refer to the chapter titled, “Outstanding Litigation and Material Developments” on page 211 of this DRHP.

While no legal proceedings or regulatory action has been initiated against our Company in relation to the aforementioned non-compliances as of the date of this Draft Red Herring Prospectus, we cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to these

non-compliances, which may have an adverse impact on our business, financial condition and reputation.

20. Our Group Companies and our Corporate Promoter have incurred losses in the previous financial years.

Sustained financial losses by our Group Companies and our Corporate Promoter may not be perceived positively by external parties such as customers, bankers, suppliers etc., which may affect our credibility and business operations. Our Group Companies Narmada Organics Private Limited and Narmada Global Bio-chem Fertilisers Private Limited and our Corporate Promoter Adeshwar Distributors Private Limited, have incurred losses in previous financial years:

The financial information of Narmada Global Bio-chem Fertilisers Private Limited derived from its audited financial statements is as follows:

(in ₹ million, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	0.12	0.12	0.12
Reserves and Surplus	0.93	0.93	0.92
Sales and Other Income	0.12	0.05	-
Profit/(loss) after tax	0.00	0.01	(0.03)
Basic and Diluted Earnings/(Loss) per Share	0.04	0.04	(0.26)
Net asset value per share	8.75	8.71	8.67

The financial information of Narmada Organics Private Limited derived from its audited financial statements is as follows:

(in ₹ million, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	10.45	10.45	10.45
Reserves and Surplus	59.93	59.93	59.93
Sales and Other Income	0.18	0.11	0.00
Profit/(loss) after tax	0.01	0.01	(0.13)
Basic and Diluted Earnings/(Loss) per Share	0.00	0.00	(0.01)
Net asset value per share	6.74	6.74	6.74

The financial information of Adeshwar Distributors Private Limited derived from its audited financial statements is as follows:

(in ₹ million, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	31.30	31.30	31.30
Reserves and Surplus	124.92	124.92	124.92
Sales and Other Income	0.02	0.03	-
Profit/(loss) after tax	0.00	0.00	(0.03)
Basic and Diluted Earnings/(Loss) per Share	0.00	0.00	(0.01)
Net asset value per share	49.91	49.91	49.91

There can be no assurance that our Group Companies or Corporate Promoter will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses.

21. Our Corporate Promoter, Adeshwar Distributors Private Limited, our Group Companies Narmada Organics Private Limited and Narmada Global Bio Chem Fertilisers Private Limited and some of our promoter group entities, have objects similar to that of our Company's business. This may be a potential source of conflict of interest for us and which may have an adverse effect on our business, financial condition and results of operations.

Our Corporate Promoter, Adeshwar Distributors Private Limited, our Group Companies, Narmada Organics Private Limited and Narmada Global Bio Chem Fertilisers Private Limited and some of our promoter group entities have some of the objects similar to that of our Company's business and could offer services that are

related to the business of our Company. Conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Companies in circumstances where our respective interests diverge. Further, our Promoter, Dinesh Patel is also a director on the board of our Group Companies. This may be a potential source of conflict of interest in addressing business opportunities, strategies, implementing new plans and affixing priorities. In cases of conflict, our Promoter may favour other companies in which our Promoter has interest. However, our Company has entered into separate non-compete agreements, with our Corporate Promoter, our Group Companies and our respective Promoter group entities namely, National Organic Fertiliser, National Fertiliser Industries and Nebula Crop Science in order to avoid the conflict of interest envisaged above.

22. *Availability and cost of raw materials, power and fuel may adversely affect our business, financial condition, results of operations and prospects.*

Our business, financial condition, results of operations and prospects are significantly impacted by the availability and cost of raw materials, power and fuel. While we are not significantly dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. This volatility in commodity prices can significantly affect our raw material costs.

Further, we depend on a steady supply of power for our manufacturing operations for which we primarily rely on the state electricity board. In the event of unavailability of constant power supply, we will be dependent on our backup power supply, which may not be adequate to operate our facilities at full capacity. Further, the cost of backup power may increase in the event of such unavailability of power. To the extent that we are unable to secure adequate supplies of raw materials and power on commercially reasonable terms or to pass on price increases to our customers, our profitability may be impaired.

23. *Our failure to accurately forecast demand or any cancellation of orders, could result in higher inventory, which could adversely affect our operations and profitability.*

We maintain an inventory of our finished products as well as raw materials in our manufacturing facilities based on demand trends to meet seasonal demand. We monitor such inventory levels based on our own projections of future demand. In the past, we have experienced high levels of inventory of ₹ 579.83 million and ₹ 515.48 million as on March 31, 2018 and March 31, 2017, respectively (on consolidated basis), to meet seasonal demand.

The volume and timing of sales to our distributors and customers may vary due to variation in demand for our products, external factors including inclement weather conditions, drought, and macroeconomic factors affecting the economy in general and our customers in particular. Our inability to forecast the level of customer demand for our products and process innovation as well as inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations. If we are unable to appropriately estimate the demand for our products and raw materials for any reason, it could result in surplus of inventory levels, if any, of these factors materialize, it could have an adverse effect on our operations and profitability.

24. *Our Company has a substantial level of sundry debtors.*

As of March 31, 2018 the aggregate gross amount owed to the Company by its debtors was Rs. 588.33 million and debtors month was around 4.35 months as per Restated Standalone Financial Information. In view of our management, generally the average debtors period in the industry which we operate is quite high. Of the above trade receivables, Rs. 158.75 million has been outstanding for more than 1 year and upto 4 years. Further we have filed suits amounting to Rs.4.03 million against some of the above debtors under The Negotiable Instruments Act, 1881 for recovery of our dues. Our management based on confirmations and past payment records, has made a provision of doubtful debt of Rs. 3.70 million against our trade receivables. Further as at March 31, 2018, we have subsidy receivable of Rs. 193.16 million as per Restated Standalone Financial Information. Of the above subsidy receivable, Rs. 118.92 million is outstanding for more than 1 year and upto 4 years. Customer concentration coupled with high debt increase the credit risk of our business. General economic conditions may adversely affect the financial conditions of our debtors, and may result in defaults by some of these debtors. In the event of defaults by our debtors or non-receipt of any subsidy amount due, we may suffer a liquidity shortfall and incur additional costs, including legal expenses, in recovering the sums due and payable to us. If we are unable to recover the sums due and payable to us, or if the recoveries made by us are significantly lower than the aggregate amount owed to us, it may

have an adverse impact on our business, financial condition or results of operations. Further, we may be subject to working capital shortages due to delays or defaults in payments by customers. If buyers default in their payments on an assignment for which we have devoted significant resources or if an order or assignment in which we have invested significant resources is delayed, cancelled or curtailed, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

- 25. *Our Company is also dependent on contract labour at our manufacturing units. If we are unable to continue to hire skilled contract labour, the quality of our products being manufactured in our units can get affected.***

Our operations are significantly dependent on access to contract labour for our manufacturing units. The number of contract labourers employed by us varies from time to time based on the nature and extent of work we are involved in. Our dependence on such contract labour may result in significant risks for our operations, relating to the availability and skill of such contract labourers, as well as contingencies affecting availability of such contract labour during peak periods. There can be no assurance that we will have adequate access to skilled workmen at reasonable rates. As a result, we may be required to incur additional costs to ensure timely execution of order of our products in a timely manner in peak season.

Our Company appoints independent contractors who in turn engage on-site contract labourers for carrying out the manufacturing process. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition.

Also, on an application made by contract labourers, an Industrial court or Tribunal may direct that the contract labourers are required to be regularized or absorbed by our Company. Further, the State Government may prohibit employment of contract labour. If either of the above should occur, we may be required to induct such labourers on our payroll, as employees which may result in increased expenses. Further, even though we have obtained all necessary approvals as required under the statutes there can be no assurance that we may continue to hold such permits, licenses or approvals in the time-frame anticipated by it or at all. Such non-issuance or non-renewal may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and future results of operations.

- 26. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any defect in our products could result in withdrawal of our license for manufacturing, storing and selling the products. Further, deficiency in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards and are accredited with International Quality Standards such as ISO 9001: 2015, ISO 9001: 2008, ISO 14001: 2004, ISO 14001: 2015, we cannot assure that all our products would be of uniform quality. Any defect in our products and claims by our customers against our products could adversely affect the value of our brand, and our sales could diminish. Further, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our Company, its brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

- 27. *Our products range caters to the needs of farmers engaged in small businesses and hence these products have highly elastic demand in nature.***

Our products are majorly used in agricultural industry and finds its end user application in meeting the requirement of farmers. They may not be financially sound enough and consequently may compromise on quality by purchasing low cost products. This may lead to disadvantages such as we may not be in a position to increase the prices of our products in a comfortable manner which would hinder the growth of our revenues, or we may not be able to retain our customers in view of the increased competition. Any changes in preferences of our ultimate customers may impact our business adversely and consequently our financial condition.

- 28. *Any significant decline in the demand for our products i.e. fertilisers or introduction of alternative technology or consumer habits may adversely affect our profitability and business prospects.***

Our products are mainly used in the agricultural industry. Our customers' decision to seek alternative technology coupled with the development of more alternatives and our inability to respond to these changes,

may adversely affect our business and results of operations. Our ability to anticipate changes in technology and to supply new and enhanced products successfully and on a timely basis will be a significant factor in our ability to grow and to remain competitive. In addition, our business, operations and prospects may be affected by various policies and statutory and regulatory requirements and developments that affect our customer's industry in India. In the event of a significant decline in the demand for our products i.e. fertilisers, our business, results of operations and financial condition may be materially and adversely affected.

29. *Our business is majorly dependent on agricultural sector. Any adverse or unforeseen development in such sector may adversely affect our business operations.*

Agriculture sector is the largest sector in India. The growth in this sector is an important factor for the growth of our business. Since our products directly cater to the needs of farmers, our revenue from operations and growth in business operations is entirely dependent on the growth in agriculture sector. Since agriculture sector is heavily impacted by changes in nature and climatic conditions, which is beyond individual human control, any unforeseen adverse development in the agriculture sector, may adversely impact our business operations and financial condition. Further we may not be able to accurately forecast our growth or control factor affecting our growth in light of the unpredictable natural developments in the agriculture sector.

30. *We are subject to strict quality requirements, regular inspections and audits, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and prospects.*

We are into manufacturing of various types of chemical and organic fertilisers. The quality of our products is very important for our customers and the sector in which we operate. Our product goes through various quality checks at various stages including random sampling check and quality check by internal and external agencies. Our manufacturing facilities are ISO 9001: 2015, ISO 9001: 2008, ISO 14001: 2004, ISO 14001: 2015 certified for the manufacture and supply of fertilisers. Failure of our products to meet prescribed quality standards may result in rejection and reworking of product. This may lead to cancellation of our approvals for manufacturing these products and resultant cancellation of purchase of our products by our customers.

While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer demands or preference which may negatively affect our business. Further, we are subject to regular inspection and audit for some our products to check if they meet the standards. If we fail to satisfy with the quality of our products in any manner, our licenses may be terminated or the penalty may be imposed from the respective authorities. This may have an adverse impact on our business, results of operations and prospects. As of now, there are no instances where the Quality Certificates issued to our Company have been withdrawn or cancelled. However, we cannot assure that such certification will not be cancelled or withdrawn.

31. *Currently, our operations and revenues are primarily concentrated in the western regions of India and the inability to retain and grow our business in these regions and also growth in other regions/geographical areas of India may have an adverse effect on our business and prospects.*

We generate a substantial portion of our revenue from business operations in Gujarat. Our gross revenue from operations from Gujarat amounts to 76.40% of our gross total revenue from operations for the financial year ended March 31, 2018. Further, all of our manufacturing facilities are located in Gujarat. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in Gujarat region to expand our operations in other parts of India and overseas markets, should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. Our inability to expand into areas outside Gujarat market may adversely affect our business prospects, financial conditions and results of operations. However, our Company is already supplying its products in other regions such as Bihar, Haryana, Punjab etc. but we are yet to scale our operations in such regions. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

32. *Our sales and profitability could be harmed if we are unable to maintain and further build our brands.*

We believe that our future success will be partially influenced by development of the brands under which we market our products, and our ability to communicate effectively about our products to our distributors and farmers through consistent and focused marketing messages. A number of factors, including adverse publicity regarding unsuccessful product introductions, may have a negative effect on our reputation and erode our brand image. Insufficient investments in marketing and brand building could also erode or impede the development of our brands. Although we have expended, and expect to continue to expend resources on establishing and maintaining our brands, no assurance can be given that our brands will be effective in attracting and growing our customer base or that such efforts will be successful and cost-effective. Any impairment of our reputation or erosion of our brand or failure to optimize our brand in the marketing of our products could have a material adverse effect on our capacity to retain our current customers and attract new customers and therefore on our sales and profitability.

33. *The loss, shutdown or slowdown of operations at any of our manufacturing facilities or underutilization of our manufacturing capacities may have a material adverse effect on our results of operations.*

Our Company operates from four manufacturing facilities owned by our Company for manufacturing of our products. Our manufacturing facilities are subject to various operating risks, including the breakdown or failure of equipment, performance below expected levels of output or efficiency, facility obsolescence or disrepair, labour disputes, natural disasters and industrial accidents. It is also subject to operating risk arising from compliance with the directives of relevant government authorities.

Although, we take precautions to minimize the risk of any significant operational issues at our manufacturing facilities, the occurrence of any of these risks could adversely affect our operations by causing production at one or more of our facilities to cease or slow down. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business. Further, the spiraling cost of living around our manufacturing facilities may push our manpower costs higher, which may reduce our margin and cost competitiveness.

Utilization rates at our manufacturing facilities are subject to various factors including availability of raw materials, power, water, efficient working of machinery and equipment and optimal production planning and capacity utilization. An inability to utilize our manufacturing facilities to their full or optimal capacity or non-utilization of such capacities may adversely affect our business, results of operations and financial condition.

34. *Our Company is dependent on third party transportation providers for the delivery of our raw materials and finished goods and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.*

Our Company uses third party transportation providers for delivery of our raw materials and finished goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operations negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

35. *Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.*

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental laws and regulations, including but not limited to:

- a. Environment (Protection) Act, 1986
- b. Air (Prevention and Control of Pollution) Act, 1981

- c. Water (Prevention and Control of Pollution) Act, 1974
- d. Hazardous Waste Management & Handling Rules, 2008
- e. Other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Gujarat.

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business.

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

36. *Our erstwhile statutory auditors, M/s R.S. Patel & Co., Chartered Accountants have included certain audit observations on certain matters in their auditor's reports for the financial year 2018.*

Our erstwhile statutory auditors, M/s R.S. Patel & Co., Chartered Accountants have reported certain observations in their reports on the Companies (Auditors Report) Order, 2016 for the year ended March 31, 2018. These matters include certain statutory dues not being deposited due to disputes with the relevant authorities. For details on such observations by our earlier statutory auditor, please refer to the chapter titled "Restated Financial Information" beginning on page 179 of the DRHP. Investors should consider the same in evaluation of our financial position, results of operation and cash flows.

37. *All our branch offices and godowns have been taken on lease basis from third parties.*

At present we have 2 branch offices and 4 godowns to aid our operations at different places. All such branch offices and godowns have been taken on lease from third parties. If we do not comply with certain conditions of the lease/rent agreement, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our branch offices or godowns to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

Further, we carry on wholesale business from certain sale depots belonging to third parties being (i) Old Stars Solvent, Near Mastgiri Baba Akhara, Shivpuri Road, Karnal; (ii) Unique Enterprises, VPO Bhadsali, Tehsil – Haroli, District – Una, Khasara No. 186; (iii) Mohal Nani Thakur Niwas Nani, P.O – Matiana, Tehsil – Theog, District – Shimla (H.P); and (iv) No.28, Raj Estate, Village Qadian, G.T. Road West, Ludhiana, Punjab. We have not executed or entered into any written agreement with the third parties permitting us to operate from the aforesaid sale depots. We cannot assure you that we will be able to enter into any written agreements on commercially acceptable terms or continue to operate from such sale depots in future. In the event that we are required to vacate the current sale depots we would be required to make alternative arrangements for new premises and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms.

38. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have a material adverse effect on our business growth and prospects, financial condition and results of operations.*

The fertilizer industry is evolving due to incentives of Government of India through Nutrient Based Subsidy Policy and is highly competitive. We expect that competition will continue to intensify both through the entry of new players and consolidation of existing players. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Some of our competitors may have greater financial resources, better distribution network, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can. We believe that our ability to compete depends on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain highly skilled technical employees, the price at which our competitors offer comparable products and the extent of our competitor's responsiveness to dealer needs. Our inability to adequately address competitive pressures may have a material adverse effect on our business, prospects, financial condition and results of operations.

39. *We may not be successful in implementing our business strategies.*

We have experienced fluctuating operations, due to a variety of reasons including weather condition/monsoon in India, failure to introduce new products, increased price competition, non-availability of raw materials, non-availability of subsidy by the Government of India, increase in operating costs, foreign exchange rate, restricted distribution network, lack of management availability or a general slowdown in the economy. Failure to sustain our growth in the future may have an adverse effect on our business, results of operations and financial condition.

Our success in implementing our growth strategies may be affected by:

- our ability to optimally use our installed manufacturing capacities;
- our ability to successfully introduce new products and expand our manufacturing capacities;
- our ability to create demand for our proposed range of products;
- our ability to increase our customer base;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

We believe that our strategies will place significant demands on our management and other resources and will require us to continue developing and improving operational, financial and other internal controls. We cannot assure that our future performance or growth strategy will be successful. We may face difficulties in executing our strategy in a timely manner or at all which may have an adverse effect on our business and financial condition.

40. *Our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits and terrorism. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.*

Our Company has obtained insurance coverage in respect of certain risks. Our significant insurance policies consist of, among others, Standard Fire and Special Perils Insurance in respect of our plant and machineries, building, stocks, furniture & fixtures, office equipments and other business operations. To insure our workforce we maintain Group Personal Accident and Employees Compensation Liability Policy that cover accidental death, permanent disability and other injuries to our employees. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits, losses due to terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

41. *Our lenders have charge over our movable and immovable properties in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding (as per the Restated Consolidated Financial Information and payable by us as secured loans were ₹ 554.04 million as on March 31, 2018. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse affect on business, financial condition or results of operations. For further information on the *Financial Indebtedness* please refer to page 209 of this Draft Red Herring Prospectus.

42. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further as on the date of the Draft Red Herring Prospectus our Company has not received consents from some of our lenders to undertake this Offer. Non-receipt of such consent could lead to non-compliance of the terms of loan agreements entered into by our Company with said lenders.*

The credit facilities availed by our Company are secured by way of mortgage of the current assets of the Company, its immovable properties and vehicles and personal guarantees given by our Individual Promoter, Dineshbhai Dhirubhai Patel, our Director and member of our promoter group, Bhavana Dinesh Patel and our

erstwhile directors Rameshbhai Jinabhai Patel and Rekhaben Patel. However, the Company vide letter dated August 28, 2018 to the State Bank of India had informed about resignation of Rameshbhai Jinabhai Patel from the Company. In case we are unable to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered and the loans granted to the Company may be recalled with penal interest. This could severely affect our operations and financial condition. In past, we have been involved in litigation dispute with one of our lender, SVC Co-Operative Bank Limited for financial facility availed from them. However, the same has been settled and disposed of vide order dated July 10, 2018 issued by Debt Recovery Tribunal and is no longer pending and all the charges of SVC Co-Operative Bank Limited have been satisfied as on date.

In addition to the above, our financing agreements include certain conditions and covenants that require us to obtain prior consents from the lenders prior to carrying out certain corporate activities and entering into certain transactions, such as formulating any scheme of amalgamation or reconstruction or merger or demerger; declaring any dividend; or issuing any new shares or securities (which would include issuance of equity shares pursuant to this Offer) or purchasing, redeeming, buyback or reducing any or all of its share capital or otherwise make any payment in respect thereof; passing a resolution of voluntary winding up; entering into borrowing arrangement either secured or unsecured with any other financial institution; selling, assigning, mortgaging or otherwise disposing of any of the fixed assets charged to the lenders. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter titled —Financial Indebtedness on page 209 of the Draft Red Herring Prospectus.

43. *We have referred to the data derived from industry report commissioned from the CARE Advisory Research & Training Limited.*

We have engaged the services of an independent third party research agency, CARE Advisory Research & Training Limited, to prepare a report on overview of the fertiliser industry, excerpts from which have been included in this Draft Red Herring Prospectus. The report prepared by CARE Advisory Research & Training Limited, is subject to various limitations and based upon certain assumptions that are subjective in nature. There can be no assurance that the assumptions adopted by this third party agency for the purposes of preparing their research report will prove to be accurate. If any of these assumptions are incorrect, the understanding of the fertiliser industry could be materially different from that set forth in the reports.

44. *Significant disruptions of information technology systems or breaches of data security could adversely affect our business.*

We depend upon information technology systems, including internet-based systems, for our business operations. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. Although we have not experienced any significant disruptions to our information technology systems, we cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely affect our business, results of operations and cash flows.

In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Any such security breaches could have an adverse effect on our business, reputation, results of operations, cash flows and financial condition.

45. *We have taken guarantees from our Individual Promoter, Director and members of Promoter Group in relation to debt facilities provided to us.*

We have taken guarantees from our Individual Promoter, Dineshbhai Dhirubhai Patel, our Director and member of our promoter group, Bhavana Dinesh Patel and our erstwhile directors Rameshbhai Jinabhai Patel and Rekhaben Patel in relation to our secured debt facilities availed from our lenders. However, the Company vide letter dated August 28, 2018 to the State Bank of India had informed about resignation of Rameshbhai Jinabhai Patel from the Company. In the event any of these persons withdraw or terminate their guarantees,

the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled “Financial Indebtedness” beginning on page 209 of this Draft Red Herring Prospectus.

- 46. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. Further we have not identified any alternate source of financing the ‘Objects of the Offer’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Offer. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the Offer proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled “Objects of the Offer” beginning on page 97 of this Draft Red Herring Prospectus.

- 47. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our financing agreements, we may not be permitted to declare any dividends, if there is a default under such financing agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 178 of this Draft Red Herring Prospectus.

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

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, Group Companies, our Directors and their relatives. While we believe that all such transactions have been conducted on the arm’s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the related party transactions entered into by us, please refer to Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this Draft Red Herring Prospectus.

- 49. *Within the parameters as mentioned in the chapter titled ‘Objects of this Offer’ beginning on page 97 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Offer. The fund requirement and deployment mentioned in the Objects of this Offer have not been appraised by any bank or financial institution.***

We intend to use entire Proceeds from the Fresh Issue towards meeting the working capital requirement, general corporate purpose and to meet the offer expenses. We intend to deploy the Net Offer Proceeds in financial year 2018-19 and financial year 2019-20 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Offer may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Offer Proceeds, please refer chapter titled “Objects of the Offer” beginning on page 97 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled 'Objects of the Offer' beginning on page 97 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Offer. Our Board of Directors will monitor the proceeds of this Offer.

- 50. *Our future funds requirements, in the form of issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

- 51. *Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.***

Our success is substantially dependent on the expertise and services of our Directors, Promoter and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

- 52. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our Promoter, Directors and Key Managerial Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Our Promoter, Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see "Capital Structure" and "Our Management" on pages 81 and 153, respectively, of this Draft Red Herring Prospectus.

- 53. *Our Promoter and members of the Promoter Group will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

After completion of the Offer, our Promoter and Promoter Group will collectively own [●]% of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

- 54. *Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have adequate plant & machineries to support our manufacturing operations, we shall continue to strive to keep our

technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the manufacturing facilities, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations.

- 55. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

- 56. *The deployment of funds raised through this Offer shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.***

Since the Offer size is less than ₹1,000 million, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of these funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our financials.

- 57. *A portion of the proceeds from this Offer will not be available to us.***

This Offer includes an Offer for Sale of Equity Shares by the Selling Shareholder. Our Group Company, Narmada Organics Private Limited is the Selling Shareholder and will receive proceeds from the Offer for upto 18,00,000 Equity Shares to be offered by it in the Offer. Accordingly, the proceeds from the Offer for Sale will be remitted to the Selling Shareholder and our Company will not benefit from such proceeds.

• **Offer Specific Risks**

- 58. *The Offer price of our Equity Shares may not be indicative of the market price of our Equity Shares after the offer and the market price of our Equity Shares may decline below the Offer Price and you may not be able to sell your Equity Shares at or above the offer Price.***

The Offer Price of our Equity Shares will be determined by book built method. This price is based on numerous factors and may not be indicative of the market price of 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. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation the following:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

For further information, please refer chapter titled "Basis for Offer Price" beginning on page 104 of this Draft Red Herring Prospectus.

- 59. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the floor price.***

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Floor Price of the Price Band as may be decided by the Company in consultation with the BRLM. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the section titled "Risk Factors – Prominent Notes" on page 40 of this Draft Red Herring Prospectus.

- 60. *Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter***

Group may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options granted pursuant to the ESOP Schemes may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in “Capital Structure” on page 81, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders’ decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders’ ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

EXTERNAL RISK FACTORS

63. Changing laws, rules and regulations and legal uncertainties, including adverse application of 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 may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (“GST”) regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given that the various rules and regulations regarding the new regime are being evaluated in terms of various implications concerning the GST, we cannot provide you with any assurance as to this or any other aspect of the tax regime following implementation of the GST including anti profiteering regulations of the new tax regime and availability of input tax credit.

Further, the General Anti-Avoidance Rules (“GAAR”) became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in the denial of tax benefits to an arrangement, among other consequences. In the absence of any such precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

Further, the Government has announced the union budget for the Financial Year 2019 and the Finance Act, 2018 has been passed by the Parliament which has proposed various amendments. For example, it includes

allowing benefit of inflation adjustments to stocks that were unlisted till January 31, 2018, while levying long term capital gains tax.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such 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 and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realised on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long term capital gains and any long term capital gain in excess ₹100,000 are subject to tax at 10% from April 1, 2018 in India if Securities Transaction Tax (“STT”) has been paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any long-term gain realised on the sale of equity shares, which are sold other than on a recognised stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares

65. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.*

Our financial statements, including the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, were prepared and presented in accordance with IND AS (for Financial Years 2018, 2017, 2016, 2015 and 2014). We have not attempted to quantify the impact of Indian GAAP, IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP and IND AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

66. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.*

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:

- custom duties on imports of materials and components;
- Goods and service tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

67. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.*

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific

laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

68. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

69. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. 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.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

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

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

72. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.*

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 additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

73. *Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.*

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

74. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest, terrorist attacks or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Such incidents may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

PROMINENT NOTES

1. Initial public offer of upto 72,00,000 equity shares of face value of ₹ 10 each ("equity shares") for cash at a price of ₹ [•] per equity share (including a share premium of ₹ [•] per equity share) aggregating upto ₹ [•] millions (the "Offer") consisting of a fresh issue of upto 54,00,000 equity shares aggregating upto ₹ [•] millions (the "Fresh Issue") and an offer for sale of upto 18,00,000 equity shares by Narmada Organics Private Limited ("Selling Shareholder") and aggregating to ₹ [•] millions ("Offer For Sale"), and together with the Fresh Issue (the "Offer"). The Offer comprises a net offer to the public of [•] equity shares (the "Net Offer") and reservation of [•] equity shares aggregating upto ₹ [•] millions for subscription by eligible employees (as defined herein) not exceeding [•]% of our post-offer paid-up equity shares capital (the "Employee Reservation Portion"). The Offer would constitute [•]% of our post-offer paid-up equity share capital and the Net Offer to the public would constitute [•]% of our post-offer paid-up equity share capital.
2. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Offer. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 73 of this Draft Red Herring Prospectus.
3. The pre-issue net worth of our Company as of March 31, 2018 was ₹ 1,015.22 millions and ₹ 1,015.23 millions, as per our Restated Consolidated Financial Information and Restated Standalone Financial Information respectively. The book value per Equity Share as of March 31, 2018 was ₹ 64.50 and ₹ 64.50 as per our Restated Consolidated Financial Information and Restated Standalone Financial Information respectively. For more information, please refer to section titled "Restated Financial Information" beginning on page 179 of this Draft Red Herring Prospectus.
4. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Dinesh Patel	53,50,880	21.43
Adeshwar Distributors Private Limited	52,00,000	30.00

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled "*Capital Structure*" beginning on page 81 of this Draft Red Herring Prospectus.

5. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer "Related Party Transaction" under chapter titled "Restated Financial Information" beginning on 179 of this Draft Red Herring Prospectus.
6. Investors may note that in case of over-subscription in the Offer, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled "*Offer Structure*" beginning on page 278 of this Draft Red Herring Prospectus.
7. Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoter and Promoter Group*", "*Our Management*" and "*Related Party Transaction*" beginning on pages 81, 167, 153 and 177 respectively, of this Draft Red Herring Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
8. Except as stated in the chapter titled "*Our Group Companies*", beginning on page 173 and chapter titled "*Related Party Transactions*" beginning on page 177 of this Draft Red Herring Prospectus, our Group Companies have no business interest or other interest in our Company.
9. Except as disclosed in the chapter titled "Capital Structure" beginning on page 81 of this Draft Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.

10. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
11. Investors are advised to refer to the chapter titled “*Basis for Offer Price*” beginning on page 104 of the Draft Red Herring Prospectus.
12. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with the Stock Exchange.
13. Our Company was incorporated, as a private limited company vide Certificate of Incorporation dated February 7, 2001 issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli under the provisions of the Companies Act, 1956 as Narmada Bio-chem Private Limited, in Ahmedabad, Gujarat. Pursuant to our Company passing a special resolution under Section 14 of the Companies Act, 2013 on September 28, 2015, our Company was registered as a public limited company and the Assistant Registrar of Companies, Ahmedabad issued a fresh certificate of incorporation dated October 23, 2015, consequent upon conversion, recording the change of our Company’s name to ‘Narmada Bio-chem Limited’. The Corporate Identity Number of our Company is U24219GJ2001PLC039235 and the Registered Office of our Company is presently situated at “Narmada House”, Plot No. 252, TP No. 50, Nr. Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

The information in this section is derived from report titled “Research Report on Indian Fertilizer Industry– July 2018” (“CARE Report”) and also includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Information” and related notes beginning on page 18 and 179 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

This report is prepared by CARE Research, an Independent division of CARE Ratings Limited. CARE Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in public domain. However, neither the accuracy nor completeness of information contained in this report is guaranteed. CARE research operates independently of ratings division and this report .does not contain any confidential information obtained by ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the Company within this industry by the ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the company within this industry by the ratings division, The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

CARE Research is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in this report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of this product. This report is for the information of the intended recipients only and no part of this report may be published or reproduced in any form or manner without prior written permission of CARE Research.

Overview of Global and Indian Economy

Global Economy

The global economy picked up pace in 2017, growing at the fastest rate since 2011. World GDP grew by 3.8% in 2017, 0.6% higher than in the previous year. Global economic growth in 2017 can be ascribed to a notable rebound in world trade which grew from 2.3% in 2016 to 4.9% in 2017. The increase in global trade was driven by the investment recovery in advanced economies, noteworthy growth in Europe and emerging Asia coupled with signs of recovery in several commodity exporters.

In terms of regional growth, the advanced economies grew by 2.3% in 2017 compared with the 1.7% in 2016, led by growth in United States (2.3% from 1.5%), Eurozone (2.3% from 1.8%) and Canada (3% from 1.4%). On the other hand, the growth in emerging and developing economies increased from 4.4% in 2016 to 4.8% in 2017, aided by increase in private consumption and recovery in net exports. The growth mainly came from China and India that grew by 6.9% (6.7% in 2016) and 6.7% (7.1% in 2016) respectively in 2017. Commodity –exporting countries such as Russia, Brazil and Nigeria that witnessed a negative growth in 2016, recorded a positive growth in 2017 mainly on account of increase in fixed investments.

Table 1: GDP growth rates (y-o-y)

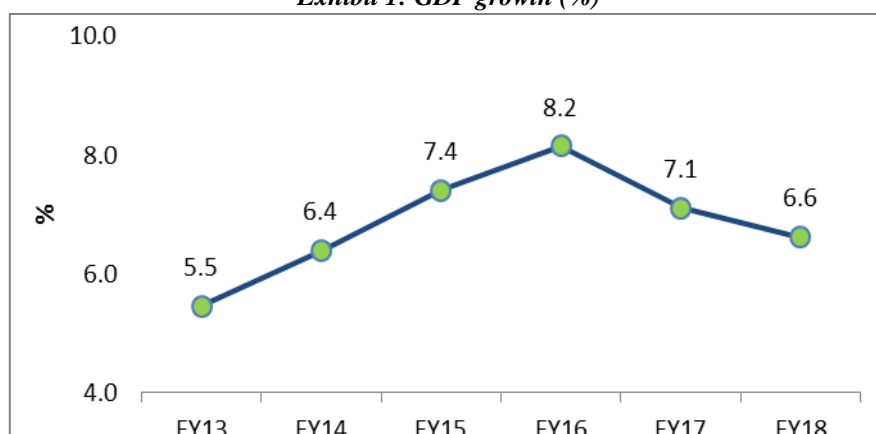
	2017	2018(P)	2019(P)
World	3.8	3.9	3.9
Advanced economies	2.3	2.5	2.2
United States	2.6	2.7	2.5
Euro Area	2.6	2.2	2
Japan	2.0	1.2	0.9
United Kingdom	1.4	1.6	1.5
Canada	2.6	2.3	2
Emerging Market and Developing economies	4.8	4.9	5.1
Russia	1.5	1.7	1.5
China	6.9	6.6	6.4
India	6.7	7.4	7.8
Brazil	2	2.3	2.5
Nigeria	0.8	1.9	2.1

Source: RBI

Indian Economy

The Indian economy has witnessed a moderation in growth rates in recent years. As per the second advance estimates by the CSO (central statistical office), the domestic economy is slated to grow by 6.6% in FY18, a 4 year low. This will be the second year when growth will be sub-8% level which was achieved in FY16.

Exhibit 1: GDP growth (%)



Source: CMIE

The subdued growth of the Indian economy in 2017-18 can be attributed to the twin disruptions viz. demonetization and GST implementation. In the first 9 months of 2017-18 (Apr-Dec), the country's economy grew by 6.4%, lower than 7.5% growth witnessed in the corresponding period of the previous year. There was a fairly broad based decline among all the sectors of the economy.

Growth in 2017-18 was driven mainly by the public administration, defence services segment with growth of 10.1% followed by trade, hotels, transport & communication with 8.3%, electricity with 7.3% and finance, real estate etc. by 7.2%. Both agriculture and manufacturing have slowed down relative to FY17 with growth rates of 3% (6.3%) and 5.1% (7.9%) respectively. Investment rate has not witnessed the expected revival and has been stable at 28.5% of GDP in 2017-18.

In 2018-19, the investment is likely to pick up only gradually and will reach to 29% of GDP. The central government spending will be limited as in 2018-19 general elections will be held. The focus could more likely be on revenue expenditure given these exigencies. However, the state governments are likely to increase spending incrementally only given their fiscal conditions.

Global Fertilizer Industry

The size of global fertilizer industry is estimated to be USD 195 billion in CY2017. The global fertilizer industry is dominated by Nitrogen (N) component by way of urea and other complex fertilizers (ammonia, AS, etc.)

contributing around more than 60% of the overall market. The balance comprises of Phosphorus (P) component (23%) through derivatives including DAP and SSP and other fertilizers contribute the rest which included including Potassium (K) component. The global industry is well spread out with large manufacturing entities located in the major consumption regions (US, China) or nearby the source of natural resources used for production of these fertilizers (Canada, Saudi Arabia, Ukraine, Israel). The industry is also highly concentrated with top 10 producers controlling more than one third of the global production, with high concentration in the P and K segment due to their limited availability, while the N segment is relatively lower concentrated due to wide availability of raw material (majorly natural gas).

Indian Fertilizer Industry

Agriculture contributed around 18% of India's Gross Domestic Product (GDP) during FY2017 and provides employment to more than half of the country's total population. Fertilizer industry is an allied sector to the agriculture industry and thus is largely dependent on the latter for its growth prospects.

Fertilisers contain one or more essential plant nutrients that are immediately or potentially available in sufficiently good amounts and thus help in increasing the crop yield. Fertilizers can be broadly classified as organic and inorganic/chemical fertilizers. Chemical fertilizers are further sub-classified in terms of the quantum of nutrients available to the soil from them. Primary nutrients available in chemical fertilizers include Nitrogen (N), Phosphorous (P) or Potassium (K), while secondary nutrients include calcium, magnesium and sulphur. These apart, select fertilisers also include micronutrients such as iron, zinc, copper, boron and chlorine.

In India, the most widely used chemical fertilizers based on the type of primary nutrients are Urea, Di-Ammonium Phosphate (DAP) and Muriate of Potash (MOP) which primarily contain nitrogen, phosphorus and potassium respectively. Other chemicals fertilizers used include Single Super Phosphate (SSP), Calcium Ammonium Nitrate (CAN) and various combinations of composition of N, P and K.

Based on sales figures, Indian chemical fertilizer industry was pegged at around Rs.95,000 crore during FY2017; comprising around 45% urea, 30% DAP and the balance 25% other complex fertilisers.

Table 2: Break-up of product wise sales volume of various chemical fertilisers

(LMT)

Financial Year	Urea	DAP	SSP and other complex	Total
2012-13	302	91	141	534
2013-14	305	69	137	511
2014-15	309	76	157	541
2015-16	320	98	164	582

Source: CMIE; LMT stands for Lakh Metric Tonne

Table 3: Break-up of product wise sales value of various chemical fertilisers

(₹Crore)

Financial Year	Urea	DAP	SSP and other complex	Total
2011-12	35,821	33,493	29,771	99,085
2012-13	43,215	32,674	20,792	96,680
2013-14	44,952	23,267	19,765	87,983
2014-15	53,840	27,632	23,319	1,04,791
2015-16	53,681	36,320	25,167	1,15,168
2016-17	42,356	*27,704	24,485	94,545

Source: CMIE; *CARE Research Estimate

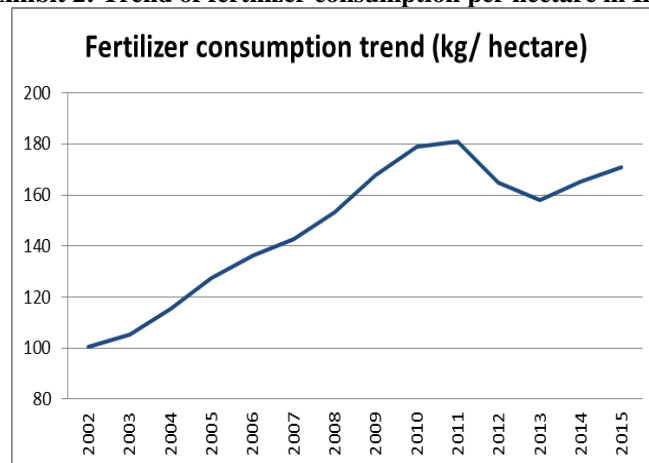
The chemical fertilizer industry size shrank during FY17 due to lower sales of major fertilisers such as Urea and DAP.

Organic fertilizers segment is a relatively growing segment commercially. Fertilizer Control Order (FCO), 1985 regulates the trade, price, quality and distribution of fertilizers in the country. Under FCO, six types of organic fertilizers have been notified which include city waste compost, vermi-compost, organic manure, de-oiled castor cake and phosphate rich organic manure (PROM).

Consumption of Fertilizers in India

The fertilizer consumption in India witnessed significant growth post the green revolution in 1960s which introduced high-yielding variety of seeds and promoted increased use of fertilizers and irrigation to increase agricultural output to support the growing population; and also address the issue of recurring famines. Fertilizer consumption per hectare during the inception of green revolution was at around 10 kg/hectare in CY1968. This increased to around 100 kg/hectare in CY2002 and further to 171 kg/hectare in CY2015; growing at a compounded annual growth rate of around 4% over the last 13 years from CY2002 till CY2015. This was however still lower than the world average of around 370 kg/ hectare in CY2015.

Exhibit 2: Trend of fertilizer consumption per hectare in India



Source: World Bank

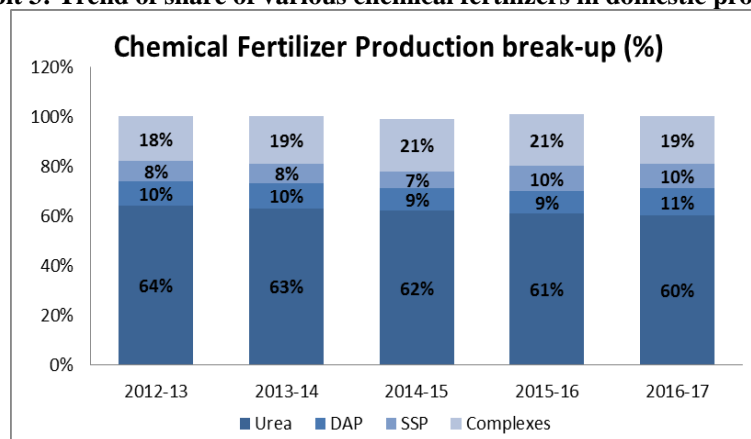
Production and Import of Fertilizers in India

Chemical Fertilizers

India is the third largest producer of chemical fertilisers in the world and contributed over 20% of the total global chemical fertiliser production (181 million tonnes) during CY2015. It ranks second in the production of nitrogenous fertilizers and third in the production of phosphatic fertilizers. Indian chemical fertilizer production has been growing at a compounded annual rate of around 3% over past four years ending FY2017.

Urea dominates the chemical fertilizer production in India with more than 60% share. It is heavily subsidized by the Indian Government and is the only fertilizer where the maximum retail price (MRP) has been fixed which makes it the cheapest available fertilizer; and hence derives high demand.

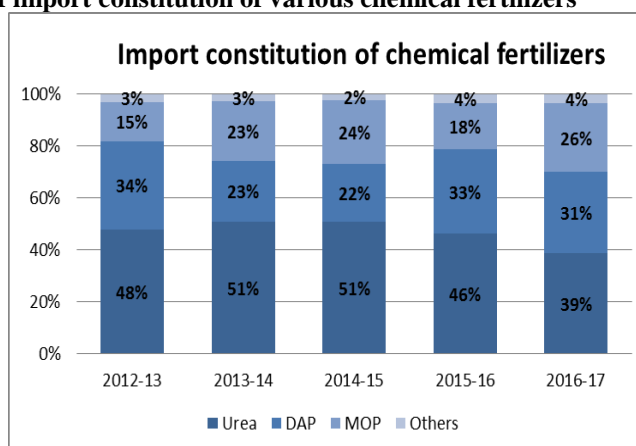
Exhibit 3: Trend of share of various chemical fertilizers in domestic production



Source: Department of fertilisers, CMIE

Over and above the domestic production, India also relies on imports to meet its fertilizer requirements. Of the total imports, urea comprises the largest share (39% in FY2017), followed by DAP (31%). Urea is imported mainly from China, Oman and Iran, while DAP is imported from various countries including Canada, China, Jordan, Morocco and Russia.

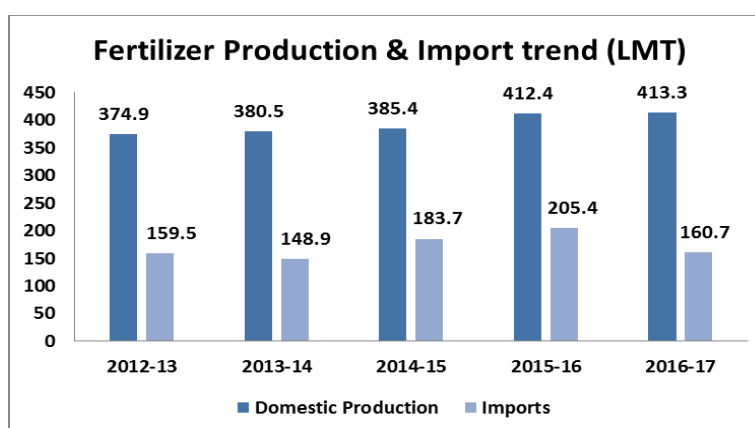
Exhibit 4: Trend of import constitution of various chemical fertilizers



Source: Department of fertilisers, CMIE

Despite an increase in the overall consumption of fertilisers in the country, the reliance on imports has reduced over the years with imports as a proportion of aggregate of domestic production and imports declining from 30% in FY2013 to 28% in FY2017.

Exhibit 5: Trend of domestic production of fertilizers and its imports



Source: Department of Fertilisers, CMIE

Over the years, the import of urea has reduced considerably from a 48% share in total imports in FY2013 to 39% in FY2017. This was mainly due to considerable reduction in imports during FY2017 due to inventory pile-up of previous year as well as relatively lower consumption with introduction of the policy of 'Neem coated urea' by the government. The production of urea increased significantly in FY2016 due to adoption of gas pooling policy from early FY2016. Compulsory neem coating of urea mandated by the government in May 2015 resulted in reduction of diversion of subsidized urea for non-agricultural purposes; which resulted in an overall decline in the consumption of the fertiliser.

DAP is manufactured from rock phosphate which is largely imported in India due to limited domestic availability. Hence, the quantum of import of DAP largely depends upon the price of the imported rock phosphate, which determines the viability of domestic manufacturing of DAP vis-à-vis direct imports of the same.

Also, over the years, government has focused on increasing the domestic production of fertilizers in the country, which has led to a rapid build-up of manufacturing units of all major fertilisers viz. Urea, DAP and other complex fertilizers in the country.

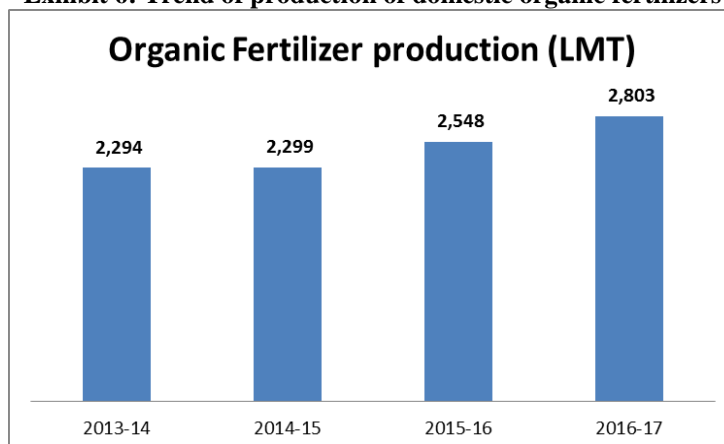
Presently, the country has 31 large sized Urea manufacturing units, 21 DAP and complex manufacturing units and 105 medium & small scale units manufacturing SSP collectively in public, cooperative and private sectors. Also, the government is mulling revival of five closed Urea manufacturing fertilizer plants – four plants of Fertilizer Corporation of India Limited (FCIL) and one plant of Hindustan Fertilizer Corporation Ltd. (HFCL). The commissioning of these plants will increase the indigenous urea production and lead to substantial reduction in

imports. This is in line with the government's focus on achieving self-sufficiency in Urea manufacturing by 2022.

Organic Fertilizers

Organic fertilizers have a relatively small presence in the entire fertilizer domain in the country; however, their demand has picked up significantly over the past few years due to increasing awareness of organic farming and sustainable agriculture practices. Organic fertilizers production witnessed a CAGR of 7% over the past four years ended FY2017.

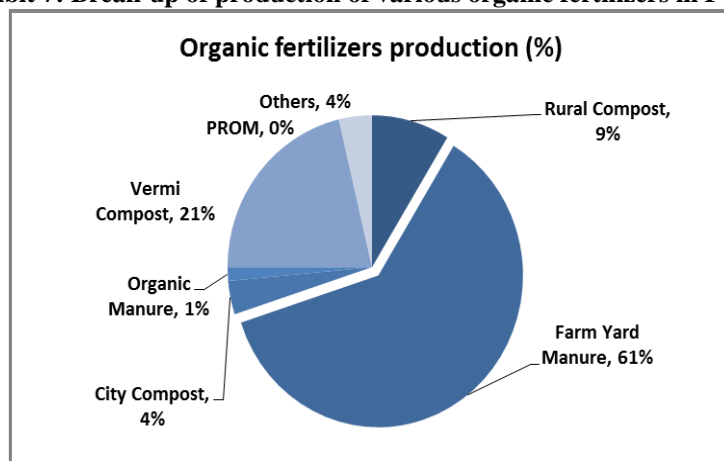
Exhibit 6: Trend of production of domestic organic fertilizers



Source: Reply to parliament questions

While the overall production of organic fertilizers is large, a sizeable part of it is consumed by the producer itself, particularly in farm yard manure and rural compost. Also, they are bulkier compared to chemical fertilizers, while the overall nutrient per unit of weight is considerably lower than the latter, a quality inherent to organic fertilizers.

Exhibit 7: Break-up of production of various organic fertilizers in FY2017



Source: Reply to parliament questions

Growth Drivers for Fertilizer Industry

- Growth in population and consequent demand for food

India has the largest population in the world after China and its population has witnessed an annual growth rate of 1.10% during the last decade. As per World Bank estimates, the Indian population is expected to grow at a compounded annual growth rate of around 1% over the next 10 years. India produced around 275 million tonnes of food grains in 2016-17, which is bound to increase with continuous rise in population. This is likely to derive the growth in demand for fertilisers in the medium to long term.

- Increased focus on agricultural segment and productivity

Agriculture and allied sectors contributed an important 17% share to India's GDP in 2017-18 and employs over

half of the country's population. Hence, the government has increased its focus on sustained growth of agricultural segment and farm incomes. To achieve this, there would be requirement to increase production with better productivity; along with diversification towards high value produces like pulses and cash crops. This would entail large investments in fertilizer production along with irrigation and agro-research. Furthermore, India presently contributes around 2% of the total agricultural exports, which it aims to increase in the coming period. Government's efforts to increase agricultural output and productivity by way of various schemes, subsidies and minimum support prices for various agricultural produces is likely to drive the demand for fertilisers in the coming period.

▪ Reduction in import dependence

Presently, the dependence on imports for fertilizers is significant, both for raw materials and final products. The government, in the medium term, aims at increasing domestic production to achieve self-sufficiency. Hence, it has undertaken various efforts to increase the domestic production of fertilizers including reviving of closed fertilizer industries. These efforts are mainly focused towards production of Urea and SSP (which is largely used as substitute of DAP), since Urea and DAP comprise over 70% of the total fertilizer imports.

▪ Government's measures to support the industry and increase domestic production

Subsidy on sale of fertilizers:

A major financial government support to the domestic fertiliser industry is by way of subsidy to producers, which lowers the sales price of the fertilizers provided to farmers and boosts the domestic production, which could otherwise result in lower overall demand for fertilizers.

Table 4: Trend of government subsidy for fertiliser industry over last three years

(₹Crore)

Year	Urea	Nutrient-based	Total
2015-16	50,478	21,938	72,415
2016-17	47,470	18,843	66,313
2017-18 (RE)	42,748	22,252	65,000

Source: Union Budget documents

Measures to increase Urea Production:

As urea forms the bulk of total fertilizer imports, the government has taken additional steps to give a boost to local urea production. These reforms mainly comprise raising limits of urea production by the companies beyond their re-assessed capacity and gas pooling. Under the New Urea Policy announced in 2015, the government has allowed the manufacturers of urea to produce additional quantity of urea as part of its objective to boost indigenous urea production in the country. This was implemented by way of raising the ceiling imposed on subsidised production to bring it with parity with low cost imports. Furthermore, the government has also introduced the policy for 'Gas Pooling' from early FY16. This comprises supply of gas, which is the costliest component in urea production, at uniform price to all urea manufacturers on the gas grid, wherein the price is decided based on average of domestic and imported gas and hence has resulted in lower cost of fuel. This resulted in an increase in the production of urea during FY16, vis-à-vis FY15.

Nutrient-based subsidy (NBS) for de-controlled fertilizers:

For non-urea fertilizers, the government pays a subsidy to manufacturers based on the individual components of identified nutrients in the final products, dubbed as Nutrient Based Subsidy. This was rolled out from April 2010. NBS deals with 22 grades of decontrolled fertilizers including DAP, MAP, MOP, SSP, Ammonium Sulphate and 15 grades of complex fertilizers. These fertilizers are provided to the farmers at the subsidized rates based on the nutrients [i.e. the proportion of Nitrogen (N), Phosphate (P), Potash (K) and Sulphur (S)] content in these fertilizers. The subsidy given to the manufacturers is fixed annually in advance for each identified grade of fertilizers. However, the Maximum Retail Price (MRP) of fertilizers has been left open and manufacturers/marketers are allowed to fix the MRP at a reasonable level. These rates are determined taking into account the international and domestic prices of P&K fertilizers, exchange rate and inventory levels of various fertilizers.

Measures to increase SSP Production:

In order to reduce the import dependence on DAP, which is the second largest imported fertiliser after urea, the government has undertaken measures to promote domestic production of SSP since the latter is largely used as a substitute of DAP. In March 2016, GoI removed the minimum capacity utilization criteria for SSP units in order

to become eligible for subsidy under NBS. Earlier, it was mandatory for SSP units to utilize minimum 50% of their production capacity or to produce 40,000 MT per annum, whichever is lower, to become eligible for NBS. This made production and sales of SSP unviable for small producers who could not meet the minimum production criteria for their units. Also, this minimum production criterion was applicable only to SSP and not to other P&K fertilizers, making SSP costlier as compared to other fertilisers in a price sensitive end-user industry.

Removal of minimum capacity utilization criterion was aimed at placing SSP units on a level playing field compared with other fertilizers to boost domestic production of SSP and reduce the dependence on imports of DAP. The same was also reflected in an 8% y-o-y growth in SSP production during FY17.

Measures to ease import of raw materials:

Despite increasing efforts, the country is expected to remain dependent on imports of fertilisers in the medium term due to its growing demand. Hence, the government is encouraging joint ventures abroad to ensure supply of key raw materials like natural gas and rock phosphate, instead of directly importing fertilizers, providing a boost to the domestic production.

- Shift towards usage of organic fertilisers

To support its increasing population, there has been a continued emphasis on increasing food production and consequently land productivity. This has led to non-administered use of chemical fertilizers, discontinuation of soil revival practices and lack of crop rotation, resulting in persistent decline in soil fertility marked by an increase in soil acidity, reduction in organic matter and deficiencies of micronutrients. The ideal NPK ratio for soil is 4:2:1 whereas Indian soils have an NPK ratio at 6.8:2.7:1 due to excessive usage of chemical fertilizers; mainly urea; it being the cheapest available fertilizer. Another indicator of soil health is soil organic carbon (SOC). High level of SOC provides micro-nutrients and improves water availability. The content of SOC in India is between 0.30% and 0.40%, whereas an ideal SOC is between 1% and 1.50%. Considering the need for improving soil health, better farming practices are required, including increased use of organic fertilisers, which is also reflected from global trend of increased organic farming. Organic farming is currently being practiced in more than 170 countries with area of land under organic farming increasing at a rapid pace. In India, only 0.4% of total agricultural land area is designated for organic cultivation, indicating huge scope for expansion.

The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission (SHM), National Program for Organic Production (NPOP), National Project on Organic Farming (NPOF), National Mission on Sustainable Agriculture (NMSA), Rashtriya Krishi Vikas Yojana (RKVY), Paramparagat Krishi Vikas Yojna (PKVY) and Mission for Integrated Development of Horticulture (MIDH) have been rolled out to give a boost to organic farming. These schemes focus on promoting higher use of organic fertilizers and bio-fertilizers for improving soil health & its productivity. For this, financial assistance for setting up organic fertilisers manufacturing units and for procurement of final products / raw materials of these fertilisers as well as application of these fertilisers is provided by the government. Many state governments (11 states including Sikkim, Kerala, Karnataka, Gujarat, Rajasthan and Himachal Pradesh) have developed policy on organic farming and are promoting organic market places.

Key Challenges for the Fertilizer Industry

- Sizeable dependence on imports

Due to unavailability or short supply of key raw materials from domestic sources, India heavily depends on imports of ready-made fertilizers as well as raw materials. With the introduction of NBS in 2010, fixed subsidy per tonne of product was provided equally to domestically produced as well as imported products, disincentivizing indigenous fertilizer production.

- Rise in global fuel prices

The price of natural gas, the key raw material for production of urea and ammonia based fertilizers is largely linked to the price of crude oil and has shown increasing trend over the last few months in line with rise in global fuel prices. This, in turn, increases the cost of production for producers. As the MRP of urea is fixed, increase in price of natural gas translates into increased subsidy burden on the government, which in turn would create pressure on the fiscal spending of the government.

- Inverted duty structure

Presently, key raw materials for the fertilizer sector are being taxed at 18% (except Phosphoric Acid which is taxed at 12%), while the final products are taxed at 5%, resulting in an inverted duty structure. This provides incentives for import of final products instead of domestic production.

- Highly regulated sector

Fertilizer was declared as an Essential Commodity and Fertilizer Control Order (FCO) was promulgated to regulate, trade, price, quality and distribution of fertilizers in the country. The FCO provides for compulsory registration of fertilizer manufacturers, importers and dealers, specification of all fertilizers manufactured/imported and sold in the country, regulation on manufacture of fertilizer mixtures, packing and marking on the fertilizer bags, appointment of enforcement agencies, setting up of quality control laboratories and prohibition on manufacture/import and sale of non-standard/spurious/adulterated fertilizers. Apart from that, the financials of the fertilizer sector is highly subjective as it is dependent on the changes of government policies and regulations.

- Pressure to reduce the use of chemical fertilizers

While sufficient production of food grains remain a challenge, the government is mulling a ban of chemical fertilizers in a phased manner. In December 2016, Sikkim became India's first fully organic state by converting around 75,000 hectares of agricultural land into sustainable cultivation. A constant threat over chemical fertilizers hangs as more states plan to increase the usage of organic fertilizers.

- Lower effectiveness of organic fertilizers

Organic fertilizers are needed in a larger quantity compared with chemical fertilizers due to their lower nutrient content per unit of weight. Also, their present cost is largely comparable to chemical fertilizers, which translates into higher cost of using organic fertilizers in the initial years, which farmers might not be willing to bear. Absence of any subsidy on organic fertilizers also acts as a deterrent for their adoption.

- Supply chain issues

Due to relatively underdeveloped infrastructure, the cost of transportation, storage, marketing and distribution for organic products is very high. This deters the farmers from practicing organic farming, as despite better realization for their produces, profitability remains uncertain, which presents challenges for acceptance of organic farming and organic fertilizers.

SUMMARY OF BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 17 of this DRHP, for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” 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 fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this chapter, unless otherwise stated, is derived from our Restated Financial Information prepared in accordance with Ind AS, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this DRHP, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 18 and 179, respectively.

OVERVIEW

We are an ISO 9001:2015, 9001:2008, 14001:2004 and 14001: 2015 certified company, engaged in manufacturing of various types of chemical and organic fertilizers. We also trade in chemical compounds and organic fertilisers. We started with manufacturing of different grades of NPK fertilizers. Over the years, we have widened our product base and at present our product portfolio includes different types of chemical and organic fertilizers viz. various grades of NPK, Single Super Phosphate (powdered and granulated), organic manure, PROM, mix micro nutrients, water soluble fertilizers, soil conditioners, etc. Since past few years, we have been majorly focusing on production of organic fertilisers and we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. [Source: CARE Industry Report]. Under organic fertilizers segment, we have been predominantly engaged in the production and marketing of Fertiliser Control Order (FCO) specified organic fertilizers grades. As on the date of the DRHP, we have a distribution network of more than 750 distributors spread over 10 states.

We currently have four production facilities: Unit I & II at Changodar, Ahmedabad, Unit III at Malarpura, Kheda and Unit IV at Kalyangadh, Bavla, Ahmedabad. As at March 31, 2018, these four facilities have a combined installed capacity of around 3,02,000 MT per annum. Each of our manufacturing facilities has the ability to manufacture different type of products, which provides us with the necessary flexibility to cater to changing demands in the market. We conduct in house test and check activities to improve our production processes, improve the quality of our product range and develop new products according to market demand.

One of our key product is 100% organic Phosphate Rich Organic Manure (PROM). PROM is a green chemistry Phosphatic fertilizer enriched with micro nutrient such as Copper, Zinc & Cobalt, which enhances the productivity of land. PROM is a highly effective substitute of Di-Ammonium Phosphate (DAP). The demand of organic fertilizers is increasing among the farmers. The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission, National Program for Organic Production, etc, have been rolled out to give boost to organic farming. [Source: CARE Industry Report]. Our Narmada PROM has gained the trust and confidence of farmers in various states with its effective results. This advantage has further given us confidence to effectively take our organic fertilisers across the country with a near monopoly of Narmada PROM, being noticed for its sustained quality, high yield production, and increased crop nutrition. During FY 2017, we had around share of 58% in the overall production of PROM in India. [Source: CARE Industry Report]. To enhance our product base, we are exploring to enter into pesticides markets as well. We have entered into marketing agreement with few parties wherein such parties will manufacture pesticides for us which shall be marketed by us under our brand.

Our Company is promoted by our Individual Promoter Dinesh Patel and Corporate Promoter Adeshwar Distributors Private Limited. Our Promoter Dinesh Patel has an experience of more than 18 years in the fertilizer industry. We believe that our Promoter’s and senior management’s experience enables us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. As on the date of the DRHP, we have 186 employees who aid in our business operations.

We believe in our moto, “*Jamin Balwan to Kisan Dhanwan*”. We have also been actively involved in maintaining our relationship with our dealers through annual dealer meets where we focus on interacting with our dealers and gaining insight on the market trends and demands, which helps us in serving the farming community better. We also conduct field trials in various states to determine the effectiveness of our products and improvise on the same. We also provide the facility of a toll-free number printed on each bag through which we can avail feedback on our products and also resolve any grievances / issues of farmers.

We are entitled to subsidy under Direct Benefit Transfer Scheme of Government of India on sale of our product, Single Super Phosphate. Further we are majorly catering to agriculture sector. Agriculture and allied sectors contributed an important 17% share to India’s GDP in 2017-18 and employs over half of the country’s population. Hence, the government has increased its focus on sustained growth of agricultural segment and farm incomes. To achieve this, there would be requirement to increase production with better productivity; alongwith diversification towards high value produces like pulses and cash crops. This would entail large investments in fertilizer production along with irrigation and agri-research. [Source: *CARE Industry Report*]. We believe that our fertilizer industry shall continue to receive government support in various forms such as subsidy, policies and various government schemes.

We have been recognized for Environment Protection for our SSP fertilizer Plant in 2017 by The Fertiliser Association of India (FAI), New Delhi. We have also been awarded for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM) in December 2017 by FAI. Further our Company has been recognised as “Best Manufacturer Of Organic & Bio-Chemical Fertilisers Of The Year” at Business Leaders Summit & Awards 2017 organised by Worldwide Achievers Private Limited.

Based on our Restated Consolidated Financial Information, our revenue from operations for Fiscals 2016, 2017 and 2018 was ₹ 2,344.07 million, ₹ 1,760.96 million and ₹ 1,715.66 million respectively. Our EBITDA for Fiscals 2016, 2017 and 2018 was ₹ 305.98 million, ₹ 206.03 million and ₹ 276.57 million, respectively. Our Return on Networth for Fiscals 2016, 2017 and 2018 was 15.98%, 8.45% and 12.11%, respectively. Our profit after tax margins were 5.51%, 4.27% and 7.10% for Fiscals 2016, 2017 and 2018 respectively.

OUR COMPETITIVE STRENGTHS

- ***Expertise in manufacture of Organic fertilizers***

We believe that the use of organic fertilisers promotes better crop nutrition and also ensures that the fertility levels of the land are maintained. We have always encouraged organic farming and had started production of organic fertilisers long ago, when the use of organic fertilisers was not very prevalent. Over the years, we have developed a discrete and effective manufacturing process for organic fertilisers. Due to our constant efforts, we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. [Source: *CARE Industry Report*]. We have also been predominantly engaged in the production and marketing of Fertiliser Control Order (FCO) specified Organic Fertilizers grades.

One of our key product is 100% organic Phosphate Rich Organic Manure (PROM). We manufacture PROM in the form of granules, which requires a specialized and accurate technical process to achieve the desired size and composition of granules. We believe that this expertise has enabled us to gain a wider market presence. During FY 2017, we had around share of 58% in the overall production of PROM in India. [Source: *CARE Industry Report*]. We have also been awarded for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM) in December 2017 by FAI.

- ***Wide product range***

Our product offerings ranges from organic fertilizers to various range of chemical fertilisers including water-soluble fertilizers, mix micro nutrients and soil conditioners. We have a product portfolio of around 19 products comprising of various grades of organic and chemical fertilisers and manures, available in both granular and powdered forms, as applicable. Currently we have four manufacturing facilities which enables us to manufacture such different range of products and serve our customers better. As a result of our efforts to cater the diverse needs of our customers, we have been constantly expanding our product portfolio as per the market trends and demands. Further we have recently entered into marketing agreements with few parties who shall manufacture various pesticides, insecticides, etc. on our behalf which shall be marketed by us under our brand name.

- ***Widespread distribution network***

We market, sell and distribute our products through our widespread distribution network and our team of sales professionals. We started our distribution operations within state of Gujarat and have over the years expanded such operations in 10 states in India through our distribution network of more than 750 distributors. Our distribution network has been established so as to effectively cover various states for the supply of our products and also target dealers and distributors having a wider reach among the major districts/cities of each state. We also have branch offices in at Madhya Pradesh and Haryana specifically for marketing purposes. We have deployed our team of sales professionals in various states so that we can provide first-hand guidance and assistance to our dealers spread across the nation. As a result of our widespread distribution network and significant operational experience, we believe that we have been able to identify market trends and personally connect with a large number of consumers, thereby gaining trust of our customers over the years.

- ***Experienced promoters and dedicated management team***

We have a dedicated management team led by Dinesh Patel, who is the Individual Promoter, Chairman and Managing Director of our Company. He has more than 18 years of experience in the fertilizer industry. His guidance and commitment has been instrumental in driving our growth since inception and implementing our business strategies. His industry knowledge and understanding also gives us a key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues and also enables us to develop and maintain cordial relationship with our customers. Our Promoter has also been awarded as “SME Entrepreneur of the Year” in 2014 by State Bank of India, Ahmedabad Circle.

Our team, comprising of qualified, experienced and skilled professionals in respective business domains supports our Promoter. We believe that the combination of our experienced Promoter and dedicated management team has the ability to successfully build and enhance our business operations, customer relationships and operational efficiency.

- ***History of repeat orders***

We believe that meeting customer specific requirements and delivery of orders is key factor for growth. Our Company has made continuous efforts to ensure customer satisfaction by taking steps for meeting customer specific requirements, timely delivery of orders to our customers as well as maintaining consistency in quality and this has yielded results in the form of repeat orders from our customers. The repeat orders reflect the confidence reposed in us by our customers.

- ***Location advantage***

The location of our manufacturing units plays a key role in terms of ease of access to raw material and other transportation facilities. We have 4 manufacturing units located in the outskirts of Ahmedabad district of Gujarat. The close proximity of our plants to all modes of transportation i.e rail, road and ports has made it easier for us to procure raw material timely and also supply our products across the nation with ease. All of our units are located on National Highways and hence it is comparatively easy and economical for us to arrange road transportation. Railway yards are also located in the vicinity and are easily accessible, thereby making the supply of our products convenient and speedy through railway rakes. Our location being closer to the Western Coast Ports also adds to the supply chain advantage for our overseas import shipments. We believe that such a strategic location of our manufacturing units gives us an additional leverage and competitive edge.

OUR STRATEGIES

- ***Expand our domestic presence and explore international markets***

At present, we have a widespread distribution network of more than 750 distributors spread over 10 states. We aim to expand our domestic presence by exploring newer domestic geographies such as North eastern and eastern regions. We also intend to increase our distribution network so as to enhance our domestic presence. To expand our business further, we intend to explore international markets as well. We have already taken steps in this direction and are in the process of exporting our organic products to East African countries. Further we have also registered ourselves with Walmart for establishing an international customer base for our Company. Similarly, we are also making constant efforts to embark our presence in some European countries.

- ***Capitalise on growing demand for organic fertilisers***

We believe that healthy soil makes a farmer wealthy. In our endeavor to increase fertility of soil and ensure adequate returns to the farmers, we promote the use of organic fertilisers among farmers. Considering the need for improving soil health, better farming practices are required, including increased use of organic fertilisers, which is also reflected from global trend of increased organic farming. Organic farming is currently being

practiced in more than 170 countries with area of land under organic farming increasing at a rapid pace. In India, only 0.4% of total agricultural land area is designated for organic cultivation, indicating huge scope for expansion. The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission, Rashtriya Krishi Vikas Yojana, National Mission on Sustainable Agriculture, etc. have been rolled out to give boost to organic farming. These schemes focus on promoting higher use of organic fertilizers and bio-fertilizers for improving soil health & its productivity. For this, financial assistance for setting up organic fertilisers manufacturing units and for procurement of final products / raw materials of these fertilisers as well as application of these fertilisers is provided by the government. Many state governments have developed policy on organic farming and are promoting organic market places. [Source: CARE Industry Report].

Due to our constant efforts, we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. Since we have already built a goodwill in the organic fertilizer segment with our products, we aim to capitalize on the opportunities this growing segment tends to offer by increasing our production and marketing of organic fertilisers.

- ***Continue to improve operating efficiencies through technology enhancements***

We continue to further develop our technology systems to increase asset productivity, operating efficiencies and strengthen our competitive position. We believe that our in-house technology capabilities will continue to play a key role in effectively managing and expanding our operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. We intend to continue to invest in our in-house technology capabilities to develop customized systems and processes to ensure effective management control. We continue to focus on further strengthening our operational and fiscal controls.

- ***Enhance our product base***

We have recently tendered for handling of imported urea for such capacity as may be allocated by the government upon the demand and geographical requirements. Further we have recently entered into marketing agreements with few parties who shall manufacture various pesticides, insecticides, etc. on our behalf which shall be marketed by us under our brand name.

Going forward, our Company intends to deal in such products to enhance its product basket as well as customer base.

OUR PRODUCTS

Our manufactured product profile comprises of nearly 19 different varieties of fertilisers and manures, available in all forms i.e. powdered, granular, etc. Broadly, our manufactured products can be categorized into Organic fertilizers and Chemical Fertilisers.

Organic Fertilizers

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
1.	Phosphate Rich Organic Manure (PROM)	Narmada PROM	PROM is a green chemistry fertilizer enriched with micro nutrients such as Copper, Zinc & Cobalt. It is a highly effective substitute to otherwise expensive synthetic phosphatic fertilizers such as di-ammonium phosphate and single super phosphate.	<ul style="list-style-type: none"> • PROM enhances the productivity of land and improves soil structure. • PROM is suitable even in alkaline and saline soils. • Production of PROM is highly cost- effective as it is a low energy process that does not demand high temperature or high pressure, needs no chemical catalyst and does not consume any valuable chemicals.
2.	Organic Manure	Bio-Gold	Bio-Gold is a highly effective, economical & eco-	An ideal basal dose of Organic Manure for all crops is at sowing

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
			friendly product derived from 100% organic ingredients. It is ideal for intensive cropping system as it reduces chemical fertilizer requirement & improves soil health	stage or as top dressing in standing crops. Organic Manure is effective even on hard and heavy black soil.

Non-Organic/Chemical Fertilizers

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
1.	NPK Mix Fertiliser <i>Grades:</i> <ul style="list-style-type: none"> N.P.K Mix Granulated 12 : 32 : 06 N.P.K Mix Granulated 15 : 10 : 00 N.P.K Mix Granulated 18 : 18 : 10 N.P.K Mix Granulated 20 : 10 : 10 N.P.K Mix Granulated 20 : 20 : 00 	Himalay	NPK is a range of high quality chemical based Fertiliser containing major nutrients (Nitrogen, Phosphorous, Potash) for plant growth and development. NPK is customized as per government-approved fertilizer grades. Presently, the grades manufactured are: NPK 20:10:10, NPK 20:20: 00, NPK 12: 32:06, NPK 15:10:00, NPK 18:18:10	<ul style="list-style-type: none"> Since NPK contains all primary nutrients, it negates the need for higher grade fertilizer which reduces cost and augments returns. NPK, in its granulated form, does not disperse in water and can be easily sown with seeds.
2.	Single Super Phosphate (SSP) <i>Grades:</i> <ul style="list-style-type: none"> Single Super Phosphate(16 % P₂O₅ Granulated) Single Super Phosphate(16 % P₂O₅ Powdered) 	Himalay	SSP – Powder and Granulated, is multi nutrient fertilizer containing 14.5% Phosphorous, 21% Calcium and 11% Sulphur which are primary and secondary plant nutrients for growth and development of plant. SSP has a tremendous impact on plant growth and also assists in maintaining soil health and protecting against pests and diseases.	<ul style="list-style-type: none"> SSP can be applied as a basal fertilizer with other chemical and organic fertilizers. SSP improves soil aeration and increases water holding capacity of the soil by improving the root growth. It increases protein content in pulses crops and oil content in oil seeds. SSP helps in leaching excess water from root zone and also acts as soil reclaiming agent
3.	Soil Conditioner (Ca:Ms:S)	Power Gold, Diamond	Granulated Soil Conditioner is a secondary nutrients supplement necessary for the health, growth and development of crops. It contains secondary nutrients such as Calcium,	<ul style="list-style-type: none"> Soil Conditioner enhances taste of cereals, pulses, fruits and also prevents yellowness of crop. It increases photosynthesis activity of plants.

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
			Magnesium, Sulphur (10%Ca: 5%Mg: 10%S)	
4.	Water Soluble Fertiliser <i>Grades:</i> <ul style="list-style-type: none"> Water Soluble Fertilizer 00-00-50 Water Soluble Fertilizer 00-52-34 Water Soluble Fertilizer 12-61-00 Water Soluble Fertilizer 13-00-45 Water Soluble Fertilizer 13-40-13 Water Soluble Fertilizer 19-19-19 Water Soluble Fertilizer Calcium Nitrate 	Narmada Samruddhi	Narmada Samruddhi is a range of 100% water soluble fertilisers which are enriched with all major nutrients as well as micro-nutrients. Various grades of water soluble fertilisers are manufactured as per various nutrient compositions required	<ul style="list-style-type: none"> Water Soluble Fertilisers are easy to use and can be applied to the crops as a foliar application or fertigation. It is also helpful to enhance the immunity system of crop as it allows better absorption of nourishing elements. The use of water soluble fertilizers reduces weed problems, lowers the consumption of water for crop irrigation and prevents drainage of water
5.	Ammonium Sulphate	Himalay	Ammonium Sulphate provides the plant with Nitrogen and Sulphur at the same time and due to that enables the plant to have a very high growth and yield. It is crystalline, in general, containing 20.6% Ammoniacal Nitrogen and 23% Sulphur	<ul style="list-style-type: none"> The primary use of Ammonium Sulphate is as fertilizer for alkaline soils. Since it contains Ammoniacal Nitrogen, it prevents the nitrogen to be washed out of the soil. It is also useful to lower the PH balance of soil.
6.	Magnesium Sulphate	Crowin, Magwin	Crowin provides Magnesium and Sulphur micro-nutrients to plants for healthy growth and development. It contains 9.6% Magnesium, 12% Sulphur and 16% Magnesium Oxide	<ul style="list-style-type: none"> Magnesium Sulphate enhances the taste of cereals, pulses and fruits and enables longer storage. It increases disease-resistance, prevents yellowness and promotes chlorophyll production in crops.

Our traded products include organic bio-chemical products such as Bio – Vigourous, Organic Phosphate Culture and other chemical compounds like Acetic Acid, Calcium chloride, Caustic Soda Flak etc, which are sold by us on bulk/wholesale basis. These are mainly sourced from local vendors.

Our product wise sales for the last three financial years is as follows:

(₹ in million)

Particulars	2015-16	2016-17	2017-18
Organic Fertilisers			
PROM	457.10	352.81	562.26
Others	409.10	239.61	97.70
Total (a)	866.20	592.41	659.95
Chemical Fertilisers			

Particulars	2015-16	2016-17	2017-18
NPK (Various grades)	352.66	199.04	138.29
SSP	383.97	456.63	432.82
Others	673.05	506.31	563.93
Total (b)	1,409.68	1,161.98	1,135.04
Total (a+b)	2,275.89	1,754.39	1,795.00
Less Quantity Discount	-	13.58	78.43
Add Excise Duty	6.51	4.29	-
Revenue from operations as per Restated Standalone Financial Information	2,282.40	1,745.11	1,716.57

SUMMARY FINANCIAL INFORMATION
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(₹in million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	480.81	432.48	410.53	428.51	428.09
(b) Other Intangible Assets	3.48	0.58	0.69	0.06	0.03
(c) Intangible Assets Under Development	-	2.45	-	-	-
(d) Capital Work-in-Progress	-	3.25	7.97	0.26	10.17
(e) Financial Assets					
(i) Investments	9.15	8.52	0.01	15.00	0.01
(ii) Other Financial Assets	16.81	19.50	18.74	6.86	3.32
(f) Other Non-Current Assets	44.86	32.22	44.13	33.29	31.58
Total Non-current Assets	555.11	499.00	482.07	483.98	473.20
Current assets					
(a) Inventories	579.83	515.48	526.18	314.28	339.75
(b) Financial Assets					
(i) Trade Receivables	584.89	671.69	471.99	303.49	184.51
(ii) Cash and Cash Equivalents	2.26	1.40	55.36	2.93	2.41
(iii) Bank Balances Other than (ii) above	7.65	5.29	36.67	18.72	6.80
(iv) Loans	2.73	3.45	2.51	1.88	1.75
(v) Other Financial Assets	193.59	252.33	240.65	195.54	148.78
(c) Other Current Assets	18.67	11.78	11.29	6.18	8.13
(d) Current Tax Assets	-	0.30	-	-	-

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Net)					
Total Current assets	1,389.62	1,461.72	1,344.65	843.02	692.14
Total Assets	1,944.73	1,960.72	1,826.72	1,327.00	1,165.34

EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	157.41	157.41	157.41	157.32	157.31
(b) Other Equity	857.81	734.62	659.19	528.05	438.05
Equity attributable to equity holders of the parent	1,015.22	892.03	816.60	685.37	595.36
Non Controlling Interest	1.11	1.24	0.81	0.68	0.29
Total Equity	1,016.33	893.27	817.41	686.05	595.64
Liabilities					
Non Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	65.70	4.52	5.49	13.91	47.88
(b) Non Current Provisions	3.17	3.02	2.35	1.90	1.03
(c) Deferred Tax liabilities (Net)	33.72	40.42	36.21	42.88	42.47
Total Non-current liabilities	102.59	47.96	44.05	58.69	91.38
Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	490.49	524.81	333.80	254.13	225.61
(ii) Trade Payables					
Micro, Small and Medium Enterprises	-	-	-	-	-
Others	149.95	403.10	504.75	197.15	140.48
(iii) Other Financial Liabilities	124.76	80.59	76.30	94.64	91.80
(b) Other Current Liabilities	4.60	7.99	11.57	12.98	14.20

(c) Short Term Provisions	2.82	3.00	1.17	2.62	2.23
(d) Current Tax Liabilities (Net)	53.18	-	37.67	20.75	3.99
Total Current liabilities	825.81	1,019.49	965.26	582.27	478.31
Total Liabilities	928.39	1,067.45	1,009.31	640.96	569.69
Total Equity and Liabilities	1,944.73	1,960.72	1,826.72	1,327.00	1,165.34

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
REVENUE					
Revenue from operations (net)	1,715.66	1,760.96	2,344.07	1,774.54	1,521.46
Other income	16.45	15.47	25.80	8.33	3.69
Total Income	1,732.11	1,776.43	2,369.87	1,782.87	1,525.15
EXPENSES					
Cost of materials consumed	750.36	672.75	857.51	702.43	546.04
Purchases of stock-in-trade	260.19	581.56	843.87	441.48	467.62
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	25.63	(38.00)	31.04	(29.81)	(96.93)
Excise duty	1.06	7.72	8.07	10.90	12.57
Employee benefits expense	74.11	64.56	61.91	56.59	42.92
Finance costs	61.31	63.99	71.18	42.86	49.10
Depreciation and amortization expense	39.38	38.31	40.35	45.16	35.07
Other expenses	344.19	281.81	261.49	349.16	341.68
Total Expenses	1,556.23	1,672.71	2,175.42	1,618.78	1,398.07
Profit before exceptional items and tax	175.88	103.73	194.45	164.09	127.08
Exceptional Items	-	-	-	-	-
Profit before tax	175.88	103.73	194.45	164.09	127.08
Tax expense:					
Current tax	59.62	23.73	70.60	51.46	48.87
Adjustment of tax relating to	0.00	-	-	-	-

earlier periods					
Deferred tax	(6.80)	4.19	(6.80)	0.53	(6.26)
	52.82	27.92	63.80	51.99	42.61
Profit/(Loss) After Tax	123.06	75.80	130.65	112.10	84.47
OTHER COMPREHEN SIVE INCOME					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of gains (losses) on defined benefit plans	0.30	0.07	0.36	(0.33)	0.19
Income tax related to above items	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Other comprehensive income (Net of taxes)	0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income for the Year	123.26	75.86	130.89	111.88	84.59
Profit for the year attributable to:					
Equity holders of the parent	122.99	75.37	130.52	112.22	84.42
Non-controlling interests	0.07	0.43	0.13	(0.12)	0.04
Other comprehensive income for the year attributable to:					
Equity holders of the parent	0.20	0.04	0.24	(0.22)	0.12
Non-controlling interests	-	-	-	-	-
Total comprehensive income for the year attributable to:					
Equity holders of the parent	123.19	75.41	130.75	112.00	84.55
Non-controlling interests	0.07	0.43	0.13	(0.12)	0.04
Earnings per share for profit attributable to equity					

shareholders					
Basic EPS	7.81	4.79	8.30	7.13	5.55
Diluted EPS	7.81	4.79	8.30	7.13	5.55

RESTATED CONSOLIDATED CASH FLOW STATEMENT

(₹ in million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
CASH FLOWS FROM OPERATING ACTIVITIES:					
Profit before income tax	175.88	103.73	194.45	164.09	127.08
Adjustments for:					
Depreciation and amortisation expense	39.38	38.31	40.35	45.16	35.07
Loss / (Gain) on disposal of property, plant and equipment	0.02	0.15	(0.32)	(0.13)	-
Gain on sale of investments	-	-	(0.15)	-	-
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Interest income classified as investing cash flows	(1.52)	(3.78)	(4.79)	(3.01)	(3.12)
Finance costs	60.92	58.61	68.04	41.51	47.11
Fair value gain on financial instruments	(0.63)	(0.51)	-	-	-
Net foreign exchange differences	(1.38)	0.78	9.17	3.39	8.96
Change in operating assets and liabilities:					
(Increase)/Decrease in trade receivables	85.13	(201.29)	(168.88)	(118.79)	97.14
(Increase)/Decrease in inventories	(64.35)	10.70	(211.91)	25.48	(101.10)
Increase/(decrease) in trade payables	(251.78)	(102.46)	298.47	53.29	(170.11)
(Increase)/decrease in financial and other assets	52.43	19.97	(82.73)	(62.22)	(26.57)
Increase/	2.90	(3.65)	8.89	4.04	10.16

(decrease) in financial and other liabilities					
Cash generated from operations	98.66	(77.85)	150.98	152.63	24.71
Less: Income taxes paid	(6.51)	(62.66)	(53.59)	(34.59)	(48.59)
Net cash inflow from operating activities	92.15	(140.51)	97.39	118.04	(23.88)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Payments for property, plant and equipment	(79.25)	(38.74)	(42.49)	(36.97)	(39.12)
Payments for intangible assets	(0.54)	(2.46)	(0.68)	(0.04)	(0.02)
Payments for purchase of investments	(0.00)	(7.99)	(0.00)	(15.00)	-
Proceeds from sale of investments	-	-	15.15	-	-
Proceeds from sale of property, plant and equipment	0.11	0.08	2.64	0.37	-
Interest received	1.70	4.13	4.26	2.99	2.71
Net cash outflow from investing activities	(77.98)	(44.98)	(21.14)	(48.65)	(36.43)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from issues of shares	-	-	0.50	-	105.00
Share Application money received / (refunded)	-	-	-	(22.00)	22.00
Proceeds from borrowings	86.75	-	5.00	-	2.20
Repayment of borrowings	(4.82)	(0.87)	(40.97)	(33.88)	(322.70)
Net change in current borrowings	(34.32)	191.01	79.67	28.52	225.61
Interest paid	(60.92)	(58.61)	(68.04)	(41.51)	(47.11)
Net cash inflow (outflow) from financing activities	(13.31)	131.53	(23.84)	(68.87)	(15.00)
Net increase (decrease) in cash and cash equivalents	0.86	(53.96)	52.44	0.52	(75.31)

Cash and Cash Equivalents at the beginning of the financial year	1.40	55.36	2.93	2.41	77.72
Cash and Cash Equivalents at end of the year	2.26	1.40	55.36	2.93	2.41
Reconciliation of cash and cash equivalents as per the cash flow statement:					
Cash and cash equivalents as per above comprise of the following:					
Balances with banks in current accounts	0.16	0.19	50.71	0.27	0.13
Cash On Hand	2.10	1.21	4.65	2.66	2.28
Balances per statement of cash flows	2.26	1.40	55.36	2.93	2.41

RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	478.96	430.42	408.01	425.70	425.92
(b) Other Intangible Assets	3.47	0.57	0.69	0.06	0.03
(c) Intangible Assets Under Development	-	2.45	-	-	-
(d) Capital Work-in-Progress	-	3.25	7.97	0.26	10.17
(e) Financial Assets					
(i) Investments	13.59	12.96	4.45	19.45	4.45
(ii) Other Financial Assets	16.81	19.50	18.74	6.86	3.32
(f) Other Non-Current Assets	44.80	32.16	44.08	33.24	31.53
Total Non-current Assets	557.64	501.32	483.94	485.57	475.42

Current assets					
(a) Inventories	576.41	511.84	508.92	312.32	338.43
(b) Financial Assets					
(i) Trade Receivables	584.64	672.82	470.90	301.05	182.94
(ii) Cash and Cash Equivalents	2.09	1.23	55.10	2.85	2.23
(iii) Bank Balances Other than (ii) above	7.65	5.29	36.67	18.72	6.80
(iv) Loans	2.73	3.45	2.51	1.88	1.75
(v) Other Financial Assets	198.65	256.76	241.18	195.54	149.17
(c) Other Current Assets	17.92	11.69	11.51	6.15	8.10
(d) Current Tax Assets (Net)	-	0.31	-	-	-
Total Current assets	1,390.07	1,463.39	1,326.79	838.51	689.42
Total Assets	1,947.71	1,964.71	1,810.72	1,324.08	1,164.84

EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	157.41	157.41	157.41	157.31	157.31
(b) Other Equity	857.82	734.63	659.21	528.05	438.05
Total Equity	1,015.23	892.04	816.62	685.36	595.36
Liabilities					
Non Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	65.71	4.52	5.49	13.91	47.88
(b) Non Current Provisions	3.17	3.02	2.35	1.90	1.03
(c) Deferred Tax liabilities (Net)	33.73	40.71	36.50	43.16	42.99
Total Non-current liabilities	102.61	48.25	44.34	58.97	91.90
Current Liabilities					
(a) Financial Liabilities					

(i) Borrowings	490.49	524.81	333.80	254.13	225.61
(ii) Trade Payables					
Micro, Small and Medium Enterprises	-	-	-	-	-
Others	155.16	408.10	491.54	195.09	139.86
(iii) Other Financial Liabilities	124.71	80.54	75.33	94.34	91.78
(b) Other Current Liabilities	4.59	7.97	10.25	12.82	14.20
(c) Short Term Provisions	2.79	3.00	1.17	2.62	2.23
(d) Current Tax Liabilities (Net)	52.13	-	37.67	20.75	3.90
Total Current liabilities	829.87	1,024.42	949.76	579.75	477.58
Total Liabilities	932.48	1,072.66	994.10	638.71	569.48
Total Equity and Liabilities	1,947.71	1,964.71	1,810.72	1,324.08	1,164.84

RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
REVENUE					
Revenue from operations (net)	1,716.57	1,745.11	2,282.40	1,774.08	1,519.99
Other income	16.92	19.06	25.74	8.33	4.08
Total Income	1,733.49	1,764.17	2,308.14	1,782.41	1,524.07
EXPENSES					
Cost of materials consumed	755.75	663.77	799.75	700.52	545.82
Purchases of stock-in-trade	260.19	581.56	843.87	441.48	467.62
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	26.39	(39.01)	30.91	(28.32)	(96.93)
Excise duty	1.06	7.72	8.07	10.90	12.57
Employee benefits expense	73.58	64.10	60.43	56.27	42.66
Finance costs	61.30	63.99	71.18	42.85	49.10
Depreciation and amortization expense	39.17	38.08	40.04	44.81	34.79
Other expenses	342.84	280.76	259.57	349.84	341.40
Total Expenses	1,560.28	1,660.96	2,113.82	1,618.35	1,397.03
Profit before exceptional items and tax	173.21	103.21	194.32	164.06	127.05
Exceptional Items	-	-	-	-	-
Profit before tax	173.21	103.21	194.32	164.06	127.05
Tax expense:					
Current tax	57.31	23.64	70.60	51.55	48.87
Adjustment of tax relating to earlier periods	-	-	-	-	-
Deferred tax	(7.09)	4.19	(6.80)	0.29	(6.26)
	50.22	27.84	63.80	51.84	42.61
Profit/(Loss) After Tax	122.99	75.37	130.52	112.22	84.43
OTHER					

COMPREHENSIVE INCOME					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of gains (losses) on defined benefit plans	0.30	0.07	0.36	(0.33)	0.19
Income tax related to above items	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Other comprehensive income (Net of taxes)	0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income for the Year	123.19	75.42	130.76	112.00	84.55
Earnings per share for profit attributable to equity shareholders					
Basic EPS	7.81	4.79	8.30	7.13	5.55
Diluted EPS	7.81	4.79	8.30	7.13	5.55

RESTATED STANDALONE CASH FLOW STATEMENT

(₹ in million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Ind AS)	For the year ended March 31, 2015 (Ind AS)	For the year ended March 31, 2014 (Ind AS)
CASH FLOWS FROM OPERATING ACTIVITIES:					
Restated Profit after Extraordinary Items & before Tax	173.21	103.21	194.32	164.06	127.05
Adjustments for:					
Depreciation and amortisation expense	39.17	38.08	40.04	44.81	34.79
Share of (profit)/loss from partnership firm	(0.62)	(3.91)	(1.18)	1.04	(0.39)
Loss / (Gain) on disposal of property, plant and equipment	0.02	-	(0.32)	(0.13)	-
Gain on sale of investments	-	-	(0.15)	-	-
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Interest income classified as investing cash flows	(1.52)	(3.78)	(4.79)	(3.01)	(3.12)

Finance costs	60.91	58.61	68.04	41.51	47.11
Fair value gain on financial instruments	(0.63)	(0.51)	-	-	-
Net foreign exchange differences	(1.38)	0.78	9.17	3.39	8.96
Change in operating assets and liabilities:					
(Increase)/Decrease in trade receivables	86.51	(203.50)	(170.23)	(117.91)	97.04
(Increase)/Decrease in inventories	(64.57)	(2.92)	(196.59)	26.10	(100.12)
Increase/(decrease) in trade payables	(251.54)	(84.25)	287.29	51.83	(170.20)
(Increase)/decrease in financial and other assets	53.08	20.29	(82.33)	(61.82)	(26.51)
Increase/(decrease) in financial and other liabilities	3.07	(2.39)	8.11	2.04	10.57
Cash generated from operations	97.38	(78.70)	151.76	151.72	25.26
Less: Income taxes paid	(5.25)	(62.58)	(53.59)	(34.59)	(48.68)
Net cash inflow from operating activities	92.13	(141.28)	98.17	117.13	(23.42)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Payments for property, plant and equipment	(79.25)	(37.78)	(43.45)	(35.96)	(39.12)
Payments for intangible assets	(0.54)	(2.46)	(0.68)	(0.04)	(0.00)
Payments for purchase of investments	(0.00)	(8.00)	0.00	(15.00)	-
Proceeds from sale of investments	-	-	15.15	-	-
Proceeds from sale of property, plant and equipment	0.11	-	2.64	0.37	-
Interest received	1.70	4.12	4.26	2.99	2.70
Net cash outflow from investing activities	(77.98)	(44.12)	(22.08)	(47.64)	(36.42)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from issues of shares	-	-	0.50	-	105.00
Share Application money received / (refunded)	-	-	-	(22.00)	22.00
Proceeds from borrowings	86.75	-	5.00	-	2.20
Repayment of borrowings	(4.81)	(0.87)	(40.97)	(33.88)	(322.70)
Net change in current borrowings	(34.32)	191.01	79.67	28.52	225.61
Interest paid	(60.91)	(58.61)	(68.04)	(41.51)	(47.11)
Net cash inflow (outflow) from financing activities	(13.29)	131.53	(23.84)	(68.87)	(15.00)
Net increase (decrease) in	0.86	(53.87)	52.25	0.62	(74.84)

cash and cash equivalents					
Cash and Cash Equivalents at the beginning of the financial year	1.23	55.10	2.85	2.23	77.07
Cash and Cash Equivalents at end of the year	2.09	1.23	55.10	2.85	2.23
Reconciliation of cash and cash equivalents as per the cash flow statement:					
Cash and cash equivalents as per above comprise of the following:					
Balances with banks in current accounts	0.02	0.02	50.54	0.20	0.08
Cash On Hand	2.07	1.21	4.56	2.65	2.15
Balances per statement of cash flows	2.09	1.23	55.10	2.85	2.23

THE OFFER

Particulars	Number of Equity Shares
Public Offer	Upto 72,00,000 Equity Shares aggregating upto ₹ [●] Million [#] .
<i>Of Which:</i>	
i. Fresh Issue ⁽¹⁾	Upto 54,00,000 Equity Shares
ii. Offer for Sale ⁽²⁾	Upto 18,00,000 Equity Shares
Employee Reservation Portion ⁽⁵⁾ .	Upto [●] Equity Shares aggregating upto ₹ [●] million.
<i>Therefore,</i>	
Net Offer of Equity Shares to Public.	Upto [●] Equity Shares.
<i>Of which</i>	
A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares.
<i>Of which:</i>	
Anchor Investor Portion	Not more than [●] Equity Shares.
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares.
<i>Of Which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)) ⁽⁴⁾	[●] Equity Shares.
Balance for all QIBs including Mutual Funds	[●] Equity Shares.
B) Non-Institutional Portion ⁽³⁾	Not less than [●] Equity Shares.
C) Retail Portion ^{(3) (5)}	Not less than [●] Equity Shares.
Equity Shares outstanding prior to the Offer	1,57,40,959 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares.
Use of Net Proceeds	Kindly refer to the chapter titled “ <i>Objects of the Offer</i> ” beginning on page 97 of this Draft Red Herring Prospectus for information about the use of the Net Proceeds.

Notes:

Allocation to Bidders in all categories if any, except the Retail Portion and the Anchor Investor Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see “Offer Procedure” beginning on page 285 of this DRHP.

⁽¹⁾ *The Fresh Issue has been authorised by the Board pursuant to its resolution passed on July 9, 2018 and the Shareholders pursuant to the resolution passed at the Extra Ordinary General Meeting held on July 31, 2018.*

⁽²⁾ *The Offer for Sale has been authorized vide Transmittal Letter dated August 21, 2018 by the Selling Shareholder.*

⁽³⁾ *Subject to valid Bids being received at or above the Offer Price under-subscription, if any, in any category, other than the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders (including the Employee Reservation Portion) at the discretion of our Company and the Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange subject to applicable law.*

⁽⁴⁾ *Our Company and the Selling Shareholder, in consultation with the BRLM, may allocate upto 60 % of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations, at the Anchor Investor Offer Price. 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 price at which allocation is being done to other Anchor Investors which price shall be determined by the Company and the Selling Shareholder in consultation with the BRLM. For details, see chapter titled “Offer Procedure” beginning on page 285. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added back to the QIB Portion. 5% of the QIB Portion (excluding Anchor*

Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor 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. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see “Offer Procedure” beginning on page 285 of this DRHP.

Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For further details, see “Offer Procedure” beginning on page 285 of the DRHP.

⁽⁵⁾The Employee Discount, if any, will be determined by the Company and the Selling Shareholder in consultation with the BRLM and will be offered to Eligible Employees, at the time of making a Bid. Eligible Employees bidding at a price within the Price Band can make payment at the Bid Amount (which will be less Employee Discount), at the time of making a Bid. Eligible Employees bidding at the Cut-Off Price have to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid. Retail Individual Bidders must ensure that the Bid Amount, does not exceed ₹200,000. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an undersubscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹5,00,000 (net of Employee Discount). Retail Individual Bidders and Eligible Employees should note that while filling the “SCSB/Payment Details” block in the Bid cum Application Form, Retail Individual Bidders and Eligible Employees must mention the Bid Amount

For further details regarding the Offer Structure and Offer Procedure, kindly refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 278 and 285, respectively of this Draft Red Herring Prospectus.

GENERAL INFORMATION

Our Company was incorporated as a private limited company on February 7, 2001 under the provisions of the Companies Act, 1956 as Narmada Bio-chem Private Limited pursuant to Certificate of Incorporation dated February 7, 2001 issued by the Assistant Registrar of Companies Gujarat, Dadra and Nagar Haveli. Pursuant to a special resolution passed by the shareholders of our Company at the extra-ordinary general meeting held on September 28, 2015, our Company was converted into a public limited company and consequently the name of our Company was changed to Narmada Bio-chem Limited. A fresh certificate of incorporation reflecting the new name was issued by the Registrar of Companies, Ahmedabad on October 23, 2015. For further details please see the chapter titled “History and Certain Corporate Matters” beginning on page 148 of this DRHP.

Registered and Corporate Office:

Narmada Bio-chem Limited,
“Narmada House”,
Plot No. 252,
TP No. 50,
Near Sun Builders, Sindhu Bhavan Road,
Bodakdev,
Ahmedabad- 380054,
Gujarat
Tel No.: 079-29705173/74/75
Fax No.: 079-29705172
Contact Person & Compliance Officer: Ms. Archita R. Kabra
E-mail: roc@nbclindia.com
Website: www.nbclindia.com
Registration No.: 039235
Corporate Identification Number: U24219GJ2001PLC039235

Address of Registrar of Companies:

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

ROC Bhavan, Opp Rupal Park Society,
Behind Ankur Bus Stop,
Naranpura, Ahmedabad-380013,
Gujarat, India

OUR BOARD OF DIRECTORS

As on the date of this Draft Red Herring Prospectus the Board of Directors of our Company consists of:

Name of our Director	Age	DIN	Designation	Address and Occupation
Mr. Dineshbhai Dhirubhai Patel	48	01342571	Chairman and Managing Director	Address: B-02, Saptavilla Bunglows, Opposite Ramji Nivas, S. No. 513, TPS – 214, B/H Sindhu Bhawan, Thaltej, Ahmedabad, Gujarat, India - 380054. Occupation: Business
Ms. Bhavnaben Dineshbhai Patel	44	03022052	Executive Director	Address: B-02, Saptavilla Bunglows, Opposite Ramji Nivas, S. No. 513, TPS – 214, B/H Sindhu Bhawan, Thaltej, Ahmedabad, Gujarat, India - 380054. Occupation: Business

Name of our Director	Age	DIN	Designation	Address and Occupation
Mr. Sanjaybhai Dhirubhai Kumbhani	43	03029446	Additional Executive Director	Address: B-201, Panchamrut Appartment, Opp. Nehru Foundation, Bodakdev, Ahmedabad – 380054 Occupation: Business
Mr. Kanwal Nain Jaggi	64	08109854	Additional Independent Director	Address: House No. 1327, Sector 37, Faridabad, Haryana, India – 121003 Occupation: Business
Mr. Undhad Bavkubhai Nathabhai	60	08150467	Additional Independent Director	Address: 132, Krushnapara Main Road, Vadia, Amreli, Gujarat – 365480 Occupation: Social and Political activities
Mr. Jignesh Amrutlal Dhaduk	35	07916260	Additional Independent Director	Address: A-1 Pinal Park, Shambhav Press Road, Mother Milk Palace, Bodakdev, Ahmedabad City, Ambawadi Vistar, Ahmedabad, Gujarat – 380015 Occupation: Chartered Accountant

For further details, please refer to the Chapter titled “Our Management” beginning on page 153 of the DRHP.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Archita R. Kabra

Narmada Bio-chem Limited
“Narmada House”,
Plot No. 252,
TP No. 50,
Near Sun Builders, Sindhu Bhavan Road,
Bodakdev,
Ahmedabad- 380054,
Gujarat.
Tel No.: 079-29705173/74/75
Fax No.: 079-29705172
E-mail: roc@nbclindia.com

CHIEF FINANCIAL OFFICER

Ashish Somani

Narmada Bio-chem Limited
“Narmada House”,
Plot No. 252,
TP No. 50,
Near Sun Builders, Sindhu Bhavan Road,
Bodakdev,
Ahmedabad- 380054,
Gujarat.
Tel No.: 079-29705173/74/75
Fax No.: 079-29705172
E-mail: cfo@nbclindia.com

Investors are advised to 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, credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders, non-receipt of funds by electronic mode etc.

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(ies) 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, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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 Bid cum Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted through the Registered Broker may be addressed to the Stock Exchanges with a copy to the Registrar. Further, Bidders shall also enclose a copy of Acknowledgement slip received from the Designated Intermediaries in addition to the information mentioned above.

STATUTORY AUDITORS TO OUR COMPANY

M/s. Surana Maloo & Co.,
2nd Floor, Aakashganga Complex,
Parimal Under Bridge,
Near Suvidha Shopping Center,
Paldi, Ahmedabad-380007
Tel No.: 079-26651777
E-mail: incometax@suranamaloo.com
Contact Person: CA S.D.Patel

M/s Surana Maloo & Co., Chartered Accountants, who are our Statutory Auditors are peer reviewed, and have a valid certificate bearing No 009328.

BOOK RUNNING LEAD MANAGER

Pantomath Capital Advisors Private Limited
406-408, Keshava Premises
Bandra Kurla Complex, Bandra East
Mumbai – 400 051
Tel No.: +91 22 6194 6700
Fax No.: +91 22 2659 8690
SEBI Registration No.: INM000012110
E-mail: ipo@pantomathgroup.com
Investor Grievance E-mail: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Mr. Hardik Bhuta

REGISTRAR TO THE OFFER

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500032, India
Tel No.: 91 40-67162222
Fax No.: 91 40-23431551
SEBI Registration Number: INR000000221
E-mail: einward.ris@karvy.com
Investor grievance e-mail: narmadabiochem.ipo@karvy.com

Website: <https://karisma.karvy.com/>
Contact Person: Mr. M. Murali Krishna

BANKERS TO OUR COMPANY

KOTAK MAHINDRA BANK LIMITED

4th Floor, Siddhi
Vinayak Complex,
Shivranjani Cross Road,
Satellite, Ahmedabad – 380015
Tel: (91) 079 61567168
Email: Harsh.a.Shah@kotak.com
Website: www.kotak.com
Contact Person: Harsh Shah

The details relating to the other Bankers to our Company shall be updated prior to filing of the Red Herring Prospectus with the RoC.

LEGAL COUNSEL TO THE OFFER

Messrs. Kanga and Company,
Advocates & Solicitors,
Readymoney Mansion,
43, Veer Nariman Road,
Mumbai – 400 001.
Tel No.: +91 22 6623 0000
Fax No.: +91 22 6633 9656/6633 9657
E-mail: chetan.thakkar@kangacompany.com
Contact person: Mr. Chetan Thakkar

SYNDICATE MEMBERS

The Syndicate Member(s) will be appointed prior to filing the Red Herring Prospectus with RoC.

BANKERS TO THE OFFER & ESCROW COLLECTION BANK

The Bankers to the Offer shall be appointed prior to filing of the Red Herring Prospectus with RoC.

REFUND BANKER TO THE OFFER

The Refund Banker(s) shall be appointed prior to filing of the Red Herring Prospectus with RoC.

SELF CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> as updated from time to time. For details of the Designated Branches of SCSBs which shall collect Bid cum Application Forms, refer to the above-mentioned link. Further, the branches of the SCSBs where the Syndicate at the Specified Locations could submit the Bid cum Application Form are provided on the aforementioned website of SEBI.

SYNDICATE SCSB BRANCHES

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

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 BSE and the NSE at www.bseindia.com and WWW.nseindia.com,

respectively, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

In terms of SEBI circular no. CIR/CFD/ POLICYCELL/11/2015 dated November 10, 2015, Bidders can submit Bid cum Application Forms through CDPs who are depository participants registered with SEBI and have furnished their details to Stock Exchanges for acting in such capacity.

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

STATEMENT OF RESPONSIBILITIES

Pantomath Capital Advisors Private Limited is the sole Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

CREDIT RATING

This being an Offer of Equity Shares, there is no requirement of credit rating for the Offer.

IPO GRADING OF THE OFFER

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

EXPERTS

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

Our Company has received written consent from the Statutory Auditor namely M/s Surana Maloo & Co., Chartered Accountants who holds a valid peer review certificate, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this DRHP and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the examination report dated September 15, 2018 of the Statutory Auditor on the Restated Financial Information, of our Company as of and for Fiscals ended March 31, 2018, 2017, 2016, 2015 and 2014 and the statement of tax benefits dated September 15, 2018 included in this DRHP and such consents have not been withdrawn as on the date of this DRHP.

Our Company has received consent from Chirag Shah and Associates, Company Secretaries vide their consent letter dated August 22, 2018 to include their name in the Draft Red Herring Prospectus in relation to their Search Report dated June 1, 2018.

TRUSTEES

As this is an Offer of Equity Shares, the appointment of Trustees is not required.

MONITORING AGENCY

The proposed fund requirement is not appraised by any Bank/Financial Institution. As the net proceeds of the Fresh Issue will be less than ₹1,000 million, under the SEBI ICDR Regulations it is not required that a monitoring agency be appointed by our Company.

However, in terms of the SEBI Listing Regulations the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Offer.

APPRAISING AGENCY

No appraising agency has been appointed in respect of any project of our Company.

BOOK BUILDING PROCESS

The book building, in context of the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company and the Selling Shareholder in consultation with the BRLM, and advertised in [●] editions of [●] (a widely circulated English National daily newspaper), [●] editions of [●] (a widely circulated Hindi daily newspaper) and [●] editions of [●] (Gujarati, being the regional language of Gujarat where our Registered Office is located) at least 5 (five) Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLM, after the Bid/ Offer Closing Date. The principal parties involved in

the Book Building Process are:

- 1) Our Company;
- 2) the BRLM;
- 3) the Syndicate Members who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as Underwriters;
- 4) the Registrar to the Offer;
- 5) the Bankers to the Offer;
- 6) the SCSBs;
- 7) the Registered Brokers;
- 8) the RTA;
- 9) the CDPs; and
- 10) the Selling Shareholder.

The Offer is being made through the Book Building Process wherein [●]% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder, in consultation with the BRLM may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, may participate in the Offer through the ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders (other than Anchor Investors) are mandatorily required to utilize the ASBA process to participate in the Offer. 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 a combination of categories at the discretion of our Company and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange.

All Bidders (excluding Anchor Investors) are mandatorily required to utilize the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Bids during the Bidding/Offer Period and withdraw their Bids until finalization of the Basis of Allotment. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. For further details, see the chapters titled “*The Offer*” and “*Offer Procedure*” beginning on pages 71 and 285, respectively, of this DRHP.

Our Company will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for the Offer. In this regard, our Company and the Selling Shareholder has appointed the BRLM to manage the Offer and procure subscriptions to the Offer. The Selling Shareholder confirms that it will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI, as applicable to such Selling Shareholder in relation to the Equity Shares offered by each of the respective Selling Shareholder in the Offer for Sale.

The Book Building Process under the SEBI ICDR Regulations is subject to change from time to time and Bidders are advised to make their own judgment about an investment through the Book Building Process prior to submitting a Bid.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid. For further details, please see the chapter titled “Offer Procedure” beginning on page 285 of this DRHP;
- Ensure that you have an active demat account and the demat account details are correctly mentioned in the Bid cum-Application-Form;
- Ensure that the Bid-cum-Application Form is duly completed as per the instructions given in the Red Herring Prospectus and in the Bid-cum-Application Form;

- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the IT Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for bidders residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the bidders by collecting sufficient documentary evidence in support of their claims;
- Ensure the correctness of your Demographic Details, given in the Bid-cum-Application Form with the details recorded with your Depository Participant;
- Ensure the correctness of your PAN, beneficiary account number, DP ID and Client ID given in the Bid-cum-Application Form. Based on these parameters, the Registrar will obtain details of the Bidders from the Depositories including the Bidder's name and bank account number, among others;
- Bids by ASBA Bidders will have to be submitted to the designated branches of the SCSBs or to the Syndicate at the Specified Locations or to the Registered Brokers at the Broker Centres. Ensure that the SCSB where the ASBA Account (as specified in the Bid cum Application Form) is maintained has named at least one branch at the Specified Location or the Broker Centre for the members of the Syndicate or the Registered Broker, respectively, to deposit Bid cum Application Forms (a list of such branches is available at the website of the SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>);
- All Bids (except in the case of Anchor Investors) shall be submitted only through the ASBA process
- ASBA Bidders should ensure that the ASBA Accounts have adequate credit balance at the time of submission to the SCSB or the Syndicate or the Registered Brokers to ensure that the Bid cum Application Form is not rejected.

For further details please see the chapter titled "Offer Procedure" beginning on page 278 of this DRHP.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Illustration of Book Building Process and the Price Discovery Process

(Bidders should note that the following is solely for the purpose of illustration and is not specific to the Offer and does not illustrate bidding by Anchor Investors)

Bidders can bid at any price within the Price Band. For instance, assuming a price band of ₹ 20 to ₹ 24 per share, an issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book as shown below indicates the demand for the equity shares of the issuer company at various prices and is collated from bids received from various bidders.

Bid Quantity	Bid Price (In ₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to Offer the desired number of shares is the price at which the book cuts off, i.e. ₹ 22 in the above example. The Issuer and the Selling Shareholder, in consultation with the BRLM, will finalise the Offer price at or below such cut-off, i.e. at or below ₹ 22. All bids at or above the Offer price and cut-off price bids are valid bids and are considered for allocation in the respective categories. This table is for illustration only and an investor can bid at an interval of every one rupee in the above example.

Allotment to Retail Individual Investors and Minimum Bid Lots

In the event, the Bids received from Retail Individual Investors exceeds [●] Equity Shares, then the maximum number of Retail Individual Investors who can be Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity Shares available for Allotment to Retail Individual Investors by the minimum Bid

Lot (“**Maximum RII Allottees**”). The Allotment to Retail Individual Investors will then be made in the following manner:

1. In the event the number of Retail Individual Investors who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) Retail Individual Investors shall be Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the Retail Individual Investors who have received Allotment as per (i) above for less than the Equity Share Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
2. In the event the number of Retail Individual Investors who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the Retail Individual Investors (in that category) who will then be Allotted minimum Bid Lot shall be determined on draw of lots basis.

For details, see the chapter titled “*Offer Procedure*” beginning on page 285 of this Draft Red Herring Prospectus.

UNDERWRITING AGREEMENT

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

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

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

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

The above mentioned is indicative underwriting and will be finalized after determination of the Offer Price and actual allocation subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board (based on a certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12 (1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Allocation among Underwriter may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the table above, the BRLM and the Syndicate Members shall be responsible for ensuring payment with respect to the Equity Shares allocated to the bidders procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure purchases for, or subscribe the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The underwriting arrangements mentioned above shall not apply to the subscriptions by the ASBA Bidders in the Offer, except for ASBA Bids procured by the Syndicate Member(s). The underwriting agreement shall list out the role and obligations of each Syndicate Member, and *inter alia* contain a clause stating that margin collected shall be uniform across all categories indicating the percentage to be paid as margin by the bidders at the time of Bidding.

CAPITAL STRUCTURE

Our Equity Share capital, as at the date of this DRHP and after the proposed Offer is set forth below: -

(₹, in million except share data)

Particulars		Aggregate Value at Face value	Aggregate Value at Offer Price
A.	AUTHORISED SHARE CAPITAL		
	2,50,00,000 Equity Shares of ₹ 10/- each.	250.00	
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	1,57,40,959 Equity Shares of ₹ 10/- each	157.41	
C.	PRESENT OFFER IN TERMS OF THIS DRHP		
	Fresh Issue of upto 54,00,000 Equity Shares of ₹ 10/- each at a price of ₹[●] per Equity Share ⁽¹⁾	Upto 54.00	[●]
	Offer for Sale of upto 18,00,000 Equity Shares of ₹ 10/- each ⁽²⁾⁽³⁾	Upto 18.00	[●]
	Of which:		
	(i) Employee Reservation Portion of upto [●] Equity Shares at a price of ₹ [●] per equity share not exceeding 5% of the Post Offer Equity Share Capital of our Company.	[●]	[●]
	(ii) Net Offer:	[●]	[●]
	QIB Portion of not more than [●] Equity Shares	[●]	[●]
	Non-Institutional Portion of not less than [●] Equity Share	[●]	[●]
	Retail Portion of not less than [●] Equity Shares	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	[●] Equity Shares of ₹10/- each	[●]	
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer	124.80	
	After the Offer	[●]	

⁽¹⁾The Offer has been authorised by the Board of Directors of our Company at its meeting held on July 9, 2018 and by the shareholders of our Company at the Extra-Ordinary General Meeting of the Company held on July 31, 2018.

⁽²⁾The Offer for Sale has been authorized by Board of Directors of Narmada Organics Private Limited vide resolution dated August 20, 2018 and vide the Selling Shareholder Transmittal Letter dated August 21, 2018.

⁽³⁾ The Offer comprises an Offer for Sale upto 18,00,000 Equity Shares by the Selling Shareholder. The details of Equity Shares offered by the Selling Shareholder are as follows:

S. No.	Name of Selling Shareholder	Maximum Number of Equity Shares Offered	Pre-Offer		Post-Offer	
			Number of Equity Shares	% of Paid-up Capital	Number of Equity Shares	% of Paid-up Capital
1.	Narmada Organics Private Limited	18,00,000	21,47,953	13.65	[●]	[●]

1. The Equity Shares offered by the Selling Shareholder have been held for a period of more than 1 (one) year prior to the date of filing of this DRHP and, hence, are eligible for being offered for sale in the Offer.

2. **Details of change in authorised share capital since incorporation**

The authorized share capital of the Company at the time of incorporation was ₹1,00,000/- (Rupees One Lakh only) divided into 1,00,000 Equity Shares of ₹1/- (Rupees One only) each. The following table gives the increase

in the authorised share capital post incorporation of our Company: -

S. No.	Particulars of increase	Date of Shareholder's meeting	AGM/ EGM
1.	Increase in authorized share capital from ₹1,00,000/- divided into 1,00,000 Equity Shares of ₹ 1/- each to ₹25,00,000/- divided into 25,00,000 Equity Shares of ₹1/- each.	February 26, 2004	EGM
2.	Increase in authorized share capital from ₹25,00,000/- divided into 25,00,000 Equity Shares of ₹1/- each to ₹75,00,000/- divided into 75,00,000 Equity Shares of ₹1/- each.	March 22, 2006	EGM
3.	Increase in authorized share capital from ₹75,00,000/- divided into 75,00,000 Equity Shares of ₹1/- each to ₹1,25,00,000/- divided into 1,25,00,000 Equity Shares of ₹1/- each.	February 12, 2009	EGM
4.	Reclassification of shares: Reclassified the authorized capital of the Company of ₹1,25,00,000 into 85,00,000 Class A Equity Shares of ₹1 each and 40,00,000 Class B Equity Shares of ₹1 each with differential rights.	December 28, 2009	EGM
5.	Increase in authorized share capital from ₹1,25,00,000/- divided into 85,00,000 Class A Equity Shares of ₹1 each and 40,00,000 Class B Equity Shares of ₹1 each with differential rights to ₹10,00,00,000/- divided into 9,60,00,000 Class A Equity Shares of ₹1/- each and 40,00,000 Class B Equity Shares of ₹1/- each with differential rights, each Class B equity share having 700 votes.	October 1, 2010	EGM
6.	Increase in authorized share capital from ₹10,00,00,000/- divided into 9,60,00,000 Class A Equity Shares of ₹1/- each and 40,00,000 Class B Equity Shares of ₹1/- each with differential rights to ₹10,70,00,000 divided into 10,30,00,000 Class A Equity Shares of ₹1 each and 40,00,000 Class B Equity Shares of ₹1 each with differential rights, each Class B Equity Share having 700 votes.	April 1, 2011	EGM
7.	The Company converted 40,00,000 Class B Equity Shares of ₹1 each with differential voting rights into Regular (Class A) Equity Shares of ₹1 each.	January 20, 2012	EGM
8.	Increase in authorized share capital from ₹10,70,00,000/- divided into 10,70,00,000 Equity Shares of ₹1/- each to ₹20,00,00,000/- divided into 20,00,00,000 Equity Shares of ₹1/- each.	April 24, 2013	EGM
9.	Consolidation of the issued, subscribed and paid-up equity shares in the share capital by increasing the face value of the Equity Shares from ₹1 each to ₹10 each so that every 10 equity shares with face value of ₹1 each held by a member are consolidated into 1 Equity Share of face value of ₹10 each.	January 11, 2016	EGM
10.	Increase in authorized share capital from ₹20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹10/- each to ₹25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹10/- each.	July 31, 2018	EGM

Notes to Capital Structure

1. Share Capital history of our Company

A. The following is the history of the Equity Share Capital of our Company:

Date of allotment of Equity Shares	No. of Equity Shares Allotted	Face Value (in ₹)	Issue Price (in ₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Capital (in ₹)
At incorporation	1,00,000	1	1	Cash	Subscription to MoA ⁽¹⁾	1,00,000	1,00,000
February 27, 2004	24,00,000	1	1	Cash	Preferential Allotment ⁽²⁾	25,00,000	25,00,000
March 30, 2006	25,00,000	1	2	Cash	Preferential Allotment ⁽³⁾	50,00,000	50,00,000
March 29, 2008	8,10,000	1	5	Cash	Preferential Allotment ⁽⁴⁾	58,10,000	58,10,000
March 18, 2009	14,00,688	1	10	Cash	Preferential Allotment ⁽⁵⁾	72,10,688	72,10,688
May 22, 2009	10,20,000	1	10	Cash	Preferential Allotment ⁽⁶⁾	82,30,688	82,30,688
Sub-Total	82,30,688						
<i>Reclassification of Authorised Share Capital into Class A and Class B on December 28, 2009</i>							
Class B Equity Shares with Differential Rights							
December 29, 2009	1,00,000	1	20	Cash	Preferential Allotment ⁽⁷⁾	1,00,000	1,00,000
October 1, 2010	4,50,000	1	Nil	NA	Bonus Allotment in ratio of 9:2 ⁽⁸⁾	5,50,000	5,50,000
Sub-Total	5,50,000						
Class A Equity Shares							
October 1, 2010	3,70,38,096	1	Nil	NA	Bonus Allotment in ratio of 9:2 ⁽⁹⁾	4,52,68,784	4,52,68,784
March 31, 2011	59,76,500	1	10	Cash	Preferential Allotment ⁽¹⁰⁾	5,12,45,284	5,12,45,284
April 3, 2011	5,12,45,284	1	Nil	NA	Bonus Allotment in ratio of 1:1 ⁽¹¹⁾	10,24,90,568	10,24,90,568
Sub-Total	9,42,59,880						
Class B Equity Shares with Differential Rights							
April 3, 2011	5,50,000	1	Nil	NA	Bonus Allotment in ratio of 1:1 ⁽¹²⁾	11,00,000	11,00,000
Sub-Total	5,50,000						
<i>Conversion of Class B Equity Shares into Class A Equity Shares pursuant to shareholders resolution in the EGM held on January 20, 2012</i>						10,35,90,268	10,53,09,268
March 31, 2012	17,18,700	1	10	Cash	Preferential Allotment ⁽¹³⁾	10,53,09,268	10,53,09,268
April 25, 2013	3,20,00,000	1	3	Cash	Preferential Allotment ⁽¹⁴⁾	13,73,09,268	13,73,09,268
May 28, 2013	2,00,00,000	1	3	Cash	Preferential Allotment ⁽¹⁵⁾	15,73,09,268	15,73,09,268

Date of allotment of Equity Shares	No. of Equity Shares Allotted	Face Value (in ₹)	Issue Price (in ₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Capital (in ₹)
December 19, 2015	1,00,322	1	5	Cash	Private Placement ⁽¹⁶⁾	15,74,09,590	15,74,09,590
Consolidation of 10 Equity Shares of face value ₹ 1 each into 1 Equity Share of face value ₹ 10 each on January 11, 2016						1,57,40,959	15,74,09,590

- (1) Allotment to Dineshbhai D. Patel [33,000 Equity Shares], Rameshbhai J. Patel [33,000 Equity Shares], Ashwinbhai N. Patel [34,000 Equity Shares];
- (2) Allotment to Chimanbhai G. Buha [80,000 Equity Shares], Hansaben C. Buha [30,000 Equity Shares], Nanjibhai B. Gondalia [30,000 Equity Shares], Balkrishna D. Talavia [80,000 Equity Shares], Rajeshbhai J. Sojitra [30,000 Equity Shares], Bhanuben R. Sojitra [30,000 Equity Shares], Dahyabhai V. Patodia [30,000 Equity Shares], Prafulbhai R Kumbhani [30,000 Equity Shares], Leelavanti S Kumbhani [30,000 Equity Shares], Vinubhai D Salalia [30,000 Equity Shares], Bhavnaben D Patel [75,000 Equity Shares], Rekhaben R Patel [75,000 Equity Shares], Jinabhai K Bhoot [125,000 Equity Shares], Keyurbhai J Bhoot [50,000 Equity Shares], Sanjaybhai D Kumbhani [50,000 Equity Shares], Dhirubhai N Kumbhani [75,000 Equity Shares], Rameshbhai J Patel [7,75,000 Equity Shares], Dinesh D. Patel [7,75,000 Equity Shares];
- (3) Allotment to Bhanuben R. Sojitra [37,500 Equity Shares], Chandrakant V. Patel [150,000 Equity Shares], Chimankumar G. Buha [1,27,500 Equity Shares], Dahyabhai V. Patodia [1,25,000 Equity Shares], Dhirubhai N. Kumbhani [70,000 Equity Shares], Dineshbhai D. Patel [3,50,000 Equity Shares], Hansaben C. Buha [70,000 Equity Shares], Jinabhai K. Bhoot [65,000 Equity Shares], Keyurbhai J. Bhoot [50,000 Equity Shares], Maganbhai N. Gondaliya [80,000 Equity Shares], Nareshbhai G. Patel [50 Equity Shares], Vallabhbhai P. Malviya [50,000 Equity Shares], Rekhaben R. Patel [74,950 Equity Shares], Bhavnaben D. Patel [1,87,500 Equity Shares], Dhanjibhai Vallabhbhai Mistry [56,000 Equity Shares], Leelavanti S. Kumbhani [42,500 Equity Shares], Nanjibhai B. Gondalia [40,000 Equity Shares], Prafulbhai R. Kumbhani [72,000 Equity Shares], Rajeshkumar J. Sojitra [37,500 Equity Shares], Rameshbhai J. Patel [3,50,000 Equity Shares], Rekhaben R. Patel [70,500 Equity Shares], Sanjaybhai D. Kumbhani [45,500 Equity Shares], Sarojben S. Patel [75,000 Equity Shares], Sureshbhai B. Patel [62,500 Equity Shares], Sureshbhai N. Sojitra [22,500 Equity Shares], Thakkarshibhai A. Bhoot [88,500 Equity Shares], Ukabhai V. Patodiya [1,00,000 Equity Shares];
- (4) Allotment to Bhavnaben D. Patel [40,000 Equity Shares], Chandrakant B. Patel [7,000 Equity Shares], Chintan P. Shah [7,000 Equity Shares], Dhirubhai N. Kumbhani [54,000 Equity Shares], Dineshbhai D Patel [1,15,000 Equity Shares], Himanshu H. Patel [7,000 Equity Shares], Jinabhai K. Bhoot [26,000 Equity Shares], Kiritbhai J. Patel [20,000 Equity Shares], Leelavati S. Kumbhani [8,000 Equity Shares], Mavjibhai H. Patel [36,000 Equity Shares], Narmada Marketing Co. [32,000 Equity Shares], National Organic Fertilizer [2,38,000 Equity Shares], Nikhilkumar M. Modi [4,000 Equity Shares], Rameshbhai J. Patel [1,15,000 Equity Shares], Rashmikant K. Patel [18,000 Equity Shares], Rekhaben R. Patel [40,000 Equity Shares], Sanjaybhai D. Kumbhani [8,000 Equity Shares], Shaileshkumar D. Thakkar [35,000 Equity Shares];
- (5) Allotment to Ankit C. Patel [15,000 Equity Shares], Dhirubhai N. Kumbhani (HUF) [1,00,000 Equity Shares], Jinabhai K Bhoot [1,67,988 Equity Shares], Mavjibhai Harjibhai Patel [20,000 Equity Share], Prakashbhai M Patel [50,000 Equity Shares], Rameshchandra C. Patel [73,600 Equity Shares], Ranjanben R. Patel [74,100 Equity Shares], Rashmikant K. Patel [15,000 Equity Shares], Ravi Rameshbhai Patel [22,300 Equity Shares], Shaileshbhai D. Thakkar [40,000 Equity Shares], Shardaben T. Bhoot [25,100 Equity Shares], Bhavnaben D. Patel [1,20,000 Equity Shares], Dhirubhai N Kumbhani [147,500 Equity Shares], Dineshbhai D. Patel (HUF) [25,000 Equity Shares], Dineshbhai D. Patel [1,20,000 Equity Shares], Jayeshbhai B. Patel [50,000 Equity Shares], Rameshbhai J. Patel (HUF) [25,000 Equity Shares], Rameshbhai J Patel [1,20,000 Equity Shares], Rekhaben R. Patel [1,20,000 Equity Shares], Maheshbhai T. Bhoot [100 Equity Shares], Sanjaybhai D. Kumbhani [70,000 Equity Shares];
- (6) Allotment to Ankit C. Patel [20,000 Equity Shares], Bhavnaben D. Patel [40,000 Equity Shares], Chandrakantbhai R. Patel [1,00,000 Equity Shares], Dhanvidhya Finance & Inv. Con. Ser. Private Limited. [1,50,000 Equity Shares], Prakashbhai M Patel [50,000 Equity Shares], Dineshbhai D. Patel (HUF) [80,000 Equity Shares], Dineshbhai D. Patel [50,000 Equity Shares], Rameshbhai J. Patel (HUF) [80,000 Equity Shares], Rameshbhai J. Patel [50,000 Equity Shares], Jinabhai K. Bhoot (HUF) [1,20,000 Equity Shares],

- Rekhaben R. Patel [40,000 Equity Shares], Keyurbhai J. Bhoot [30,000 Equity Shares], Maheshbhai T. Bhoot [35,000 Equity Shares], Thakersibhai A. Bhoot [25,000 Equity Shares], Bharat D. Bharwada [50,000 Equity Shares], Anjanaben C. Kotecha [50,000 Equity Shares], Dahiben G. Dalani [50,000 Equity Shares];*
- (7) *Allotment to Dineshbhai D. Patel [50,000 Equity Shares], Rameshbhai J. Patel [50,000 Equity Shares];*
- (8) *Allotment to Dineshbhai D. Patel [2,25,000 Equity Shares], Rameshbhai J. Patel [2,25,000 Equity Shares];*
- (9) *Allotment to Bhavnaben D. Patel [24,50,232 Equity Shares], Chimankumar G. Buha [9,33,750 Equity Shares], Dhirubhai N. Kumbhani [19,68,750 Equity Shares], Dhirubhai N. Kumbhani (HUF) [4,50,000 Equity Shares], Dineshbhai D. Patel (HUF) [10,08,000 Equity Shares], Dineshbhai D. Patel [80,91,828 Equity Shares], Jinabhai K. Bhoot [24,52,446 Equity Shares], Jinabhai K. Bhoot (HUF) [5,40,000 Equity Shares], Keyurbhai J. Bhoot [8,14,500 Equity Shares], Leelavantiben Kumbhani [3,62,250 Equity Shares], Maheshbhai T. Bhoot [1,57,950 Equity Shares], Narmada Organics Limited [36,63,135 Equity Shares], National Fertilizer Industries [45 Equity Shares], Nareshbhai G. Patel [225 Equity Shares], Prabhudas P. Patel [450 Equity Shares], Prafulbhai R. Kumbhani [4,59,000 Equity Shares], Rajeshkumar J. Sojitra [3,03,750 Equity Shares], Rameshbhai J. Patel [76,46,328 Equity Shares], Rameshbhai J. Patel (HUF) [10,08,000 Equity Shares], Rekhaben R. Patel [25,42,257 Equity Shares], Sanjaybhai D. Kumbhani [7,85,250 Equity Shares], Shardaben T. Bhoot [1,12,950 Equity Shares], Sureshbhai N. Sojitra [1,01,250 Equity Shares], Thakkarshibhai A. Bhoot [5,10,750 Equity Shares], Ukabhai V. Patodiya [4,50,000 Equity Shares] and Vallabhbhai P. Malviya [2,25,000 Equity Shares];*
- (10) *Allotment to Dhirubhai N. Kumbhani [85,000 Equity Shares], Dhirubhai N. Kumbhani (HUF) [20,000 Equity Shares], Jinabhai K. Bhoot [55,000 Equity Shares], Jinabhai K. Bhoot (HUF) [30,000 Equity Shares], Keyurbhai J. Bhoot [50,000 Equity Shares], Narmada Organics Private Limited [55,60,000 Equity Shares], Sanjaybhai D. Kumbhani [1,76,500 Equity Shares];*
- (11) *Allotment to Bhavnaben D. Patel [29,94,728 Equity Shares], Chimankumar G. Buha [11,41,250 Equity Shares], Dhirubhai N. Kumbhani [24,91,250 Equity Shares], Dhirubhai N. Kumbhani (HUF) [5,70,000 Equity Shares], Dineshbhai D. Patel (HUF) [12,32,000 Equity Shares], Dineshbhai D. Patel [98,90,012 Equity Shares], Jinabhai K. Bhoot [30,52,434 Equity Shares], Jinabhai K. Bhoot (HUF) [6,90,000 Equity Shares], Keyurbhai J. Bhoot [10,45,500 Equity Shares], Leelavantiben Sanjaybhai Kumbhani [4,42,750 Equity Shares], Maheshbhai T. Bhoot [1,93,050 Equity Shares], Narmada Organics Private Limited [1,00,37,165 Equity Shares], National Fertilizer Industries [55 Equity Shares], Nareshbhai G. Patel [275 Equity Shares], Prabhudas P. Patel [550 Equity Shares], Prafulbhai R. Kumbhani [5,61,000 Equity Shares], Rajeshkumar J. Sojitra [3,71,250 Equity Shares], Rameshbhai J. Patel [93,45,512 Equity Shares], Rameshbhai J. Patel (HUF) [12,32,000 Equity Shares], Rekhaben R. Patel [31,07,203 Equity Shares], Sanjaybhai D. Kumbhani [11,36,250 Equity Shares], Shardaben T. Bhoot [1,38,050 Equity Shares], Sureshbhai N. Sojitra [1,23,750 Equity Shares], Thakkarshibhai A. Bhoot [6,24,250 Equity Shares], Ukabhai V. Patodiya [5,50,000 Equity Shares] and Vallabhbhai P. Malviya [2,75,000 Equity Shares];*
- (12) *Allotment to Dineshbhai D. Patel [2,75,000 Equity Shares], Rameshbhai J. Patel [2,75,000 Equity Shares];*
- (13) *Allotment to Dhirubhai N. Kumbhani [40,000 Equity Shares], Dhirubhai N. Kumbhani (HUF) [25,000 Equity Shares], Jinabhai K. Bhoot (HUF) [30,000 Equity Shares], Keyurbhai J. Bhoot (HUF) [78,500 Equity Shares] Narmada Organics Private Limited [14,05,200 Equity Shares], Narmada Global Bio-chem Fertilizers Private Limited [90,000 Equity Shares], Sanjaybhai D. Kumbhani [25,000 Equity Shares] and Sanjaybhai D. Kumbhani (HUF) [25,000 Equity Shares].*
- (14) *Allotment to Adeshwar Distributors Private Limited [3,20,00,000 Equity Shares];*
- (15) *Allotment to Adeshwar Distributors Private Limited [2,00,00,000 Equity Shares];*
- (16) *Allotment to Dineshbhai D. Patel [20,076 Equity Shares], Rameshbhai J. Patel [20,076 Equity Shares] Rekhaben R. Patel [20,094 Equity Shares], Jinabhai K. Bhoot [20,032 Equity Shares] and Bhavnaben D. Patel [20,044 Equity Shares].*

Shares issued for consideration other than cash or bonus

1. Class A Equity Shares

Date of the allotment	No. of Equity Shares	Issue Price (in ₹)	Reasons for allotment	Benefits accruing to the Company	Persons to whom the allotment were made
October 1, 2010	3,70,38,096	Nil	Bonus Allotment in ratio of 9:2 ⁽¹⁾	Nil	See Note 1 below
April 3, 2011	5,12,45,284	Nil	Bonus Allotment in ratio of 1:1 ⁽²⁾	Nil	See Note 2 below

1. Bhavnaben D. Patel [24,50,232 Equity Shares], Chimankumar G. Buha [9,33,750 Equity Shares], Dhirubhai N. Kumbhani [19,68,750 Equity Shares], Dhirubhai N. Kumbhani (HUF) [4,50,000 Equity Shares], Dineshbhai D. Patel (HUF) [10,08,000 Equity Shares], Dineshbhai D. Patel [80,91,828 Equity Shares], Jinabhai K. Bhoot [24,52,446 Equity Shares], Jinabhai K. Bhoot (HUF) [5,40,000 Equity Shares], Keyurbhai J. Bhoot [8,14,500 Equity Shares], Leelavantiben Sanjaybhai Kumbhani [3,62,250 Equity Shares], Maheshbhai T. Bhoot [1,57,950 Equity Shares], Narmada Organics Private Limited [36,63,135 Equity Shares], National Fertilizer Industries [45 Equity Shares], Nareshbhai G. Patel [225 Equity Shares], Prabhudas P. Patel [450 Equity Shares], Prafulbhai R. Kumbhani [4,59,000 Equity Shares], Rajeshkumar J. Sojitra [3,03,750 Equity Shares], Rameshbhai J. Patel [76,46,328 Equity Shares], Rameshbhai J. Patel (HUF) [10,08,000 Equity Shares], Rekhaben R. Patel [25,42,257 Equity Shares], Sanjaybhai D. Kumbhani [7,85,250 Equity Shares], Shardaben T. Bhoot [1,12,950 Equity Shares], Sureshbhai N. Sojitra [1,01,250 Equity Shares], Thakkarshibhai A. Bhoot [5,10,750 Equity Shares], Ukabhai V. Patodiya [4,50,000 Equity Shares] and Vallabhbhai P. Malviya [2,25,000 Equity Shares].
2. Allotment to Bhavnaben D. Patel [29,94,728 Equity Shares], Chimankumar G. Buha [11,41,250 Equity Shares], Dhirubhai N. Kumbhani [24,91,250 Equity Shares], Dhirubhai N. Kumbhani (HUF) [5,70,000 Equity Shares], Dineshbhai D. Patel (HUF) [12,32,000 Equity Shares], Dineshbhai D. Patel [98,90,012 Equity Shares], Jinabhai K. Bhoot [30,52,434 Equity Shares], Jinabhai K. Bhoot (HUF) [6,90,000 Equity Shares], Keyurbhai J. Bhoot [10,45,500 Equity Shares], Leelavantiben Sanjaybhai Kumbhani [4,42,750 Equity Shares], Maheshbhai T. Bhoot [1,93,050 Equity Shares], Narmada Organics Private Limited [1,00,37,165 Equity Shares], National Fertilizer Industries [55 Equity Shares], Nareshbhai G. Patel [275 Equity Shares], Prabhudas P. Patel [550 Equity Shares], Prafulbhai R. Kumbhani [5,61,000 Equity Shares], Rajeshkumar J. Sojitra [3,71,250 Equity Shares], Rameshbhai J. Patel [93,45,512 Equity Shares], Rameshbhai J. Patel (HUF) [12,32,000 Equity Shares], Rekhaben R. Patel [31,07,203 Equity Shares], Sanjaybhai D. Kumbhani [11,36,250 Equity Shares], Shardaben T. Bhoot [1,38,050 Equity Shares], Sureshbhai N. Sojitra [1,23,750 Equity Shares], Thakkarshibhai A. Bhoot [6,24,250 Equity Shares], Ukabhai V. Patodiya [5,50,000 Equity Shares] and Vallabhbhai P. Malviya [2,75,000 Equity Shares].

2. Class B Equity Shares

Date of the allotment	No. of Equity Shares	Issue Price (in ₹)	Reasons for allotment	Benefits accruing to the Company	Persons to whom the allotment were made
October 1, 2010	4,50,000	Nil	Bonus Allotment in ratio of 9:2 ⁽¹⁾	Nil	See Note 1 below
April 3, 2011	5,50,000	Nil	Bonus Allotment in ratio of 1:1 ⁽²⁾	Nil	See Note 2 below

1. Allotment to Dineshbhai D. Patel [2,25,000 Equity Shares], Rameshbhai J. Patel [2,25,000 Equity Shares]
2. Allotment to Dineshbhai D. Patel [2,75,000 Equity Shares], Rameshbhai J. Patel [2,75,000 Equity Shares];

Till date, no Equity Shares have been allotted by our Company pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-232 of Companies Act, 2013.

2. Build-up of Promoters' capital, Promoter's contribution and lock-in

A. History of Equity Share capital held by the Promoters:

As on the date of this DRHP, our Promoters hold 1,05,50,880 (One Crore Five Lakhs Fifty Thousand Eight Hundred and Eighty only) Equity Shares, constituting 67.03% of the issued, subscribed and paid-up Equity Share capital of our Company. The build-up of shareholding of Promoters are as follows:

Dineshbhai Dhirubhai Patel

Date of Allotment / Transfer and Date when made Fully Paid	No. Equity Shares Allotted / Transferred	Cumulative No. of Equity Shares	Face Value	Issue/ Acquisition Price	Consideration	Nature of Transaction	% of Pre- Offer Paid up Capital *	% of Post Offer Paid up Capital
At Incorporation	33,000	33,000	1	1	Cash	Subscription to MoA	0.02	[●]
October 25, 2002	10,000	43,000	1	1	Cash	Transfer from Ashwinbhai N Patel	0.01	[●]
February 27, 2004	7,75,000	8,18,000	1	1	Cash	Preferential Allotment	0.49	[●]
March 30, 2006	3,50,000	11,68,000	1	2	Cash	Preferential Allotment	0.22	[●]
December 17, 2007	80,000	12,48,000	1	1	Cash	Transfer from Naganbhai B Gondalia	0.05	[●]
December 22, 2007	3,945	12,51,945	1	1	Cash	Transfer from Ashwinbhai N Patel	0.00	[●]
December 26, 2007	74,995	13,26,940	1	1	Cash	Transfer from Chandrakant Virjibhai Patel	0.05	[●]
December 27, 2007	31,245	13,58,185	1	1	Cash	Transfer from Sureshbhai B Patel	0.02	[●]
March 29, 2008	1,15,000	14,73,185	1	5	Cash	Preferential Allotment	0.07	[●]
December 31, 2008	30,000	15,03,185	1	1	Cash	Transfer from Dhayabhai Patodia	0.02	[●]
December 31, 2008	1,25,000	16,28,185	1	1	Cash	Transfer from Dhayabhai Patodia	0.08	[●]
March 18, 2009	1,20,000	17,48,185	1	10	Cash	Preferential Allotment	0.08	[●]
May 22,	50,000	17,98,185	1	10	Cash	Preferential	0.03	[●]

Date of Allotment / Transfer and Date when made Fully Paid	No. Equity Shares Allotted / Transferred	Cumulative No. of Equity Shares	Face Value	Issue/ Acquisition Price	Consideration	Nature of Transaction	% of Pre- Offer Paid up Capital *	% of Post Offer Paid up Capital
2009						Allotment		
Total	17,98,185							
<i>Reclassification of Authorised Share Capital into Class A and Class B on December 28, 2009</i>								
Class B Equity Shares with Differential Rights								
December 29, 2009	50,000	50,000	1	20	Cash	Preferential Allotment	0.03	[●]
Total	50,000							
Class A Equity Shares								
October 1, 2010	(1)	17,98,184	1	1	Cash	Transfer to Bhavanaben D Patel	0.00	[●]
October 1, 2010	80,91,828	98,90,012	1	Nil	NA	Bonus Allotment	5.14	[●]
Total	98,90,012							
Class B Equity Shares with Differential Rights								
October 1, 2010	2,25,000	2,75,000	1	Nil	NA	Bonus Allotment	0.14	[●]
April 3, 2011	2,75,000	5,50,000	1	Nil	NA	Bonus Allotment	0.17	[●]
Total	5,50,000							
Class A Equity Shares								
April 3, 2011	98,90,012	1,97,80,024	1	Nil	NA	Bonus Allotment	6.28	[●]
Total	1,97,80,024							
<i>Conversion of Class B Equity Shares into Class A Equity Shares pursuant to shareholders resolution of EGM held on January 20, 2012 resulting into 2,03,30,024 Regular (Class A) Equity Shares of face value ₹ 1/- each.</i>								
December 19, 2015	20,076	2,03,50,100	1	5	Cash	Private Placement	0.01	[●]
<i>Consolidation of 10 Equity Shares of face value ₹ 1/- each into 1 Equity Share of face value ₹ 10/- each on January 11, 2016 resulting into 20,35,010 Regular (Class A) Equity Shares of face value ₹ 10/- each.</i>								
March 15, 2018	33,15,870	53,50,880	10	33	Cash	Transfer from Rameshbhai J Patel	21.07	[●]
Total	53,50,880						33.99	[●]

*% of Pre- Offer Paid up Capital has been calculated in terms of present face value of Equity Shares of ₹10 each.

Adeshwar Distributors Private Limited

Date of Allotment / Transfer and Date when made Fully Paid	No. Equity Shares Allotted / Transferred	Cumulative No. of Equity Shares	Face Value	Issue/ Acquisition Price	Consideration	Nature of Transaction	% of Pre- Offer- Paid up Capital	% of Post Offer Paid up Capital
April 25, 2013	3,20,00,000	3,20,00,000	1	3	Cash	Preferential Allotment	20.33	[●]
May 28, 2013	2,00,00,000	5,20,00,000	1	3	Cash	Preferential Allotment	12.70	[●]
<i>Consolidation of 10 Equity Shares of face value Re. 1 each into 1 Equity Share of face value ₹10 each on January 11, 2016 resulting into 52,00,000 Regular (Class A) Equity Shares of face value ₹10/- each.</i>								
Total		52,00,000					33.03	[●]

B. Details of Promoters' contribution locked in for three years:

Pursuant to the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post--Offer Equity Share capital of our Company held by our Promoters, shall be locked-in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% shall be locked-in for a period of one year from the date of Allotment ("Promoters' Contribution").

The Equity Shares which are being locked in for 3 (three) years from the date of Allotment are as follows:

Promoters	No. of Equity Shares Locked in	Face Value (in ₹)	Issue/ Acquisition Price	Date of Allotment/ Acquisition and when made fully paid-up	Nature of Allotment/ Transfer	Consideration (Cash/other than cash)	Percentage of pre- Offer paid-up capital	Percentage of post- Offer paid-up capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
TOTAL	[●]						[●]	

The Equity Shares that are being locked-in are eligible for computation of Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, as per Regulation 33 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets or bonus shares out of revaluations reserves or unrealised profits or bonus shares of shares which are otherwise ineligible for computation of Promoters' Contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- Equity Shares issued to the Promoters upon conversion of a partnership firm;
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters' Contribution subject to lock-in.

The minimum Promoters' Contribution has been brought in to the extent of, not less than the specified minimum lot and from the persons defined as "Promoters" under the SEBI ICDR Regulations.

Details of share capital locked in for one year

Other than the above Equity Shares that would be locked in for 3 (three) years, the entire pre-Offer capital of our

Company would be locked-in for a period of 1 (one) year from the date of Allotment in the Offer pursuant to Regulation 36(b) and Regulation 37 of the SEBI ICDR Regulations.

Other requirements in respect of lock-in

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Offer.

Pursuant to Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by the Promoters may be transferred to and amongst the Promoters, the Promoter Group or to new promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations.

Further, pursuant to Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI ICDR Regulations, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI ICDR Regulations has ended, subject to compliance with the SEBI Takeover Regulations, as applicable.

3. Build-up of Selling Shareholders' capital in the Company:

Narmada Organics Private Limited

Date of Allotment / Transfer and Date when made Fully Paid	No. Equity Shares Allotted / Transferred	Cumulative No. of Equity Shares	Face Value	Issue/ Acquisition Price	Consideration	Nature of Transaction	% of Pre- Offer- Paid up Capital	% of Post Offer Paid up Capital
May 29, 2010	35,000	35,000	1	1	Cash	Transfer ⁽¹⁾	0.22	[●]
	1,00,000	1,35,000	1	1	Cash	Transfer ⁽¹⁾	0.64	[●]
	4,010	1,39,010	1	1	Cash	Transfer ⁽¹⁾	0.03	[●]
	7,000	1,46,010	1	1	Cash	Transfer ⁽¹⁾	0.04	[●]
	7,000	1,53,010	1	1	Cash	Transfer ⁽¹⁾	0.00	[●]
	1,50,000	3,03,010	1	1	Cash	Transfer ⁽¹⁾	0.10	[●]
	7,000	3,10,010	1	1	Cash	Transfer ⁽¹⁾	0.00	[●]
	50,000	3,60,010	1	1	Cash	Transfer ⁽¹⁾	0.03	[●]
	20,000	3,80,010	1	1	Cash	Transfer ⁽¹⁾	0.01	[●]
	56,000	4,36,010	1	1	Cash	Transfer ⁽¹⁾	0.04	[●]
	1,00,000	5,36,010	1	1	Cash	Transfer ⁽¹⁾	0.06	[●]
	73,600	6,09,610	1	1	Cash	Transfer ⁽¹⁾	0.05	[●]
	74,100	6,83,710	1	1	Cash	Transfer ⁽¹⁾	0.05	[●]
	10	6,83,720	1	1	Cash	Transfer ⁽¹⁾	0.00	[●]
	33,000	7,16,720	1	1	Cash	Transfer ⁽¹⁾	0.02	[●]
	22,300	7,39,020	1	1	Cash	Transfer ⁽¹⁾	0.01	[●]
	10	7,39,030	1	1	Cash	Transfer ⁽¹⁾	0.00	[●]
	75,000	8,14,030	1	1	Cash	Transfer ⁽¹⁾	0.05	[●]
October 1, 2010	36,63,135	44,77,165	1	Nil	NA	Bonus Allotment ⁽²⁾	2.33	[●]
March 31, 2011	55,60,000	1,00,37,165	1	10	Cash	Preferential Allotment ⁽³⁾	3.53	[●]

Date of Allotment / Transfer and Date when made Fully Paid	No. Equity Shares Allotted / Transferred	Cumulative No. of Equity Shares	Face Value	Issue/ Acquisition Price	Consideration	Nature of Transaction	% of Pre- Offer- Paid up Capital	% of Post Offer Paid up Capital
April 3, 2011	1,00,37,165	2,00,74,330	1	Nil	NA	Bonus Allotment ⁽⁴⁾	6.38	[●]
March 31, 2012	14,05,200	2,14,79,530	1	10	Cash	Preferential Allotment ⁽⁵⁾	0.89	[●]
<i>Consolidation of 10 Equity Shares of face value ₹1 each into 1 Equity Share of face value ₹10 each on January 11, 2016 resulting into 21,47,953 Equity Shares of ₹10/- each.</i>								
Total		21,47,953					13.65	[●]

- (1) *Transfer of Class A Equity Shares - Transfer of 35000 Equity Shares from Ankit C Patel; 1,00,000 Equity Shares from Chandrkant R Patel; 4,010 Equity Shares from Chandrkant V Patel; 7,000 Equity Shares from Chandrkant B Patel; 7,000 Equity Shares from Chintan P Shah; 1,50,000 Equity Shares from Dhanvidhya Finance and Investment Private Limited; 7,000 Equity Shares from Himanshu H Patel; 50,000 Equity Shares from Jayeshbhai B Patel; 20,000 Equity Shares from Kirtibhai J Patel; 56,000 Equity Shares from Mavjibhai H Patel; 1,00,000 Equity Shares from Prakashbhai M Patel; 73,600 Equity Shares from Rameshchandra C Patel; 74,100 Equity Shares from Ranjanben R Patel; 10 Equity Shares from Rashmikaben A Patel; 33,000 Equity Shares from Rashmikant K Patel; 22,300 Equity Shares from Ravi R Patel; 10 Equity Shares from Sarojben S Patel; 75,000 Equity Shares from Shailesh D Thakkar.*
- (2) *Bonus allotment of 36,63,135 Class A Equity Shares.*
- (3) *Allotment of 55,60,000 Class A Equity Shares.*
- (4) *Bonus allotment of 1,00,37,165 Class A Equity Shares.*
- (5) *Allotment of 14,05,200 Equity Shares.*
4. The Promoter, Promoter Group, Directors of our Company and their relatives have not undertaken any transactions of equity shares of our Company, during a period of 6 (six) months preceding the date on which this DRHP is filed with SEBI except as follows:

S. No.	Date of Transaction	Name of Transferor	No. of Shares	Price per Share (in ₹)	Name of Transferee
1.	May 10, 2018	National Fertiliser Industries	11	58	Dhirubhai N. Kumbhani

5. Our Company has not issued any Equity Shares in the year preceding the date of this DRHP, which may be at a price lower than the Offer price.

6. *The list of shareholders of our Company and the Shares held by them is as follows:*

(a) Details of the shareholding of our Company. The table below presents the shareholding pattern of our Company as on the date of this DRHP:

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrant)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights						Total as a % of (A+B+C)				
								Class Equity X	Class Others Y	Total								
											No. (a)				As a % of total Shares held (b)	No. (a)	As a % of total Shares held(b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	13	1,56,52,409	-	-	1,56,52,409	99.43	1,56,52,409	-	1,56,52,409	99.43	-	-	-	-	-	-	0*
(B)	Public	1	88,550		-	88,550	0.57	88,550		88,550	0.57	-	-	-	-	-	-	0*
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares Held By Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	14	1,57,40,959	-	-	1,57,40,959	100.00	1,57,40,959	-	1,57,40,959	100	-	-	-	-	-	-	0*

* Our Company shall ensure that all the equity shares held by the Promoter / members of Promoter Group shall be dematerialized prior to filing of Red Herring Prospectus.

- (b) Following are the details of the holding of securities of persons belonging to category “Promoter and Promoter Group” and of the Directors of our Corporate Promoter:

S. No.	Name of Shareholder	Pre-Offer		Post-Offer	
		No. of Equity Shares	% of Pre-Offer Capital	No. of Equity Shares	% of Post - Offer Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoters				
1.	Dineshbhai D. Patel*	53,50,880	33.99	[●]	[●]
2.	Adeshwar Distributors Private Limited	52,00,000	33.03	[●]	[●]
	Sub-Total (A)	1,05,50,880	67.02	[●]	[●]
	Promoter-Group				
1.	Narmada Organics Private Limited	21,47,953	13.65	[●]	[●]
2.	Bhavnaben D. Patel	12,79,400	8.13	[●]	[●]
3.	Dhirubhai N Kumbhani	6,14,626	3.90	[●]	[●]
4.	Dineshbhai Dhirubhai Patel HUF	2,46,400	1.57	[●]	[●]
5.	Sanjaybhai D. Kumbhani*	4,76,150	3.02	[●]	[●]
6.	Dhirubhai N. Kumbhani HUF	1,16,500	0.74	[●]	[●]
7.	Om D. Patel	1,10,000	0.70	[●]	[●]
8.	Bhanuben R. Sojitra	74,250	0.47	[●]	[●]
9.	Gitaben S. Sojitra	24,750	0.16	[●]	[●]
10.	Narmada Global Bio-chem Fertiliser Private Limited	9,000	0.06	[●]	[●]
11.	Sanjaybhai D. Kumbhani HUF	2,500	0.02	[●]	[●]
	Sub-Total (B)	51,01,529	32.41	[●]	[●]
	Total (A)+(B)	1,56,52,409	99.43	[●]	[●]

* Dineshbhai D. Patel and Sanjaybhai D. Kumbhani are also the directors of our Corporate Promoter.

- (c) Our public shareholder does not hold more than 1% of pre-Offer Capital, as on the date of filing of this DRHP.
- (d) Except as disclosed below, none of our Key Management Personnel hold Equity Shares in our Company as on the date of filing this DRHP:

S. No.	Name	No. of Equity Shares	% of Pre-Offer Equity Share Capital	% of Post-Offer Equity Share Capital
1.	Dineshbhai D. Patel	53,50,880	33.99	[●]
2.	Bhavnaben D. Patel	12,79,400	8.13	[●]
3.	Sanjaybhai D. Kumbhani	4,76,150	3.02	[●]
	Total	71,06,430	45.14	[●]

Dineshbhai Dhirubhai Patel HUF holds 2,46,400 Equity Shares and Sanjaybhai D. Kumbhani HUF holds 2,500 Equity Shares.

- (e) Our top ten shareholders and the number of Equity Shares held by them as of the date of filing this DRHP, is as follows:

S. No.	Name	No. of Equity Shares	% of Pre-Offer Equity Capital Share	% of Post-Offer Equity Capital Share
1.	Dineshbhai D. Patel	53,50,880	33.99	[●]
2.	Adeshwar Distributors Private Limited	52,00,000	33.03	[●]
3.	Narmada Organics Private Limited	21,47,953	13.65	[●]
4.	Bhav nabhen D. Patel	12,79,400	8.13	[●]
5.	Dhirubhai N. Kumbhani	6,14,626	3.90	[●]
6.	Sanjaybhai D. Kumbhani	4,76,150	3.02	[●]
7.	Dineshbhai D. Patel (HUF)	2,46,400	1.57	[●]
8.	Dhirubhai N. Kumbhani (HUF)	1,16,500	0.74	[●]
9.	Om D. Patel	1,10,000	0.70	[●]
10.	Leelavantiben S. Kumbhani	88,550	0.56	[●]
	Total	1,56,30,459	99.29	[●]

- (f) Our top ten shareholders and the number of Equity Shares held by them 10 (ten) days prior to filing this DRHP is as follows:

S. No.	Name	No. of Equity Shares	% of Pre-Offer Equity Capital Share	% of Post-Offer Equity Capital Share
1.	Dineshbhai D. Patel	53,50,880	33.99	[●]
2.	Adeshwar Distributors Private Limited	52,00,000	33.03	[●]
3.	Narmada Organics Private Limited	21,47,953	13.65	[●]
4.	Bhav nabhen D. Patel	12,79,400	8.13	[●]
5.	Dhirubhai N. Kumbhani	6,14,626	3.90	[●]
6.	Sanjaybhai D. Kumbhani	4,76,150	3.02	[●]
7.	Dineshbhai D. Patel (HUF)	2,46,400	1.57	[●]
8.	Dhirubhai N. Kumbhani (HUF)	1,16,500	0.74	[●]
9.	Om D. Patel	1,10,000	0.70	[●]
10.	Leelavantiben S. Kumbhani	88,550	0.56	[●]
	Total	1,56,30,459	99.29	[●]

- (g) Our top ten shareholders and the number of Equity Shares held by them 2 (two) years prior to date of filing of this DRHP (as of September 25, 2018) is as follows:

S. No.	Name	No. of Equity Shares*	% of then existing Equity Share Capital
1.	Adeshwar Distributors Private Limited	52,00,000	33.03
2.	Narmada Organics Private Limited	21,47,953	13.65
3.	Dineshbhai D. Patel	20,35,010	12.93
4.	Rameshbhai J. Patel	19,26,110	12.24
5.	Bhav nabhen D. Patel	6,55,950	4.17
6.	Rekhaben R. Patel	6,23,450	3.96
7.	Jinabhai K. Bhoot	6,12,490	3.89
8.	Dhirubhai N. Kumbhani	5,02,250	3.20
9.	Dineshbhai D. Patel (HUF)	2,46,400	1.56
10.	Rameshbhai J. Patel (HUF)	2,39,200	1.52
	Total	1,41,88,813	90.13

7. Our Company, Directors and BRLM have not entered into any buy-back or standby/safety net arrangements for the purchase of the Equity Shares of our Company from any person.
8. There are no financing arrangements wherein the Promoters, Promoter Group, the Directors of our Company and their relatives, Directors of our Promoter Group companies have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the DRHP.
9. None of the equity shares of our Company have been pledged by the Promoters or the Promoter Group.
10. Our Company has not issued any bonus shares out of revaluation of reserves.
11. Neither the Book Running Lead Manager viz. Pantomath Capital Advisors Private Limited, nor its associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus. However, the associates and affiliates of BRLM and the Syndicate Members, if any, may subscribe to the Offer, either in Net QIB Portion or in the Non Institutional Portion as may be applicable to such Bidders, where the allocation is on proportionate basis 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 BRLM and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis. The Promoters, Promoter Group, BRLM and any persons related to the BRLM (except Mutual Funds sponsored by entities related to the BRLM) cannot apply in the Offer under the Anchor Investor Portion.
12. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the RHP with the Registrar of Companies and the Bid/Offer Closing Date are reported to the Stock Exchanges within 24 hours of such transaction.
13. We do not have any intention or proposal to alter our capital structure within a period of 6 (six) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or further Offer of Equity Shares (including Offer of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public Offer or qualified institutions placement or otherwise. However, our Company may further Offer Equity Shares (including Offer of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Offer to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
14. Our Company has not raised any bridge loan against the proceeds of the Offer.
15. The Offer is being made through the Book Building Process wherein not more than [●]% of the Net Offer shall be available for allocation to QIBs on a proportionate basis. Provided that our Company and the Selling Shareholder, in consultation with the BRLM, may allocate upto 60% of the QIB Portion, to Anchor Investors, on a discretionary basis ("**Anchor Investor Portion**"). For details, see chapter titled "Offer Procedure" beginning on page 285. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer will be available for allocation to Retail Individual Bidders, subject to valid Bids being received from them at or above the Offer Price.
16. [●] Equity Shares have been reserved for allocation to Eligible Employees, subject to valid Bids being received at or above the Offer Price and subject to the maximum Bid Amount by each Eligible Employee not exceeding ₹5,00,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹2,00,000 (net of Employee Discount). Only in the event of an undersubscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹5,00,000 (net of Employee Discount). An Employee Discount of ₹[●] to the Offer Price may be offered to Eligible Employees bidding in the Employee Reservation Portion. Only Eligible Employees are eligible to apply in this Offer under the Employee Reservation Portion. Bids by Eligible Employees bidding under the Employee Reservation Portion may also be made in the Net Offer and such Bids will not be treated as multiple Bids. For details regarding Allotment to Eligible Employees please see section titled "Offer Procedure - Allotment Procedure and Basis of Allotment" on page 321.
17. Under subscription, if any, in any category except for QIB Portion, shall be allowed to be met with spill-over from any other category or combination of category at the sole discretion of our Company and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange and in accordance with

applicable laws, rules, regulations and guidelines, subject to valid bids being received at or above the Offer Price.

18. The unsubscribed portion if any, after inter-se adjustments among the reserved categories shall be added back to the Net Offer to the public portion.
19. An over-subscription to the extent of 10% of the Offer to the public can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment being equal to [●] Equity Shares, which is the minimum bid lot in this Offer.
20. The Equity Shares are fully paid up and there are no partly paid up Equity Shares as on date. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be issued fully paid-up Equity Shares.
21. The Company has not issued any employee stock options.
22. There would be no further Offer of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of the DRHP with SEBI until the Equity Shares issued through the Prospectus are listed or application moneys refunded on account of failure of Offer.
23. As per the extant policy, OCBs are not permitted to participate in the Offer.
24. There are no outstanding warrants, options or right to convert debentures, loans or other financial instruments into our Equity Shares as on the date of this DRHP.
25. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be prescribed by SEBI from time to time.
26. No payment, direct or indirect, in the nature of discount, allowance, commission or otherwise, shall be made either by us or our Promoters to the persons who receive Allotments, if any, in this Offer other than to the Eligible Employees who shall be eligible for Employee Discount.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder.

The Offer for Sale

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholder. However except for the listing fees which shall be solely borne by the Company, all offer expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Selling Shareholder in the Offer for Sale.

The Fresh Issue

Our Company proposes to utilise the Net Proceeds from the Fresh Issue (“**Net Proceeds**”) towards the following objects:

1. Funding the Working Capital Requirements of the Company; and
2. General Corporate Purposes.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Offer. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Also, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

Net Proceeds

The details of the proceeds of the Fresh Issue are set out in the following table:

Particulars	Amount (₹ in millions) ⁽¹⁾
Gross Proceeds to be raised through the Fresh Issue	[●]
Less- Fresh Issue Expenses (only those apportioned to our Company)	[●]
Net Proceeds of the Fresh Issue (“Net Proceeds”)	[●]

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

Utilisation of Net Proceeds

We propose to utilise the Net Proceeds in the manner set below:

Sr. No.	Particulars	Amount (₹ in Millions)	Percentage of Net Proceeds
1.	Funding the Working Capital Requirements of the Company	480.00	[●]%
2.	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.

Proposed Schedule of Implementation and Deployment of Funds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards the objects of the Offer.

(₹ In million)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2018-19)	Estimated Utilisation of Net Proceeds (Financial Year 2019-20)
1.	Funding the Working capital requirement of the Company	480.00	200.00	280.00
2.	General corporate purposes ⁽¹⁾	[●]	[●]	[●]

⁽¹⁾To be finalized on determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Offer; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Means of Finance

The fund requirements set out for the aforesaid objects of the Offer are proposed to be met entirely from the Net Proceeds, internal accruals and existing debt financing. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of ₹ 480.00 million and internal accruals/ net worth and bank finance and as provided for below.

(₹ in million)

Object of the Fresh Issue	Amount Required	IPO Proceeds	Internal Accruals/ Networth	Bank Loan
Working Capital requirement (FY 2018-19)	1,252.40	200.00	642.40	410.00
Working Capital requirement (FY 2019-20)	1,534.20	280.00	934.20	320.00
General Corporate Purposes	[●]	[●]	[●]	[●]

*Bank loan of ₹ 420.00 million has been sanctioned as Cash Credit Facility and Rs. 80.00 million has been sanctioned as Stand by Line of Credit by State Bank of India as per their sanction letter dated November 21, 2017 details of which has been mentioned in the chapter titled, "Financial Indebtedness" beginning on page 209 of the Draft Red Herring Prospectus.

DETAILS OF THE OBJECTS

The details of the objects of the Offer are set out below.

1. Funding the Working Capital requirements of the Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from various banks and financial institutions, unsecured loans and capital raising through issue of Equity Shares. As on March 31, 2018 and March 31, 2017, the amount outstanding on our Company's fund based working capital facility was ₹ 490.49 million and ₹ 524.81 million respectively and the amount outstanding on our Company's non fund based working capital facility was ₹ 32.94 million and ₹ 46.01 million respectively as per Restated Standalone Financial Information. As on March 31, 2018, our sanctioned working capital facilities comprising fund based limit of ₹ 500.00 million and non-fund facilities of ₹ 124.00 million. For further details, please refer to the chapter titled "Financial Indebtedness" beginning on page 209 of the DRHP.

Basis of estimation of working capital requirement

Our Company's existing working capital requirement and funding on the basis of Restated Standalone Financial Information as of March 31, 2017 and March 31, 2018:

Amount (₹In million)		
<i>Particulars</i>	<i>Fiscal 2017</i>	<i>Fiscal 2018</i>
Current Assets		
Inventories		
Raw material	292.40	385.43
Work in Process	15.64	13.64
Finished goods	177.10	152.71
Packing Materials	26.70	24.63
Trade Receivables	672.82	584.64
Cash and Bank Balance	6.52	9.73
Short term loans, other financial assets, other current assets and current tax assets	272.21	219.30
Total (A)	1,463.39	1,390.07
Current Liabilities		
Trade Payables	408.10	155.16
Other financial liabilities, current liabilities, short term provisions and current tax liabilities (net)	91.51	184.22
Total (B)	499.61	339.38
Total Working Capital (A)-(B)	963.78	1,050.69
Existing Funding Pattern		
Working Capital funding from Banks	524.81	490.49
Internal accruals/Net Worth	438.97	560.20

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated September 18, 2018 has approved the business plan for the two year period for Fiscals 2019 and Fiscal 2020. The projected working capital requirements for Fiscal 2019 and Fiscal 2020 is stated below:

Amount (₹ million)		
<i>Particulars</i>	<i>Fiscal 2019</i>	<i>Fiscal 2020</i>
Current Assets		
Inventories		
Raw material	325.70	372.20
Work in Process	15.60	16.90
Finished goods	205.90	238.90
Packing Materials	31.10	35.00
Trade Receivables	666.20	782.80
Cash and Bank Balance	5.10	4.30
Short term loans, other financial assets and other current assets	313.00	324.40
Total (A)	1,562.60	1,774.50
Current Liabilities		
Trade Payables	148.60	122.30
Other financial liabilities, current liabilities, short term provisions and current tax liabilities (net)	161.60	118.00
Total (B)	310.20	240.30
Total Working Capital (A)-(B)	1,252.40	1,534.20
Existing Funding Pattern		

<i>Particulars</i>	<i>Fiscal 2019</i>	<i>Fiscal 2020</i>
Working Capital funding from Banks	410.00	320.00
Internal accruals/Net Worth	642.40	934.20
IPO Proceeds	200.00	280.00

Assumption for working capital requirements

Assumptions for Holding Period Levels*

(In months)

Particulars	Holding Level for Fiscal 2017	Holding Level for Fiscal 2018	Holding Level for Fiscal 2019 (Estimated)	Holding Level for Fiscal 2020 (Estimated)
<i>Current Assets</i>				
Inventories				
Raw material	5.29	6.12	4.50	4.50
Work in Process	0.14	0.15	0.14	0.14
Finished goods	1.47	1.44	1.70	1.70
Packing Materials	0.55	1.13	1.00	1.00
Trade Receivables	5.04	4.35	4.35	4.35
<i>Current Liabilities</i>				
Trade Payables	3.13	1.68	1.50	1.00

Justification for “Holding Period” Levels

The justifications for the holding levels mentioned in the table above are provided below:

Assets- Current Assets	
Inventories	<p>Our raw material requirement mainly consists of rock phosphate, sulphur, etc. We have assumed raw material inventory period of 4.50 months for the fiscal 2019 and 2020 as compared to 6.12 months in Fiscal 2018 and 5.29 months in fiscal 2017 as we tend to have faster turnaround in our production levels.</p> <p>We have assumed our work-in process inventory of 0.14 months for Fiscal 2019 and 2020 which was in line with our past trends.</p> <p>Our finished goods mainly comprises of organic and chemical fertilisers. We have assumed finished goods inventory of 1.70 months for fiscal 2019 and for fiscal 2020 respectively as against 1.47 months in Fiscal 2017 and 1.44 months in Fiscal 2018 as we intend to increase our production and reduce our raw material inventories.</p> <p>Our packing material requirements mainly consists of woven sack bags. We have assumed our packing material inventory of 1.00 months for both Fiscal 2019 and for Fiscal 2020 which is slightly lower than for Fiscal 2018.</p>
Trade receivables	Our credit term ranges from 100 to 145 days. We have assumed our trade receivables of 4.35 months both in Fiscal 2019 & 2020 which is in line with our receivables days for Fiscal 2018.
Liabilities–Current Liabilities	
Trade Payables	Our creditors primarily comprises of payables for raw material, packing & stores and service providers. Our creditors for goods based on restated standalone financial information were 3.13 months and 1.68 months for fiscal 2017 and fiscal 2018 respectively. Going forward we expect to prune our creditors days by infusing funds towards working capital from the Net Proceeds. We have assumed creditors days of 1.50 months and 1.00 month for Fiscal 2019 and for Fiscal 2020 respectively.

Our Company proposes to utilize ₹ 200.00 millions and ₹ 280.00 millions of the Net Proceeds in Fiscal 2019 and Fiscal 2020 respectively towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2019 and Fiscal 2020 will be arranged from existing Equity, Bank loans and internal accruals.

Pursuant to the certificate dated September 22, 2018, M/s. Surana Maloo & Co., Chartered Accountant, have compiled the working capital estimates from the Restated Standalone Financial Information for the Fiscal 2017 and 2018 and the working capital projections for the Fiscal 2019 and 2020 as approved by the Board pursuant to its resolution dated September 18, 2018.

3. **General Corporate Purposes**

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) strategic initiatives
- b) brand building and strengthening of marketing activities; and
- c) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

OFFER RELATED EXPENSES

The total expenses of the Offer are estimated to be approximately ₹ [•] million. The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Offer expenses are as follows.

Expenses	Expenses (₹ in mn)¹	Expenses (% of total Offer expenses)	Expenses (% of Gross Offer Proceeds)
Fees payable to the Book Running Lead Manager (including Underwriting commission)	[•]	[•]	[•]
Advertising and marketing expenses	[•]	[•]	[•]
Fees payable to the Registrar to the Offer	[•]	[•]	[•]
Brokerage and selling commission payable to Syndicate ²	[•]	[•]	[•]
Brokerage and selling commission payable to Registered Brokers ³	[•]	[•]	[•]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs ⁴	[•]	[•]	[•]
Others (listing fees, legal fees, stationery charges, bankers to the Offer, auditor's fees etc.)	[•]	[•]	[•]
Total estimated Offer expenses	[•]	[•]	[•]

¹Will be incorporated at the time of filing of the Prospectus.

²Selling commission payable to the members of the Syndicate, CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs [•]% ^ (exclusive of service tax)

Portion for NIIs [•]% ^ (exclusive of service tax)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer Price)

Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges of ₹ [●] (plus applicable service tax) per valid ASBA Form. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant RTA/CDP.

³Registered Brokers, will be entitled to a commission of ₹ [●] (plus service tax) per Bid cum Application Form, on valid Bids, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the bid has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.

⁴SCSBs would be entitled to a processing fee of ₹ [●] (plus service tax) for processing the Bid cum Application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to SCSBs.

Deployment of Funds

The details of the amount spent by our Company as of September 21, 2018 towards the Objects of the Fresh Issue and as certified by our Statutory Auditor, M/s. Surana Maloo & Co., vide certificate dated September 22, 2018 are provided in the table below:

(₹ in mn)	
Deployment of Funds	Amount
Offer Related Expenses	4.98
Total	4.98

The above amount has been spent out of the internal accruals of the Company.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance our fund requirements towards the objects of the Offer until the completion of the Offer. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our fund requirements towards the objects of the Offer will be repaid from the Net Proceeds.

INTERIM USE OF FUNDS

Pending utilization of the Proceeds of the Fresh Issue for the Objects of the Offer described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Fresh Issue as described above, it shall not use the funds from the Fresh Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

We have not appointed a monitoring agency to monitor the utilisation of the proceeds of the Fresh Issue. Our Board will monitor the utilization of the proceeds of the Fresh Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the .balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(5) of the Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus, certified by the statutory auditors of our Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Furthermore, in accordance with the Regulation 32(1) of the Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Offer from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilization of the proceeds from the Offer from the objects of the Offer as states above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the

Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with our AoA and Companies Act, 2013, and as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Managerial Personnel or Group Companies, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR OFFER PRICE

The Offer Price of ₹[●] will be determined by our Company and the Selling shareholders in consultation with the Book Running Lead Manager, on the basis of an assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “Risk Factors” and “Restated Financial Information” and chapter titled “Our Business” beginning on pages 18, 179 and 126 respectively of this Draft Red Herring Prospectus, to have a more informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are:

- Expertise in manufacture of organic fertilizers
- Wide product range
- Widespread distribution network
- Experienced Promoter and dedicated management team
- History of repeat orders
- Location advantage

For further details, refer to heading “Our Competitive Strengths” under chapter titled “Our Business” beginning on page 126 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the Restated Standalone Financial Information of the Company for Financial Years 2018, 2017 & 2016 and Restated Consolidated Financial Information for the Financial Years 2018, 2017 and 2016 prepared in accordance with Ind AS. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

As per Restated Consolidated Ind AS Financial Information:

Year/ Period Ended	Basic & Diluted EPS (₹)	Weight
March 31, 2018	7.81	3
March 31, 2017	4.79	2
March 31, 2016	8.30	1
Weighted Average	6.89	

As per Restated Standalone Ind AS Financial Information:

Year/ Period Ended	Basic & Diluted EPS (₹)	Weight
March 31, 2018	7.81	3
March 31, 2017	4.79	2
March 31, 2016	8.30	1
Weighted Average	6.89	

Notes:

- *Basic Earnings per Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of equity shares outstanding during the year.*
- *Diluted Earnings per Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential equity shares outstanding during the year.*
- *Earnings per share calculations are in accordance with the notified Indian Accounting Standard 33 Earnings per share.*
- *The figures disclosed above are based on the Restated Ind AS Financial Information of our Company.*

2. **Price to Earnings (P/E) ratio in relation to Offer Price of ₹[●] per Equity Share of face value of ₹10 each fully paid up**

Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
P/E ratio based on Basic & Diluted EPS for FY 2017-18 based on a consolidated basis	[●]	[●]
P/E ratio based on Basic & Diluted EPS for FY 2017-18 based on a standalone basis	[●]	[●]
Industry P/E*		
Highest		65.59
Lowest		28.45
Average		47.02

*Industry comprises of Rama Phosphates Limited and Khaitan Chemicals And Fertilizers Limited.

3. **Return on Net worth (RoNW)**

As per Restated Consolidated Ind AS Financial Information:

Year/ Period Ended	RONW (%)	Weight
March 31, 2018	12.11%	3
March 31, 2017	8.45%	2
March 31, 2016	15.98%	1
Weighted Average	11.54%	

As per Restated Standalone Ind AS Financial Information:

Year/ Period Ended	RONW (%)	Weight
March 31, 2018	12.11%	3
March 31, 2017	8.45%	2
March 31, 2016	15.98%	1
Weighted Average	11.54%	

Notes:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated net worth at the end of the year.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- Net worth aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves, if any, as per Restated Financial Information.

4. **Minimum Return on Total Net Worth Post Offer needed to maintain pre-Offer EPS for the year ended March 31, 2018**

Particulars	At Floor Price	At Cap Price
To maintain pre-Offer Basic & Diluted EPS		
On standalone basis	[●]%	[●]%
On consolidated basis	[●]%	[●]%

5. **Net Asset Value (NAV) per Equity Share of face value of ₹10 each**

NAV per Equity Share	₹ per Equity Share
Net Asset Value per Equity Share as of March 31, 2018 as per Restated Consolidated Financial Information	64.50
Net Asset Value per Equity Share after the Offer-At Floor Price as per Restated	[●]

NAV per Equity Share	₹ per Equity Share
Consolidated Financial Information	
Net Asset Value per Equity Share after the Offer-At Cap Price as per Restated Consolidated Financial Information	[●]
Net Asset Value per Equity Share as of March 31, 2018 as per Restated Standalone Financial Information	64.50
Net Asset Value per Equity Share after the Offer-At Floor Price as per Restated Standalone Financial Information	[●]
Net Asset Value per Equity Share after the Offer-At Cap Price as per Restated Standalone Financial Information	[●]
Offer Price per equity share	[●]

Notes-

- Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
- Net Asset Value Per Equity Share = Net worth as per the Restated Financial Information / Number of equity shares outstanding as at the end of year.
- Net worth aggregate value of the paid-up share capital of the Company and all reserves and surplus, excluding revaluation reserves, if any, as per Restated Financial Information.

6. Comparison with listed industry peers:

Name of the Company	CMP*	EPS (Basic & Diluted ₹)	P/E Ratio	RONW (%)	NAV (₹)	Face Value (₹)	Total Income (₹ in million)
Narmada Bio-chem Limited	[●]	7.81	[●]	12.11%	64.50	10.00	1,732.11
Peer Group**							
Rama Phosphates Limited	87.05	3.06	28.45	4.02%	75.90	10.00	3,770.09
Khaitan Chemicals And Fertilizers Limited	11.15	0.17	65.59	1.26%	13.44	1.00	3,562.88

* Offer Price of our Company shall be considered as CMP.

**Source: www.bseindia.com

Notes:

1. Considering the nature, range of products, turnover and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
2. The figures for Narmada Bio-chem Limited are based on the restated consolidated financial information for the year ended March 31, 2018.
3. The figures for the peer group are for the year ended March 31, 2018 which are based on their respective financial statements filed with BSE.
4. Current Market Price (CMP) is the closing price of the peer group scrip as on September 19, 2018 on BSE Limited.
5. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation

Reserves).

6. P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on September 19, 2018 sourced from website of BSE Limited as divided by the Basic EPS.
7. RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves).
8. Narmada Bio-chem Limited is a Book Built Offer and price band for the same shall be published 5 working days before opening of the Offer in English and Hindi national newspapers and one regional newspaper with wide circulation.
9. The Offer Price shall be determined by the company in consultation with the BRLM on the basis of assessment of market demand from investors for the equity shares by way of Book Building and is justified based on the above qualitative and quantitative parameters.

For further details see section titled “*Risk Factors*” beginning on page 18 of this Draft Red Herring Prospectus and the financials of the Company including profitability and return ratios, as set out in the section titled “*Restated Financial Information*” beginning on page 179 of this Draft Red Herring Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

Statement of Possible Special Tax Benefits Available to The Company and Its Shareholders

To,

The Board of Directors

Narmada Bio-chem Limited

(CIN: U24219GJ2001PLC039235)

Narmada House, Plot No.252, TP No.50,

Nr Sun Builders, Sindhu Bhavan Road,

Bodakdev, Ahmedabad – 380054

(the “Company”)

Dear Sir / Madam,

Proposed Initial Public Offering (the “Offer”) of equity shares (the “Equity Shares”) by Narmada Bio-Chem Limited (the “Company”)

Sub: Statement of possible special direct tax benefits (“the Statement”) available to Narmada Bio-chem Limited (“the Company”) and its Shareholders prepared in accordance with the requirement in Schedule VIII – Clause (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”)

We report that the enclosed Annexure prepared by the Company, states the possible special direct tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 (“**the Act**”) and Income-tax Rules, 1962 (together “**tax laws**”), presently in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive these special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face and accordingly, the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only possible special direct tax benefits available and do not cover any general tax benefits available to the Company or its Shareholders. The contents of this letter are based on information, explanations and representations obtained from the Company and on the basis of the nature of business activities and operations of the Company and the provisions of the Tax Laws. 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 individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (“**the Offer**”) by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither we are suggesting nor advising the investor to invest money based on this statement.

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

- i) the Company or its shareholders will continue to obtain these benefits in future;
- ii) the conditions prescribed for availing the benefits have been/would be met with;
- iii) the revenue authorities/courts will concur with the views expressed herein.

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

Our views expressed herein are based on the facts and assumptions indicated to us. 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.

We hereby give consent to include this statement of tax benefits along with annexure in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Offer, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

All capitalized terms used herein and not specifically defined or derived shall have the meaning as ascribed to it in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as the case may be. Further, we make no representations regarding questions of contractual or legal interpretations or regarding sufficiency for your purposes of the information in the preceding paragraphs.

For Surana Maloo & Co.

Chartered Accountants

Firm Registration No.: 112171W

CA S. D. Patel

Partner

Membership No. 037671

Place: Ahmedabad

Date: September 15, 2018

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO NARMADA BIO-CHEM LIMITED AND ITS SHAREHOLDERS

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India (*i.e.* applicable for the Financial Year 2018-19 relevant to the Assessment Year 2019-20).

A. Special Tax Benefits to the Company

1. Tax benefits under section 35AD of the Act

Subject to fulfillment of conditions, the Company is entitled to claim deduction under section 35AD on or after the 1st day of April, 2011. The amount of deduction is now 100% (*which was 150% upto AY 2017-18*) of capital expenditure other than expenditure incurred on land or goodwill or financial instrument, which is incurred wholly and exclusively for the purpose of specified business carried on by the Company during the previous year in which such expenditure is incurred.

The company is eligible for deduction under this section since it is in the business of production of fertilizers in India.

B. Special Tax Benefits to the Shareholders of the Company under the Act

There are no Special tax benefits available to the shareholders of the Company.

Notes:

- 1) All the above benefits are as per the current tax law and any change or amendment in the laws/regulation, which when implemented would impact the same.
- 2) The above statement of possible special tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares held as investment (and not as stock in trade). Investors are advised to consult their tax advisors with respect to the tax consequences of the purchase, ownership and disposal of the Equity Shares.
- 3) The above statement covers only above mentioned tax laws benefits and do not cover any indirect tax law benefits or benefits under any other law.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from report titled “Research Report on Indian Fertilizer Industry– July 2018” (“CARE Report”) and also includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Information” and related notes beginning on page 18 and 179 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

This report is prepared by CARE Research, an Independent division of CARE Ratings Limited. CARE Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in public domain. However, neither the accuracy nor completeness of information contained in this report is guaranteed. CARE research operates independently of ratings division and this report does not contain any confidential information obtained by ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the Company within this industry by the ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the company within this industry by the ratings division, The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

CARE Research is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in this report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of this product. This report is for the information of the intended recipients only and no part of this report may be published or reproduced in any form or manner without prior written permission of CARE Research.

Overview of Global and Indian Economy

Global Economy

The global economy picked up pace in 2017, growing at the fastest rate since 2011. World GDP grew by 3.8% in 2017, 0.6% higher than in the previous year. Global economic growth in 2017 can be ascribed to a notable rebound in world trade which grew from 2.3% in 2016 to 4.9% in 2017. The increase in global trade was driven by the investment recovery in advanced economies, noteworthy growth in Europe and emerging Asia coupled with signs of recovery in several commodity exporters.

In terms of regional growth, the advanced economies grew by 2.3% in 2017 compared with the 1.7% in 2016, led by growth in United States (2.3% from 1.5%), Eurozone (2.3% from 1.8%) and Canada (3% from 1.4%). On the other hand, the growth in emerging and developing economies increased from 4.4% in 2016 to 4.8% in 2017, aided by increase in private consumption and recovery in net exports. The growth mainly came from China and India that grew by 6.9% (6.7% in 2016) and 6.7% (7.1% in 2016) respectively in 2017. Commodity –exporting countries such as Russia, Brazil and Nigeria that witnessed a negative growth in 2016, recorded a positive growth in 2017 mainly on account of increase in fixed investments.

The world economy is expected to improve further in 2018, albeit marginally and grow by 3.9%. The favourable market sentiments, recovery in commodity prices, accommodative financial conditions and ripple effects on domestic and international economies owing to expansionary fiscal policies undertaken by the United States is expected to stimulate growth globally in the coming periods. However, adoption of protectionist measures by the U.S. and likely adoption of the same by the other economies coupled with the normalization of the loose monetary policies that were

implemented by countries in recent years to support growth could have adverse implications on growth.

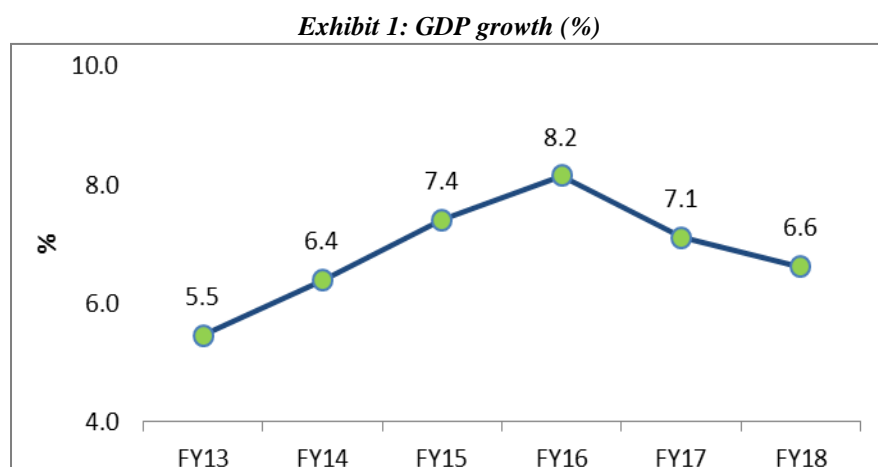
Table 1: GDP growth rates (y-o-y)

	2017	2018(P)	2019(P)
World	3.8	3.9	3.9
Advanced economies	2.3	2.5	2.2
United States	2.6	2.7	2.5
Euro Area	2.6	2.2	2
Japan	2.0	1.2	0.9
United Kingdom	1.4	1.6	1.5
Canada	2.6	2.3	2
Emerging Market and Developing economies	4.8	4.9	5.1
Russia	1.5	1.7	1.5
China	6.9	6.6	6.4
India	6.7	7.4	7.8
Brazil	2	2.3	2.5
Nigeria	0.8	1.9	2.1

Source: RBI

Indian Economy

The Indian economy has witnessed a moderation in growth rates in recent years. As per the second advance estimates by the CSO (central statistical office), the domestic economy is slated to grow by 6.6% in FY18, a 4 year low. This will be the second year when growth will be sub-8% level which was achieved in FY16.



Source: CMIE

The subdued growth of the Indian economy in 2017-18 can be attributed to the twin disruptions viz. demonetization and GST implementation. In the first 9 months of 2017-18 (Apr-Dec), the country's economy grew by 6.4%, lower than 7.5% growth witnessed in the corresponding period of the previous year. There was a fairly broad based decline among all the sectors of the economy.

Growth in 2017-18 was driven mainly by the public administration, defence services segment with growth of 10.1% followed by trade, hotels, transport & communication with 8.3%, electricity with 7.3% and finance, real estate etc. by 7.2%. Both agriculture and manufacturing have slowed down relative to FY17 with growth rates of 3% (6.3%) and 5.1% (7.9%) respectively. Investment rate has not witnessed the expected revival and has been stable at 28.5% of GDP in 2017-18.

In 2018-19, the general direction is towards a possible higher growth path. A possible threat to the economic growth could emanate from the overhang of the NPA issue that would constrain the ability of the banking sector to lend which can come in the way of investment though alternatives like the corporate debt market could substitute to an extent.

In 2018-19, the investment is likely to pick up only gradually and will reach to 29% of GDP. The central government

spending will be limited as in 2018-19 general elections will be held. The focus could more likely be on revenue expenditure given these exigencies. However, the state governments are likely to increase spending incrementally only given their fiscal conditions.

Global Fertilizer Industry

The size of global fertilizer industry is estimated to be USD 195 billion in CY2017. The global fertilizer industry is dominated by Nitrogen (N) component by way of urea and other complex fertilizers (ammonia, AS, etc.) contributing around more than 60% of the overall market. The balance comprises of Phosphorus (P) component (23%) through derivatives including DAP and SSP and other fertilizers contribute the rest which included including Potassium (K) component. The global industry is well spread out with large manufacturing entities located in the major consumption regions (US, China) or nearby the source of natural resources used for production of these fertilizers (Canada, Saudi Arabia, Ukraine, Israel). The industry is also highly concentrated with top 10 producers controlling more than one third of the global production, with high concentration in the P and K segment due to their limited availability, while the N segment is relatively lower concentrated due to wide availability of raw material (majorly natural gas).

China is the largest producer of fertilizers in the world with more than 38% of the global production capacity. It also consumes more than 90% of its own consumption, making it the top consumer. India is the second largest consumer of fertilizers in the world after China and contributed around 30% of the total consumption of the world (186 million tonnes) during FY2017.

Indian Fertilizer Industry

Agriculture contributed around 18% of India's Gross Domestic Product (GDP) during FY2017 and provides employment to more than half of the country's total population. Fertilizer industry is an allied sector to the agriculture industry and thus is largely dependent on the latter for its growth prospects.

Fertilisers contain one or more essential plant nutrients that are immediately or potentially available in sufficiently good amounts and thus help in increasing the crop yield. Fertilizers can be broadly classified as organic and inorganic/chemical fertilizers. Chemical fertilizers are further sub-classified in terms of the quantum of nutrients available to the soil from them. Primary nutrients available in chemical fertilizers include Nitrogen (N), Phosphorous (P) or Potassium (K), while secondary nutrients include calcium, magnesium and sulphur. These apart, select fertilisers also include micronutrients such as iron, zinc, copper, boron and chlorine.

In India, the most widely used chemical fertilizers based on the type of primary nutrients are Urea, Di-Ammonium Phosphate (DAP) and Muriate of Potash (MOP) which primarily contain nitrogen, phosphorus and potassium respectively. Other chemicals fertilizers used include Single Super Phosphate (SSP), Calcium Ammonium Nitrate (CAN) and various combinations of composition of N, P and K.

Based on sales figures, Indian chemical fertilizer industry was pegged at around Rs.95,000 crore during FY2017; comprising around 45% urea, 30% DAP and the balance 25% other complex fertilisers.

Table 2: Break-up of product wise sales volume of various chemical fertilisers

(LMT)

Financial Year	Urea	DAP	SSP and other complex	Total
2012-13	302	91	141	534
2013-14	305	69	137	511
2014-15	309	76	157	541
2015-16	320	98	164	582

Source: CMIE; LMT stands for Lakh Metric Tonne

Table 3: Break-up of product wise sales value of various chemical fertilisers*(₹Crore)*

Financial Year	Urea	DAP	SSP and other complex	Total
2011-12	35,821	33,493	29,771	99,085
2012-13	43,215	32,674	20,792	96,680
2013-14	44,952	23,267	19,765	87,983
2014-15	53,840	27,632	23,319	1,04,791
2015-16	53,681	36,320	25,167	1,15,168
2016-17	42,356	*27,704	24,485	94,545

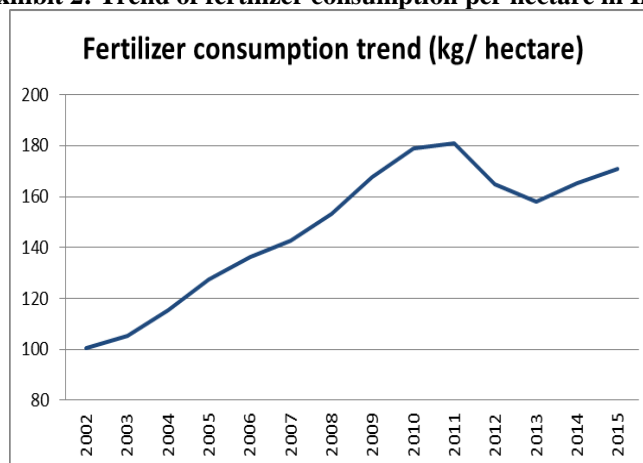
Source: CMIE; *CARE Research Estimate

The chemical fertilizer industry size shrank during FY17 due to lower sales of major fertilisers such as Urea and DAP.

Organic fertilizers segment is a relatively growing segment commercially. Fertilizer Control Order (FCO), 1985 regulates the trade, price, quality and distribution of fertilizers in the country. Under FCO, six types of organic fertilizers have been notified which include city waste compost, vermi-compost, organic manure, de-oiled castor cake and phosphate rich organic manure (PROM).

Consumption of Fertilizers in India

The fertilizer consumption in India witnessed significant growth post the green revolution in 1960s which introduced high-yielding variety of seeds and promoted increased use of fertilizers and irrigation to increase agricultural output to support the growing population; and also address the issue of recurring famines. Fertilizer consumption per hectare during the inception of green revolution was at around 10 kg/hectare in CY1968. This increased to around 100 kg/hectare in CY2002 and further to 171 kg/hectare in CY2015; growing at a compounded annual growth rate of around 4% over the last 13 years from CY2002 till CY2015. This was however still lower than the world average of around 370 kg/ hectare in CY2015.

Exhibit 2: Trend of fertilizer consumption per hectare in India

Source: World Bank

Production and Import of Fertilizers in India

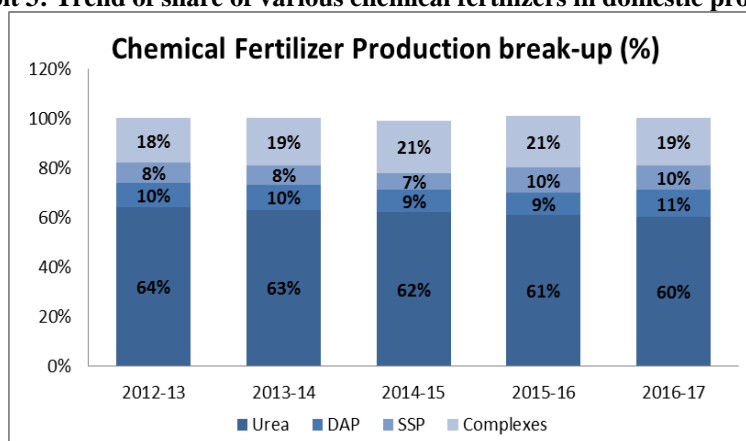
Chemical Fertilizers

India is the third largest producer of chemical fertilisers in the world and contributed over 20% of the total global chemical fertiliser production (181 million tonnes) during CY2015. It ranks second in the production of nitrogenous fertilizers and third in the production of phosphatic fertilizers. Indian chemical fertilizer production has been growing at a compounded annual rate of around 3% over past four years ending FY2017.

Urea dominates the chemical fertilizer production in India with more than 60% share. It is heavily subsidized by the

Indian Government and is the only fertilizer where in the maximum retail price (MRP) has been fixed which makes it the cheapest available fertilizer; and hence derives high demand.

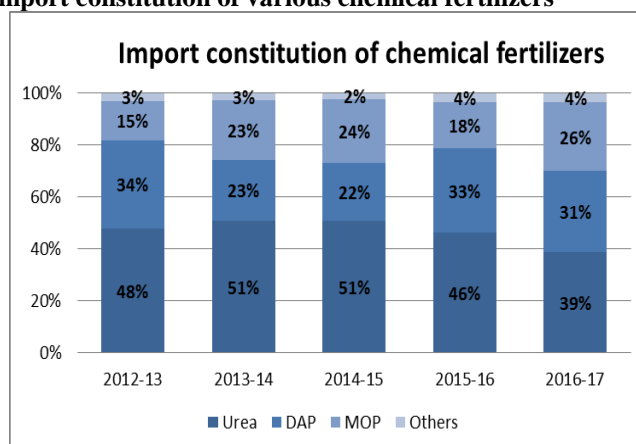
Exhibit 3: Trend of share of various chemical fertilizers in domestic production



Source: Department of fertilisers, CMIE

Over and above the domestic production, India also relies on imports to meet its fertilizer requirements. Of the total imports, urea comprises the largest share (39% in FY2017), followed by DAP (31%). Urea is imported mainly from China, Oman and Iran, while DAP is imported from various countries including Canada, China, Jordan, Morocco and Russia.

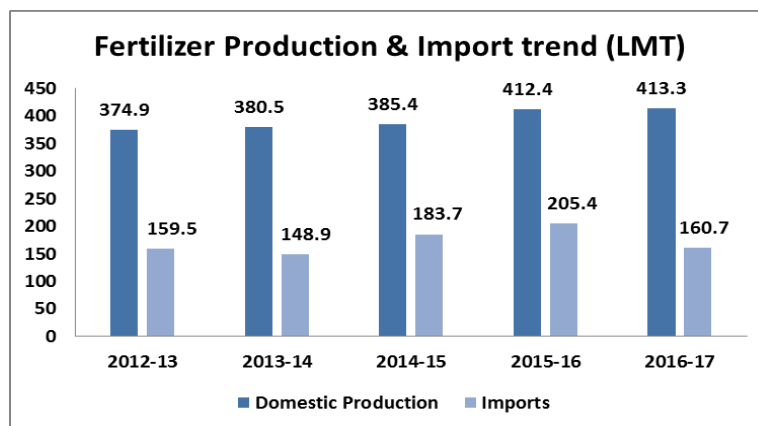
Exhibit 4: Trend of import constitution of various chemical fertilizers



Source: Department of fertilisers, CMIE

Despite an increase in the overall consumption of fertilisers in the country, the reliance on imports has reduced over the years with imports as a proportion of aggregate of domestic production and imports declining from 30% in FY2013 to 28% in FY2017.

Exhibit 5: Trend of domestic production of fertilizers and its imports



Source: Department of Fertilisers, CMIE

Over the years, the import of urea has reduced considerably from a 48% share in total imports in FY2013 to 39% in FY2017. This was mainly due to considerable reduction in imports during FY2017 due to inventory pile-up of previous year as well as relatively lower consumption with introduction of the policy of 'Neem coated urea' by the government. The production of urea increased significantly in FY2016 due to adoption of gas pooling policy from early FY2016. Compulsory neem coating of urea mandated by the government in May 2015 resulted in reduction of diversion of subsidized urea for non-agricultural purposes; which resulted in an overall decline in the consumption of the fertiliser.

DAP is manufactured from rock phosphate which is largely imported in India due to limited domestic availability. Hence, the quantum of import of DAP largely depends upon the price of the imported rock phosphate, which determines the viability of domestic manufacturing of DAP vis-à-vis direct imports of the same.

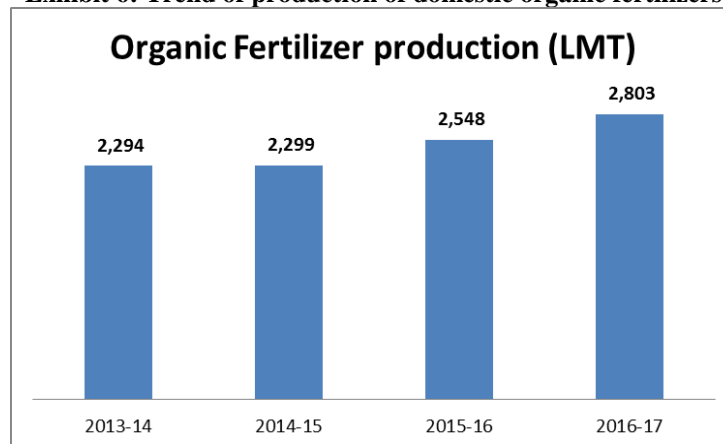
Also, over the years, government has focused on increasing the domestic production of fertilizers in the country, which has led to a rapid build-up of manufacturing units of all major fertilisers viz. Urea, DAP and other complex fertilizers in the country.

Presently, the country has 31 large sized Urea manufacturing units, 21 DAP and complex manufacturing units and 105 medium & small scale units manufacturing SSP collectively in public, cooperative and private sectors. Also, the government is mulling revival of five closed Urea manufacturing fertilizer plants – four plants of Fertilizer Corporation of India Limited (FCIL) and one plant of Hindustan Fertilizer Corporation Ltd. (HFCL). The commissioning of these plants will increase the indigenous urea production and lead to substantial reduction in imports. This is in line with the government's focus on achieving self-sufficiency in Urea manufacturing by 2022.

Organic Fertilizers

Organic fertilizers have a relatively small presence in the entire fertilizer domain in the country; however, their demand has picked up significantly over the past few years due to increasing awareness of organic farming and sustainable agriculture practices. Organic fertilizers production witnessed a CAGR of 7% over the past four years ended FY2017.

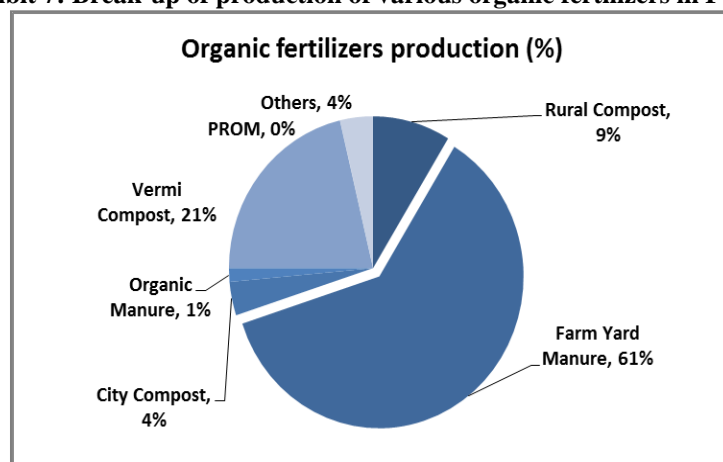
Exhibit 6: Trend of production of domestic organic fertilizers



Source: Reply to parliament questions

While the overall production of organic fertilizers is large, a sizeable part of it is consumed by the producer itself, particularly in farm yard manure and rural compost. Also, they are bulkier compared to chemical fertilizers, while the overall nutrient per unit of weight is considerably lower than the latter, a quality inherent to organic fertilizers.

Exhibit 7: Break-up of production of various organic fertilizers in FY2017



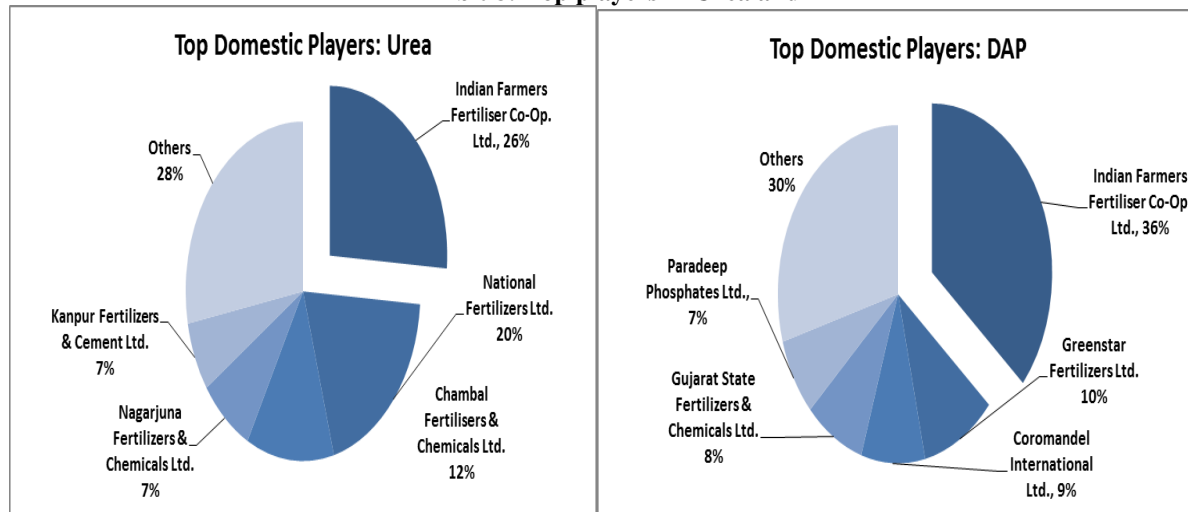
Source: Reply to parliament questions

Top Players in the Fertilizer Industry

Chemical Fertilizers

Indian Farmers Fertilizer Co-operative Ltd. (IIFCO), a fertiliser co-operative society, has the highest market share in both the major fertilisers in the domestic chemical fertiliser industry.

Exhibit 8: Top players in Urea and DAP



Source: CMIE sales value data for FY16-17 (Urea) and 2015-16 (DAP)

Organic Fertilizers:

Top players in the organic fertiliser segment, which has a miniscule presence in the overall fertiliser industry, include Coromandel International Ltd. (CIL), Zuari Agro Chemicals Ltd. (ZACL), Tata Chemicals Ltd. (TCL), Green Star Fertilisers Ltd. (GSFL) and Narmada Bio-chem Ltd. (NBCL). While CIL is mainly present in city waste compost and organic manure, ZAIL produces organic manure. TCL is present in organic manure and city waste compost while GSFL is present in mixed oil cake manure, city waste compost and organic manure. NBCL focuses on production of PROM, which is used as a substitute of DAP. During FY17, it had a share of around 58% in the overall production of PROM.

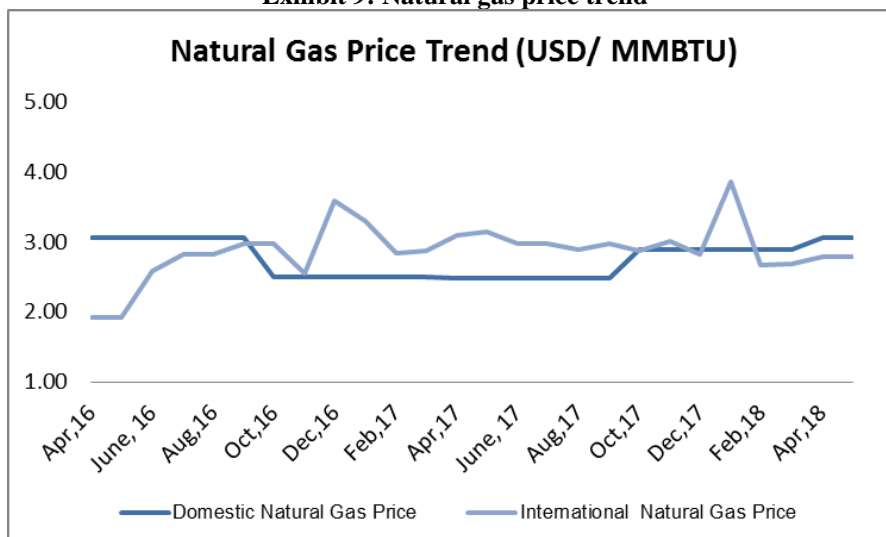
Overview of Key Raw Materials for Fertilizer Manufacturing

Natural Gas, rock phosphate/ phosphoric acid, ammonia and sulphur are the key raw materials used for manufacturing of fertilizers. These raw materials undergo complex chemical reaction processes for manufacturing of end products, i.e. fertilizers.

Natural Gas

Natural gas is used as feedstock for the manufacturing of urea and accounts for around 80% of the raw material cost for urea manufacturing. Initially the fertilizer sector had the 1st priority for usage of domestic natural gas, but the priority list was later amended and it now has 2nd priority behind city gas distribution (CGD). Even with this change, the fertilizer sector is still the leading consumer of domestic natural gas on account of the low penetration of natural gas grid in the country and large requirement of fertilizers with focus on increasing domestic production. Out of the 31 urea plants in the country, 28 are gas based. The price of natural gas for fertilizer units is governed by the New Urea Policy and Gas Pooling policy, which provides with uniform pricing of natural gas for all the units engaged in manufacturing of urea. The price of natural gas was the lowest during H1FY18 (USD 2.48/MMBTU) which was revised to USD 2.89/MMBTU for H2FY18 and further to USD 3.06/MMBTU for H1FY19. This was done primarily on account of increase of price of natural gas in the international market following the rise in price of crude oil.

Exhibit 9: Natural gas price trend

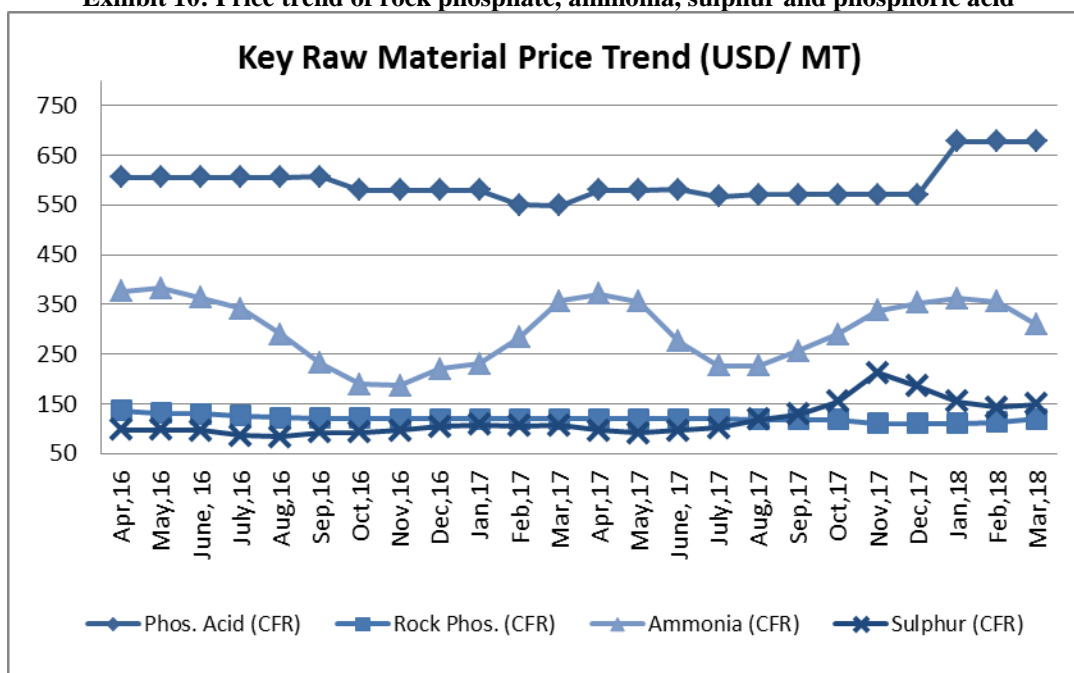


Source: PPAC, U. S. Energy Information Administration

Other Raw Materials

India imports a large part of the raw material required for manufacturing of P segment of fertilizers (DAP, SSP), primarily rock phosphate due to limited availability of the same in the country. A large part of the P segment of fertilizers is also served through direct import of DAP, primarily from China, Saudi Arabia, USA and Jordan.

Exhibit 10: Price trend of rock phosphate, ammonia, sulphur and phosphoric acid



Source: Dept. of Fertilizers

The K segment is primarily served through imports of end products instead of raw materials, mainly Muriate of Potash (MoP). Major imports of the fertilizer to India originate from Canada, Russia, Eastern Europe, Israel and Jordan.

Growth Drivers for Fertilizer Industry

▪ Growth in population and consequent demand for food

India has the largest population in the world after China and its population has witnessed an annual growth rate of 1.10% during the last decade. As per World Bank estimates, the Indian population is expected to grow at a compounded annual growth rate of around 1% over the next 10 years. India produced around 275 million tonnes of food grains in 2016-17, which is bound to increase with continuous rise in population. This is likely to derive the growth in demand for fertilisers in the medium to long term.

▪ Increased focus on agricultural segment and productivity

Agriculture and allied sectors contributed an important 17% share to India's GDP in 2017-18 and employs over half of the country's population. Hence, the government has increased its focus on sustained growth of agricultural segment and farm incomes. To achieve this, there would be requirement to increase production with better productivity; along with diversification towards high value produces like pulses and cash crops. This would entail large investments in fertilizer production along with irrigation and agro-research. Furthermore, India presently contributes around 2% of the total agricultural exports, which it aims to increase in the coming period. Government's efforts to increase agricultural output and productivity by way of various schemes, subsidies and minimum support prices for various agricultural produces is likely to drive the demand for fertilisers in the coming period.

▪ Reduction in import dependence

Presently, the dependence on imports for fertilizers is significant, both for raw materials and final products. The government, in the medium term, aims at increasing domestic production to achieve self-sufficiency. Hence, it has undertaken various efforts to increase the domestic production of fertilizers including reviving of closed fertilizer industries. These efforts are mainly focused towards production of Urea and SSP (which is largely used as substitute of DAP), since Urea and DAP comprise over 70% of the total fertilizer imports.

▪ Government's measures to support the industry and increase domestic production

Subsidy on sale of fertilizers:

A major financial government support to the domestic fertiliser industry is by way of subsidy to producers, which lowers the sales price of the fertilizers provided to farmers and boosts the domestic production, which could otherwise result in lower overall demand for fertilizers.

Table 4: Trend of government subsidy for fertiliser industry over last three years

(₹ Crore)

Year	Urea	Nutrient-based	Total
2015-16	50,478	21,938	72,415
2016-17	47,470	18,843	66,313
2017-18 (RE)	42,748	22,252	65,000

Source: Union Budget documents

Measures to increase Urea Production:

As urea forms the bulk of total fertilizer imports, the government has taken additional steps to give a boost to local urea production. These reforms mainly comprise raising limits of urea production by the companies beyond their re-assessed capacity and gas pooling. Under the New Urea Policy announced in 2015, the government has allowed the manufacturers of urea to produce additional quantity of urea as part of its objective to boost indigenous urea production in the country. This was implemented by way of raising the ceiling imposed on subsidised production to bring it with parity with low cost imports. Furthermore, the government has also introduced the policy for 'Gas Pooling' from early FY16. This comprises supply of gas, which is the costliest component in urea production, at uniform price to all urea manufacturers on the gas grid, wherein the price is decided based on average of domestic and imported gas and hence has resulted in lower cost of fuel. This resulted in an increase in the production of urea during FY16, vis-à-vis FY15.

Nutrient-based subsidy (NBS) for de-controlled fertilizers:

For non-urea fertilizers, the government pays a subsidy to manufacturers based on the individual components of identified nutrients in the final products, dubbed as Nutrient Based Subsidy. This was rolled out from April 2010. NBS deals with 22 grades of decontrolled fertilizers including DAP, MAP, MOP, SSP, Ammonium Sulphate and 15 grades

of complex fertilizers. These fertilizers are provided to the farmers at the subsidized rates based on the nutrients [i.e. the proportion of Nitrogen (N), Phosphate (P), Potash (K) and Sulphur (S)] content in these fertilizers. The subsidy given to the manufacturers is fixed annually in advance for each identified grade of fertilizers. However, the Maximum Retail Price (MRP) of fertilizers has been left open and manufacturers/marketers are allowed to fix the MRP at a reasonable level. These rates are determined taking into account the international and domestic prices of P&K fertilizers, exchange rate and inventory levels of various fertilizers.

Measures to increase SSP Production:

In order to reduce the import dependence on DAP, which is the second largest imported fertiliser after urea, the government has undertaken measures to promote domestic production of SSP since the latter is largely used as a substitute of DAP. In March 2016, GoI removed the minimum capacity utilization criteria for SSP units in order to become eligible for subsidy under NBS. Earlier, it was mandatory for SSP units to utilize minimum 50% of their production capacity or to produce 40,000 MT per annum, whichever is lower, to become eligible for NBS. This made production and sales of SSP unviable for small producers who could not meet the minimum production criteria for their units. Also, this minimum production criterion was applicable only to SSP and not to other P&K fertilizers, making SSP costlier as compared to other fertilisers in a price sensitive end-user industry.

Removal of minimum capacity utilization criterion was aimed at placing SSP units on a level playing field compared with other fertilizers to boost domestic production of SSP and reduce the dependence on imports of DAP. The same was also reflected in an 8% y-o-y growth in SSP production during FY17.

Measures to ease import of raw materials:

Despite increasing efforts, the country is expected to remain dependent on imports of fertilisers in the medium term due to its growing demand. Hence, the government is encouraging joint ventures abroad to ensure supply of key raw materials like natural gas and rock phosphate, instead of directly importing fertilizers, providing a boost to the domestic production.

▪ Shift towards usage of organic fertilisers

To support its increasing population, there has been a continued emphasis on increasing food production and consequently land productivity. This has led to non-administered use of chemical fertilizers, discontinuation of soil revival practices and lack of crop rotation, resulting in persistent decline in soil fertility marked by an increase in soil acidity, reduction in organic matter and deficiencies of micronutrients. The ideal NPK ratio for soil is 4:2:1 whereas Indian soils have an NPK ratio at 6.8:2.7:1 due to excessive usage of chemical fertilizers; mainly urea; it being the cheapest available fertilizer. Another indicator of soil health is soil organic carbon (SOC). High level of SOC provides micro-nutrients and improves water availability. The content of SOC in India is between 0.30% and 0.40%, whereas an ideal SOC is between 1% and 1.50%. Considering the need for improving soil health, better farming practices are required, including increased use of organic fertilisers, which is also reflected from global trend of increased organic farming. Organic farming is currently being practiced in more than 170 countries with area of land under organic farming increasing at a rapid pace. In India, only 0.4% of total agricultural land area is designated for organic cultivation, indicating huge scope for expansion.

The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission (SHM), National Program for Organic Production (NPOP), National Project on Organic Farming (NPOF), National Mission on Sustainable Agriculture (NMSA), Rashtriya Krishi Vikas Yojana (RKVY), Paramparagat Krishi Vikas Yojna (PKVY) and Mission for Integrated Development of Horticulture (MIDH) have been rolled out to give a boost to organic farming. These schemes focus on promoting higher use of organic fertilizers and bio-fertilizers for improving soil health & its productivity. For this, financial assistance for setting up organic fertilisers manufacturing units and for procurement of final products / raw materials of these fertilisers as well as application of these fertilisers is provided by the government. Many state governments (11 states including Sikkim, Kerala, Karnataka, Gujarat, Rajasthan and Himachal Pradesh) have developed policy on organic farming and are promoting organic market places.

Key Challenges for the Fertilizer Industry

▪ Sizeable dependence on imports

Due to unavailability or short supply of key raw materials from domestic sources, India heavily depends on imports

of ready-made fertilizers as well as raw materials. With the introduction of NBS in 2010, fixed subsidy per tonne of product was provided equally to domestically produced as well as imported products, dis-incentivizing indigenous fertilizer production.

- Rise in global fuel prices

The price of natural gas, the key raw material for production of urea and ammonia based fertilizers is largely linked to the price of crude oil and has shown increasing trend over the last few months in line with rise in global fuel prices. This, in turn, increases the cost of production for producers. As the MRP of urea is fixed, increase in price of natural gas translates into increased subsidy burden on the government, which in turn would create pressure on the fiscal spending of the government.

- Inverted duty structure

Presently, key raw materials for the fertilizer sector are being taxed at 18% (except Phosphoric Acid which is taxed at 12%), while the final products are taxed at 5%, resulting in an inverted duty structure. This provides incentives for import of final products instead of domestic production.

- Highly regulated sector

Fertilizer was declared as an Essential Commodity and Fertilizer Control Order (FCO) was promulgated to regulate, trade, price, quality and distribution of fertilizers in the country. The FCO provides for compulsory registration of fertilizer manufacturers, importers and dealers, specification of all fertilizers manufactured/imported and sold in the country, regulation on manufacture of fertilizer mixtures, packing and marking on the fertilizer bags, appointment of enforcement agencies, setting up of quality control laboratories and prohibition on manufacture/import and sale of non-standard/spurious/adulterated fertilizers. Apart from that, the financials of the fertilizer sector is highly subjective as it is dependent on the changes of government policies and regulations.

- Pressure to reduce the use of chemical fertilizers

While sufficient production of food grains remain a challenge, the government is mulling a ban of chemical fertilizers in a phased manner. In December 2016, Sikkim became India's first fully organic state by converting around 75,000 hectares of agricultural land into sustainable cultivation. A constant threat over chemical fertilizers hangs as more states plan to increase the usage of organic fertilizers.

- Lower effectiveness of organic fertilizers

Organic fertilizers are needed in a larger quantity compared with chemical fertilizers due to their lower nutrient content per unit of weight. Also, their present cost is largely comparable to chemical fertilizers, which translates into higher cost of using organic fertilizers in the initial years, which farmers might not be willing to bear. Absence of any subsidy on organic fertilizers also acts as a deterrent for their adoption.

- Supply chain issues

Due to relatively underdeveloped infrastructure, the cost of transportation, storage, marketing and distribution for organic products is very high. This deters the farmers from practicing organic farming, as despite better realization for their produces, profitability remains uncertain, which presents challenges for acceptance of organic farming and organic fertilizers.

Regulatory Policies in the Fertilizer Industry

- Regulation of trade under the Fertilizer Control Order, 1985

The Indian government has declared fertilizer as an essential commodity under section 3 of the Essential Commodities Act, 1955, so as to ensure its adequate availability at the right time and price to farmers. The government promulgated Fertilizer Control Order (FCO), 1985 under Section 3 of the Essential Commodities Act to regulate the trade, price, quality and distribution of fertilizers in the country. The FCO is administered by the Department of Agriculture and Co-operation, under the Ministry of Agriculture and Farmers' Welfare, Government of India. No trade is allowed in fertilizers without registration of an entity under the FCO, which also provides for standards and specifications for various types of fertilizers that need to be adhered to by various industry players. Manufacturers, importers and dealers of fertilizers need to adhere to these specifications for their produce/trade. The primary responsibility to control the trade in fertilizers (including organic and bio-fertilizers), subject to the provisions of the FCO, falls upon the state governments while the central government provides assistance at various levels including technical training and

quality control laboratories, along with various quality control mechanisms.

▪ Subsidy under the Union Budget for production of various chemical fertilizers

Fertilizer subsidy is the second largest subsidy behind food provided by the government. This subsidy is provided by the central government under the Union Budget for manufacturing of various chemical fertilizers.

Table 5: Trend of subsidy value over the past few year

(₹Crore)

Particulars	FY16	FY17	FY18 (RE)	FY19 (BE)
Urea	50,478	47,470	42,748	45,000
De-controlled fertilizers	21,938	18,843	22,252	25,090
Total	72,415	66,313	65,000	70,090

Source: www.indiabudget.gov.in

For FY19, the government's total budget for fertilizer subsidies is around Rs.70,090 crore, out of which Rs.45,000 crore is allocated towards urea (both indigenous and imported) and the balance Rs.25,090 crore is towards de-controlled fertilizers.

Urea:

The government regulates the maximum retail price (MRP) charged from farmers and the difference between the cost of production/import and the MRP is paid as subsidy by the government, subject to terms and conditions of the scheme. Presently this, rate is Rs.5,360 per tonne. In addition to the product subsidy, the government also provides freight subsidy for transportation of urea to district warehouses and it allows 5% extra on the price of urea for neem-coating. The subsidy scheme provides for energy consumption norms which the fertilizer manufacturing units need to adhere to and the amount of subsidy given is based on achieving these norms. Also, the government provides for subsidized natural gas under the administered pricing mechanism (APM) for production of urea.

De-controlled fertilizers:

For fertilizers other than urea, the government does not control the MRP (and hence these are known as de-controlled fertilizers). Instead, it provides fixed subsidy (decided annually) based on the nutrients for 22 variants of these fertilizers under the Nutrient Based Subsidy (NBS) scheme.

Table 6: Trend of subsidy provided per KG of nutrient

(Rs./Kg.)

Nutrient Type	FY16	FY17	FY18	FY19
Nitrogen (N)	20.88	15.85	18.99	18.90
Phosphate (P)	18.68	13.24	12.00	15.22
Potash (K)	15.50	15.47	12.40	11.12
Sulphur (S)	1.68	2.04	2.24	2.72

The change in the subsidy rates are done considering the change in input prices in the global markets. Accordingly, the subsidy on major fertilizers is given below:

Table 7: Trend of subsidy on major fertilizers

(Rs./Tonne)

Fertilizer Variant (N-P-K-S)	FY16	FY17	FY18	FY19
DAP (18-46-0-0)	12,350	8,945	8,937	10,402
MOP (0-0-60-0)	9,300	9,282	7,437	6,674
SSP (0-16-0-11)	3,173	2,343	2,166	2,734

In addition to the nutrient subsidy, the government provides additional subsidy on any variant of P&K fertilizers fortified/coated with boron or zinc. These rates for FY19 are Rs.300 per tonne of and Rs.500 per tonne.

Obligation of the manufacturer/importer for NBS subsidy

- The manufacturers need to print the MRP of de-controlled fertilizers on the fertilizer bags along with the applicable subsidy on the bags clearly.
- Reporting requirements with respect to distribution and movement of fertilizers along with movement of finished fertilizers, fertilizer inputs and production through Integrated Fertilizer Monitoring System (iFMS) (earlier, FMS and mFMS).

Payment of subsidy under NBS [prior to implementation of Direct Benefit Transfer (DBT)] for fertilizers excluding SSP.

For fertilizers excluding SSP: The payment under NBS is made in two parts. The first 85% (90% in case of submission of bank guarantee) of the subsidy is paid 'on account' on receipt of fertilizer in the district on certification of the same by company's statutory auditors. The balance is 15% (or 10%, as applicable) is released on state government's certification of quantity in m-FMS and receipt of confirmation by retailers through m-FMS.

For SSP: The payment under NBS is made in two parts. The first 85% (90% in case of submission of bank guarantee) of the subsidy is paid 'on account' on 1st point sale of the fertilizers in a district on certification of the same by company's statutory auditors. The balance is 15% (or 10%, as applicable) is released on state government's certification of quantity in m-FMS and receipt of confirmation by retailers through m-FMS.

The subsidy policy lays down specific event based timelines for payment of subsidy on a technology enabled platform (m-FMS). However, the actual payment depends on the availability of funds with the government for making the payment, clearance of quantity and quality supplied by the manufacturer from the state government (Proforma B2; for the second part of subsidy) as well as receipt of confirmation from retail dealers (which largely operate in remote areas, are less technology savvy and there might be issues with network connections). This delay in payment translates into sizeable subsidy backlog for the manufacturers, which they need to fund apart from the channel inventory. The government also provides for funds to the industry through special banking arrangement (SBA), from time-to-time. This is an ad-hoc mechanism used by the government to clear the subsidy dues, which also bears the interest burden. Last such arrangement for Rs.7,000 crore was approved by the government during FY18.

▪ Direct Benefit Transfer (DBT) for Fertilizers

The central government decided to bring the fertilizer subsidy, being the second largest subsidy after food, under the ambit of direct benefit transfer (DBT) to prevent misuse of subsidy (by reducing diversion of fertilizers for commercial use) and to improve the utilization mix of various fertilizers (by monitoring use of various fertilizers on a particular land parcel). The fertilizer DBT is a modified form of the actual DBT scheme, wherein the subsidy is paid to the manufacturer on sale to the farmer at a discounted price (as against payment of subsidy to the end beneficiary (consumer) after the sale at full price in actual DBT). This modification takes into account the high cost of some of the fertilizers, which the farmers may not be able to bear upfront, while subsidy is received from the government later.

This modified DBT could help in the following manner:

- a. Plug leakages due to subsidy being paid on sale to farmer, instead of being paid on transfer of goods to district warehouse or to retailer
- b. Reduce the consumption of highly subsidized fertilizers, particularly urea, for non-farming uses. Neem coating of urea also helps in this regards, as it cannot be used for industrial purposes.
- c. Reduce the procedural time taken to disburse the fertilizer subsidy, as sale transaction by retailer would capture the details of the manufacturer to whom the subsidy is to be paid.
- d. Track and regulate the usage of fertilizers through linking the subsidy program to soil health scheme.
- e. Better planning and estimation of fertilizer demand by tracking the use of fertilizers by individual farmers.

In March 2016, the government announced a pilot project for Aadhar enabled Fertilizer Distribution System (AeDFS) in 16 districts across the country, with another three districts included in January 2017. Under AeDFS, the subsidy payment would be made to the manufacturers after the sale of fertilizer by the retailer to the farmer and verification of the Aadhar linked sale on a central system through Point of Sale (PoS) machines. Post the pilot in these 19 districts, in March 2018, the government announced rollout of DBT on a nationwide basis.

The success of the DBT scheme depends on various factors. Key among them include network connectivity in rural areas, training the farmers as well as retailers to use the online platform effectively and robustness of the Aadhar based authentication system along with its linkage to soil health scheme and digitized land records (wherever available). Further, the discrete nature of fertilizer consumption (some before sowing and others with passage of certain time) also presents challenges. Prime among them include the peak period of purchase by the farmers which could test the robustness of the network, release of payment by the government which would be required to be discrete to match the purchase patterns and increase in overall receivables of the manufacturers as subsidy would be released after sale to farmers (as against transfer to warehouse/retailer in the present system). Simplification of claim procedure and release of entire subsidy in a single tranche though could help streamline the subsidy disbursement mechanism.

Despite the implementation of DBT, the actual receipt of the subsidy would be dependent on release of the payment by the government. While the government has stated its commitment to eliminate the subsidy backlog, availability of funds and completion of procedural aspects would remain crucial for reducing the arrears and shortening of working capital cycle of industry players. As on March 31, 2017, the outstanding subsidy arrears stood at Rs.39,057 crore.

Outlook for the Indian Fertilizer Industry

The Government of India is focused on the development of the agricultural sector and on improving the rural economy. During the announcement of the FY19 budget the government introduced various policies such as MSP at 1.5x cost of production, institutional credit at USD 17 billion and increased allocation under crop insurance. Given the importance towards the agricultural sector and the impetus given in increasing crop production CARE Research estimates the overall fertilizer production to increase during FY19 to 422-425 LMT.

The government is extremely committed in improving the quality of soil and in bringing it to its ideal NPK levels. The ideal NPK ratio is 4:2:1 whereas Indian soils the ratio is 6.8:2.7:1. With the sales of fertilizers now being streamlined with the DBT mechanism which is linked with soil health cards CARE Research expects improvement in the nutrient usage. The government has distributed 136.5 Mn soil health cards till date.

CARE Research also expects the production non controlled fertilizers like DAP and SSP to increase given the importance of balanced usage of fertilizers and also with the government increasing the subsidy rate for P grade and S grade fertilizers. CARE Research also expects urea usage to be moderate during FY19 due to the effectiveness of neem coating of urea and with the introduction of 45 KG urea bags in place of 50 KG urea bags.

While the introduction of DBT will help bring relief to manufactures with the subsidies being transferred directly to them, but as the implementation is still gaining pace, teething issues need to be resolved for its effective implementation.

As per industry estimates, the organic fertilizers industry is expected to witness substantial growth in the range of 10-12% over the next couple of years on the back of rising demand for organic products with increasing awareness about harmful effects of synthetic & chemical fertilizers, pesticides & drugs. Various schemes initiated by the government to promote sustainable agriculture with focus on improving soil health and productivity are also expected to translate into increased demand for organic fertilizers.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 17 of this DRHP, for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” 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 fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this chapter, unless otherwise stated, is derived from our Restated Financial Information prepared in accordance with Ind AS, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this DRHP, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 18 and 179, respectively.

OVERVIEW

We are an ISO 9001:2015, 9001:2008, 14001:2004 and 14001: 2015 certified company, engaged in manufacturing of various types of chemical and organic fertilizers. We also trade in chemical compounds and organic fertilisers. We started with manufacturing of different grades of NPK fertilizers. Over the years, we have widened our product base and at present our product portfolio includes different types of chemical and organic fertilizers viz. various grades of NPK, Single Super Phosphate (powdered and granulated), organic manure, PROM, mix micro nutrients, water soluble fertilizers, soil conditioners, etc. Since past few years, we have been majorly focusing on production of organic fertilisers and we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. [Source: CARE Industry Report]. Under organic fertilizers segment, we have been predominantly engaged in the production and marketing of Fertiliser Control Order (FCO) specified organic fertilizers grades. As on the date of the DRHP, we have a distribution network of more than 750 distributors spread over 10 states.

We currently have four production facilities: Unit I & II at Changodar, Ahmedabad, Unit III at Malarpura, Kheda and Unit IV at Kalyangadh, Bavla, Ahmedabad. As at March 31, 2018, these four facilities have a combined installed capacity of around 3,02,000 MT per annum. Each of our manufacturing facilities has the ability to manufacture different type of products, which provides us with the necessary flexibility to cater to changing demands in the market. We conduct in house test and check activities to improve our production processes, improve the quality of our product range and develop new products according to market demand.

One of our key product is 100% organic Phosphate Rich Organic Manure (PROM). PROM is a green chemistry Phosphatic fertilizer enriched with micro nutrient such as Copper, Zinc & Cobalt, which enhances the productivity of land. PROM is a highly effective substitute of Di-Ammonium Phosphate (DAP). The demand of organic fertilizers is increasing among the farmers. The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission, National Program for Organic Production, etc, have been rolled out to give boost to organic farming. [Source: CARE Industry Report]. Our Narmada PROM has gained the trust and confidence of farmers in various states with its effective results. This advantage has further given us confidence to effectively take our organic fertilisers across the country with a near monopoly of Narmada PROM, being noticed for its sustained quality, high yield production, and increased crop nutrition. During FY 2017, we had around share of 58% in the overall production of PROM in India. [Source: CARE Industry Report]. To enhance our product base, we are exploring to enter into pesticides markets as well. We have entered into marketing agreement with few parties wherein such parties will manufacture pesticides for us which shall be marketed by us under our brand.

Our Company is promoted by our Individual Promoter Dinesh Patel and Corporate Promoter Adeshwar Distributors Private Limited. Our Promoter Dinesh Patel has an experience of more than 18 years in the fertilizer industry. We believe that our Promoter's and senior management's experience enables us to understand and anticipate market trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. As on the date of the DRHP, we have 186 employees who aid in our business operations.

We believe in our motto “Jamin Balvan to Kisan Dhanvan”. We have also been actively involved in maintaining our

relationship with our dealers through annual dealer meets where we focus on interacting with our dealers and gaining insight on the market trends and demands, which helps us in serving the farming community better. We also conduct field trials in various states to determine the effectiveness of our products and improvise on the same. We also provide the facility of a toll-free number printed on each bag through which we can avail feedback on our products and also resolve any grievances / issues of farmers.

We are entitled to subsidy under Direct Benefit Transfer Scheme of Government of India on sale of our product, Single Super Phosphate. Further we are majorly catering to agriculture sector. Agriculture and allied sectors contributed an important 17% share to India's GDP in 2017-18 and employs over half of the country's population. Hence, the government has increased its focus on sustained growth of agricultural segment and farm incomes. To achieve this, there would be requirement to increase production with better productivity; alongwith diversification towards high value produces like pulses and cash crops. This would entail large investments in fertilizer production along with irrigation and agri-research. [Source: CARE Industry Report]. We believe that our fertilizer industry shall continue to receive government support in various forms such as subsidy, policies and various government schemes.

We have been recognized for Environment Protection for our SSP fertilizer Plant in 2017 by The Fertiliser Association of India (FAI), New Delhi. We have also been awarded for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM) in December 2017 by FAI. Further our Company has been recognised as "Best Manufacturer Of Organic & Bio-Chemical Fertilisers Of The Year" at Business Leaders Summit & Awards 2017 organised by Worldwide Achievers Private Limited.

Based on our Restated Consolidated Financial Information, our revenue from operations for Fiscals 2016, 2017 and 2018 was ₹ 2,344.07 million, ₹ 1,760.96 million and ₹ 1,715.66 million respectively. Our EBITDA for Fiscals 2016, 2017 and 2018 was ₹ 305.98 million, ₹ 206.03 million and ₹ 276.57 million, respectively. Our Return on Networth for Fiscals 2016, 2017 and 2018 was 15.98%, 8.45% and 12.11%, respectively. Our profit after tax margins were 5.51%, 4.27% and 7.10% for Fiscals 2016, 2017 and 2018 respectively.

OUR COMPETITIVE STRENGTHS

- ***Expertise in manufacture of Organic fertilizers***

We believe that the use of organic fertilisers promotes better crop nutrition and also ensures that the fertility levels of the land are maintained. We have always encouraged organic farming and had started production of organic fertilisers long ago, when the use of organic fertilisers was not very prevalent. Over the years, we have developed a discrete and effective manufacturing process for organic fertilisers. Due to our constant efforts, we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. [Source: CARE Industry Report]. We have also been predominantly engaged in the production and marketing of Fertiliser Control Order (FCO) specified Organic Fertilizers grades.

One of our key product is 100% organic Phosphate Rich Organic Manure (PROM). We manufacture PROM in the form of granules, which requires a specialized and accurate technical process to achieve the desired size and composition of granules. We believe that this expertise has enabled us to gain a wider market presence. During FY 2017, we had around share of 58% in the overall production of PROM in India. [Source: CARE Industry Report]. We have also been awarded for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM) in December 2017 by FAI.

- ***Wide product range***

Our product offerings ranges from organic fertilizers to various range of chemical fertilisers including water-soluble fertilizers, mix micro nutrients and soil conditioners. We have a product portfolio of around 19 products comprising of various grades of organic and chemical fertilisers and manures, available in both granular and powdered forms, as applicable. Currently we have four manufacturing facilities which enables us to manufacture such different range of products and serve our customers better. As a result of our efforts to cater the diverse needs of our customers, we have been constantly expanding our product portfolio as per the market trends and demands. Further we have recently entered into marketing agreements with few parties who shall manufacture various pesticides, insecticides, etc. on our behalf which shall be marketed by us under our brand name.

- ***Widespread distribution network***

We market, sell and distribute our products through our widespread distribution network and our team of sales

professionals. We started our distribution operations within state of Gujarat and have over the years expanded such operations in 10 states in India through our distribution network of more than 750 distributors. Our distribution network has been established so as to effectively cover various states for the supply of our products and also target dealers and distributors having a wider reach among the major districts/cities of each state. We also have branch offices in at Madhya Pradesh and Haryana specifically for marketing purposes. We have deployed our team of sales professionals in various states so that we can provide first-hand guidance and assistance to our dealers spread across the nation. As a result of our widespread distribution network and significant operational experience, we believe that we have been able to identify market trends and personally connect with a large number of consumers, thereby gaining trust of our customers over the years.

- ***Experienced promoters and dedicated management team***

We have a dedicated management team led by Dinesh Patel, who is the Individual Promoter, Chairman and Managing Director of our Company. He has more than 18 years of experience in the fertilizer industry. His guidance and commitment has been instrumental in driving our growth since inception and implementing our business strategies. His industry knowledge and understanding also gives us a key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues and also enables us to develop and maintain cordial relationship with our customers. Our Promoter has also been awarded as “SME Entrepreneur of the Year” in 2014 by State Bank of India, Ahmedabad Circle.

Our team, comprising of qualified, experienced and skilled professionals in respective business domains supports our Promoter. We believe that the combination of our experienced Promoter and dedicated management team has the ability to successfully build and enhance our business operations, customer relationships and operational efficiency.

- ***History of repeat orders***

We believe that meeting customer specific requirements and delivery of orders is key factor for growth. Our Company has made continuous efforts to ensure customer satisfaction by taking steps for meeting customer specific requirements, timely delivery of orders to our customers as well as maintaining consistency in quality and this has yielded results in the form of repeat orders from our customers. The repeat orders reflect the confidence reposed in us by our customers.

- ***Location advantage***

The location of our manufacturing units plays a key role in terms of ease of access to raw material and other transportation facilities. We have 4 manufacturing units located in the outskirts of Ahmedabad district of Gujarat. The close proximity of our plants to all modes of transportation i.e rail, road and ports has made it easier for us to procure raw material timely and also supply our products across the nation with ease. All of our units are located on National Highways and hence it is comparatively easy and economical for us to arrange road transportation. Railway yards are also located in the vicinity and are easily accessible, thereby making the supply of our products convenient and speedy through railway rakes. Our location being closer to the Western Coast Ports also adds to the supply chain advantage for our overseas import shipments. We believe that such a strategic location of our manufacturing units gives us an additional leverage and competitive edge.

OUR STRATEGIES

- ***Expand our domestic presence and explore international markets***

At present, we have a widespread distribution network of more than 750 distributors spread over 10 states. We aim to expand our domestic presence by exploring newer domestic geographies such as North eastern and eastern regions. We also intend to increase our distribution network so as to enhance our domestic presence. To expand our business further, we intend to explore international markets as well. We have already taken steps in this direction and are in the process of exporting our organic products to East African countries. Further we have also registered ourselves with Walmart for establishing an international customer base for our Company. Similarly, we are also making constant efforts to embark our presence in some European countries.

- ***Capitalise on growing demand for organic fertilisers***

We believe that healthy soil makes a farmer wealthy. In our endeavor to increase fertility of soil and ensure adequate returns to the farmers, we promote the use of organic fertilisers among farmers. Considering the need for improving

soil health, better farming practices are required, including increased use of organic fertilisers, which is also reflected from global trend of increased organic farming. Organic farming is currently being practiced in more than 170 countries with area of land under organic farming increasing at a rapid pace. In India, only 0.4% of total agricultural land area is designated for organic cultivation, indicating huge scope for expansion. The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission, Rashtriya Krishi Vikas Yojana, National Mission on Sustainable Agriculture, etc. have been rolled out to give boost to organic farming. These schemes focus on promoting higher use of organic fertilizers and bio-fertilizers for improving soil health & its productivity. For this, financial assistance for setting up organic fertilisers manufacturing units and for procurement of final products / raw materials of these fertilisers as well as application of these fertilisers is provided by the government. Many state governments have developed policy on organic farming and are promoting organic market places. [Source: CARE Industry Report].

Due to our constant efforts, we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. Since we have already built a goodwill in the organic fertilizer segment with our products, we aim to capitalize on the opportunities this growing segment tends to offer by increasing our production and marketing of organic fertilisers.

- ***Continue to improve operating efficiencies through technology enhancements***

We continue to further develop our technology systems to increase asset productivity, operating efficiencies and strengthen our competitive position. We believe that our in-house technology capabilities will continue to play a key role in effectively managing and expanding our operations, maintain strict operational and fiscal controls and continue to enhance customer service levels. We intend to continue to invest in our in-house technology capabilities to develop customized systems and processes to ensure effective management control. We continue to focus on further strengthening our operational and fiscal controls.

- ***Enhance our product base***

We have recently tendered for handling of imported urea for such capacity as may be allocated by the government upon the demand and geographical requirements. Further we have recently entered into marketing agreements with few parties who shall manufacture various pesticides, insecticides, etc. on our behalf which shall be marketed by us under our brand name.

Going forward, our Company intends to deal in such products to enhance its product basket as well as customer base.

OUR PRODUCTS

Our manufactured product profile comprises of nearly 19 different varieties of fertilisers and manures, available in all forms i.e. powdered, granular, etc. Broadly, our manufactured products can be categorized into Organic fertilizers and Chemical Fertilisers.

Organic Fertilizers

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
1.	Phosphate Rich Organic Manure (PROM)	Narmada PROM	PROM is a green chemistry fertilizer enriched with micro nutrients such as Copper, Zinc & Cobalt. It is a highly effective substitute to otherwise expensive synthetic phosphatic fertilizers such as di-ammonium phosphate and single super phosphate.	<ul style="list-style-type: none"> • PROM enhances the productivity of land and improves soil structure. • PROM is suitable even in alkaline and saline soils. • Production of PROM is highly cost-effective as it is a low energy process that does not demand high temperature or high pressure, needs no chemical catalyst and does not consume any valuable chemicals.
2.	Organic Manure	Bio-Gold	Bio-Gold is a highly effective, economical &	An ideal basal dose of Organic Manure for all crops is at sowing stage or as top

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
			eco-friendly product derived from 100% organic ingredients. It is ideal for intensive cropping system as it reduces chemical fertilizer requirement & improves soil health	dressing in standing crops. Organic Manure is effective even on hard and heavy black soil.

Non-Organic/Chemical Fertilizers

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
1.	NPK Mix Fertiliser <i>Grades:</i> <ul style="list-style-type: none"> • N.P.K Mix Granulated 12 : 32 : 06 • N.P.K Mix Granulated 15 : 10 : 00 • N.P.K Mix Granulated 18 : 18 : 10 • N.P.K Mix Granulated 20 : 10 : 10 • N.P.K Mix Granulated 20 : 20 : 00 	Himalay	NPK is a range of high quality chemical based Fertiliser containing major nutrients (Nitrogen, Phosphorous, Potash) for plant growth and development. NPK is customized as per government-approved fertilizer grades. Presently, the grades manufactured are: NPK 20:10:10, NPK 20:20: 00, NPK 12: 32:06, NPK 15:10:00, NPK 18:18:10	<ul style="list-style-type: none"> • Since NPK contains all primary nutrients, it negates the need for higher grade fertilizer which reduces cost and augments returns. • NPK, in its granulated form, does not disperse in water and can be easily sown with seeds.
2.	Single Super Phosphate (SSP) <i>Grades:</i> <ul style="list-style-type: none"> • Single Super Phosphate (16 % P₂O₅ Granulated) • Single Super Phosphate (16 % P₂O₅ Powdered) 	Himalay	SSP – Powder and Granulated, is multi nutrient fertilizer containing 14.5% Phosphorous, 21% Calcium and 11% Sulphur which are primary and secondary plant nutrients for growth and development of plant. SSP has a tremendous impact on plant growth and also assists in maintaining soil health and protecting against pests and diseases.	<ul style="list-style-type: none"> • SSP can be applied as a basal fertilizer with other chemical and organic fertilizers. • SSP improves soil aeration and increases water holding capacity of the soil by improving the root growth. • It increases protein content in pulses crops and oil content in oil seeds. • SSP helps in leaching excess water from root zone and also acts as soil reclaiming agent.
3.	Soil Conditioner (Ca:Ms:S)	Power Gold, Diamond	Granulated Soil Conditioner is a secondary nutrients supplement necessary for the health, growth and development of crops. It contains secondary	<ul style="list-style-type: none"> • Soil Conditioner enhances taste of cereals, pulses, fruits and also prevents yellowness of crop. • It increases photosynthesis activity of plants.

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
			nutrients such as Calcium, Magnesium, Sulphur (10%Ca: 5%Mg: 10%S)	
4.	Water Soluble Fertiliser <i>Grades:</i> <ul style="list-style-type: none"> Water Soluble Fertilizer 00-00-50 Water Soluble Fertilizer 00-52-34 Water Soluble Fertilizer 12-61-00 Water Soluble Fertilizer 13-00-45 Water Soluble Fertilizer 13-40-13 Water Soluble Fertilizer 19-19-19 Water Soluble Fertilizer Calcium Nitrate 	Narmada Samruddhi	Namrada Samruddhi is a range of 100% water soluble fertilisers which are enriched with all major nutrients as well as micro-nutrients. Various grades of water soluble fertilisers are manufactured as per various nutrient compositions required	<ul style="list-style-type: none"> Water Soluble Fertilisers are easy to use and can be applied to the crops as a foliar application or fertigation. It is also helpful to enhance the immunity system of crop as it allows better absorption of nourishing elements. The use of water soluble fertilizers reduces weed problems, lowers the consumption of water for crop irrigation and prevents drainage of water
5.	Ammonium Sulphate	Himalay	Ammonium Sulphate provides the plant with Nitrogen and Sulphur at the same time and due to that enables the plant to have a very high growth and yield. It is crystalline, in general, containing 20.6% Ammoniacal Nitrogen and 23% Sulphur	<ul style="list-style-type: none"> The primary use of Ammonium Sulphate is as fertilizer for alkaline soils. Since it contains Ammoniacal Nitrogen, it prevents the nitrogen to be washed out of the soil. It is also useful to lower the PH balance of soil.
6.	Magnesium Sulphate	Crowin, Magwin	Crowin provides Magnesium and Sulphur micro-nutrients to plants for healthy growth and	<ul style="list-style-type: none"> Magnesium Sulphate enhances the taste of cereals, pulses and fruits and enables longer storage. It increases disease-resistance,

Sr. No.	Product Name	Brand Name	Description	Application & Benefits
			development. It contains 9.6% Magnesium, 12% Sulphur and 16% Magnesium Oxide	prevents yellowness and promotes chlorophyll production in crops.

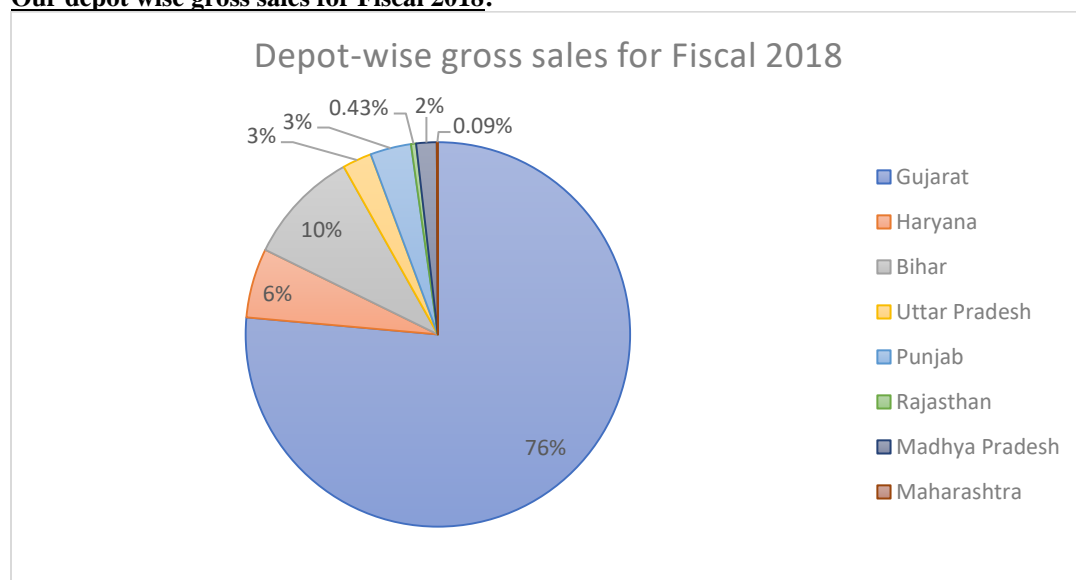
Our traded products include organic bio-chemical products such as Bio – Vigourous, Organic Phosphate Culture and other chemical compounds like Acetic Acid, Calcium chloride, Caustic Soda Flak etc, which are sold by us on bulk/wholesale basis. These are mainly sourced from local vendors.

Our product wise sales for the last three financial years is as follows:

(₹ in million)

Particulars	2015-16	2016-17	2017-18
Organic Fertilisers			
PROM	457.10	352.81	562.26
Others	409.10	239.61	97.70
Total (a)	866.20	592.41	659.95
Chemical Fertilisers			
NPK (Various grades)	352.66	199.04	138.29
SSP	383.97	456.63	432.82
Others	673.05	506.31	563.93
Total (b)	1,409.68	1,161.98	1,135.04
Total (a+b)	2,275.89	1,754.39	1,795.00
Less Quantity Discount	-	13.58	78.43
Add Excise Duty	6.51	4.29	-
Revenue from operations as per Restated Standalone Financial Information	2,282.40	1,745.11	1,716.57

Our depot wise gross sales for Fiscal 2018:

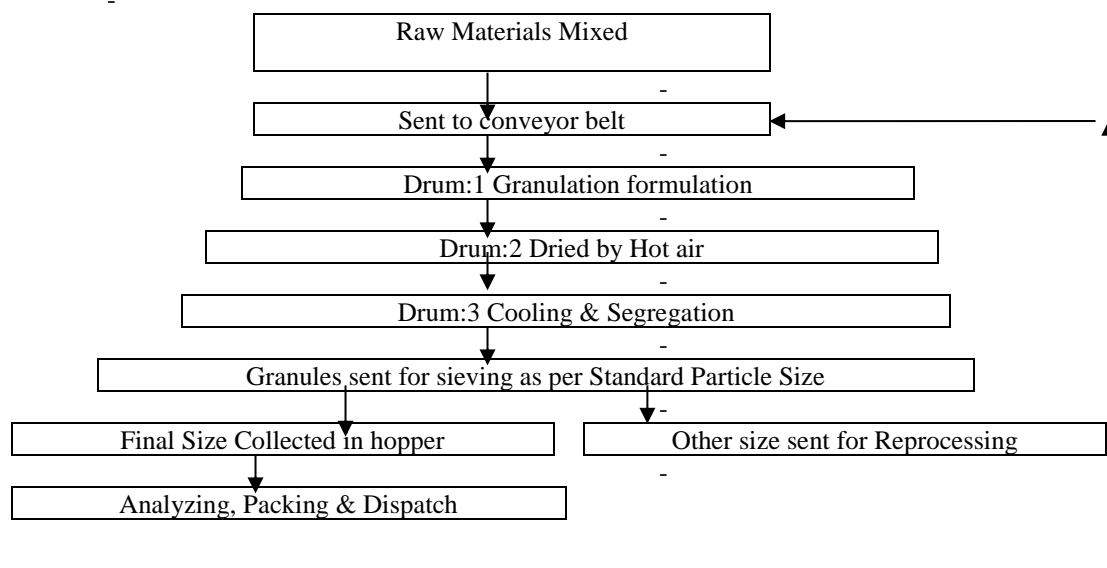


Our Manufacturing Process:

PROM

Initially, all the raw materials for PROM are mixed mechanically and sent to granulation drum. After granulation, the mixture is dried in the drying drum using hot air to make the granules strong. The granules are then cooled in the cooling drum. Finally the granules are segregated into granules of standard size and all the remaining granules of either size are sent back for reprocessing. The final standard sized product is then collected and packed as per the desired batches.

- Flow Chart of the Production Process:



SINGLE SUPER PHOSPHATE:

The raw materials for SSP are firstly mixed and fed into grinding mill for grinding. A mixture is formed by adding required quantity of Sulphuric Acid and water, which is then sent to Den mill for further processing and cutting. The powder released from the Den mill is collected in the form of a heap which is then left to be cured naturally by shuffling and reshuffling the powder.

The manufacturing process of powdered and granulated SSP is same till the curing process. The mixture is treated differently after that.

Powdered SSP:

The Powder is tested for its quality and chemical composition. The final product is then screened to segregate the desired quality of powder and the rest is sent for further grinding and processing. The final standard sized product is then collected and packed as per the desired batches.

Granulated SSP

For manufacturing of SSP in granular form, the fine quality powder is fed into granulation drum, whereby granules are formed. The granules are further forwarded to drying drum, whereby hot air is used to extract moisture and dry the granules. The dry granules are then sent into cooling drum for cooling the product. The granules are then passed through two levels of screening i.e over screening and under screening, through which the over-sized and under-sized granules are separated and sent through chain mill for re-processing. The final standard sized product is then collected and packed as per the desired batches.

NPK

Raw Materials are collected in the desired quantity as per the grade of NPK to be manufactured. The mixture is then fed into a granulation drum through a conveyor belt, where a small amount of water is added to form granules. Once

granules are formed, heat is directed in the drum to extract the moisture and dry the granules. The dry granules are then passed through a screen to obtain the desired size of granules. The rejected granules are again reprocessed into the chain mill grinder and the final standard sized product are then collected and packed as per the desired batches.

Details of our manufacturing facilities:

Sr. No.	Mfg Units	Address	Products Manufactured	Installed capacity (MT p.a.)	Area
1	Unit I	S.No.426/2, Plot No:1 to 7, Mahagujart Ind.Estate, Moraiya, Sanand, Dist Ahmedabad	1) Biozyme 2) NPK Mix Fertilizer 3) Ammonium Sulphate	25,000	1,09,269 square meters
2	Unit II	S.No.426/2, Plot No:168,169,130,131, Mahagujart Ind.Estate, Moraiya, Sanand, Dist Ahmedabad	NPK Fertilizer and/or Soil Conditioner	25,000	3,420 square meters
3	Unit III	Block No. 74, 88, 89, 90, National Highway No. 8B, At & Post: Malarpura, Ahmedabad – Kheda, Ta-Dist: Kheda – 387 540, India.	1) NPK Mix Fertilizer & Organic fertilizer 2) Soil Conditioner	1,20,000	4,671.73 square meters
4	Unit IV	Block No: 268, National Highway No. 8A, At & Post: Kalyangadh, Ta: Bavla, Dist.: Ahmedabad – 382 240, India	1) Granulated Single Super Sulphate 2) Single Super Phosphate Powder 3) Magnesium Sulphate 4) Phosphate Rich Organic Manure (PROM) 5) Organic Manure 6) Ammonium Sulphate	1,32,000	36,200 square meters

OUR PLANT AND INFRASTRUCTURE FACILITIES

Registered Office

Infrastructure facilities

Our registered office is situated at Ahmedabad, Gujarat and is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities like fire safety, CCTV cameras etc. which are required for our business operations.

Power facilities

The Company meets its power requirements by purchasing electricity from Torrent Power Limited.

Manufacturing facility

Infrastructure facilities

We have 4 manufacturing facilities situated at Gujarat.

Our manufacturing facilities are well equipped with plant and machinery, computer systems, internet connectivity, CCTV camera and other communication equipment which are required for our business & manufacturing operations. Our plant is equipped to conduct processes commencing from the raw material testing stage until completion at the

final product testing stage.

Power facilities

The electricity supply requirements for all our manufacturing units are met by purchasing the same from Uttar Gujarat Vij Company Limited.

Water facilities

Adequate arrangements with respect to water requirements for factory, drinking and gardening purpose is made through Bore well.

RAW MATERIALS

The major raw materials used in our manufacturing process are rock phosphate, sulphur, sulphuric acid, carbon, poultry manure, urea, etc. For the year ended March 31, 2018, 2017 and 2016, our imported and indigenous raw material, stores, spares and tools consumed was 14.33% and 85.67%, 22.04% and 77.96% and 17.16% and 82.84% respectively as per our Restated Standalone Financial Information. Domestically, we majorly procure our raw materials from Gujarat. With respect to imports, we are mainly importing rock phosphate from Jordan, Egypt and Middle East Countries.

COLLABORATIONS

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or financial collaboration agreements.

EXPORT AND EXPORT OBLIGATIONS

Our Company does not have any export obligation as on the date of this Draft Red Herring Prospectus.

HUMAN RESOURCE

We believe that our employees are key contributors to our business success. We focus on attracting and retaining best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on date of this Draft Red Herring Prospectus our Company has 186 employees, of which we have 36 employees at registered office, 12 employees at our Unit I, 12 employees at our Unit II, 26 employees at Unit III and 47 employees at Unit IV. Also we have a marketing team which comprises of 53 employees at different regions. We also employ contract, casual or temporary labour on need basis. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled/semi-skilled/unskilled resources together with our dedicated management team have enabled us to successfully implement our growth plans.

CAPACITY AND CAPACITY UTILISATION

Our Manufacturing capacity and capacity utilisation is as follows:

Unit I

PARTICULARS	ACTUAL			PROJECTED		
	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Installed (MT p.a)	25,000	25,000	25,000	25,000	25,000	25,000
Utilised (MT pa.)	15,401	8,964	11,385	11,250	15,000	17,500
Utilisation (%)	61.60	35.86	45.54	45.00	60.00	70.00

Unit II

PARTICULARS	ACTUAL			PROJECTED		
	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21

Installed (MT p.a)	25,000	25,000	25,000	25,000	25,000	25,000
Utilised (MT pa.)	21,549	23,426	18,138	20,000	22,500	23,000
Utilisation (%)	86.20	93.71	72.55	80.00	90.00	92.00

Unit III

PARTICULARS	ACTUAL			PROJECTED		
	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Installed (MT p.a)	1,20,000	1,20,000	1,20,000	1,20,000	1,20,000	1,20,000
Utilised (MT pa.)	38,110	39,782	43,465	54,000	78,000	96,000
Utilisation (%)	31.76	33.15	36.22	45.00	65.00	80.00

Unit IV

PARTICULARS	ACTUAL			PROJECTED		
	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Installed (MT p.a)	1,32,000	1,32,000	1,32,000	1,32,000	1,32,000	1,32,000
Utilised (MT pa.)	83,418	55,011	66,811	72,600	79,200	92,400
Utilisation (%)	63.20	41.68	50.61	55.00	60.00	70.00

Note: Since the same machineries are used to manufacture different products in respective units, the installed capacity have been provided based upon internal management estimates and past production trends.

COMPETITION

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. Present industry scenario is very competitive. With increase in demand, players have also increased. The threat can be mitigated by maintaining strong relationship with existing customers and delivering quality products. While product quality, brand value, distribution network, etc are key factors in client decisions among competitors, however, price is the deciding factor in most cases. Among listed Companies, we face competition from listed companies like Rama Phosphates Limited, Khaitan Chemicals & Fertilizers Limited, etc,

END USERS

Our products are mainly sold to dealers and distributors who in turn sell the goods to farmers.

MARKETING STRATEGY

The efficiency of the marketing and sales network is critical to the success of our Company. We have been focussed on supplying our products via distribution network. Our success lies in the strength of our relationship with our distributors and dealers who have been associated with our Company and also by enhancing our dealer/distributor network.

We market, sell and distribute our products to our various customers based in India. We conduct marketing arrangement through a strong and dedicated sales & marketing team which is supported by our individual Promoter, Dinesh Patel, who have together more than 18 years of experience in this field.

Our marketing strategies mainly focus on:

- Promoting our products through product demonstrations, farm trials, farmer education and dealer meets to

increase retailers contact

- Constantly increase our dealership / distributor network across the country.




We further endeavour to widen our business scope domestically and internationally by expanding our marketing network.

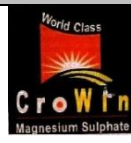

INSURANCE

Our Company maintain insurance policies in respect of our business, plant and machinery, Buildings, operations, and workforce. We maintain Standard Fire and Special Perils policy for all of our Plant and Machinery, Buildings, Furniture & Fixture, Stocks, Office Equipment .To insure our workforce we maintain Group Personal Accident that cover accidental death, permanent disability and other injuries to our employees.

INTELLECTUAL PROPERTY

Our Company has 4 (four) trademarks registered in its name and applications for registration of 1(one) trademarks is pending before the Trademark registry. The details of the Registered Trademarks and Application made are given below:

S. n o.	Description	Applicant	Application No.	Date of issue/ renewal of certificate/Date of Application	Date of expiry	Status	Trade Mark
1.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1651532; Class: 1	Registration Certificate No. 875976 dated: March 31 2010 Date of renewal: Renewed for a period of 10 (ten) years commencing from February 8, 2018	February 8, 2028	Registered	
2.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1897205; Class: 1	Registration Certificate No. 1204484 dated: March 27, 2015	December 17, 2019	Registered	
3.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1178824 Class: 1	Registration Certificate No. 447978 dated: October 20, 2005 Date of renewal: January 2, 2013	February 27, 2023	Registered	
4.	Certificate of registration	The Company	Trademark Application	Registration Certificate No.	December 17, 2019	Registered	

S. n o.	Description	Applicant	Application No.	Date of issue/ renewal of certificate/Date of Application	Date of expiry	Status	Trade Mark
	of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.		No.: 1897206 Class: 1	986164 dated: March 23, 2011			
5.	Application made for registration of trade mark issued under the Trade Marks Act, 1999	The Company	Trademark Application No.: 3952021 Class: 1	September 21, 2018	-	Send To Vienna Codification	

For further details, please refer the chapter titled “Government and other statutory approvals” beginning on page 226 of the DRHP.

LAND AND PROPERTY

We operate through 4 manufacturing units, all of which are owned by the Company and our registered office situated at "Narmada House", Plot No.252, Tp No.50, Nr Sun Builders, Sindhu Bhavan Road, Bodakdev Ahmedabad Ahmedabad GJ 380054 IN is also owned by the Company. In addition, we have 2 branch offices and 4 godowns on a leasehold basis.

Moreover, we have entered into an agreement dated with Gujarat Industrial Development Corporation (“**GIDC Agreement**”) (“**GIDC**”) for granting of licence in respect of Plot No. D-2/CH/151 admeasuring 157624.15 sq. mt. situated in the industrial phase of Dahej-II on “as is where is” basis consisting survey No. 162/P, 165/P, 166/P, 168/A/P, 166B/P, 169/P, 170/P, 196/P, 197/P, 198/P, 195/B/P within the village limits of Jolva at GIDC Industrial Estate Dahej-II, Vagra, District Bharucha (“**Dahej Land**”) on the terms and conditions mentioned in the Agreement. Vide a Possession Receipt dated February 16, 2013 bearing no. GIDC/DEE/Dahej – II/CH/46, the Company has been delivered possession of Dahej Land. While part payment as per the agreed terms has been done by the Company, the Company has not complied with certain terms and conditions of the GIDC Agreement with respect to the balance payment to be made to GIDC within a period of 3 years and construction to be carried out and putting the Dahej Land to use within the stipulated time period of 3 years. Upon failure to adhere to the provisions of the GIDC Agreement by our Company, GIDC may demand repossession of the Dahej Land from our Company. However, as on date, no such demand has been made by GIDC and our Company continues to be in possession of the Dahej Land. Please refer to chapter “Risk Factors” on page 18 of this DRHP for further details.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies which are relevant to our Company's business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.

The description of laws and regulations set out below are not exhaustive, and are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

INDUSTRY RELATED LAWS

Essential Commodities Act, 1955

The Essential Commodities Act, 1955 gives powers to control production, supply, and distribution etc. of essential commodities for manufacturing or increasing supplies and for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct military operations. The Central Government have issued the powers under the Act, various Ministers / Departments of the Central Government have issued Control Orders for regulating production / distribution / quality aspects / movement etc. pertaining to the commodities which are essential and administered by them. The Essential Commodities Act is being implemented by the State Government / UT Administrations by availing of the delegated powers under the same Act. The state government / UT Administrators have issued various control orders to regulate various aspects of trading in Essential Commodities such as food grains, edible oils, pulses, sugar etc. The Central Government regularly monitors the action taken by the State Government / UT Administrators to implement the provisions of the Essential Commodities Act, 1955.

Fertilizer Control Order 1985

Govt. of India to promote the fertilizer industries in India and to control the quality and prices of fertilizers has issued such order which contains mainly the following provisions:

- **Fixation of prices of fertilizers**

The Central Government may, with a view to regulate equitable distribution of fertilizers and making fertilizers available at fair prices, by notification in the Official Gazette, fix the maximum prices or rates at which any fertilizer may be sold by a dealer, manufacturer, importer or a pool handling agency. The Central Government may having regard to the local conditions of any area, the period of storage of fertilizers and other relevant circumstances, fix different prices or rates for fertilizers having different periods of storage or for different areas or for different classes of consumers. No dealer, manufacturer, importer or pool handling agency shall sell or offer for sale any fertilizer at a price exceeding the maximum price or rate fixed under this clause.

- **Display of stock position and price list of fertilizers**

Every dealer, who makes or offers to make a retail sale of any fertilizers, shall prominently display in his place of business:-

a) The quantities of opening stock of different fertilizers held by him on each day;

Explanation – The actual stocks at any point of time during the day may be different from that of the displayed opening stocks to the extent of sale and receipt of such fertilizers upto the time of inspection during that day.

b) A list of prices or rates of such fertilizers fixed under clause 3 and for the time being in force.

Fertilizer Subsidy Policy for Phosphatic & Potassic (P&K) Fertilizers

Since independence, Government of India has been regulating sale, price and quality of fertilizers. For this purpose, Government of India has passed Fertilizer Control Order (FCO) under Essential Commodities Act (EC Act). No subsidy was paid on Fertilizers till 1977 except Potash for which subsidy was paid only for a year in 1977. On the recommendation of the Maratha Committee, the Government had introduced Retention Price Scheme (RPS) for nitrogenous fertilizers in November 1977. Subsequently, RPS was extended to phosphatic and other complex fertilizers from February 1979 and to Single Super Phosphate (SSP) from May 1982, which continued up to 1991. Later on, subsidy was also extended to imported phosphatic and potassic (P&K) fertilizers. Fearing imbalance in fertilization of the soil, unaffordability by farmers due to increase in phosphatic and potassic fertilizers prices, Government of India announced ad hoc Concession Scheme for phosphatic and potassic fertilizers from Rabi 1992 to cushion the impact of price hike with a view to encourage balanced fertilizer consumption. Initially, the ad hoc Concession Scheme was applicable to DAP, MOP, NPK, Complex fertilizers. This scheme was also extended to SSP from 1993-94. The basic purpose/objective of the Concession Scheme for P&K fertilizers has been to provide P&K fertilizers to the farmers at affordable prices so as to increase the food productivity in the country through balanced use of fertilizers. The Concession Scheme was also aimed at ensuring reasonable rate of return on the investments made by the entrepreneurs in the fertilizer sector.

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory. The Gujarat Factories Rules, 1963 applies to our Company.

The Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 ("EC Act") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

Industrial Dispute Act, 1947 ("ID Act") and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

LABOUR LAWS

Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”)

Under the EPF Act, compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“ESI Act”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of ‘five year continuous service’ is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days’ wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of ₹1 million/- (Rupees One Million Only) for an employee.

The Minimum Wages Act, 1948 (“MWA Act”)

The Minimum Wages Act, 1948 was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory and every other establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto 6 (six) months or a fine up to ₹1,000/- (Rupees One Thousand Only) or both.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter-alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

The Payment of Wages Act, 1936 (“PWA”)

The Payment of Wages Act, 1936 is applicable to the payment of wages to persons in factories and other

establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹50,000/- (Rupees Fifty Thousand Only).

Contract Labour (Regulation and Abolition) Act, 1970 (the “CLRA”)

CLRA is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

Shops and Establishment legislations

The Company is governed by various shops and establishments legislations, as applicable in the states where its branch offices/warehouses are located. These regulations regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

For details of the Company's material registrations under the applicable Shops and Establishment legislations, please refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 226 of the Draft Red Herring Prospectus.

ENVIRONMENT RELATED LAWS

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist

among water, air and land, and human beings and other living creatures, plants, micro-organisms and property. Further, The Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment is assessed by the Ministry before granting clearances for the proposed projects.

Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981

Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981 are the other major statutes in India which seek to regulate and protect the environment against pollution and related activities in India. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards which are vested with diverse powers to deal with water and air pollution, have been set up in each State. In terms of the Water (Prevention and Control of Pollution) Act, 1974, any entity is inter-alia prohibited from knowingly causing or permitting the discharge of poisonous, noxious or polluting matter prescribed and also from establishing any industry, operation or process which is likely to discharge sewage trade effluents. In terms of the Air (Prevention and Control of Pollution) Act, 1981, save and except with the consent of a State Pollution Control board, an entity is prohibited, from operating any industrial plant for the purpose of any industry specified thereunder in an air pollution control area. Further, an entity operating any industrial plant in an air pollution control area is prohibited from discharging or causing or permitting to be discharged the emission of any air pollutant in excess of the standards prescribed.

Hazardous Waste (Management and Handling) Rules, 1989

In exercise of the powers conferred by sections 6, 8 and 25 of the Environment (Protection) Act, 1986, the Central Government has laid down these rules. Under these Rules, the Occupier and the operator of a facility shall be responsible for proper collection, reception, treatment, storage and disposal of hazardous wastes listed in the schedule. It shall be his responsibility to take all steps to ensure that the wastes are properly handled and disposed of without any adverse effect to the environment.

TAX RELATED LEGISLATIONS

Income-tax Act, 1961 (“IT Act”)

The Income-tax Act, 1961 is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The IT 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 IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“IGST Act”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of

goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

The Central Excise & Tariff Act, 1985

Excise duty imposes a liability on a manufacturer to pay excise duty on production or manufacture of goods in India. The Central Excise Act, 1944 is the principal legislation in this respect, which provides for the levy and collection of excise and requires every person who produces, manufactures, carries on trade, holds private store-room or warehouse or otherwise uses excisable goods, to obtain registration thereunder. Additionally, the Central Excise Tariff Act, 1985 prescribes the rates of excise duties for various goods. The Central Excise Rules, 2002 provides the manner of payment of the central excise duty as well as the rebate and remission provisions.

INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("**the Registrar**"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

OTHER LAWS

Transfer of Property Act, 1882 ("T.P. Act")

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** The transfer of ownership in property for a price, paid or promised to be paid.
- **Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- **Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- **Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908 (“Registration Act”)

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Stamp Act, 1899 (“Stamp Act”)

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

The Indian Contract Act, 1872 (“Contract Act”)

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963 (“Specific Relief Act”)

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Competition Act, 2002 (“Competition Act”)

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered

into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has *inter-alia* amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (“**L.M. Act**”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L. M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The L.M. Act also provides for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for rules in this regard. Additionally, the L.M. Act provides for the following penalties in case of contravention of certain provisions thereof:

1. Penalty for use of weight, measure or numeration in contravention of the L.M. Act;
2. Penalty for alteration or tampering with the weight or measure;
3. Penalty for making a transaction, deal or contract in contravention of the L.M. Act.

Penalty for the buyer (buying in excess of the quantity specified, or price paid for) and seller (selling less the quantity specified, or price paid for).

REGULATIONS REGARDING FOREIGN INVESTMENT

Foreign Exchange Management Act, 1999 (“the FEMA”)

Foreign investment in companies in the fertiliser industry is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“**FDI Policy**”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating Foreign Investment. In cases where

Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The FDI Policy issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue. RBI has also issued the Master Directions on Foreign Investment in India dated January 4, 2018. In terms of the Master Directions, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such Issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. As mentioned above, the Indian company making such issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated, as a private limited company vide Certificate of Incorporation dated February 7, 2001 issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli under the provisions of the Companies Act, 1956 as Narmada Bio-chem Private Limited, in Ahmedabad, Gujarat. Pursuant to our Company passing a special resolution under Section 14 of the Companies Act, 2013 on September 28, 2015, our Company was registered as a public limited company and the Assistant Registrar of Companies, Ahmedabad issued a fresh certificate of incorporation dated October 23, 2015, consequent upon conversion, recording the change of our Company's name to 'Narmada Bio-chem Limited'.

The Corporate Identity Number of our Company is U24219GJ2001PLC039235 and the Registered Office of our Company is presently situated at "Narmada House", Plot No. 252, TP No. 50, Nr. Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054.

Corporate profile of our Company

For information on our Company's business profile, activities, services, managerial competence, and customers, see chapters titled "Our Management", "Our Business" and "Industry Overview" beginning on pages 153, 126 and 111, respectively of this DRHP.

Changes in the Registered Office

Date	Details of registered office	Reason for change
At incorporation	G/737, Shabri Apartments, Nehru Park, Vastrapur, Ahmedabad – 380015	–
November 5, 2001	C/310 Shabri Apartments, Opp. Management Enclave, Vastrapur, Ahmedabad – 380015	Administrative Convenience
December 30, 2004	907, 9 th floor, Akik Complex, Opp. Rajpath Club, S. G. Highway, Bodakdev, Ahmedabad – 380054*	Administrative Convenience
July 2, 2018	"Narmada House", Plot No. 252, TP No. 50, Nr. Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054	Administrative Convenience

**We have placed reliance on the Board minutes of the Company dated November 25, 2004 to ascertain the details regarding the change in registered office of the Company, since Form 18 for the change of registered office from "C/310 Shabri Apartments, Opp. Management Enclave, Vastrapur, Ahmedabad – 380015" to "907, 9th floor, Akik Complex, Opp. Rajpath Club, S. G. Highway, Bodakdev, Ahmedabad – 380054" is not present in the records of the Company and is not found in the records of the RoC, as certified by Chirag Shah & Associates, Company Secretaries, dated June 1, 2018. For further information, please refer to risk factor no.18 under chapter titled 'Risk Factors' beginning on page 18 of the DRHP.*

Major events in the History of our Company

Year	Milestone
2001	Incorporation of Company.
2004	Commencement of the factory situated at Unit I.
2006	Commencement of the factory situated at Unit II.
2009	Commencement of the factory situated at Unit III.
2011	Commencement of the factory situated at Unit IV.
2015	Conversion into Public Limited Company.

Awards and accreditations received by our Company

Year	Award/Accreditation
2017	Environment Protection Award for a SSP Fertiliser Plant by The Fertiliser Association of India
2017	Award on Biofertilisers, Organic Fertilisers, City Compost by The Fertiliser Association of India, for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM)
2017	The Company won the Best Manufacturer of Organic and Bio-chemical Fertiliser of the Year award from Worldwide Achievers Private Limited at the Business Leaders Summit and Awards 2017

Main Objects of our Company

The main object of our Company as per Clause III of Memorandum of Association is –

(i) To carry on in India or elsewhere the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentate, reduce, improve, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, broker, representative, consultant, collaborator, adatia, stockists, liaisoner, job worker, or otherwise to deal in all types of natural pesticides, bio chemicals and fertilizers, gas based, natural or man made fertilizers and chemical whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urea, sulphur, gypsum, silicon fluoride, vanadium pentoxide, oleum, sulfuric acid, zinc sulfate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, diammonium phosphate, monoammonium phosphate, calcium chloride and other organic salts, by products derivatives, compounds, residues, waste, whether straight, complex or mixed and whether granulated or otherwise.

Amendments to the MOA of our Company since incorporation

Since incorporation, the following changes have been incorporated in the Memorandum of Association of our Company, after approval of our shareholders:

S. No.	Date of Shareholder's Approval	AGM/EGM	Particulars of change/amendment
1.	February 26, 2004	EGM	Authorised share capital increased from ₹1,00,000 divided into 1,00,000 Equity Shares of Re.1 each to ₹ 25,00,000 divided into 25,00,000 Equity Shares of Re.1 each.
2.	March 22, 2006	EGM	Authorised share capital increased from ₹25,00,000 divided into 25,00,000 Equity Shares of Re.1 each to ₹75,00,000 divided into 75,00,000 Equity Shares of Re.1 each.
3.	February 12, 2009	EGM	Authorised share capital increased from ₹75,00,000 divided into 75,00,000 Equity Shares of Re. 1 each to ₹1,25,00,000 divided into 1,25,00,000 Equity Shares of Re. 1 each.
4.	December 28, 2009	EGM	Reclassification of shares: Reclassified the authorized capital of the Company of ₹1,25,00,000 into 85,00,000 Class A Equity Shares of Re. 1 each and 40,00,000 Class B Equity Shares of Re. 1 each with differential rights.
5.	October 1, 2010	EGM	Authorised share capital increased from ₹1,25,00,000 divided into 85,00,000 Class A Equity Shares of Re. 1 each and 40,00,000 Class B Equity Shares of Re. 1 each with differential rights to ₹10,00,00,000 divided into 9,60,00,000 class A Equity Shares of Re. 1 each and 40,00,000 class B Equity Shares of Re. 1 each with differential rights.

S. No.	Date of Shareholder's Approval	AGM/EGM	Particulars of change/amendment
6.	April 1, 2011	EGM	Authorised share capital increased from Rs 10,00,00,000 divided into 9,60,00,000 class A Equity Shares of Re. 1 each and 40,00,000 class B Equity Shares of Re. 1 each with differential rights to ₹10,70,00,000 divided into 10,30,00,000 class A Equity Shares of Re. 1 each and 40,00,000 class B Equity Shares of Re. 1 each with differential rights.
7.	January 20, 2012	EGM	The Company converted 40,00,000 Class B Equity Shares of Rupee 1 each with Differential Rights (differential rights as to dividend, voting or otherwise) forming part of Authorised Capital of the Company, into Regular (Class A) Equity Shares of Re. 1 each resulting into 10,70,00,000 Equity Shares of Re. 1 each.
8.	April 24, 2013	EGM	Authorised share capital increased from Rs 10,70,00,000 divided into 10,70,00,000 Equity Shares of Re. 1 each to Rs 20,00,00,000 divided into 20,00,00,000 Equity Shares of Re. 1 each.
9.	February 16, 2015	EGM	Amended the Main Objects Clause of the MOA by addition of the following clause: “To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all types of goods on retail as well as on wholesale basis in India or elsewhere, as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company, as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.”
10.	September 28, 2015	EGM	Change of name pursuant to conversion of the Company into Public Limited Company from “Narmada Bio-chem Private Limited” to “Narmada Bio-chem Limited”, approved vide fresh certificate of incorporation dated October 23, 2015 issued by Assistant Registrar of Companies, Ahmedabad, Gujarat. Adoption of a new Memorandum of Association of the Company pursuant to enactment of the Companies Act, 2013 and conversion of the Company into a public limited Company. As per the new Memorandum of Association of the Company, the following reflected as the main object of the Company: “(i) To carry on in India or elsewhere the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentate, reduce, improve, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, broker,

S. No.	Date of Shareholder's Approval	AGM/EGM	Particulars of change/amendment
			representative, consultant, collaborator, adatia, stockists, liaisoner, job worker, or otherwise to deal in all types of natural pesticides, bio chemicals and fertilizers, gas based, natural or man made fertilizers and chemical whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple superphosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urea, sulphur, gypsum, silicon fluoride, vanadium pentoxide, oleum, sulfuric acid, zinc sulfate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, diammonium phosphate, monoammonium phosphate, calcium chloride and other organic salts, by products derivatives, compounds, residues, waste, whether straight, complex or mixed and whether granulated or otherwise.”
11.	January 11, 2016	EGM	Consolidated the issued, subscribed and paid-up Equity Shares in the share capital by increasing the face value of the Equity Shares from ₹ 1 each to ₹10 each so that every 10 Equity Shares with face value of Re. 1 each held by a member are consolidated into 1 Equity Share of face value of ₹10.
12.	July 31, 2018	EGM	Authorized share capital increased from ₹20,00,00,000/- divided into 2,00,00,000 Equity Shares of ₹10/- each to ₹25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹10/- each.

Acquisition of Businesses / Undertakings

The Company has not made any acquisition of businesses / undertakings.

Details of Merger/Amalgamation

There has been no merger/amalgamation pertaining to our Company.

Injunctions or Restraining Orders

Our Company is not operating under any injunction or restraining order.

Time and cost over-runs in setting up projects and certain other adverse remarks

Our Company has not experienced any significant time and cost overruns in relation to our projects.

Fund raising through equity or debt

Our Company has not undertaken any public offering of debt instruments since its inception. For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled “Capital Structure” and “Financial Indebtedness” beginning on pages 81 and 209, respectively of this DRHP.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks

Our Company is not in default or in the process of rescheduling in respect of any borrowings with financial institutions/banks. None of our loans have been converted into equity shares. However, our Company had entered into a one time settlement with The Shamrao Vithal Co-operative Bank Limited (“SVC”) wherein the Company paid an amount of ₹11.8 million to SVC.

Strikes, Lock-outs or Labour Unrest in the Company

There have been no strikes, lock-outs or labour unrest since incorporation of our Company.

Changes in the activities of the Company during the last five years

There has been no change in the activities of our Company during the period of 5 (five) years prior to the date of filing of this DRHP which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

Technology, market competence and capacity build-up

For details on the technology, market competence and capacity build-up of our Company, please see the chapter titled “Our Business” and “Industry Overview” beginning on pages 126 and 111 , respectively, of this DRHP.

Other details regarding our Company

For details regarding the capacities/facilities of our Company, location of plants and research and development facilities, products, marketing and competition, please see the chapters titled “Industry Overview” and “Our Business” beginning on pages 111 and 126, respectively of this DRHP.

Number of Shareholders/Members

As on the date of this DRHP, the total number of holders of our Equity Shares is 14 (Fourteen).

Joint Venture and Other Agreements

As on the date of filing the DRHP, there is no existing joint venture or other material agreements entered into by our Company which are not in its ordinary course of business.

Shareholders Agreement

There are no Shareholders’ Agreements existing as on the date of this DRHP.

Other Agreements

There are no material agreements or contracts, which have been entered into by our Company within a period of two years prior to the date of the DRHP, which are not in the ordinary course of business.

Strategic Partners

Our Company does not have any strategic partners as on date of the DRHP.

Financial Partners

Our Company does not have any financial partners as on date of the DRHP.

Our Holding Company

As on the date of the DRHP, we have no holding company.

Our Subsidiaries

We do not have any subsidiaries as on the date of the DRHP.

OUR MANAGEMENT

The Articles of Association require our Board to have at least 3 Directors and not more than 15 (fifteen) Directors. As on the date of this DRHP, our Board comprises of 6 (six) Directors.

The following table sets forth details regarding our Board of Directors as on the date of filing of this DRHP with SEBI:

Board of Directors

S. No.	Name, Fathers' Name, Designation, Term, Age, Nationality, Address, Occupation & DIN	Date of Appointment & Term of Directorship	Other Directorships
1.	<p>Mr. Dineshbhai Dhirubhai Patel <i>S/o Dhirubhai Naranbhai Patel</i></p> <p>Designation: Chairman and Managing Director</p> <p>Term: 5 years w.e.f September 30, 2015</p> <p>Age : 48</p> <p>Nationality: Indian</p> <p>Address: B-02, Saptavilla Bungalows, Opposite Ramji Nivas, S. No. 513, TPS – 214, B/H Sindhu Bhawan, Thaltej, Ahmedabad, Gujarat, India - 380054.</p> <p>Occupation: Business</p> <p>DIN: 01342571</p>	<p>Change in designation to Managing Director w.e.f. September 30, 2015 for a period of 5 (five) years and shall be liable to retire by rotation.</p> <p>Designated as Chairman of the Company w.e.f. June 28, 2018.</p>	<p><i>Other Directorships</i></p> <p>(i) Narmada Organics Private Limited</p> <p>(ii) Narmada Global Bio-Chem Fertilizer Private Limited.</p> <p>(iii) Adeshwar Distributors Private Limited.</p>
2.	<p>Ms. Bhavnaben Dineshbhai Patel <i>D/o Vallabhbhai Panchabhai Patel</i></p> <p>Designation: Executive Director</p> <p>Term: w.e.f. September 2, 2015 and shall be liable to retire by rotation</p> <p>Age : 44</p> <p>Nationality: Indian</p> <p>Address: B-02, Saptavilla Bungalows, Opposite Ramji Nivas, S. No. 513, TPS – 214, B/H Sindhu Bhawan, Thaltej. Ahmedabad, Gujarat, India - 380054.</p>	<p>Appointed as Executive Director on September 2, 2015 and shall be liable to retire by rotation.</p>	<p><i>Other Directorships</i></p> <p>NIL</p>

S. No.	Name, Fathers' Name, Designation, Term, Age, Nationality, Address, Occupation & DIN	Date of Appointment & Term of Directorship	Other Directorships
	Occupation: Business DIN: 03022052		
3.	Mr. Sanjay Dhirubhai Kumbhani <i>S/o Dhirubhai Naranbhai Kumbhani</i> Designation: Additional Director Term: Appointed as Additional Director till the conclusion of the AGM to be held in 2018. Age: 43 Nationality: Indian Address: B-201, Panchamrut Appartment, Opp. Nehru Foundation, Bodakdev, Ahmedabad - 380054 Occupation: Business DIN: 03029446	Appointed as Additional Executive Director in the Board meeting held on March 30, 2018 with effect from April 1, 2018 and shall be liable to retire by rotation.	<i>Other Directorships</i> (i) Narmada Organics Private Limited (ii) Narmada Global Bio-chem Fertilisers Private Limited (iii) Adeshwar Distributors Private Limited
4.	Mr. Kanwal Nain Jaggi <i>S/o Kishan Lal Jaggi</i> Designation: Additional Independent Director Term: 3 years w.e.f. April 21, 2018 Age: 64 Nationality: Indian Address: House No. 1327, Sector 37, Faridabad, Haryana, India – 121003 Occupation: Consultant/Advisor DIN: 08109854	Appointed as Additional Independent Director (Non-Executive) with effect from April 21, 2018 in the Board Meeting held on April 21, 2018.	<i>Other Directorships</i> Nil
5.	Mr. Undhad Bavkubhai Nathabhai <i>S/o Undhad Nathabhai Bhagvanbhai</i> Designation: Additional Director Term: 3 years w.e.f. June 11,	Appointed as Additional Independent Director with effect from June 11, 2018 in the Board Meeting held on June 11, 2018.	

S. No.	Name, Fathers' Name, Designation, Term, Age, Nationality, Address, Occupation & DIN	Date of Appointment & Term of Directorship	Other Directorships
	2018 Age: 60 Nationality: Indian Address: 132, Krushnapara Main Road, Vadia, Amreli, Gujarat - 365480 Occupation: Social and political activities. DIN: 08150467		
6.	Mr. Jignesh Amrutlal Dhaduk <i>S/o Amrutlal Bhurabhai Dhaduk</i> Designation: Additional Director Term: 3 years w.e.f. June 1, 2018 Age: 35 Nationality: Indian Address: A-1 Pinal Park, Shambhav Press Road, Mother Milk Palace, Bodakdev, Ahmedabad City, Ambawadi Vistar, Ahmedabad, Gujarat – 380015 Occupation: Chartered Accountant DIN: 07916260	Appointed as Additional Independent Director with effect from June 1, 2018 in the Board Meeting held on May 28, 2018.	<i>Other Directorships</i> (i) L Global Bond Matchmaking (India) Private Limited

Note: Except as stated below, none of our directors are related to each other:

- (i) Ms. Bhavnaben Dineshbhai Patel is the spouse of Mr. Dineshbhai Dhirubhai Patel.
- (ii) Mr. Sanjay Dhirubhai Kumbhani is the brother of Mr. Dineshbhai Dhirubhai Patel

None of our Directors are on the RBI List of wilful defaulters as on the date of this DRHP.

Further, neither our Company nor our Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company are debarred from accessing the capital markets by SEBI.

None of our directors are or have been directors in any of the listed companies which have been/ were delisted from the stock exchange(s).

None of our directors are or have been directors in any of the listed companies whose shares have been/were suspended from being traded on the BSE Limited / National Stock Exchange of India Limited.

None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any

order or directions made by the SEBI.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the abovementioned Directors was selected as director or member of senior management.

Brief Profile of the Directors

Mr. Dineshbhai Dhirubhai Patel, aged 48 years is the Promoter, Chairman and Managing Director of our Company. He has been on the Board of Directors of our Company since its incorporation. He was appointed as the Managing Director of the Company in September 2015. He has a qualification of below secondary level. He has an experience of over 18 years in the fertilizer industry. He was awarded a letter of honour by the State Bank of India, Ahmedabad Circle for his achievements in his field of business. He is actively involved in the strategic decision making for the Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, strengthening the marketing network, business development and management of overall business.

Ms. Bhavnaben Dineshbhai Patel, aged 44 years is an Executive Director of our Company. She has a qualification of below secondary level. As a Director, her responsibility includes handling and supervising the matters related to human resources/personnel of our Company viz. employee welfare, salary and wages administration.

Mr. Sanjay Dhirubhai Kumbhani, aged 43, is an Additional Executive Director in our Company. He has an experience of around 15 years in trading of fertilisers, pesticides, insecticides etc. He has been involved in the trading of various types of fertilisers for approximately 15 years. He is currently a partner of the partnership firm, Messrs. Nebula Crop Science which is inter-alia dealing in pesticides. Currently, he is responsible for the Company's corporate and administrative affairs and is also involved in the production activities at the manufacturing units of the Company.

Mr. Kanwal Nain Jaggi, aged 64, is an Additional Independent Director of our Company. He holds a Masters in Arts degree in the field of Political Science from the Rajasthan University and has also completed a Certificate Course on Export Marketing in 1992, from the Indian Institute of Foreign Trade. He has an overall experience of approximately 42 years of working in the fertilizer industry wherein he has worked for approximately 27 years with the Gujarat Narmada Valley Fertilizers and Chemicals Limited and approximately 15 years with Gujarat State Fertilizers Company Limited.

Mr. Undhad Bavkubhai Nathabhai, aged 60, is an Additional Independent Director of our Company. He has been involved in social and political activities for the State of Gujarat. He has served as a Member of Legislative Assembly from Amreli district of Gujarat from 1998 to 2007. He has also served as the Minister of State for Petrochemicals (Independent Charge) and Ports, Government of Gujarat, for the period 2001-02 and as a Minister of State for Sports, Youth Services and Cultural activities, Government of Gujarat, from 2002 to 2005. He has also served as the Executive Chairman of District Panchayat, Amreli.

Mr. Jignesh Amrutlal Dhaduk, aged 35, is an Additional Independent Director of our Company. He received the Bachelor of Commerce degree from Saurashtra University, Rajkot in 2003. He has cleared the final examination held by the Institute of Company Secretaries of India in 2007. He received the Certificate of Practice in the year 2012 and Certificate of Membership in the year 2016 from ICAI and was admitted as a Fellow of ICAI in the year 2016. He has experience of approximately 10.5 years. He has previously worked with Price Waterhouse Coopers Private Limited and with BSR & Co. LLP in the areas of direct tax, international tax, transfer pricing and regulatory services and direct tax litigation. He is currently a partner in the partnership firm Messrs. Rajj & Co. and practices as a chartered accountant.

Borrowing Powers

In terms of the Articles of Association of the Company, the Board is authorized to generally raise or borrow money, or secure the payment of, any sum or sums of money for the purposes of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time except with the consent of the Company by way of special resolution in general meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is, reserves not set apart for any specific purpose.

By way of special resolution passed by the shareholders of our Company at the Annual General Meeting held on September 28, 2017, the Board was authorized to borrow funds either from the banks, financial institutions, firms, companies, or other bodies from time to time, on such terms and conditions, as to repayment, interest or otherwise, as it thinks fit and proper in the interests of the Company, and such sums as may be necessary for the time being, may

exceed the aggregate paid-up Share Capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the aggregate of sums so borrowed shall not exceed the limit of ₹1,000 crores at any one time.

Compensation of Managing Director

We have not entered into any service agreement with the Managing Director Mr. Dinesh Dhirubhai Patel providing for the benefits upon termination of employment. However, the terms and conditions, relating to remuneration and appointment of Mr. Dinesh Dhirubhai Patel are set out in the letter of appointment dated August 31, 2015 whereby the remuneration and commission clause was amended on July 31, 2018.

The details of remuneration of the Managing Director:

Mr. Dineshbhai Dhirubhai Patel

Particulars	Remuneration (in ₹)
Salary	Minimum ₹7,00,000/- (Rupees Seven Lakh only) per month w.e.f April 1, 2018.
Commission	Not exceeding 5% of net profit in an accounting year as may be decided by the Board from time to time

Compensation to our Executive Directors

We have not entered into any service agreement with the Executive Directors Ms. Bhavnaben D Patel and Mr. Sanjaybhai D Khumbhani providing for the benefits upon termination of employment. However, the terms and conditions, relating to remuneration of are set out in the Shareholders resolution dated August 29, 2018.

Ms. Bhavnaben D Patel

Particulars	Remuneration (in ₹)
Salary	Minimum ₹1,00,000/- (Rupees One Lakh only) per month w.e.f April 1, 2018.
Commission	Nil

Mr. Sanjay Dhirubhai Kumbhani

Particulars	Remuneration (in ₹)
Salary	Minimum ₹1,00,000/- (Rupees One Lakh only) per month w.e.f April 1, 2018.
Commission	Nil

Payment of compensation or benefit to Directors/ officers of our Company

The compensation/sitting fees/other remuneration paid to our current Directors for the financial year ended March 2018 are as follows:

S. No.	Name of the Director	Amount (₹ in million)
1.	Mr. Dineshbhai Dhirubhai Patel	8.40
2.	Ms. Bhavnaben Dhirubhai Patel	NIL
3.	Mr. Sanjaybhai Dhirubhai Kumbhani	NIL
4.	Mr. Kanwal Nain Jaggi	NIL
5.	Mr. Undhad Bavkubhai Nathabhai	NIL
6.	Mr. Jignesh Amrutlal Dhaduk	NIL

The abovementioned remuneration and perquisites are subject to the ceiling laid down in Sections 197 and Schedule V of the Companies Act and all other applicable provisions of the Companies Act as may be amended from time to time. In case of payment of remuneration in excess of the prescribed limits, recovery of the excess amount may be waived by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee and

with the approval of the Central Government.

Except as stated in this DRHP, no amount or benefit has been paid by our Company within the two preceding years or is intended to be paid or given by our Company to any of our Company's officers including our Directors and key management personnel.

Further, except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our directors and our key management personnel, are entitled to any other benefits upon termination of employment.

Our Company does not have any bonus or profit sharing plan for its Directors.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. The shareholding of our Directors is hereunder provided as on date:

S. No.	Directors	No. of Equity shares	Percentage (%) of Pre-Offer equity capital
1.	Mr. Dinesh Dhirubhai Patel	53,50,880	33.99
2.	Ms. Bhavnaben Dineshbhai Patel	12,79,400	8.13
3.	Mr. Sanjay Dhirubhai Kumbhani	4,76,150	3.02
Total		71,06,430	45.14

Interest of Directors

Our Directors are interested in our Company in the following manner: -

- All the Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association;
- All the Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them to the extent of any dividends payable to them and other distributions in respect of the said Equity Shares;
- All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firms in which they are partners as declared in their respective declarations;
- Our Director, Mr. Sanjay Dhirubhai Kumbhani is also a partner of Messrs. Nebula Crop Science, which has entered into a Marketing Agreement dated December 13, 2017 with our Company under which Messrs. Nebula Crop Science shall manufacture various pesticides, insecticides, etc. on behalf of the Company which shall be marketed by the Company under its brand name.
- Our Directors, Mr. Dineshbhai Dhirubhai Patel and Ms Bhavnaben Dinesh Patel and erstwhile directors Mr. Rameshbhai Jinabhai Patel and Ms. Rekhaben Rameshbhai Patel have extended their personal guarantees for securing the repayment of certain bank loans obtained by our Company. The Company vide its letter dated August 28, 2018 to State Bank of India had informed about resignation of Rameshbhai Jinabhai Patel from the Company. For further details, please refer to chapter titled "Financial Indebtedness" on page 209 of this DRHP.

Except as stated above and under the heading "Annexure-V, Note 36- "Restated Consolidated Statement of Related Party Transactions" in Section "Restated Consolidated Financial Information" and Annexure-V, Note 34- "Restated Standalone Statement of Related Party Transactions" in Section "Restated Standalone Financial Information" beginning on page F-111 and F-45 respectively of this Draft Red Herring Prospectus.", we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this DRHP in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our

Company.

Changes in our Board of Directors during the last three years

The following changes have taken place in the Board of Directors of our Company during the last three years:

S. No.	Name	Date of appointment/ change	Reason
1.	Ms. Rekhaben Rameshbhai Patel	September 2, 2015	Appointed as Executive Director
2.	Ms. Bhavnaben Dineshbhai Patel	September 2, 2015	Appointed as Executive Director
3.	Mr. Dineshbhai Dhirubhai Patel	September 30, 2015	Appointed as a Managing Director
4.	Mr. Rameshbhai Jinabhai Patel	September 30, 2015	Appointed as a Managing Director
5.	Mr Rameshbhai Jinabhai Patel	April 1, 2018	Resignation as Managing Director
6.	Ms. Rekhaben Rameshbhai Patel	April 1, 2018	Resignation as Executive Director
7.	Mr. Sanjay Dhirubhai Kumbhani	April 1, 2018	Appointed as Additional Executive Director
8.	Mr. Kanwal Nain Jaggi	April 21, 2018	Appointed as Additional Independent Director
9.	Mr. Undhad Bavkubhai Nathabhai	June 11, 2018	Appointed as Additional Independent Director
10.	Jignesh Amrutlal Dhaduk	June 1, 2018	Appointed as Additional Independent Director
11.	Mr. Dineshbhai Dhirubhai Patel	June 28, 2018	Designated as Chairman

Composition of the Board of Directors

S. No.	Name of the Director	Category
1.	Mr. Dineshbhai Dhirubhai Patel	Chairman and Managing Director
2.	Ms. Bhavnaben Dhirubhai Patel	Executive Director
3.	Mr. Sanjaybhai Dhirubhai Kumbhani	Additional Executive Director
4.	Mr. Kanwal Nain Jaggi	Additional Independent Director
5.	Mr. Undhad Bavkubhai Nathabhai	Additional Independent Director
6.	Mr. Jignesh Amrutlal Dhaduk	Additional Independent Director

Management Organisational Structure

Corporate Governance

The provisions of the Listing Agreement to be entered into with the Stock Exchanges and the applicable regulations of SEBI Listing Regulations with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We believe we are in compliance with the requirements of the applicable regulations, including the Listing Agreement with the Stock Exchanges, the SEBI Listing Regulations and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board of Directors is constituted in compliance with the Companies Act, Listing Agreement to be executed with Stock Exchanges, the SEBI Listing Regulations and in accordance with best practices in corporate governance, our Board of Directors functions either as a full board or through management which provides our Board of Directors detailed reports on its performance periodically.

I. Committees of the Board in accordance with the SEBI Listing Regulations

Audit Committee

Audit Committee was reconstituted and terms of reference, role of the Audit Committee and the constitution were modified vide Board Resolution dated May 28, 2018. The existing Audit Committee of our Company comprises of the following: -

- (i) Mr. Kanwal Nain Jaggi– Chairman;
- (ii) Mr. Dineshbhai Dhirubhai Patel– Member; and
- (iii) Mr. Jignesh Amrutlal Dhaduk– Member;

The Company Secretary shall act as Secretary to the Committee.

The role of the Audit Committee shall be in accordance with section 177 of the Companies Act, 2013 and as per Regulation 18 and Part C of Schedule II of SEBI Listing Regulations. The role of the Audit Committee shall include the following:

- (i) oversight of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) 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, 2013;
 - 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 judgement by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other requirements relating to financial statements;
 - f. disclosures of any related party transactions (the term "related party transactions" shall have the same meaning as assigned to it under the SEBI Listing Regulations, and any amendment made to it);
 - g. modified opinion(s) in the draft audit report;
- (v) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (vi) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the Company with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk-management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of internal control systems;

- (xiii) 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;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) 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;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the whistle blower mechanism;
- (xix) Approval of appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
- (xx) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information;

- (i) Management discussion and analysis of financial condition and results of operation;
- (ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (iv) Internal audit reports relating to internal control weaknesses;
- (v) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- (vi) Statement of deviations:
 - a. quarterly statement of deviations(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1)
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reconstituted and terms of reference was modified vide Board Resolution dated May 28, 2018. The members of the Nomination and Remuneration Committee are: -

- (i) Mr. Undhad Bavkubhai Nathabhai – Chairman;
- (ii) Mr. Kanwal Nain Jaggi – Member; and
- (iii) Mr. Jignesh Amrutlal Dhaduk – Member;

The Company Secretary shall act as Secretary to the Committee.

The role of the Nomination and Remuneration shall be in accordance with Section 178 of the Companies Act 2013 and as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations as follows:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- b) Formulation of criteria for evaluation of performance of independent directors and the Board;
- c) Devising a policy on diversity of the Board;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The expression “senior management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the executive directors, including the functional heads.

- e) 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.

Corporate Social Responsibility Committee

Our Board of Directors at their meeting held on May 28, 2018 had constituted the Corporate Social Responsibility Committee and it is in compliance with the SEBI Listing Regulations. The members of the Corporate Social Responsibility Committee are:

- (i) Mr. Dineshbhai Dhirubhai Patel– Chairperson;
- (ii) Mr. Sanjay Dhirubhai Kumbhani– Member;
- (iii) Mr. Undhad Bavkubhai Nathabhai – Member.

The terms of reference of the Corporate Social Responsibility Committee shall be in accordance with Section 135 of the Companies Act, 2013 and is as follows:

- (i) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the schedule VII of the Companies Act, 2013;
- (ii) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- (iii) To monitor the CSR policy of the Company from time to time; and
- (iv) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Stakeholders’ Relationship Committee

Our Board of Directors at their meeting held on May 28, 2018 had constituted the Stakeholders Relationship Committee and it is in compliance with the SEBI Listing Regulations. The members of the Stakeholders’ Relationship Committee are:

- (i) Mr. Kanwal Nain Jaggi– Chairperson;
- (ii) Mr. Dineshbhai Dhirubhai Patel– Member;
- (iii) Mr. Jignesh Amrutlal Dhaduk – Member.

The Company Secretary shall act as Secretary to the Committee.

The frequency of meetings of Stakeholders Relationship Committee is at least twice in a year. The quorum of the meetings of the Stakeholders Relationship Committee is either two members or one third of the members whichever is greater, but with a minimum of two independent members present. The role of the Stakeholders Relationship Committee shall be in accordance with Section 178 of the Companies Act, 2013 and as per Regulation 20 and Part D of Schedule II of the SEBI Listing Regulations and is as follows:-

The Committee shall consider and resolve the grievances of the security holders of our Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

IPO Committee

Our Board of Directors at their meeting held on June 28, 2018, constituted the IPO Committee and it is in compliance with the SEBI Listing Regulations. The members of the IPO Committee are:-

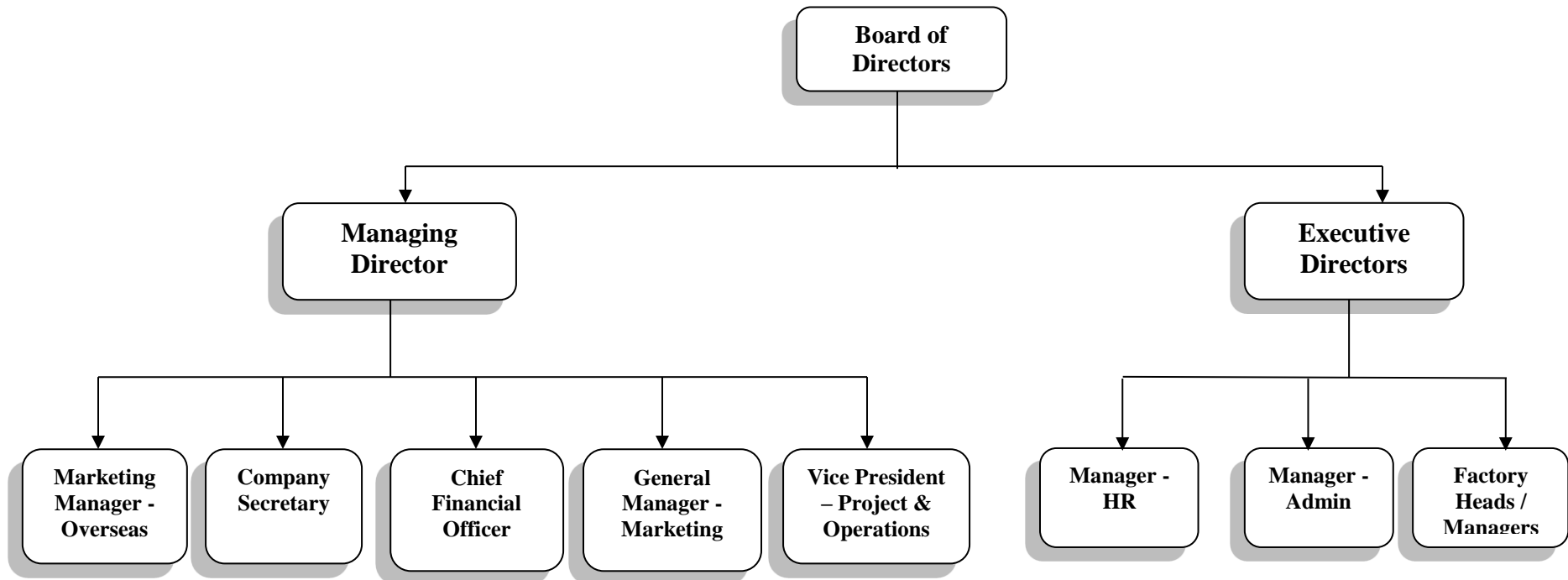
- (i) Mr. Dineshbhai Dhirubhai Patel – Chairperson;
- (ii) Mr. Sanjaybhai D Khumbani - Member
- (iii) Mr. Jignesh Amrutlal Dhaduk – Member.

IPO Committee is authorized to take decisions with regard to IPO as it may, in its absolute discretion deem fit and proper in the interest of the as may be required for the purpose of IPO and the minutes of the Committee be placed to the Board for information, from time to time.

Our Company has adopted the following policies:

1. Corporate Social Responsibility Policy;
2. Vigil Mechanism / Whistle Blower Policy;
3. Nomination and Remuneration Policy;
4. Policy on Determination and Governance of Material Subsidiaries;
5. Archival Policy;
6. Policy on Preservation of Documents;
7. Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions;
8. Risk Management Policy;
9. Code of Conduct for Board of Directors and Senior Management Personnel;
10. Code of Conduct for Prohibition of Insider Trading;
11. Board Diversity Policy;
12. Policy on Determination of Materiality of Events and Information; and
13. Policy on Prevention of Sexual Harassment at Workplace.

Organizational Structure



Key Management Personnel

Given below are the details of our Key Management Personnel, other than Dineshbhai Dhirubhai Patel, the Chairman and Managing Director, Bhavna Dineshbhai Patel, Executive Director and Sanjay Dhirubhai Kumbhani, Executive Director as on the date of this Draft Red Herring Prospectus. For details of our Managing Director, and Executive Directors please see chapter titled “Our Management” beginning on page 153 of this DRHP.

Mr. Ashish Somani, aged 38 years is the Chief Financial Officer of our Company. He has obtained the degree of Bachelor of Commerce from Maharshi Dayanand Saraswati University in the year 2001. He was admitted as an Associate of the Institute of Chartered Accountants of India (“ICAI”) on September 8, 2003 and received the Certificate of Membership from ICAI on September 30, 2003. He joined our Company as Chief Financial Officer w.e.f. June 25, 2018. As the Chief Financial Officer of our Company, he is responsible for financial and accounting operations, financial planning, budgeting, audit, statutory compliance, accounting, forecasting, insurance, internal control, finalization of accounts and liaisoning with lenders for financial arrangements of the Company. Prior to joining our Company he was associated with Gokul Agro Resources Limited as General Manager – Accounts from August 2016 to June 2018. In the past, he has also worked with India Nic Infotech Limited as Manager – Accounts & Finance for the period April 2008- May 2010 and Adani Township & Real Estate Company Private Limited during the period May 2010 to July 2013 as Associate Manager – F&A. He has approximately 10 years of work experience. His gross remuneration in the fiscal 2018 was nil as he joined our Company on June 25, 2018.

Ms. Archita R Kabra, aged 24 years is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary from the Institute of Company Secretaries of India and has been appointed as the Company Secretary of our Company on April 20, 2017. She has an experience of around 2.3 years in the secretarial field. She has previously worked with Manoj Hurkat and Associates, Company Secretaries. She is responsible for timely statutory compliances, routine secretarial matters, legal documentation and handling statutory filings of the Company and its group companies with various government portals. She has obtained a degree of Bachelor of Commerce by H. L. Institute of Commerce, Amrut Mody School of Management (affiliated to Ahmedabad University). Her gross remuneration in the fiscal 2018 was ₹ 0.24 million.

Notes:

1. All the key managerial personnel mentioned above are permanent employees of our Company and none of them are related to each other or to any Director of our Company.
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the abovementioned personnel have been recruited.
3. As on the date of filing of this DRHP, our Company does not have a performance linked bonus or a profit sharing plan with the key management personnel.
4. No non-salary-related payments or benefits have been made to our key management personnel.
5. There is no bonus or profit sharing plan for our key management personnel.

Shareholding of Key Management Personnel

S. No.	Name	No. of Equity Shares	% of Pre-Offer Equity Share Capital	% of Post-Offer Equity Share Capital
1.	Dineshbhai D. Patel	53,50,880	33.99	[●]
2.	Bhavna D. Patel	12,79,400	8.13	[●]
3.	Sanjaybhai D. Kumbhani	4,76,150	3.02	[●]
	Total	71,06,430	45.14	[●]

** Dineshbhai Dhirubhai Patel HUF holds 2,46,400 Equity Shares and Sanjaybhai D. Kumbhani HUF holds 2,500 Equity Shares.*

Changes in the Key Management Personnel during last three years:

In addition to the disclosures made in the paragraph titled “Changes in our Board of Directors during the last three years” mentioned on page 159 of this DRHP, the following have been the changes in the key management personnel of our Company during the last three years:

Sr.No.	Name	Designation	Date of Appointment	Date of Cessation/Change in designation
1.	Mr. Dhanraj P. Dagar	Company Secretary	May 25, 2015	January 6, 2017
2.	Mr. Samir R. Patel	Chief Financial Officer	January 1, 2016	September 30, 2017
3.	Ms. Archita R. Kabra	Company Secretary and Compliance Officer	April 20, 2017	-
4.	Mr. Dineshbhai Dhirubhai Patel	Managing Director	September 30, 2015	Appointed as a Managing Director
5.	Mr. Rameshbhai Jinabhai Patel	Managing Director	September 30, 2015	Appointed as a Managing Director
6.	Mr. Rameshbhai Jinabhai Patel	Managing Director	April 1, 2018	Resignation as Managing Director
7.	Mr. Ashish Somani	Chief Financial Officer	June 25, 2018	-

Interests of Key Management Personnel

Our Key Management Personnel are interested to the extent of remuneration paid to them by our Company and to the extent of their shareholding in our Company.

Employees

As on the date of this DRHP, we have 186 employees. Further, we appoint contract labour from time to time depending upon the requirement of our Company.

Payment or benefit to our officers

Except for the payment of monetary and non-monetary benefits as mentioned in this DRHP and the dividend, if any, that may have been declared on the Equity Shares held by our officers, we have not paid any amount or given any benefit to any officer of our Company, nor is such amount or benefit intended to be paid or given to any officer as on the date of filing this DRHP with SEBI.

OUR PROMOTER AND PROMOTER GROUP

Dineshbhai Dhirubhai Patel and Adeshwar Distributors Private Limited are the Promoters of our Company and currently hold an aggregate of 1,05,50,880 Equity Shares of our Company, which constitutes 67.02% of the pre-Offer paid-up capital of our Company.

Details of our Individual Promoter:



Mr. Dineshbhai Dhirubhai Patel, aged 48 years is the Promoter, Chairman and Managing Director of our Company. He has been on the Board of Directors of our Company since its incorporation. He was appointed as the Managing Director of the Company in September 2015. He has a qualification of below secondary level. He has an experience of approximately 18 years in the fertilizer industry. He has been associated with the Company since its incorporation. He was awarded a letter of honour by the State Bank of India, Ahmedabad Circle for his achievements in his field of business. He is actively involved in the strategic decision making for the Company, pertaining to corporate and administrative affairs, financial operations, expansion activities, strengthening the marketing network, business development and management of overall business.

For further details, please refer to the chapter titled “Our Management” beginning on page 153 of this DRHP.

Passport No: M4721687
Driving Licence: GJ01 19980090640
Voter Id No.: LBR6547467
DIN: 01342571

Address: B-02, Saptavilla Bungalows, Opp. Ramji Nivas, S. No. 513, TPS – 214, B/H Sindhu Bhavan, Thaltej, Ahmedabad, Gujarat, India – 380054.

For further details pertaining to other ventures involving our Individual Promoter and other directorships held by him, please see section titled ‘Promoter Group’ in this chapter and chapters titled “Our Management” and “Our Group Companies” beginning on pages 153 and 173 of this DRHP.

Declaration

We confirm that the Permanent Account Number, Bank Account Number and Passport Number of our Promoters shall be submitted to the Stock Exchanges at the time of filing of this DRHP.

Details of our Corporate Promoter

Adeshwar Distributors Private Limited (“**Adeshwar**”) was incorporated on July 8, 2009, under the Companies Act, 1956, with the Registrar of Companies, Dadra & Nagar Havelli, Gujarat. The registered office of Adeshwar is “Narmada House”, Plot No. 252, TP No. 50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat - 380054. The Memorandum of Association authorizes Adeshwar Distributors Private Limited to carry on in India or elsewhere the business of export, import, promotion, trading, buying, purchasing, marketing, sale of cloths, chemicals, electronic products, goods, silver, gold, metal, iron, retail products, consumer care products, consumer goods, general products, domestic products and goods, merchandise, articles, commodities, materials of all kinds, sizes, types, nature and description and to act as agents, dealers, suppliers, distributors, wholesalers, representatives, consignors, consignees and merchants and provide all types of services in the field of brand promotion and consumer care.

Adeshwar was not the original promoter of our Company, and initially acquired shares in our Company on April 25, 2013. It currently holds 52,00,000 Equity Shares of our Company, which constitutes 33.03% of our pre-Offer paid-up capital. For details of build-up of Adeshwar's shareholding in our Company, please see "Capital Structure-Notes to Capital Structure" on page 82 of this DRHP. Further, we confirm that compliance with SEBI (SAST) Regulations and Listing Agreements was not applicable since shares of our Company were not listed on any Stock Exchange in India at the time of purchase.

The CIN of Adeshwar is U51909GJ2009PTC057488.

Presently, Adeshwar is involved in the business of dealing /trading in various types of chemical fertilisers.

For further details pertaining to other ventures involving our Corporate Promoter, please see section titled 'Promoter Group' in this chapter and chapter titled "Our Group Companies" beginning on page 173 of this DRHP.

Changes in the management and control of our Corporate Promoter in the three years immediately preceding the filing of the DRHP

Mr. Ramesh Jinabhai Patel has resigned from the Board of Directors of our Corporate Promoter and pursuant to his letter dated August 16, 2018 Mr. Ramesh Jinabhai Patel has conveyed his intention of ceasing to exercise any executive powers in our Corporate Promoter. Consequently, Mr. Ramesh Jinabhai Patel has dissociated himself from our Corporate Promoter as a promoter thereof. Except as mentioned there have been no changes in the management and control of our Corporate Promoter in the three years immediately preceding the filing of the DRHP.

Board of directors of our Corporate Promoter

As on the date of this DRHP, the board of directors of Adeshwar comprises:

1. Dineshbhai Dhirubhai Patel; and
2. Sanjay Dhirubhai Kumbhani

Promoters of our Corporate Promoter

1. Dineshbhai Dhirubhai Patel

Shareholding Pattern of our Corporate Promoter

The shareholding of Adeshwar Distributors Private Limited is as follows:

Shareholding Pattern of our Corporate Promoter

The shareholding of Adeshwar Distributors Private Limited is as follows:

Class A Equity Shares

Name of the Shareholder	No. of Equity Shares held	Percentage of equity holding (%)
Rameshbhai Jinabhai Patel	12,75,000	40.73
Dineshbhai Dhirubhai Patel	9,65,000	30.83
Bhavnaben Dineshbhai Patel	1,90,000	6.07
Rekhaben Rameshbhai Patel	1,70,000	5.43
Dhirubhai N. Kumbhani	1,70,000	5.43
Rameshbhai Jinabhai Patel (HUF)	1,00,000	3.19
Dineshbhai Dhirubhai Patel (HUF)	80,000	2.56
Dhirubhai N. Kumbhani (HUF)	70,000	2.24
Sanjaybhai Dhirubhai Kumbhani	60,000	1.92
Sanjaybhai Dhirubhai Kumbhani (HUF)	30,000	0.96
Total	31,10,000	99.36

Class B Equity Shares of ₹10/- each with differential voting rights, each Class B Equity Share having 10,000 votes

Name of the Shareholder	No. of Equity Shares held	Percentage of equity holding (%)
Dineshbhai Dhirubhai Patel	10,000	0.32

Bhavnaben Dineshbhai Patel	10,000	0.32
Total	20,000	0.64

Interest of our Individual Promoter in our Corporate Promoter

Our Individual Promoter, Dineshbhai Dhirubhai Patel holds 9,65,000 Class A equity shares aggregating to 30.83% and 10,000 Class B equity shares aggregating to 0.32% of the paid-up equity share capital of Adeshwar Distributors Private Limited. Further, the Dineshbhai Dhirubhai Patel HUF holds 80,000 Class A equity shares of Adeshwar Distributors Private Limited aggregating to 2.56% of the paid-up equity share capital of Adeshwar Distributors Private Limited. Further, our Individual Promoter, Dineshbhai Dhirubhai Patel is also a director on the board of Adeshwar Distributors Private Limited.

Financial Information

The financial information of Adeshwar Distributors Private Limited derived from its audited financial statements is as follows:

(in ₹millions, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	31.30	31.30	31.30
Reserves and Surplus	124.92	124.92	124.92
Sales and Other Income	0.02	0.03	-
Profit/(loss) after tax	0.00	0.00	(0.03)
Basic and Diluted Earnings/(Loss) per Share	0.00	0.00	(0.01)
Net asset value per share	49.91	49.91	49.91

Declaration

We confirm that the Permanent Account Number, Bank Account Number, Company Registration Number and the address of ROC - Ahmedabad, where Adeshwar is registered, shall be submitted to the Stock Exchanges at the time of filing of this DRHP.

Interest of Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company. Further, our Individual Promoter, Mr. Dineshbhai Dhirubhai Patel is also one of the directors and a shareholder of our Corporate Promoter.

Interest in the property acquired by our Company

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the 2 (two) years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

Other interest of our Promoters

Our Individual Promoter may be deemed to be interested in our Company to the extent of compensation paid or payable to him in his capacity as director for attending meetings of the Board or a committee thereof as well as to the extent of remuneration, commission and reimbursement of expenses payable to him as per the terms of the Articles of our Company and relevant provisions of the Companies Act. Our Company has entered into an Agreement dated August 27, 2018 with our Corporate Promoter under which the premises being “Narmada House”, Plot No. 252, TP No. 50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat – 380054 are also utilised by

our Corporate Promoter. Our Promoters may also be interested to the extent of the Equity Shares held by them in our Company, the dividends payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company. For details on the shareholding of our Promoters in our Company, kindly refer to the chapter titled “*Capital Structure*” beginning on page 81 of this Draft Red Herring Prospectus.

For further information, please refer to the details under the heading “*Our Management – Interest of Directors*” on page 158.

Except as stated in “*Related Party Transactions*” beginning on page 177 and rent agreement dated August 27, 2018 executed between our Company and our Corporate Promoter in respect of the premises being “Narmada House”, Plot No. 252, TP No. 50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat – 380054, our Company has not entered into any contract, agreements or arrangements during the preceding 2 (two) years from the date of this DRHP or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them.

Our Promoters may also be deemed to be interested in our Company to the extent of the personal guarantee given by them for the loans availed by our Company. For further details, kindly refer the chapter titled “Financial Indebtedness” beginning on page 209 of this DRHP.

Further, our Promoters are also directors on the boards of certain Group Companies and they may be deemed to be interested to the extent of the payments made by our Company, if any, to/from these Group Companies. For the payments that are made by our Company to certain Group Companies, see Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this Draft Red Herring Prospectus.

Our Promoters are not members of a firm or company having any interest in the Company for which any sums are paid or agreed to be paid to either of our Promoters or to the firm or company in cash or shares or otherwise by any person either to induce our Promoters to become, or to qualify our Promoters as, a director, or otherwise for services rendered by our Promoter or by the firm or company, in connection with the promotion or formation of the Company.

Our Promoters are not interested in any transaction in acquisition of land, construction of building and supply of machinery etc. by or to our Company.

Payment or benefits to our Promoters or promoter group in the last two years

Except as mentioned above under the heading “Interest of Promoters” and in the chapters “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” “Our Management” on pages F-111, F-45 and 153 respectively of this DRHP, no amount or benefits were paid or were intended to be paid to our Promoters or promoter group during the last 2 (two) years from the date of filing of this DRHP.

Change in Management and control of our Company during five years immediately preceding the date of filing of this DRHP

Dinesh Dhirubhai Patel and Ramesh Jinabhai Patel were the original promoters. Subsequently, Adeshwar acquired equity shares in our Company in the year 2013. It currently holds 52,00,000 Equity Shares of our Company, which constitutes 33.03% of our pre-Offer paid-up capital. Ramesh Jinabhai Patel sold his entire equity shareholding in the Company to Dinesh Dhirubhai Patel on March 22, 2018. Consequently, the current Promoters of our Company are Dinesh Dhirubhai Patel and Adeshwar.

Common Pursuits

Our Corporate Promoter and our Group Companies, Narmada Organics Private Limited and Narmada Global Bio Chem Fertilisers Private Limited have some of the objects similar to that of our Company's business. Our Company has entered into separate non-compete agreements all dated August 21, 2018 with our Corporate Promoter and our Group Companies, Narmada Organics Private Limited and Narmada Global Bio Chem Fertilisers Private Limited, in order to avoid any conflict of interest, which may be envisaged on account of the above.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when it arises.

Companies with which our Promoters have disassociated in the last three years

None of our Promoters have disassociated themselves from any companies, firms or other entities during the last three years preceding the date of the DRHP.

Promoter Group

Our Promoter Group as defined under Regulations 2(zb)(iv) of the SEBI ICDR Regulations includes the following individuals and entities:

(i) Natural Persons

(a) Mr. Dineshbhai Dhirubhai Patel

The following natural persons form part of our Promoter Group as relatives of Mr. Dineshbhai Dhirubhai Patel:-

Name	Relationship
Dhirubhai Kumbhani	Father
Vijyaben D. Kumbhani	Mother
Bhavnaben D. Patel	Wife
Sanjaybhai D. Kumbhani	Brother
Gitaben S. Sojitra	Sister
Bhanuben R. Sojitra	Sister
Om D. Patel	Son
Vallabhbbhai P. Malviya	Wife's Father
Labhuben V. Malviya	Wife's Mother
Jayesh V. Malviya	Wife's Brother
Hasmukh V. Malviya	Wife's Brother
Shilpaben Patel	Wife's Sister

(ii) Entities forming part of the Promoter Group

Following are the Promoter Group entities:

- (a) Narmada Organics Private Limited
- (b) Narmada Global Bio-chem Fertilisers Private Limited
- (c) National Fertilisers Industries
- (d) National Organic Fertilisers
- (e) Nevan Pharmaceuticals LLP

- (f) Dinesh D Patel – HUF
- (g) Dhirubhai Naranbhai Kumbhani – HUF
- (h) Messrs. Nebula Crop Science
- (i) Sanjay Dhirajlal Kumbhani HUF

Other Confirmations

None of our Promoters have been identified as wilful defaulters by RBI or any other Government authority and there are no violations of Securities Law committed by our Promoters in past or pending against them.

Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

OUR GROUP COMPANIES

As per the requirements of SEBI ICDR Regulations, for the purpose of identification of 'Group Companies', our Company has considered those companies as Group Companies, which are included in the list of related parties of the Company, under Accounting Standard 18 or other companies as considered material by our Board. Pursuant to a resolution of our Board dated June 28, 2018, for the purpose of disclosure in offer documents for the Offer, a company shall be considered material and disclosed as a 'Group Company' if (i) such company forms part of the Promoter Group of the Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations; (ii) companies in which, the investment in the form of equity or loan by our Company exceeds 10% of the consolidated net worth of our Company for the last audited financial year; and (iii) where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total consolidated revenue of our Company for the last audited financial year.

For avoidance of doubt, it is clarified that Adeshwar Distributors Private Limited, which is our Promoter, has not been considered as Group Company for the purpose of disclosure in this Draft Red Herring Prospectus.

Based on the above, the following are the Group Companies:

1. Narmada Global Bio-Chem Fertilisers Private Limited
2. Narmada Organics Private Limited

Below are the details of our Group Companies:-

Narmada Global Bio-chem Fertilisers Private Limited

Corporate Information

Narmada Global Bio-chem Fertilisers Private Limited was incorporated under the Companies Act, 1956 on March 23, 2012, as a private limited company, bearing CIN U24120GJ2012PTC069561 with its current registered office at "Narmada House", Plot No. 252, TP No.50, Nr Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380054 Gujarat, India.

In terms of its Memorandum of Association, it is, *inter-alia*, carrying on the business of manufacture, freeze, fermentate, process, formulate, mix, disinfect, clean, dilute, concentrate, compound, segregate, pack, add, remove, heat, grade, reduce, improve, buy, sell, import, export, distribute, develop, manipulate, treat and to act as agent, broker, representative, consultant, collaborator, liaisoner, job worker or otherwise to deal in all types of pesticides, insecticides, fungicides, organic and inorganic chemicals, gas based, natural or manmade fertilizers, manures and chemicals whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urea, sulphur, gypsum, silicon fluoride, oleum, sulphuric acid, zinc sulfate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, diammonium phosphate, monoammonium phosphate, calcium chloride and other organic salts, by products, derivatives, compounds, residues and waste.

Capital Structure

Particulars	Number of equity shares of face value ₹ 1 each
Authorized capital	₹1,25,00,000/-
Issued, subscribed and paid-up capital	₹1,20,000/-

Interest of Promoters

Our Individual Promoter and Managing Director, Dineshbhai Dhirubhai Patel, holds 60,000 equity shares of Narmada Global Bio-chem Fertilisers Private Limited aggregating to 50% of its issued, subscribed and paid-up equity share capital. Further, Dineshbhai Dhirubhai Patel is also a director of Narmada Global Bio-chem Fertilisers Private Limited and may be deemed to be interested to that extent.

Audited Financial information

The financial information of Narmada Global Bio-chem Fertilisers Private Limited derived from its audited financial statements is as follows:

(in ₹ millions, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	0.12	0.12	0.12
Reserves and Surplus	0.93	0.93	0.92
Sales and Other Income	0.12	0.05	-
Profit/(loss) after tax	0.00	0.01	(0.03)
Basic and Diluted Earnings/(Loss) per Share	0.04	0.04	(0.26)
Net asset value per share	8.75	8.71	8.67

Narmada Organics Private Limited

Corporate Information

Narmada Organics Private Limited was originally incorporated under the Companies Act, 1956 on May 24, 2010, as a public limited company. Subsequently, vide Fresh Certificate of Incorporation dated March 7, 2011, Narmada Organics Private Limited converted into a private limited company. The CIN of Narmada Organics Private Limited is U24120GJ2010PTC060887 and its registered office is situated at “Narmada House”, Plot No. 252, TP No.50, Nr Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad- 380054 Gujarat, India.

The Memorandum of Association authorizes Narmada Organics Private Limited to carry on the business to manufacture, freeze, fermentate, process, formulate, mix, disinfect, clean, dilute, concentrate, compound, segregate, pack, add, remove, heat, grade, reduce, improve, buy, sell, import, export, distribute, develop, manipulate, treat and to act as agent, broker, representative, consultant, collaborator, liaisoner, job worker or otherwise to deal in all types of pesticides, insecticides, fungicides, organic and inorganic chemicals, gas based natural or man made fertilizers, manures and chemicals whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urea, sulphur, gypsum, silicon fluoride, oleum, sulphuric acid, zinc sulphate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda chlorine based chemicals, diammonium phosphate, monoammonium phosphate, calcium chloride and other organic salts by products, derivatives, compounds, residues and waste.

Capital Structure

Particulars	Number of equity shares of face value ₹1 each
Authorized capital	₹1,50,00,000/- divided ₹1,49,00,000/- Class A equity share capital and ₹ 1,00,000/- Class B equity share capital.
Issued capital	₹1,10,57,700/-
Subscribed capital	₹1,10,57,700 /-
Paid up capital	₹1,04,46,180/-

Interest of Promoters

Our Individual Promoter, Dineshbhai Dhirubhai Patel, holds 14,11,000 (Class A) Equity Shares and 50,000 (Class B) Equity Shares aggregating to 13.99% of the total paid-up equity share capital of Narmada Organics Private Limited. In addition, Dineshbhai. D. Patel (HUF) holds 3,50,000 (Class A) Equity Shares aggregating to 3.35% of the total paid-up equity share capital. Further, our Individual Promoter Dineshbhai Dhirubhai Patel is also a director on the board of directors of Narmada Organics Private Limited and may be deemed to be interested to that extent.

Audited Financial information

The financial information of Narmada Organics Private Limited derived from its audited financial statements is as follows:

(in ₹millions, except per share data)

Particulars	Financial year ended		
	2018	2017	2016
Equity Capital	10.45	10.45	10.45
Reserves and Surplus	59.93	59.93	59.93
Sales and Other Income	0.18	0.11	0.00
Profit/(loss) after tax	0.00	0.01	(0.13)
Basic and Diluted Earnings/(Loss) per Share	0.00	0.00	(0.01)
Net asset value per share	6.74	6.74	6.74

Loss making Group Companies

Our Group Companies Narmada Organics Private Limited and Narmada Global Bio-chem Fertilisers Private Limited have incurred losses for the financial years ended March 2016 and March 2015. For further details, please refer to the audited financial information of the aforesaid Group Companies mentioned above.

Details of Group Companies with negative net worth

None of our Group Companies have a negative net worth as per the last audited financial statements.

Details of sick or defunct Group Companies

None of our Group Companies were declared as sick companies under the Sick Industrial Companies (Special Provisions) Act, 1985, as amended, or are under winding up.

Further, during the five years preceding the date of this Draft Red Herring Prospectus, no Group Company has remained defunct and no application has been made to the relevant Registrar of Companies for striking off the name of the Group Company.

Nature and Extent of Interest of Group Companies

(a) In the promotion of our Company/business interest or other interests in our Company

Except the Equity Shares held by our Group Companies in our Company, our Group Companies have no interest in the promotion of our Company.

(b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus with SEBI

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus with SEBI.

(c) In transactions for acquisitions of land, construction of building and supply of machinery

Except as disclosed in “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this DRHP, none of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Business Interest of Group Entities

Other than as stated above and as mentioned in “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this Draft Red Herring Prospectus, none of our Group Entities have any business interest in our Company.

Common Pursuits amongst the Group Companies with our Company

Our Group Companies mentioned above, namely, Narmada Organics Private Limited and Narmada Global Bio-chem Fertilisers Private Limited, have some of the objects similar to that of our Company’s business. Our Company has entered into non-compete agreements dated August 21, 2018 with Narmada Organics Private Limited and Narmada Global Bio-chem Fertilisers Private Limited, respectively, in order to avoid any conflict of interest, which may be envisaged on account of the above.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

For more information, see “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” on pages F-111 and F-45 respectively of this DRHP.

Significant Sale/Purchase between Group Companies and our Company

None of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10 % of the total sales or purchases of our Company.

Payment of Amount or Benefits to our Group Companies during the last two years

Except as stated in the chapter titled “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” on pages F-111 and F-45, respectively of this DRHP, no amount or benefits were paid or were intended to be paid to our Group Companies during the last two years from the date of filing of this DRHP.

Other Confirmations

None of our Group Companies are listed on any stock exchange or have made any public or rights issue to public of securities in preceding three years.

None of our Group Companies have been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

None of our Group Companies have been identified as willful defaulters as defined under the SEBI ICDR Regulations.

Litigation

For details relating to the legal proceedings involving the Group Companies, see the section titled “*Outstanding Litigation and Material Developments*” on page 211.

RELATED PARTY TRANSACTIONS

For details on related party transactions please refer to “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this Draft Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions, restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects. Our Company has no formal dividend policy. Our Company has not declared dividends during the last five financial years. For further details, please refer to chapter titled “*Restated Financial Information*” in the section titled “Financial Information” beginning on page 179 of this Draft Red Herring Prospectus. Our Company may also, from time to time, pay interim dividends.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

S. No.	Details	Page No.
1.	Restated Financial Information	F-1 to F-129
2.	Restated Standalone Financial Information	F-1 to F-65
3.	Restated Consolidated Financial Information	F-66 to F-129

Examination Report on Restated Standalone Financial Information of Narmada Bio-chem Limited

To

**The Board of Directors,
Narmada Bio-chem Limited.**

Dear Sirs,

- 1) We, Surana Maloo & Co, Chartered Accountants (“we” or “us”) have examined the attached Restated Standalone Financial Information of Narmada Bio-chem Limited (the “Company”) (CIN: U24219GJ2001PLC039235), which comprises of the Restated Standalone Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Standalone Statement of Profit and Loss (including other comprehensive income) and Restated Standalone Statement of Changes in Equity for the years ended March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Standalone Statement of Cash Flows for the years ended March 31, 2018, 2017, 2016, 2015, and 2014 and the Summary of Significant Accounting Policies, read with annexures and notes thereto and other restated financial information for the respective years (collectively, the “Restated Standalone Financial Information”), annexed to this report, for the purpose of inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (collectively referred to as ‘Offer Documents’) prepared by the Company in connection with its proposed initial public offer of Equity shares (‘IPO’). The Restated Standalone Financial Information has been approved by the Board of Directors of the Company in their meeting held on September 15, 2018 and is prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the ‘Act’) read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (‘the Rules’); and
 - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘ICDR Regulations’), in pursuance of the provisions of Securities and Exchange Board of India Act, 1992 read with circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (‘SEBI Circular’).
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the ‘Guidance Note’).
- 2) The preparation of the Restated Standalone Financial Information which is to be included in Offer Documents is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management’s responsibility includes, but not restricted to, designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Summary Financial Information. The Management is also responsible for ensuring that the Company complies with the Act, the Rules, ICDR Regulations and Guidance Note.

Our responsibility is to examine the Restated Standalone Financial Information and confirm whether such Restated Standalone Financial Information comply with the requirements of the Act, the Rules, ICDR Regulations and the Guidance Note.
- 3) We have examined such Restated Standalone Financial Information taking into consideration:
 - a) The terms of our reference and engagement agreed with you in accordance with our engagement letter dated August 25, 2018 requesting us to carry out the assignment, in connection with the offer document being issued by the Company for its proposed IPO; and
 - b) The Guidance Note;

4) The Restated Standalone Financial Information of the Company have been compiled by the management from:

- a) Audited standalone financial statements of the Company as at and for the year ended March 31, 2018, 2017, 2016, 2015 and 2014, prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, ("Previous GAAP") which was approved by the Board of Directors at their meeting held on June 28, 2018, August 26, 2017, May 30, 2016, June 30, 2015 & July 31, 2014 respectively, (collectively, "Audited Previous GAAP financial statements").

The Restated Standalone Financial Information contains the Ind AS standalone financial statements as at and for the year ended March 31, 2018 and March 31, 2017 and Proforma Ind AS standalone financial statements as at and for the years ended March 31, 2016, 2015 and 2014. These Ind AS standalone financial statements and Proforma Ind AS standalone financial statements have been prepared and presented by making Ind AS adjustments to the audited previous GAAP financial statements as at and for the years ended March 31, 2016, 2015 and 2014 to comply with the Indian Accounting Standards notified under section 133 of the Act read together with Companies (Indian Accounting Standards) Rules, 2015, as amended and SEBI Circular. Refer Annexure VI for Material Adjustments to the Restated Standalone Financial Statements.

- 5) For the purpose of our examination, we have relied on Auditor's report issued by the predecessor statutory auditor, M/s R.S Patel & Co., dated June 28, 2018, August 26, 2017, May 30, 2016, June 30, 2015 & July 31, 2014 on the standalone financial statements of the Company as at and for the year ended March 31, 2018, 2017, 2016, 2015 and March 31, 2014, respectively, which express an unmodified opinion.

- 6) In accordance with the requirements of sub-clauses (i), (ii) and (iii) of clause (b) of sub-section (1) of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note and based on the above we report that:

- a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure I to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regroupings / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Standalone Financial Statements in Annexure VI to this report.

- b) The Restated Standalone Summary Statement of Profits and Losses (including other comprehensive income) of the Company for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure II to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Standalone Financial Statements in Annexure VI to this report.

- c) The Restated Standalone Summary Statement of Changes in Equity of the Company for the year ending March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure III to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Standalone Financial Statements enclosed as Annexure VI to this report.

- d) The Restated Standalone Summary Statement of Cash Flows of the Company for the year ending March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure IV to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Standalone Financial Statements enclosed as Annexure V to this report.

For the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 reliance has been placed on the standalone financial statements audited by predecessor statutory auditor. As a result of these adjustments, the amounts reported in the above-mentioned statements are not necessarily the same as those appearing in the financial statements of the Company for the relevant financial years;

- 7) Based on the above, and based on the reliance placed on the report of the auditors referred to in paragraph 5 and according to the information and explanations given to us, we are of the opinion that:
- a) Restated Standalone Financial Information have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting years;
 - b) Restated Standalone Financial Information have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;
 - c) Restated Standalone Financial Information do not contain any exceptional items that need to be disclosed separately in the Restated Standalone Statements;
 - d) There are no qualifications in the predecessor statutory auditor's report on the Standalone Financial Statements of the Company as at and for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 which requires any adjustments in the Restate Standalone Financial Information.
 - e) Audit qualifications included in the annexure to the Auditors' reports on the financial statements of the Company for the years ended March 31, 2018, 2017, 2016, 2015, and 2014, which do not require any corrective adjustment in the Restated Standalone Financial Statements are mentioned as "Non-Adjusting Items" under Annexure VI.
- 8) We have not audited any Financial Information of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2018.
- 9) We have also examined the following Restated Standalone Financial Information proposed to be included in the Offer Documents, prepared by the management and approved by the Board of Directors of the Company and annexed to this report, as at or for the year ended March 31, 2018, 2017, 2016, 2015 and 2014.
- a) Restated Standalone Statement of Property, Plant and Equipment and Capital Work in Progress included in Note 4 to Annexure V.
 - b) Restated Standalone Statement of Other Intangible Assets and Intangible Assets Under Development included in Note 5 to Annexure V.
 - c) Restated Standalone Statement of Investments, Loans and Other Financial Assets included in Note 6 to Annexure V.
 - d) Restated Standalone Statement of Inventories included in Note 7 to Annexure V.
 - e) Restated Standalone Statement of Trade Receivables included in Note 8 to Annexure V.
 - f) Restated Standalone Statement of Cash and Cash Equivalents included in Note 9 to Annexure V.
 - g) Restated Standalone Statement of Other Bank Balances included in Note 10 to Annexure V.
 - h) Restated Standalone Statement of Other Assets included in Note 11 to Annexure V.

- i) Restated Standalone Statement of Income Tax included in Note 12 to Annexure V.
 - j) Restated Standalone Statement of Share Capital included in Note 13 to Annexure V.
 - k) Restated Standalone Statement of Other Equity included in Note 14 to Annexure V.
 - l) Restated Standalone Statement of Borrowings included in Note 15 to Annexure V.
 - m) Restated Standalone Statement of Other Financial Liabilities included in Note 16 to Annexure V.
 - n) Restated Standalone Statement of Trade Payables included in Note 17 to Annexure V.
 - o) Restated Standalone Statement of Other Current Liabilities included in Note 18 to Annexure V.
 - p) Restated Standalone Statement of Long term provisions and Short term provisions included in Note 19 to Annexure V.
 - q) Restated Standalone Statement of Current Tax Liabilities/Assets (Net) included in Note 20 to Annexure V.
 - r) Restated Standalone Statement of Revenue from Operations included in Note 21 to Annexure V.
 - s) Restated Standalone Statement of Other Income included in Note 22 to Annexure V.
 - t) Restated Standalone Statement of Cost of Material Consumed included in Note 23 to Annexure V.
 - u) Restated Standalone Statement of Purchase of Stock-in-Trade included in Note 24 to Annexure V.
 - v) Restated Standalone Statement of Changes of Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade included in Note 25 to Annexure V.
 - w) Restated Standalone Statement of Employee Benefit Expenses included in Note 26 to Annexure V.
 - x) Restated Standalone Statement of Finance Cost included in Note 27 to Annexure V.
 - y) Restated Standalone Statement of Depreciation and Amortisation included in Note 28 to Annexure V.
 - z) Restated Standalone Statement of Other Expenses included in Note 29 to Annexure V.
 - aa) Restated Standalone Statement of Research and Development costs included in Note 30 to Annexure V.
 - bb) Restated Standalone Statement of Earnings per Share included in Note 31 to Annexure V.
 - cc) Restated Standalone Statement of Employee Benefit Obligations included in Note 32 to Annexure V.
 - dd) Restated Standalone Statement of Commitments and Contingent Liabilities included in Note 33 to Annexure V.
 - ee) Restated Standalone Statement of Related Party Transactions included in Note 34 to Annexure V.
 - ff) Restated Standalone Statement of Segment Reporting included in Note 35 to Annexure V.
 - gg) Restated Standalone Statement of Fair Value Measurement included in Note 36 to Annexure V.
 - hh) Restated Standalone Statement of Financial Risk Management included in Note 37 to Annexure V.
 - ii) Restated Standalone Statement of Capital Management included in Note 38 to Annexure V.
 - jj) Restated Standalone Statement of Assets Given as Collateral Security against Borrowings included in Note 39 to Annexure V.
 - kk) Restated Standalone Statement of Details of Dues to Micro and Small Enterprises as Defined Under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) included in Note 40 to Annexure V.
 - ll) Disclosure on Specified Bank Notes included in Note 41 to Annexure V.
 - mm) Standards issued but not yet effective included in Note 42 to Annexure V.
 - nn) Statement of Restatement Adjustments as set out in Annexure VI.
 - oo) Statement of Equity Reconciliation to the Restated Standalone Financial Statement as set out in Annexure VII.
 - pp) Restated Standalone Statement of Tax Shelter as set out in Annexure VIII.
 - qq) Restated Standalone Statement of Accounting Ratios as set out in Annexure IX.
 - rr) Restated Standalone Statement of Capitalisation as set out in Annexure X.
- 10) According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Statements and the above Restated Standalone Financial Information contained in Annexures V to X accompanying this report, read with Notes to the Restated Standalone Statements of Assets and Liabilities, Statement of Profits and Losses, Statement of Changes in Equity and Statement of Cash Flows are prepared after making adjustments and regroupings / reclassifications as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note.

- 11) This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 13) Our report is intended solely for use of the management for inclusion in the Issue Documents to be filed with SEBI, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Gujarat in connection with the proposed IPO of the Company. Our report should not to be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Surana Maloo & Co.

Chartered Accountants

Firm Registration No.: 112171W

Per, S. D. Patel

Partner

Membership No.: 037671

Place: Ahmedabad

Date: September 15, 2018

NARMADA BIO-CHEM LIMITED**CIN - U24219GJ2001PLC039235****Annexure - I****RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES**

(Amount in INR Millions)

Particulars	Notes	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
ASSETS						
Non-Current Assets						
(a) Property, Plant and Equipment	4	478.96	430.42	408.01	425.70	425.92
(b) Other Intangible Assets	5	3.47	0.57	0.69	0.06	0.03
(c) Intangible Assets Under Development	5	-	2.45	-	-	-
(d) Capital Work-in-Progress	4	-	3.25	7.97	0.26	10.17
(e) Financial Assets						
(i) Investments	6	13.59	12.96	4.45	19.45	4.45
(ii) Other Financial Assets	6	16.81	19.50	18.74	6.86	3.32
(f) Other Non-Current Assets	11	44.80	32.16	44.08	33.24	31.53
Total Non-current Assets		557.64	501.32	483.94	485.57	475.42
Current assets						
(a) Inventories	7	576.41	511.84	508.92	312.32	338.43
(b) Financial Assets						
(i) Trade Receivables	8	584.64	672.82	470.90	301.05	182.94
(ii) Cash and Cash Equivalents	9	2.09	1.23	55.10	2.85	2.23
(iii) Bank Balances Other than (ii) above	10	7.65	5.29	36.67	18.72	6.80
(iv) Loans	6	2.73	3.45	2.51	1.88	1.75
(v) Other Financial Assets	6	198.65	256.76	241.18	195.54	149.17
(c) Other Current Assets	11	17.92	11.69	11.51	6.15	8.10
(d) Current Tax Assets (Net)	20	-	0.31	-	-	-
Total Current assets		1,390.07	1,463.39	1,326.79	838.51	689.42
Total Assets		1,947.71	1,964.71	1,810.72	1,324.08	1,164.84
EQUITY AND LIABILITIES						
Equity						
(a) Equity Share capital	13	157.41	157.41	157.41	157.31	157.31
(b) Other Equity	14	857.82	734.63	659.21	528.05	438.05
Total Equity		1,015.23	892.04	816.62	685.36	595.36
Liabilities						
Non Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	15	65.71	4.52	5.49	13.91	47.88
(b) Non Current Provisions	19	3.17	3.02	2.35	1.90	1.03
(c) Deferred Tax liabilities (Net)	12	33.73	40.71	36.50	43.16	42.99
Total Non-current liabilities		102.61	48.25	44.34	58.97	91.90
Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	15	490.49	524.81	333.80	254.13	225.61
(ii) Trade Payables	17					
Micro, Small and Medium Enterprises		-	-	-	-	-
Others		155.16	408.10	491.54	195.09	139.86
(iii) Other Financial Liabilities	16	124.71	80.54	75.33	94.34	91.78
(b) Other Current Liabilities	18	4.59	7.97	10.25	12.82	14.20
(c) Short Term Provisions	19	2.79	3.00	1.17	2.62	2.23
(d) Current Tax Liabilities (Net)	20	52.13	-	37.67	20.75	3.90
Total Current liabilities		829.87	1,024.42	949.76	579.75	477.58
Total Liabilities		932.48	1,072.66	994.10	638.71	569.48
Total Equity and Liabilities		1,947.71	1,964.71	1,810.72	1,324.08	1,164.84

The above statement should be read with the Notes to the Restated Standalone Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

As per our examination report of even date attached

For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra

Company Secretary

Ashish Somani

Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

Place : Ahmedabad

Date : 15/09/2018

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - II
RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Amount in INR Millions)

Particulars	Notes	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
REVENUE						
Revenue from operations (net)	21	1,716.57	1,745.11	2,282.40	1,774.08	1,519.99
Other income	22	16.92	19.06	25.74	8.33	4.08
Total Income		1,733.49	1,764.17	2,308.14	1,782.41	1,524.07
EXPENSES						
Cost of materials consumed	23	755.75	663.77	799.75	700.52	545.82
Purchases of stock-in-trade	24	260.19	581.56	843.87	441.48	467.62
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	25	26.39	(39.01)	30.91	(28.32)	(96.93)
Excise duty		1.06	7.72	8.07	10.90	12.57
Employee benefits expense	26	73.58	64.10	60.43	56.27	42.66
Finance costs	27	61.30	63.99	71.18	42.85	49.10
Depreciation and amortization expense	28	39.17	38.08	40.04	44.81	34.79
Other expenses	29	342.84	280.76	259.57	349.84	341.40
Total Expenses		1,560.28	1,660.96	2,113.82	1,618.35	1,397.03
Profit before exceptional items and tax		173.21	103.21	194.32	164.06	127.05
Exceptional Items		-	-	-	-	-
Profit before tax		173.21	103.21	194.32	164.06	127.05
Tax expense:						
Current tax	20	57.31	23.64	70.60	51.55	48.87
Adjustment of tax relating to earlier periods		-	-	-	-	-
Deferred tax	12	(7.09)	4.19	(6.80)	0.29	(6.26)
		50.22	27.84	63.80	51.84	42.61
Profit/(Loss) After Tax		122.99	75.37	130.52	112.22	84.43
OTHER COMPREHENSIVE INCOME						
Items that will not be reclassified subsequently to profit or loss						
Remeasurement of gains (losses) on defined benefit plans		0.30	0.07	0.36	(0.33)	0.19
Income tax related to above items		(0.10)	(0.03)	(0.12)	0.11	(0.07)
Other comprehensive income (Net of taxes)		0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income for the Year		123.19	75.42	130.76	112.00	84.55
Earnings per share for profit attributable to equity shareholders	31					
Basic EPS		7.81	4.79	8.30	7.13	5.55
Diluted EPS		7.81	4.79	8.30	7.13	5.55

The above statement should be read with the Notes to the Restated Standalone Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

As per our examination report of even date attached

For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra

Company Secretary

Ashish Somani

Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

Place : Ahmedabad

Date : 15/09/2018

NARMADA BIO-CHEM LIMITED**CIN - U24219GJ2001PLC039235****Annexure - III****RESTATED STANDALONE STATEMENT OF CHANGES IN EQUITY****A Equity Share Capital****(Amount in INR Millions)**

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
Equity shares of INR 1 each issued, subscribed and fully paid			
March 31, 2014 (Proforma Ind AS)			
Numbers	105,309,268	52,000,000	157,309,268
Amount	105.31	52.00	157.31
March 31, 2015 (Proforma Ind AS)			
Numbers	157,309,268	-	157,309,268
Amount	157.31	-	157.31
March 31, 2016 (Proforma Ind AS)			
Numbers	157,309,268	(157,309,268)	-
Amount	157.31	(157.31)	-
Equity shares of INR 10 each issued, subscribed and fully paid			
March 31, 2016 (Proforma Ind AS)			
Numbers	-	15740959*	15,740,959
Amount	-	157.41	157.41
March 31, 2017 (Ind AS)			
Numbers	15,740,959	-	15,740,959
Amount	157.41	-	157.41
March 31, 2018 (Ind AS)			
Numbers	15,740,959	-	15,740,959
Amount	157.41	-	157.41

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid and consequently the authorised number of equity shares has been reduced from 200,000,000 equity shares of INR 1 each fully paid to 20,000,000 equity shares of INR 10 each fully paid. Further the company has issued 1,00,322 number of equity share of Rs Ten each fully paid.

NARMADA BIO-CHEM LIMITED**CIN - U24219GJ2001PLC039235****Annexure - III****RESTATED STANDALONE STATEMENT OF CHANGES IN EQUITY****(Amount in INR Millions)****B**

Particulars	Share Application money pending allotment	Reserves and Surplus		Total
		Securities Premium Reserve	Retained Earnings	
As at April 1, 2013 (Proforma Ind AS)	51.00	20.40	207.10	278.50
Profit for the year	-	-	84.43	84.43
Other comprehensive income	-	-	0.12	0.12
Total comprehensive income for the year	51.00	20.40	291.65	363.05
Issue of equity shares	(51.00)	104.00	-	53.00
Share application money received	22.00	-	-	22.00
As at March 31, 2014 (Proforma Ind AS)	22.00	124.40	291.65	438.05
Profit for the year	-	-	112.22	112.22
Other comprehensive income	-	-	(0.22)	(0.22)
Total comprehensive income for the year	22.00	124.40	403.65	550.05
Refund of share application money	(22.00)	-	-	(22.00)
As at March 31, 2015 (Proforma Ind AS)	-	124.40	403.65	528.04
Profit for the year	-	-	130.52	130.52
Other comprehensive income	-	-	0.24	0.24
Total comprehensive income for the year	-	124.40	534.40	658.80
Issue of equity shares	-	0.40	-	0.40
As at March 31, 2016 (Proforma Ind AS)	-	124.80	534.40	659.21
Profit for the year	-	-	75.37	75.37
Other comprehensive income	-	-	0.04	0.04
Total comprehensive income for the year	-	124.80	609.82	734.62
As at March 31, 2017 (Ind AS)	-	124.80	609.82	734.62
Profit for the year	-	-	122.99	122.99
Other comprehensive income	-	-	0.20	0.20
Total comprehensive income for the year	-	124.80	733.01	857.81
As at March 31, 2018 (Ind AS)	-	124.80	733.00	857.81

The above statement should be read with the Notes to the Restated Standalone Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

As per our examination report of even date attached**For Surana Maloo & Co.**

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors**NARMADA BIO-CHEM LIMITED**

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra

Company Secretary

Place : Ahmedabad

Date : 15/09/2018

Ashish Somani

Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

NARMADA BIO-CHEM LIMITED**CIN - U24219GJ2001PLC039235****Annexure - IV****RESTATED STANDALONE STATEMENT OF CASH FLOWS**

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Ind AS)	For the year ended March 31, 2015 (Ind AS)	For the year ended March 31, 2014 (Ind AS)
CASH FLOWS FROM OPERATING ACTIVITIES:					
Restated Profit after Extraordinary Items & before Tax	173.21	103.21	194.32	164.06	127.05
Adjustments for:					
Depreciation and amortisation expense	39.17	38.08	40.04	44.81	34.79
Share of (profit)/loss from partnership firm	(0.62)	(3.91)	(1.18)	1.04	(0.39)
Loss / (Gain) on disposal of property, plant and equipment	0.02	-	(0.32)	(0.13)	-
Gain on sale of investments	-	-	(0.15)	-	-
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Interest income classified as investing cash flows	(1.52)	(3.78)	(4.79)	(3.01)	(3.12)
Finance costs	60.91	58.61	68.04	41.51	47.11
Fair value gain on financial instruments	(0.63)	(0.51)	-	-	-
Net foreign exchange differences	(1.38)	0.78	9.17	3.39	8.96
Change in operating assets and liabilities:					
(Increase)/Decrease in trade receivables	86.51	(203.50)	(170.23)	(117.91)	97.04
(Increase)/Decrease in inventories	(64.57)	(2.92)	(196.59)	26.10	(100.12)
Increase/(decrease) in trade payables	(251.54)	(84.25)	287.29	51.83	(170.20)
(Increase)/decrease in financial and other assets	53.08	20.29	(82.33)	(61.82)	(26.51)
Increase/(decrease) in financial and other liabilities	3.07	(2.39)	8.11	2.04	10.57
Cash generated from operations	97.38	(78.70)	151.76	151.72	25.26
Less: Income taxes paid	(5.25)	(62.58)	(53.59)	(34.59)	(48.68)
Net cash inflow from operating activities	92.13	(141.28)	98.17	117.13	(23.42)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Payments for property, plant and equipment	(79.25)	(37.78)	(43.45)	(35.96)	(39.12)
Payments for intangible assets	(0.54)	(2.46)	(0.68)	(0.04)	(0.00)
Payments for purchase of investments	(0.00)	(8.00)	0.00	(15.00)	-
Proceeds from sale of investments	-	-	15.15	-	-
Proceeds from sale of property, plant and equipment	0.11	-	2.64	0.37	-
Interest received	1.70	4.12	4.26	2.99	2.70
Net cash outflow from investing activities	(77.98)	(44.12)	(22.08)	(47.64)	(36.42)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from issues of shares	-	-	0.50	-	105.00
Share Application money received / (refunded)	-	-	-	(22.00)	22.00
Proceeds from borrowings	86.75	-	5.00	-	2.20
Repayment of borrowings	(4.81)	(0.87)	(40.97)	(33.88)	(322.70)
Net change in current borrowings	(34.32)	191.01	79.67	28.52	225.61
Interest paid	(60.91)	(58.61)	(68.04)	(41.51)	(47.11)
Net cash inflow (outflow) from financing activities	(13.29)	131.53	(23.84)	(68.87)	(15.00)
Net increase (decrease) in cash and cash equivalents	0.86	(53.87)	52.25	0.62	(74.84)
Cash and Cash Equivalents at the beginning of the financial year	1.23	55.10	2.85	2.23	77.07
Cash and Cash Equivalents at end of the year	2.09	1.23	55.10	2.85	2.23
Reconciliation of cash and cash equivalents as per the cash flow statement:					
Cash and cash equivalents as per above comprise of the following:					
Balances with banks in current accounts	0.02	0.02	50.54	0.20	0.08
Cash On Hand	2.07	1.21	4.56	2.65	2.15
Balances per statement of cash flows	2.09	1.23	55.10	2.85	2.23

Note:

The above statement should be read with the Notes to the Restated Standalone Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

The Previous GAAP figures have been reclassified to conform to Ind AS presentation requirement for the purpose of this Note.

As per our examination report of even date attached

For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra
Company Secretary

Ashish Somani
Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

Place : Ahmedabad

Date : 15/09/2018

1 Corporate Information

These statements comprise the Restated Standalone Financial Information of Narmada Bio-Chem Limited (the Company). The Company is a public limited company domiciled in India and is incorporated on February 7, 2001 under the provisions of the Companies Act applicable in India. The registered office of the company is located at Narmada House, Plot No. 252, TP No. 50, Near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat, India - 380054.

The Company is principally engaged in production of fertilizers and chemicals.

These Restated Standalone Financial Information is approved by the Board of Directors for the purpose of inclusion in Draft Red Herring Prospectus on September 15, 2018.

2 Significant Accounting Policies

2.1 Basis of preparation and presentation

The Restated Standalone Statement of Assets and Liabilities of Narmada Bio-Chem Limited as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, the Restated Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Restated Standalone Statement of Changes in Equity and the Restated Standalone Statement of Cash Flows for each of the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Restated Other Standalone Financial Information (together referred as 'Restated Standalone Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

The Restated Standalone Financial Information have been compiled by the Company from the Audited Standalone Financial Statements of the Company as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 ('Audited Standalone Financial Statements') approved by the Board of Directors on June 28, 2018, June 26, 2017, May 30, 2016, June 30, 2015 and July 31, 2014 respectively, prepared under previous generally accepted accounting principles followed in India ('Previous GAAP').

The Company has elected to present all five years as per Ind AS/Proforma Ind AS. The restated financial information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. "Proforma Ind AS financial information") in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and Guidance note on reports in company prospectuses issued by ICAI. For the purpose of Ind AS financial information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information for the year ended March 31, 2016, 2015 and 2014, the Group has followed the accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions) as per Ind AS 101 as approved by Board of Directors pursuant to application of Indian Accounting Standards dated September 15, 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the Ind AS Financial Information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information as of and for the years ended March 31, 2016, 2015, and 2014 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that adopted by Board of Directors as on September 15, 2018.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

i. Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii. Estimates

The estimates used for the previous years presented are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from Impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

The estimates used by the company to present these amounts in accordance with Ind AS reflect conditions at the respective dates of the financial statements.

iii. Investments in subsidiaries

In separate financial statements, a first-time adopter that subsequently measures an investment in a subsidiary at cost, may measure such investment at cost (determined in accordance with Ind AS 27) or deemed cost (fair value or previous GAAP carrying amount) in its separate opening Ind AS balance sheet.

Selection of fair value or previous GAAP carrying amount for determining deemed cost can be done for each subsidiary, associate and joint venture. The company elects to carry its investment in subsidiary (partnership firm) at previous GAAP carrying amount as deemed cost for the Ind AS financial statements and proforma Ind AS financial statements.

iv. Classification and measurement of financial assets and financial liabilities

Ind AS 101 requires an entity to assess classification of financial assets and financial liabilities on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets and financial liabilities accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets and financial liabilities based on facts and circumstances that exist on the date of transition. Measurement of the financial assets and financial liabilities accounted at amortised cost has been done retrospectively except where the same is impracticable.

For all period up to and including the year ended March 31, 2018, the Company prepared its standalone financial information in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). Restated Standalone Financial Statements for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 are the first financial statements of the company prepared in accordance with Indian Accounting Standards with the date of transition to Ind AS being April 1, 2017. Ind AS 101 requires an entity to disclose the impact of transition to Ind AS on and reconcile its financial position, total comprehensive income and cash flows. Refer Annexure VI on Material Adjustments to Restated Standalone Financial Statements and Annexure VII on Statement of Equity Reconciliation to Restated Financial Statements for the reconciliations from previous GAAP to Ind AS.

The Restated Standalone Financial Information has been prepared by the management in connection with the proposed listing of equity shares of the Company by way of fresh issue and offer for sale, to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies and the concerned Stock Exchange in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Act;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI regulations"); and
- c) Guidance Note on reports in Company Prospectuses (revised 2016) issued by the Institute of Chartered Accountants of India.

These Restated Standalone Financial Information have been compiled by the Company from the Audited Standalone Financial Statements approved by the Board of Directors and:

- there were no changes in accounting policies under Previous GAAP during the years of these financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited standalone financial statements of the Company as at and for the year ended March 31, 2018 prepared under Ind AS and the requirements of the SEBI Regulations, and the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

Basis of measurement

NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION

The Restated Standalone Financial Information has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financial instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Summary of Significant Accounting Policies

(a) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency. "Rs. 0.00" contain the amount below the rounding off policy of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

(b) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land and Leasehold Land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis using the useful lives prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of an item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(c) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of trade marks are amortized on a straight line basis over the useful life of ten years and softwares are amortized on a straight line basis over the useful life of five years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

(d) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalised. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalised comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

(e) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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.

(f) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Equity investment in subsidiaries

Investment in subsidiaries are carried at cost. Impairment recognized, if any, is reduced from the carrying value.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(g) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(h) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) Minimum alternate Tax

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

(i) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials (including packing materials): cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on FIFO.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

(j) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising revenue from major business activities

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

(iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(k) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at expected payments to be made in respect of services provided by employees.

(ii) Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans viz gratuity,
- (b) defined contribution plans viz provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Compensated Absences

As per the policy of the Company, no leave balances are allowed to be carried forward. All leave accumulated are encashed after the financial year end.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

(l) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Land leases for long term (say, 99 years) are classified as finance leases and not depreciated.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(m) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(n) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

(o) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(p) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(r) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

(s) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

(t) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

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NOTES TO RESTATED STANDALONE FINANCIAL INFORMATION

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(u) Government Grants

Government grants in the form of subsidy and equated freight on fertilizers are recognized when there is reasonable assurance that the Company will comply with the conditions relating to them and that the subsidy will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss in the period in which they become receivable.

(v) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(w) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

3 Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

(i) Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

(ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

(iii) Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(iv) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

(v) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(vi) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under policies above.

(vii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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4. RESTATED STANDALONE STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND CAPITAL WORK IN PROGRESS

(Amount in INR Millions)

Particulars	Leasehold Land	Freehold Land	Office Building	Factory Buildings	Plant and Equipments	Office Equipments	Electrical Installations	Computers and Printers	Furniture and Fixtures	Vehicles	Total	Capital Work in Progress
GROSS CARRYING VALUE												
As at April 1, 2013 (Deemed Cost)	137.89	22.86	0.72	167.02	72.51	1.79	18.32	0.56	1.86	8.42	431.94	2.31
Additions	2.56	-	3.78	12.98	2.72	0.41	0.35	0.14	0.09	5.72	28.75	7.86
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2014	140	23	4.50	180.00	75.23	2.20	18.67	0.70	1.95	14.14	460.70	10.17
Additions	3.27	-	-	22.17	14.26	0.20	-	0.36	1.97	2.58	44.81	23.30
Disposals	-	-	-	-	-	-	-	-	-	(0.56)	(0.56)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(33.21)
As at March 31, 2015	143.71	22.87	4.50	202.17	89.49	2.40	18.67	1.06	3.92	16.16	504.95	0.26
Additions	-	-	-	6.98	1.10	2.85	0.94	0.16	4.97	7.63	24.62	10.60
Disposals	-	-	-	-	-	-	-	-	-	(4.93)	(4.93)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(2.89)
As at March 31, 2016	143.71	22.87	4.50	209.15	90.59	5.25	19.61	1.22	8.89	18.86	524.65	7.97
Additions	-	16.7	-	15.99	21.87	0.39	-	0.28	-	5.14	60.37	31.83
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(36.55)
As at March 31, 2017	143.71	39.57	4.50	225.14	112.46	5.64	19.61	1.50	8.89	24.00	585.02	3.25
Additions	1.03	-	44.93	15.90	13.57	0.37	4.67	0.19	2.81	4.29	87.75	75.24
Disposals	-	-	-	-	-	-	-	-	-	(0.73)	(0.73)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(78.49)
As at March 31, 2018	144.74	39.57	49.43	241.04	126.03	6.01	24.28	1.69	11.70	27.56	672.05	-
ACCUMULATED DEPRECIATION												
As at April 1, 2013	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	-	0.18	17.71	10.21	0.29	2.59	0.28	0.35	3.17	34.78	-
Deductions\Adjustments during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2014	-	-	0.18	17.71	10.21	0.29	2.59	0.28	0.35	3.17	34.78	-
Depreciation for the year	-	-	0.21	17.04	16.02	1.58	5.38	0.40	0.44	3.73	44.80	-
Deductions\Adjustments during the year	-	-	-	-	-	-	-	-	-	(0.32)	(0.32)	-
As at March 31, 2015	-	-	0.39	34.75	26.23	1.87	7.97	0.68	0.79	6.58	79.26	-
Depreciation for the year	-	-	0.20	16.57	13.36	0.79	3.66	0.28	1.38	3.75	39.99	-
Deductions\Adjustments during the year	-	-	-	-	-	-	-	-	-	(2.61)	(2.61)	-
As at March 31, 2016	-	-	0.59	51.32	39.59	2.66	11.63	0.96	2.17	7.72	116.64	-
Depreciation for the year	-	-	0.19	15.99	12.19	1.24	2.58	0.23	1.69	3.85	37.96	-
Deductions\Adjustments during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2017	-	-	0.78	67.31	51.78	3.90	14.21	1.19	3.86	11.57	154.60	-
Depreciation for the year	-	-	2.37	15.23	11.69	0.82	2.86	0.19	1.43	4.49	39.08	-
Deductions\Adjustments during the year	-	-	-	-	-	-	-	-	-	(0.59)	(0.59)	-
As at March 31, 2018	-	-	3.15	82.54	63.47	4.72	17.07	1.38	5.29	15.47	193.09	-
Net Carrying value as at March 31, 2018	144.74	39.57	46.28	158.50	62.56	1.29	7.21	0.31	6.41	12.09	478.96	-
Net Carrying value as at March 31, 2017	143.71	39.57	3.72	157.83	60.68	1.74	5.40	0.31	5.03	12.43	430.42	3.25
Net Carrying value as at March 31, 2016	143.71	22.87	3.91	157.83	51.00	2.59	7.98	0.26	6.72	11.14	408.01	7.97
Net Carrying value as at March 31, 2015	143.71	22.87	4.11	167.42	63.26	0.53	10.70	0.38	3.13	9.58	425.70	0.26
Net Carrying value as at March 31, 2014	140.45	22.87	4.32	162.29	65.02	1.91	16.08	0.42	1.60	10.97	425.92	10.17

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Notes:

i. Property, Plant and Equipment given as collateral security against borrowings by the company

Refer to Note 39 for information on property, plant and equipment given as collateral security against borrowings by the company

ii. Review of estimated useful lives of property, plant and equipment

The Company has reviewed and revised the estimated economic useful lives of its property, plant and equipment in accordance with the useful lives specified in Schedule II of the Companies Act, 2013 in accordance with internal evaluation representative of the useful lives of its property, plant and equipment during the year March 31, 2015.

iii. Borrowing Cost Capitalised

During the year, the Company has completed construction of Office Building (Narmada Bio-Chem Corporate House). The amount of borrowing cost capitalised during the year ended March 31, 2018 was INR 3.13 Million (March 31, 2017: NIL). To determine the amount of borrowing costs eligible for capitalisation was 9.15%, which is the effective interest rate of the borrowing.

iv. Assets under Construction

Capital work in progress during the previous years comprises new office building and manufacturing unit being constructed in India

v. Contractual Obligations

Refer to Note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Leasehold Land

The company has received allotment of leasehold land (viz. Long Term i.e. 99 years) of Rs. 14,47,43,393/- from GIDC, Dahej vide letter no. GIDC/RM/ANK/409 dated January 11, 2012. The Company is in physical possession of Land but Documentation with respect to possession is pending. Further Amount of Rs. 4,28,11,913/- is payable to GIDC-Dahej and reflected as payable for capital goods.

5. RESTATED STANDALONE STATEMENT OF OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSETS UNDER DEVELOPMENT

(Amount in INR Millions)				
Particulars	Brands or Trade Marks	Computer Software	Total	Intangible Assets under Development
GROSS CARRYING VALUE				
As at April 1, 2013 (Deemed Cost)	0.02	0.02	0.04	-
Additions	0.00	-	0.00	-
As at March 31, 2014	0.02	0.02	0.04	-
Additions	0.00	0.04	0.04	-
As at March 31, 2015	0.02	0.06	0.08	-
Additions	0.01	0.67	0.68	-
As at March 31, 2016	0.03	0.73	0.76	-
Additions	0.01	-	0.01	2.45
As at March 31, 2017	0.03	0.73	0.76	2.45
Additions	-	2.99	2.99	0.54
Other Adjustments	-	-	-	(2.99)
As at March 31, 2018	0.03	3.72	3.75	-
ACCUMULATED AMORTISATION				
As at April 1, 2013	-	-	-	-
Amortisation for the year	0.00	0.01	0.01	-
As at March 31, 2014	0.00	0.01	0.01	-
Amortisation for the year	0.00	0.01	0.01	-
As at March 31, 2015	0.00	0.01	0.02	-
Amortisation for the year	0.00	0.05	0.05	-
As at March 31, 2016	0.01	0.06	0.07	-
Amortisation for the year	0.00	0.11	0.11	-
As at March 31, 2017	0.01	0.17	0.18	-
Amortisation for the year	0.00	0.09	0.09	-
As at March 31, 2018	0.01	0.27	0.28	-
Net Carrying value as at March 31, 2018	0.02	3.45	3.47	-
Net Carrying value as at March 31, 2017	0.02	0.56	0.57	2.45
Net Carrying value as at March 31, 2016	0.02	0.67	0.69	-
Net Carrying value as at March 31, 2015	0.02	0.05	0.06	-
Net Carrying value as at March 31, 2014	0.02	0.01	0.03	-

Deemed Cost exemption

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible asset recognised as at April 1, 2017 measured as per the previous Indian GAAP and use that carrying value cost of the assets. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. April 1, 2017 while preparing Proforma Restated Consolidated schedule for the years ended March 31, 2016, March 31, 2015 2014.

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6. RESTATED STANDALONE STATEMENT OF INVESTMENTS, LOANS AND OTHER FINANCIAL ASSETS

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(A) INVESTMENTS					
Non Current					
(1) Investments designated at fair value through Other Comprehensive Income					
Investments in Equity Instruments					
Unquoted					
100 equity shares of face value INR 25 each of Shamrao Vithal Co Operative Bank Limited (March 31, 2017 : 100 Shares) (March 31, 2016 : 100 Shares) (March 31, 2015 : NIL Shares) (March 31, 2014 : NIL Shares)	0.003	0.003	0.003	-	-
5 equity shares of face value INR 100 each of Gujarat State Granulated Fertilizer Association	0.001	0.001	0.001	0.001	0.001
	0.004	0.004	0.004	0.001	0.001
(2) Investments carried at fair value through Profit and Loss					
(i) Investments in Mutual Funds					
Quoted					
317,953.650 units SBI Corporate Bond Fund (March 31, 2017 : 317,953.650 units) (March 31, 2016 : NIL units) (March 31, 2015 : NIL units) (March 31, 2014 : NIL units)	9.14	8.51	-	-	-
(ii) Investments in Equity Instruments					
Unquoted					
NIL equity shares of face value INR 10 each of Adeshwar Distributors Private Limited (March 31, 2017 : NIL Shares) (March 31, 2016 : NIL Shares) (March 31, 2015 : 300,000 Shares) (March 31, 2014 : NIL Shares)	-	-	-	15.00	-
	9.14	8.51	-	15.00	-
(3) Investments carried at Cost					
Investments in Subsidiary (Partnership firm)					
Unquoted					
90% Profit share in National Fertilizer Industries	4.44	4.44	4.44	4.44	4.44
	4.44	4.44	4.44	4.44	4.44
Total	13.59	12.96	4.45	19.45	4.45

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Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Aggregate amount of quoted investments	9.14	8.51	-	-	-
Market value of quoted investments	9.14	8.51	-	-	-
Aggregate amount of unquoted investments	4.45	4.45	4.45	19.44	4.44
Aggregate amount of impairment in the value of investments	-	-	-	-	-
Investments carried at fair value through other comprehensive income	0.004	0.004	0.004	0.001	0.001
Investments carried at fair value through profit and loss	9.14	8.51	-	15.00	-
Investments carried at cost	4.44	4.44	4.44	4.44	4.44

Note:

(a) Details regarding partners of the partnership firm in which the 'Company' is a partner.

- National Fertilizer Industries

Name of Partners - Profit/loss sharing ratio (%)	Partner's Capital				
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Narmada Bio Chem Ltd - 90 %	9.50	8.88	4.98	3.79	4.83
Rameshbhai Z Patel - 5 %	0.50	0.58	0.44	0.30	0.36
Dineshbhai D Patel - 5 %	0.57	0.66	0.37	0.38	(0.06)
	10.57	10.13	5.79	4.47	5.13

(b) SBI Corporate Bond (Mutual Fund) has been purchased as part of sanction term of Work Capital facility and the same has been lien marked to State Bank of India.

In case of Investments in Equity Shares designated at fair value through other comprehensive Income , which are immaterial to the company and where fair value is not readily available from the market observable inputs are valued at cost.

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2018 (Ind AS)	As at March 31, 2018 (Ind AS)	As at March 31, 2018 (Ind AS)	As at March 31, 2018 (Ind AS)
(B) LOANS					
Current					
Unsecured, considered good unless otherwise stated					
Loans to Employees	2.73	3.45	2.51	1.88	1.75
Total	2.73	3.45	2.51	1.88	1.75
(C) OTHER FINANCIAL ASSETS					
Non Current					
Financial assets carried at amortised cost					
Bank Deposits with more than 12 months maturity (including interest accrued as at reporting date) lien marked with banks*	16.81	19.50	18.74	6.86	3.32
Total	16.81	19.50	18.74	6.86	3.32
Current					
Financial assets carried at amortised cost					
Subsidy receivable	193.16	251.71	239.69	195.11	148.36
Interest accrued but not due	0.43	0.61	0.96	0.43	0.42
Other receivables	5.06	4.44	0.53	-	0.39
Total	198.65	256.76	241.18	195.54	149.17

*Deposits are lien marked for bank guarantee with State bank of India and S.V.C bank limited. Also deposits are lien marked for security against working capital facility from State bank of India.

7. RESTATED STANDALONE STATEMENT OF INVENTORIES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Valued at lower of Cost and Net Realisable value)					
Raw materials	385.43	292.40	341.68	118.51	179.23
Work-in-process	13.64	15.64	7.40	3.09	4.49
Finished goods	152.71	177.10	146.33	181.55	151.83
Stock-in-trade	-	-	-	-	-
Packing materials	24.63	26.70	13.51	9.17	2.88
Total	576.41	511.84	508.92	312.32	338.43

Note:

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Out of above, inventories attached by Excise Department	-	-	-	28.19	17.84
Out of above, inventories lying at port	0.54	2.57	-	-	-

8. RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Trade Receivables from customers	584.64	672.82	470.90	301.05	182.94
	584.64	672.82	470.90	301.05	182.94
Breakup of Security details					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	588.33	674.84	471.34	301.11	183.19
Doubtful	-	-	-	-	-
	588.33	674.84	471.34	301.11	183.19
Impairment Allowance (allowance for bad and doubtful debts)					
Unsecured, considered good	3.70	2.02	0.44	0.06	0.25
Doubtful	-	-	-	-	-
	3.70	2.02	0.44	0.06	0.25
	584.64	672.82	470.90	301.05	182.94

No amount is due from directors or other officers of the company either severally or jointly with any other person as at the reporting date.
Refer Note 34 for dues from firms or private companies respectively in which any director is a partner, a director or a member.

Details of Outstanding Trade Receivables:

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Within 6 months	287.20	583.48	395.15	200.11	156.34
More than 6 months	297.43	89.33	75.75	100.94	26.60
Total Receivables	584.64	672.82	470.90	301.05	182.94

9. RESTATED STANDALONE STATEMENT OF CASH AND CASH EQUIVALENTS

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Balances with banks:					
- In current accounts	0.02	0.02	50.54	0.20	0.08
Cash on hand	2.07	1.21	4.56	2.65	2.15
	2.09	1.23	55.10	2.85	2.23

10. RESTATED STANDALONE STATEMENT OF OTHER BANK BALANCES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Deposits with banks to the extent held as margin money and security against borrowings*	7.65	5.29	36.67	18.72	6.80
	7.65	5.29	36.67	18.72	6.80

*Deposits are lien marked against working capital facilities.

11. RESTATED STANDALONE STATEMENT OF OTHER ASSETS

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current					
Capital advances	12.65	0.31	9.42	1.15	1.27
Security deposits	9.29	8.99	11.87	9.30	7.47
Others					
- Excise duty paid under protest	22.77	22.77	22.70	22.70	22.70
- Balances with Statutory, Government Authorities	0.09	0.09	0.09	0.09	0.09
Total	44.80	32.16	44.08	33.24	31.53
Current					
Advances other than Capital advances					
- Advance to creditors*	3.97	2.81	2.56	1.97	0.75
- Other advances*	4.24	4.55	4.55	0.29	0.67
Others					
- Prepaid expenses	0.98	3.70	4.37	3.75	3.50
- Balances with Statutory, Government Authorities	8.73	0.63	0.02	0.14	3.18
Total	17.92	11.69	11.51	6.15	8.10

*Refer Note 34 for advances to related parties

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12. RESTATED STANDALONE STATEMENT OF INCOME TAX

Deferred Tax

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Deferred tax relates to the following:					
Temporary difference in the carrying amount of property, plant and equipment and other Intangible Assets.	(36.04)	(42.84)	(37.48)	(44.22)	(43.76)
Fair valuation of FVTPL investments	(0.12)	(0.05)	-	-	-
Expenses allowable on payment basis under Income tax	2.43	2.18	0.98	1.06	0.77
Net Deferred Tax Assets / (Liabilities)	(33.73)	(40.71)	(36.50)	(43.16)	(42.99)

Movement in deferred tax liabilities/assets

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance as of April 1	(40.71)	(36.50)	(43.16)	(42.99)	(47.08)
Tax income/(expense) during the period recognised in profit or loss	7.09	(4.19)	6.80	(0.29)	6.26
Tax income/(expense) during the period recognised in OCI	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Closing balance as at March 31	(33.72)	(40.72)	(36.48)	(43.17)	(40.89)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority

Major Components of income tax expense are as follows:

i. Income tax recognised in profit or loss

(Amount in INR Millions)

Particulars	2017-18	2016-17	2015-16 (Proforma)	2014-15 (Proforma)	2013-14 (Proforma)
Current income tax charge	57.31	23.64	70.60	51.55	48.87
Adjustment in respect of current income tax of previous year	-	-	-	-	-
Deferred tax					
Relating to origination and reversal of temporary differences	(7.09)	4.19	(6.80)	0.29	(6.26)
Income tax expense recognised in profit or loss	50.22	27.84	63.80	51.84	42.61

ii. Income tax recognised in OCI

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Net loss/(gain) on remeasurements of defined benefit plans	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Income tax expense recognised in OCI	(0.10)	(0.03)	(0.12)	0.11	(0.07)

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Reconciliation of tax expense and accounting profit multiplied by income tax rate					
(Amount in INR Millions)					
Particulars	2017-18	2016-17	2015-16 (Proforma)	2014-15 (Proforma)	2013-14 (Proforma)
Accounting profit before income tax	173.21	103.21	194.32	164.06	127.05
Enacted tax rate in India	34.61%	34.61%	34.61%	33.99%	33.99%
Income tax on accounting profits	59.95	35.72	67.25	55.76	43.18
Deferred Tax expenses accounted in books	(7.09)	4.19	(6.80)	0.29	(6.26)
Effect of expense allowed / not allowed for tax purpose	0.35	(10.62)	2.05	(3.80)	5.81
Effect of Deductions Claimed for tax purpose	-	-0.00	(0.20)	(0.33)	(0.17)
Effect of Income exempt for tax purpose	(0.21)	-1.35	(0.41)	0.35	(0.13)
Ind AS Adjustments	0.46	0.40	0.26	(0.18)	0.15
Others	(3.24)	-0.48	1.65	(0.27)	0.03
Income tax expense	50.22	27.84	63.80	51.84	42.61
Tax at effective income tax rate	50.22	27.84	63.80	51.84	42.61

Changes in tax rate

The increase in education cess from 3% to 4% was substantively enacted on February 1, 2018 and will be effective from April 1, 2018. As a result, the relevant deferred tax balance have been remeasured. The impact of the change in tax rate has been recognised in tax expense in profit or loss.

13. RESTATED STANDALONE STATEMENT OF SHARE CAPITAL

i. Authorised Share Capital				
(Amount in INR Millions)				
Particulars	Equity Share of INR 1 each		Equity Share of INR 10 each	
	Number	Amount	Number	Amount
At March 31, 2014 (Proforma Ind AS)	200,000,000	200.00	-	-
Increase/(decrease) during the year	-	-	-	-
At March 31, 2015 (Proforma Ind AS)	200,000,000	200.00	-	-
Increase/(decrease) during the year	(200,000,000)	(200.00)	20,000,000	200.00
At March 31, 2016 (Proforma Ind AS)	-	-	20,000,000	200.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2017 (Ind AS)	-	-	20,000,000	200.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2018 (Ind AS)	-	-	20,000,000	200.00

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid and consequently the authorised number of equity shares has been reduced from 200,000,000 equity shares of INR 1 each fully paid to 20,000,000 equity shares of INR 10 each fully paid.

The Share holders of the company on July 31, 2018 approved for an increasing the Authorised Capital from INR 20,00,00,000 to INR 25,00,00,000 divided in to 2,50,00,000 Equity shares of INR 10 each by way of additional 50,00,000 Equity share of INR 10 each.

The Company has not declared any dividend for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share (before consolidation of equity shares par value of equity shares was INR 1 each). Each holder of equity shares is entitled to one vote per share. The dividend on these shares shall be declared and paid in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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ii. Issued Capital

(Amount in INR Millions)		
Equity shares of INR 1 each issued, subscribed and fully paid	Number	Amount
At April 1, 2013 (Proforma Ind AS)	105,309,268	105.31
Issued during the period	52,000,000	52.00
At March 31, 2014 (Proforma Ind AS)	157,309,268	157.31
Issued during the period	-	-
At March 31, 2015 (Proforma Ind AS)	157,309,268	157.31
Issued during the period	100,322	0.10
Consolidation of equity shares into INR 10 each fully paid	(157,409,590)	(157.41)
At March 31, 2016 (Proforma Ind AS)	-	-

(Amount in INR Millions)		
Equity shares of INR 10 each issued, subscribed and fully paid	Number	Amount
At March 31, 2015 (Proforma Ind AS)	-	-
Consolidation of equity shares into INR 10 each fully paid	15,740,959	157.41
At March 31, 2016 (Proforma Ind AS)	15,740,959	157.41
Issued during the period	-	-
At March 31, 2017 (Ind AS)	15,740,959	157.41
Issued during the period	-	-
At March 31, 2018 (Ind AS)	15,740,959	157.41

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid.

iii. Shares held by holding/ ultimate holding company and / or their subsidiaries / associates

The Company does not have any holding/ ultimate holding company.

iv. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2018 (Ind AS)		As at March 31, 2017 (Ind AS)		As at March 31, 2016 (Proforma Ind AS)	
	Number	% holding	Number	% holding	Number	% holding
Equity shares of INR 10 each fully paid						
Dineshbhai D. Patel	5,350,880	33.99	2,035,010	12.93	2,035,010	12.93
Rameshbhai Z. Patel	-	-	1,926,110	12.24	1,926,110	12.24
Bhavabhai Dineshbhai Patel	1,279,400	8.13	655,950	4.17	-	-
Adeshwar Distributors Private Limited	5,200,000	33.03	5,200,000	33.03	5,200,000	33.03
Narmada Organics Private Limited	2,147,953	13.65	2,147,953	13.65	2,147,953	13.65

Name of the shareholder	As at March 31, 2015 (Proforma Ind AS)		As at March 31, 2014 (Proforma Ind AS)	
	Number	% holding	Number	% holding
Equity shares of INR 1 each fully paid				
Dineshbhai D. Patel	20,330,024	12.92	20,330,024	12.92
Rameshbhai Z. Patel	19,241,024	12.23	19,241,024	12.23
Bhavabhai Dineshbhai Patel	-	-	-	-
Adeshwar Distributors Private Limited	52,000,000	33.06	52,000,000	33.06
Narmada Organics Private Limited	21,479,350	13.65	21,479,350	13.65

v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are NIL.

vi. None of the above shares are reserved for issue under Options/ Contract/ Commitments/ for sale of shares or disinvestment.

14. RESTATED STANDALONE STATEMENT OF OTHER EQUITY

i. Reserves and Surplus

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Securities Premium Reserve	124.80	124.80	124.80	124.40	124.40
Retained Earnings	733.02	609.83	534.41	403.65	291.65
Total (i)	857.82	734.63	659.21	528.05	416.05

(a) Securities Premium Reserve

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	124.80	124.80	124.40	124.40	20.40
Add/(Less):					
Received towards shares issued during the year	-	-	0.40	-	104.00
Closing balance	124.80	124.80	124.80	124.40	124.40

Securities premium is used to record the premium on issue of share. The reserve is utilised, if any, in accordance with the provisions of the Companies Act, 2013.

(b) Retained Earnings

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	609.83	534.41	403.65	291.65	207.10
Net Profit for the period	122.99	75.37	130.52	112.22	84.43
Add/(Less):	-	-	-	-	-
<i>Items of Other Comprehensive Income directly recognised in Retained Earnings</i>					
Remeasurement of post employment benefit obligation, (net of tax)	0.20	0.04	0.24	(0.22)	0.12
Closing balance	733.02	609.83	534.41	403.65	291.65

Retained earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

ii. Other Components of Equity

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Share Application money pending allotment at the beginning of the year	-	-	-	22.00	22.00
Utilized towards issue of shares	-	-	-	-	-
Refunded during the year	-	-	-	22.00	-
Total Share Application money pending allotment at the end of the year (ii)	-	-	-	-	22.00

Total Other Equity (i + ii)	857.82	734.63	659.21	528.05	438.05
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15. RESTATED STANDALONE STATEMENT OF BORROWINGS

(Amount in INR Millions)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current Borrowings					
Secured					
Term Loans from Banks	63.55	5.50	6.37	42.34	71.05
Unsecured					
Term Loans from Banks	17.55	-	-	-	-
Term Loans from Others	6.34	-	-	-	-
Loans from Shareholders	-	-	-	-	5.17
Total (A)	87.44	5.50	6.37	42.34	76.22
Current Maturity of Non Current Borrowings					
Secured					
Term Loans from Banks	4.95	0.98	0.88	28.43	28.34
Unsecured					
Term Loans from Banks	11.79	-	-	-	-
Term Loans from Others	4.99	-	-	-	-
Total (B)	21.73	0.98	0.88	28.43	28.34
Total (A)-(B)	65.71	4.52	5.49	13.91	47.88
Current Borrowings					
Secured					
Cash Credit facilities from banks	490.49	524.81	333.80	254.13	225.61
Total	490.49	524.81	333.80	254.13	225.61

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RESTATED STANDALONE STATEMENT OF BORROWINGS

Particulars	Security and Terms of Repayment	Interest Rate	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Amount in INR Millions)							
Non Current Borrowings							
Secured							
Term Loans from Banks							
(i) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.037 Million each	10.25%	0.96	1.30	1.60	1.86	2.09
(ii) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.083 Million each	9.65%	3.56	4.20	4.77	-	-
(iii) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.085 Million each	10.25%	-	-	-	3.55	4.15
(iv) Vehicle Loan from ICICI	Security : Secured against Vehicle Repayment Terms : 60 Monthly Instalments of INR 0.054 Million each	8.50%	2.41	-	-	-	-
(v) Rupee Term Loan from State Bank of India	Security : Secured against (a) Mortgage of factory land and building at survey no. 268 at Village Kalyangadh, Ta :- Bavla and District Ahmedabad and other land and buillings owned by the Company as well as directors and other group companies. (b) Hypothication of plant and machinery purchased out of bank finance. Repayment Terms : 60 Monthly Instalments of INR 0.422 Million each and 48 Monthly Instalments of INR 2.292 Million each	Base Rate+ 2.95% Base Rate+ 2.90%	-	-	-	36.93	64.80
(vi) Rupee Term Loan from Kotak Bank	Security : Secured against Property Repayment Terms : 120 Monthly Instalments of INR 0.829 Million	MCLR + 0.65%	56.62	-	-	-	-
Unsecured							
Term Loans from Banks -							
Axis Bank	24 Monthly Instalments of INR 0.242 Million each	15.00%	4.46	-	-	-	-
HDFC Bank	12 Monthly Instalments of INR 0.362 Million each	15.50%	3.38	-	-	-	-
ICICI Bank	36 Monthly Instalments of INR 0.123 Million each	15.50%	3.37	-	-	-	-
Kotak Mahindra Bank	18 Monthly Instalments of INR 0.473 Million each	16.50%	6.34	-	-	-	-

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Term Loans from Others - Magma Fincorp Limited	18 Monthly Instalments of INR 0.471 Million each	16.00%	6.34	-	-	-	-
Loans from Shareholders			-	-	-	-	5.17
Gross Non Current Borrowings			87.44	5.50	6.37	42.34	76.21
Less: Current maturity			(21.73)	(0.98)	(0.88)	(28.43)	(28.34)
Net Non Current Borrowings			65.70	4.52	5.49	13.91	47.87

Apart from above securities, there is a personal guarantee of Promoter Directors Dineshbhai D. Patel, Bhavnaben D Patel and also the guarantee of National Organic Fertilizer, Rameshbhai Z Patel, Rekhaben Z Patel for the Term Loans mentioned above.

Particulars	Interest Rate	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Amount in INR Millions)						
Current Borrowings						
Secured						
Loans repayable on demand						
State Bank of India - Cash Credit (Note 1 below)	9.95%	396.62	430.73	319.86	254.13	225.33
State Bank of India - Standby Line of Credit (Note 1 below)	10.95%	80.74	80.95	0.00	-	0.29
The Shamrao Vitthal Co operative Bank (SVC) - Cash Credit ** (Note 2 below)		13.13	13.13	13.94	-	-
		490.49	524.80	333.81	254.13	225.61

** Outstanding amount is towards Pre payment charges @ 3.00 % on working capital and Term Loan. The matter has been resolved as at June 29, 2018 and Company has paid an amount of Rs. 1,18,00,000/-.

Note

(1) State Bank of India Cash Credit Account and Standby Line of credit is secured against First and exclusive hypothecation charge on all the current assets of the company & Mortgage of P & M, Factory building of the company. The said mortgage is as a collateral security. There is personal guarantee of promoter directors Dineshbhai Patel, Rameshbhai Patel and shareholders Bhavnaben Patel and Rekhaben Patel and guarantee of National Organic Fertilizer (Subsidiary) for both the State Bank of India Cash Credit Account and standby Line of Credit.

Interest Rate on loans rate varying, which are linked to base MCLR, from time to time.

(2) Cash Credit Facility from The Shamrao Vitthal Co Operative Bank Ltd is secured against second charge on all the current assets of the company. There is personal guarantee of promoter director Dineshbhai D. Patel, Rameshbhai Z.Patel, Bhavnaben D. Patel, Rekhaben Z. Patel and guarantee of National Organic Fertilizer (Subsidiary).

Net debt Reconciliation		
Particulars	March 31, 2018	March 31, 2017
Non-current Borrowings	87.44	5.50
Current Borrowings	490.49	524.81
Net Debt	577.93	530.31

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Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
Net Debt as at March 31, 2017	5.50	524.81	530.31
Cash Outflow	(4.82)	-	(4.82)
Cash Inflow	86.75	-	86.75
Net change in current borrowings	-	(34.32)	(34.32)
Interest and other finance expense			60.91
Interest and other finance expense paid			(60.91)
Net Debt as at March 31, 2018	87.44	490.49	577.93

The carrying amounts of financial and non-financial assets given as collateral security against current and non current borrowings are disclosed in Note

There is personal guarantee of promoter directors Dineshbhai Patel, Rameshbhai Patel and shareholders Bhavnaben Patel and Rekhaben Patel and guarantee of National Organic Fertilizer for State Bank of India Cash Credit Account, Standby Line of Credit and SVC Cash Credit.

16. RESTATED STANDALONE STATEMENT OF OTHER FINANCIAL LIABILITIES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Financial Liabilities at amortised cost					
Current maturities of long term debts (Refer Note 15)	21.74	0.98	0.88	28.43	28.34
Payable for capital goods*	77.72	60.12	51.36	54.21	55.39
Deposits from customer and transporter	15.74	12.40	9.53	6.59	4.78
Payable for expenses	9.51	7.04	13.56	4.46	3.27
Other payables	-	-	-	0.65	-
Total	124.71	80.54	75.33	94.34	91.78

* Includes Rs. 4,28,11,913/- payable towards Leasehold Land for which allotment has been received vide letter No. GIDC/RM/ANK/409 dated January 11, 2012.

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17. RESTATED STANDALONE STATEMENT OF TRADE PAYABLES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Trade Payables to Micro, Small and Medium Enterprises (Refer Note 40)	-	-	-	-	-
Trade Payables to Others	155.16	408.10	491.54	195.09	139.86
Total	155.16	408.10	491.54	195.09	139.86

18. RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Advance received from Customers	2.33	2.30	2.21	5.06	8.21
Statutory Liabilities	1.96	5.35	7.57	6.92	5.44
Others	0.30	0.32	0.47	0.84	0.55
Total	4.59	7.97	10.25	12.82	14.20

19. RESTATED STANDALONE STATEMENT OF NON CURRENT PROVISIONS AND SHORT TERM PROVISIONS

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current					
Provision for employee benefits					
Gratuity (Refer Note 32)	3.17	3.02	2.35	1.90	1.03
Total	3.17	3.02	2.35	1.90	1.03
Current					
Provision for employee benefits					
Gratuity (Refer Note 32)	0.13	0.11	0.08	0.05	0.02
Compensated Absences (Refer Note 32)	1.36	1.16	0.02	1.11	0.97
Bonus	1.30	1.73	1.07	1.46	1.24
Total	2.79	3.00	1.17	2.62	2.23

20. RESTATED STANDALONE STATEMENT OF CURRENT TAX LIABILITIES / ASSETS (NET)

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	(0.31)	37.67	20.75	3.90	15.36
Add: Current tax payable for the year	57.31	23.64	70.60	51.55	48.87
Add: Interest on income tax	0.39	5.39	3.14	1.34	1.99
Less: Taxes paid	(5.25)	(62.58)	(53.59)	(34.59)	(48.68)
Less: MAT Credit Utilised	-	-	-	-	(11.77)
Add/Less: Adjustments for prior period taxes	(0.01)	(4.44)	(3.23)	(1.45)	(1.87)
Closing Balance	52.13	(0.31)	37.67	20.75	3.90

21. RESTATED STANDALONE STATEMENT OF REVENUE FROM OPERATIONS

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Sale of products (inclusive of excise duty)	1,612.59	1,600.83	2,095.85	1,574.92	1,313.13
Other Operating Revenues					
Government Subsidy	103.98	144.28	186.55	199.16	206.86
TOTAL	1,716.57	1,745.11	2,282.40	1,774.08	1,519.99

Sale of goods includes excise duty collected from customers during the year is NIL (March 31, 2017: INR 4.29 Million, March 31, 2016: INR 6.51 Million, March 31, 2015: INR 8.12 Million and March 31, 2014: INR 7.65 Million).

Details of Revenue from Operations are as follows:

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Sale of products (inclusive of excise duty)					
Manufactured Products	1,349.45	1,009.33	1,244.69	1,126.10	837.33
Traded Products	263.14	591.50	851.16	448.82	475.80
	1,612.59	1,600.83	2,095.85	1,574.92	1,313.13

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22. RESTATED STANDALONE STATEMENT OF OTHER INCOME

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Interest income	1.52	3.78	4.79	3.01	3.12
Other Non Operating Income					
Share of profit from partnership firm	0.62	3.91	1.18	-	0.39
Net gain on disposal of property, plant and equipment	-	-	0.32	0.13	-
Foreign Exchange Fluctuation Gain	1.38	-	-	-	-
Fair value gain on financial instruments at fair value through profit and loss	0.63	0.51	-	-	-
Net gain on sale of Investments	-	-	0.15	-	-
Miscellaneous Income	12.77	10.86	19.30	5.19	0.57
	16.92	19.06	25.74	8.33	4.08

DETAILS OF OTHER INCOME :

Particulars	Nature (Recurring/ Non-recurring)	Related / Not Related to Business
Interest income	Recurring	Related to Business
Other Non Operating Income		
Share of profit from partnership firm	Recurring	Related to Business
Net gain on disposal of property, plant and equipment	Non-recurring	Not Related to Business
Foreign Exchange Fluctuation Gain	Recurring	Related to Business
Fair value gain on financial instruments at fair value through profit and loss	Recurring	Not Related to Business
Net gain on sale of Investments	Non-recurring	Not Related to Business
Miscellaneous Income	Recurring/Non-recurring	Related to Business

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23. RESTATED STANDALONE STATEMENT OF COST OF MATERIALS CONSUMED

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Opening stock of materials	319.10	355.19	127.67	182.11	178.92
Add: Purchases	846.72	627.68	1,027.27	646.08	549.01
Less : Closing stock of materials	(410.07)	(319.10)	(355.19)	(127.67)	(182.11)
Cost of Material Consumed	755.75	663.77	799.75	700.52	545.82

24. RESTATED STANDALONE STATEMENT OF PURCHASES OF STOCK-IN-TRADE

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Purchases during the Year	260.19	581.56	843.87	441.48	467.62
	260.19	581.56	843.87	441.48	467.62

25. RESTATED STANDALONE STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Inventories as at the beginning of the year					
Work - in - process	15.64	7.40	3.09	4.49	6.67
Finished goods	177.10	146.33	181.55	151.83	52.72
Total	192.74	153.73	184.64	156.32	59.39
Less : Inventories as at the end of the year					
Work - in - process	13.64	15.64	7.40	3.09	4.49
Finished goods	152.71	177.10	146.33	181.55	151.83
Total	166.35	192.74	153.73	184.64	156.32
Net decrease / (increase) in inventories	26.39	(39.01)	30.91	(28.32)	(96.93)

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26. RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSE

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Salaries, wages and bonus	66.55	58.05	54.35	51.48	38.37
Gratuity Expense	0.97	0.81	0.86	0.58	0.47
Compensated Absences	2.22	1.32	1.26	1.41	1.06
Contribution to provident and other funds	2.33	1.74	1.70	1.39	0.97
Staff welfare expenses	1.51	2.18	2.27	1.41	1.80
	73.58	64.10	60.43	56.27	42.66

27. RESTATED STANDALONE STATEMENT OF FINANCE COST

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Interest expense on debts and borrowings	56.74	53.73	43.42	38.60	43.11
Interest on Income tax	0.39	5.39	3.14	1.34	1.99
Other borrowing costs	4.17	4.87	24.62	2.91	4.00
	61.30	63.99	71.18	42.85	49.10

28. RESTATED STANDALONE STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Depreciation on tangible assets	39.08	37.97	39.99	44.81	34.79
Amortisation on other intangible assets	0.09	0.11	0.05	-	-
	39.17	38.08	40.04	44.81	34.79

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29. RESTATED STANDALONE STATEMENT OF OTHER EXPENSES

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Rent	5.53	7.05	5.77	5.12	4.27
Power and electricity	14.23	13.42	15.19	18.86	19.57
Fuel and consumables	24.28	22.69	17.52	22.35	21.83
Other Manufacturing and Packing Expenses	17.58	5.24	10.29	9.47	13.91
Transportation and Freight	206.20	157.37	140.69	212.86	210.77
Rates, duties and taxes	0.60	0.98	2.18	7.50	8.65
Repairs and maintenance					
- Factory Building	0.63	0.61	2.60	1.22	1.24
- Plant and Machinery	6.12	9.34	7.72	8.21	9.24
- Others	1.96	2.71	1.86	2.29	1.50
Advertisement and sales promotion	26.03	25.67	16.64	29.91	16.57
Insurance	5.27	4.77	4.72	4.21	4.31
Telephone and internet expenses	-	-	-	-	-
Legal and professional fees	7.33	3.24	5.30	1.37	4.12
Travelling and conveyance expenses	11.63	12.15	6.46	6.88	7.39
Printing and Stationery	0.74	1.43	1.59	2.23	0.78
Payments to auditors (Refer note below)	1.10	0.44	0.38	0.37	1.04
Corporate social responsibility expenditure (Refer note below)	1.61	0.13	-	-	-
Donations other than political party	0.06	-	1.28	2.05	1.08
Research and development expenses	1.48	1.00	1.03	0.40	0.40
Foreign exchange fluctuation loss	-	0.78	9.17	3.39	8.96
Net loss on disposal of property, plant and equipment	0.02	-	-	-	-
Interest on Statutory Dues	0.11	0.04	0.29	0.17	0.20
General and miscellaneous expenses	8.66	10.12	8.51	10.13	5.48
Discount	-	-	-	-	-
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Share of loss from partnership firms	-	-	-	1.04	-
Total	342.84	280.76	259.57	349.84	341.40

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(a) Details of Payments to auditors

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
As auditor					
Audit Fee	0.70	0.39	0.38	0.37	0.42
In other capacity					
Other services (certification fees)	0.40	0.06	-	-	0.62
	1.10	0.45	0.38	0.37	1.04

(b) Corporate social responsibility expenditure

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Amount required to be spent as per Section 135 of the Act	3.00	2.49	2.38	1.88	Not Applicable
Amount spent during the year on	-	0.13	-	-	Not Applicable
Related Party Transactions in relation to Corporate Social Responsibility	-	-	-	-	Not Applicable

(c) Imported and indigenous raw material, stores, spares and tools consumed

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Amount					
Imported	108.31	146.30	137.04	158.98	198.07
Indigenous	647.40	517.47	661.61	335.94	353.97
	755.71	663.77	798.64	494.92	552.04
Percentage					
Imported	14.33%	22.04%	17.16%	32.12%	35.88%
Indigenous	85.67%	77.96%	82.84%	67.88%	64.12%
	100%	100%	100%	100%	100%

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30. RESTATED STANDALONE STATEMENT OF RESEARCH AND DEVELOPMENT COSTS

The Company during the periods has contributed amounts to research institution which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in other expenses under statement of profit and loss. Amount charged to profit or loss as follows :

(Amount in INR Millions)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Contribution to :					
Directorate of Research Anand Agricultural University	-	-	0.10	0.40	0.40
Punjab Agricultural University	0.75	-	0.93	-	-
Department of Organic Agriculture	0.33	-	-	-	-
Dr Y.S. Parmar University of Horticulture and Forestry	0.40	-	-	-	-
Indian Council of Agricultural Research	-	1.00	-	-	-
Total Research Development Expenditure	1.48	1.00	1.03	0.40	0.40

31. RESTATED STANDALONE STATEMENT OF EARNINGS PER SHARE

(Amount in INR Millions)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
(a) Basic earnings per share (INR)*	7.81	4.79	8.30	7.13	5.55
(b) Diluted earnings per share (INR)*	7.81	4.79	8.30	7.13	5.55
(c) Nominal value per shares (INR)	10	10	10	10	10
(d) Reconciliations of earnings used in calculating earnings per share					
<i>Basic earnings per share</i>					
Restated Profit after Tax	122.99	75.37	130.52	112.22	84.43
<i>Diluted earnings per share</i>					
Restated Profit after Tax	122.99	75.37	130.52	112.22	84.43
Adjustments for diluted earnings per share	-	-	-	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	122.99	75.37	130.52	112.22	84.43
(e) Weighted average number of shares used as the denominator					
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	15,740,959	15,740,959	15,733,777	15,730,927	15,208,187
Adjustments:					
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	15,740,959	15,740,959	15,733,777	15,730,927	15,208,187

* During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid, accordingly Basic EPS and Diluted EPS of March 31, 2015 and March 31, 2014 has been restated.

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32. RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Millions)

Particulars	For the year ended March 31, 2018 (Ind AS)			For the year ended March 31, 2017 (Ind AS)			For the year ended March 31, 2016 (Proforma Ind AS)		
	Current	Non Current	Total	Current	Non Current	Total	Current	Non Current	Total
Compensated Absences	1.36	-	1.36	1.16	-	1.16	0.02	-	0.02
Gratuity	0.13	3.17	3.30	0.11	3.02	3.12	0.08	2.35	2.43
Total Employee Benefit Obligation	1.49	3.17	4.66	1.27	3.02	4.28	0.10	2.35	2.45

Particulars	For the year ended March 31, 2015 (Proforma Ind AS)			For the year ended March 31, 2014 (Proforma Ind AS)		
	Current	Non Current	Total	Current	Non Current	Total
Compensated Absences	1.11	-	1.11	0.97	-	0.97
Gratuity	0.05	1.90	1.95	0.02	1.03	1.05
Total Employee Benefit Obligation	1.16	1.90	3.06	0.99	1.03	2.02

(i) Compensated Absences

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of INR 1.36 Million (March 31, 2017: INR 1.16 Million; March 31, 2016: INR 0.02 Million; March 31, 2015: INR 1.11 Million; March 31, 2014: INR 0.97 Million) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

a) Defined benefit plan - Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a **unfunded plan**.

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The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

Particulars	Present value of obligation as at				
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
As at beginning of the year	3.12	2.43	1.95	1.05	0.80
Current service cost	0.74	0.61	0.71	0.48	0.40
Interest expense/(income)	0.23	0.20	0.16	0.10	0.07
Total amount recognised in profit or loss	0.97	0.81	0.86	0.58	0.47
<i>Remeasurements</i>					
(Gain)/Loss from change in financial assumptions	(0.20)	0.35	(0.10)	0.31	(0.16)
Experience (gains)/losses	(0.10)	(0.42)	(0.26)	0.02	(0.04)
Total amount recognised in other comprehensive income	(0.30)	(0.07)	(0.36)	0.33	(0.19)
Employer contributions	(0.49)	(0.05)	(0.02)	-	(0.02)
Benefit payments	-	-	-	-	-
As at end of the year	3.30	3.12	2.43	1.95	1.05

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Discount rate	7.83%	7.34%	8.25%	7.94%	9.31%
Rate of Employee Turnover	2.00%	2.00%	2.00%	2.00%	2.00%
Salary growth rate	6.00%	6.00%	6.00%	6.00%	6.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2017 is shown below:

Assumptions	Discount rate		Rate of Employee Turnover		Salary growth rate	
	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
March 31, 2018						
Impact on defined benefit obligation	(0.36)	0.44	0.06	(0.07)	0.44	(0.37)
% Impact	-10.99%	13.20%	1.86%	-2.21%	13.31%	-11.26%
March 31, 2017						
Impact on defined benefit obligation	(0.38)	0.46	0.04	(0.05)	0.46	(0.38)
% Impact	-12.04%	14.64%	1.33%	-1.64%	14.69%	-12.29%

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March 31, 2016						
Impact on defined benefit obligation	(0.28)	0.33	0.05	(0.08)	0.33	(0.29)
% Impact	-11.69%	13.47%	2.05%	-3.19%	13.65%	-12.00%
March 31, 2015						
Impact on defined benefit obligation	(0.24)	0.28	0.02	(0.04)	0.28	(0.24)
% Impact	-12.15%	14.36%	1.09%	-1.89%	14.50%	-12.45%
March 31, 2014						
Impact on defined benefit obligation	(0.12)	0.15	0.03	(0.04)	0.15	(0.13)
% Impact	-11.70%	14.15%	3.14%	-3.98%	14.49%	-12.14%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following are expected future cash flows to the defined benefit plan in future years:

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
1st following year	0.13	0.11	0.11	0.09	0.02
2nd following year	0.12	0.08	0.06	0.04	0.04
3rd following year	0.15	0.15	0.07	0.05	0.03
4th following year	0.16	0.14	0.32	0.06	0.04
5th following year	0.20	0.14	0.12	0.21	0.05
Sum of years 6 to 10	1.23	1.04	0.77	0.53	0.42
Sum of years 11 and above	9.02	8.91	-	-	-
Total expected payments	11.03	10.56	1.44	0.99	0.60

The average duration of the defined benefit plan obligation at the end of the reporting period is 14 years (March 31, 2017: 15 years; March 31, 2016: 15 years; March 31, 2015: 15 years; March 31, 2014: 15 years)

b) Defined contribution plans - provident fund

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is INR 1.95 Million (March 31, 2017: INR 1.41 Million; March 31, 2016: INR 1.36 Million; March 31, 2015: INR 1.14 Million; March 31, 2014: INR 0.97 Million)

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33. RESTATED STANDALONE STATEMENT OF COMMITMENTS AND CONTINGENT LIABILITIES

Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

A. Commitments					
(Amount in INR Millions)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Property, plant and equipment	-	38.83	13.48	-	23.30
Intangible assets	-	0.54	-	-	-

B. Contingent Liabilities					
(Amount in INR Millions)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
i. Claim against the company not acknowledged as debt					
Disputed Income tax matters	6.07	6.07	-	-	-
Disputed Excise matters	110.87	44.55	-	-	-
Disputed Sales Tax matters	1.23	1.23	-	-	-
ii. Guarantees excluding financial guarantees					
Outstanding Bank Guarantees	7.93	12.53	15.03	2.50	2.50

The Company's pending litigations are in respect of proceedings pending with Tax Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements.

34. RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Nature of Related Party	Name of Related Parties as on March 31,2018 (Ind AS)	Name of Related Parties as on March 31,2017 (Ind AS)	Name of Related Parties as on March 31,2016 (Proforma Ind AS)	Name of Related Parties as on March 31,2015 (Proforma Ind AS)	Name of Related Parties as on March 31,2014 (Proforma Ind AS)
Subsidiary	National Fertilizer Industries (Partnership Firm), India	National Fertilizer Industries (Partnership Firm), India	National Fertilizer Industries (Partnership Firm), India	National Fertilizer Industries (Partnership Firm), India	National Fertilizer Industries (Partnership Firm), India
Entities over which Key Management Personnels are able to exercise control/significant influence	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India
	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India
	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India
	Narmada Petroleum, India	Narmada Petroleum, India	Narmada Petroleum, India	-	-
	-	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association
	Nebula Corp Science, India	-	-	-	-
	Nevan Pharmaceuticals LLP	Nevan Pharmaceuticals LLP	Nevan Pharmaceuticals LLP	-	-
Enterprises having significant influence	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India*
*99% of the paid equity share capital of Adeshwar Distributors Private Limited is held by Dishman Pharmaceuticals and Chemicals Limited.					
Key Management Personnel:	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Managing Director	Dineshbhai Dhirubhai Patel - Managing Director
	Rameshbhai Zinabhai Patel - Jt. Managing Director* (resigned w.e.f April 1,2018)	Rameshbhai Zinabhai Patel - Jt. Managing Director	Rameshbhai Zinabhai Patel - Jt. Managing Director	Rameshbhai Zinabhai Patel - Director	Rameshbhai Zinabhai Patel - Director
	Bhavabhai Dineshbhai Patel - Director	Bhavabhai Dineshbhai Patel - Director	Bhavabhai Dineshbhai Patel - Director	-	-
	Sanjaybhai Dhirubhai Kumbhani - Additional Director*(w.e.f. April 1,2018)	-	-	-	-
	-	-	-	-	Sandip A. Mistry - Company Secretary* (w.e.f April 13,2013 till January 31, 2014)
	-	-	Maheshbhai H. Thakkar - Chief Executive Officer*(upto December 12,2015)	Maheshbhai H. Thakkar - Chief Executive Officer	Maheshbhai H. Thakkar - Chief Executive Officer*(w.e.f. March 20,2014)
	Rekhaben Rameshbhai Patel - Director* (resigned w.e.f April 1,2018)	Rekhaben Rameshbhai Patel - Director	Rekhaben Rameshbhai Patel - Director	-	-
	Samir Rasiklal Patel - Chief Financial Officer (upto September 30, 2017)	Samir Rasiklal Patel - Chief Financial Officer	Samir Rasiklal Patel - Chief Financial Officer (w.e.f January 1, 2016)	-	-
	Archita Rajendrakumar Kabra - Company Secretary	Archita Rajendrakumar Kabra - Company Secretary*(w.e.f. April 20,2017)	-	-	-
	-	Dhanraj P. Dagar - Company Secretary*(upto January 6,2017)	Dhanraj P. Dagar - Company Secretary (w.e.f May 25, 2015)	-	-
	Ashish Somani - Chief Financial Officer*(w.e.f. June 25,2018)	-	-	-	-

Promoters and their relatives	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani
	-	-	-	Bhavnaaben Dineshbhai Patel	Bhavnaaben Dineshbhai Patel
	-	Zinabhai K Bhoot	Zinabhai K Bhoot	Zinabhai K Bhoot	Zinabhai K Bhoot
	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF
	-	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani
	-	-	-	Rekhaben Rameshbhai Patel	Rekhaben Rameshbhai Patel
	-	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot
	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor
	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF
	-	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF

(ii) Transactions with related parties

(a) Subsidiary

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Fertilizer Industries (Partnership Firm), India	Purchase	16.92	17.90	0.26	0.34	-
	Sale	-	-	-	0.84	-

(b) Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Narmada Global Bio-chem Fertilizer	Reimbursement of Exp.	0.00	-	-	-	-
National Organic Fertilizer, India	Advance to Supplier	1.59	-	-	-	0.06
	Advance Received Back	-	-	-	-	0.06
	Sales	-	0.15	3.47	3.34	-
	Purchase	-	8.59	0.34	0.34	-
Narmada Organics Private Limited,	Reimbursement of Exp.	0.00	-	-	-	-
Narmada Petroleum, India	Purchase	3.44	2.66	1.93	0.83	-
	Expense	-	-	-	0.50	-
Nebula Corp Science, India	Purchase	2.43	-	-	-	-
The Indian Farmers and Fertilizers Dealers Association	Sales	-	293.93	535.26	205.71	462.69
	Purchase	-	-	-	-	49.93

(c) Enterprises having significant influence:

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Adeshwar Distributors Private	Reimbursement of Exp.	0.00	-	-	-	-

(d) Key Management Personnel:

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai Dhirubhai Patel	Directors Remuneration	8.40	7.20	5.98	5.95	2.80
	Advance Taken	-	-	-	11.29	-
	Advance Repaid	-	-	-	11.29	-
Rameshbhai Zinabhai Patel	Directors Remuneration	8.40	7.20	5.98	5.95	2.80
	Advance Taken	-	-	-	16.29	-
	Advance Repaid	-	-	-	16.29	-
Rekhaben Rameshbhai Patel	Rent	0.53	0.53	0.44	0.44	0.44
Bhavnaaben Dineshbhai Patel	Rent	0.53	0.53	0.44	0.44	0.44
Samir Rasiklal Patel	Salary	0.49	0.84	0.18	-	-
	Sales	-	0.41	-	-	-
	Advance Given	-	-	0.25	-	-
	Advance Received Back	0.16	-	-	-	-
Maheshbhai H. Thakkar	Salary	-	-	1.08	1.44	0.03
	Advance Given	-	-	0.50	-	-
	Advance Received Back	0.50	-	-	-	-
Dhanraj P. Dagar	Salary	-	0.43	0.48	-	-
Archita Rajendrakumar Kabra	Salary	0.24	-	-	-	-

(e) Promoters and their relatives

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai D. Patel HUF	Advance Repaid	-	-	-	1.38	0.05
Rameshbhai Z. Patel HUF	Advance Repaid	-	-	-	1.30	0.04

(iii) Outstanding Trade Balances

Trade Receivables

Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer	2.54	2.54	6.22	3.00	-
National Fertilizers Industries	-	-	0.30	0.50	-
Narmada Global Bio-chem Fertilizer Private Limited	0.00	-	-	-	-
Narmada Organics Private Limited	0.00	-	-	-	-
Nebula Corp Science	5.64	-	-	-	-
The Indian Farmer's & Fertilizers Dealers Association	-	170.82	74.38	60.96	-
Samir Rasiklal Patel	-	0.33	-	-	-

Enterprises having significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Adeshwar Distributors Private Limited	0.00	-	-	-	-

Trade Payables

Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer	-	-	-	-	-
National Fertilizers Industries	11.97	10.41	-	-	-
Narmada Petroleum	1.49	0.25	0.10	0.07	-
Dineshbhai D. Patel HUF	-	-	-	-	1.38
Rameshbhai Z. Patel HUF	-	-	-	-	1.30
The Indian Farmer's & Fertilizers Dealers Association	-	-	-	-	1.74

(iv) Outstanding Balances of Advances Given

Key Management Personnel

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Samir Rasiklal Patel	-	0.16	0.25	-	-
Maheshbhai H. Thakkar	-	0.50	0.50	-	-

Entities over which Key Management Personnels are able to exercise control/significant influence:

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer, India	1.59	-	-	-	-

(v) Outstanding Balances of Advances Taken

Key Management Personnel:

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai Dhirubhai Patel	-	-	-	-	-
Rameshbhai Zinabhai Patel	-	-	-	-	-

(vi) Loans from related parties

Promoters/Shareholders and their relatives

(Amount in INR Million)					
Name	Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)
Dineshbhai D. Patel HUF	Opening Balance	-	-	-	1.38
	Loan Repayments Made	-	-	-	(1.38)
	Closing Balance	-	-	-	1.38
Rameshbhai Z. Patel HUF	Opening Balance	-	-	-	1.30
	Loan Repayments Made	-	-	-	(1.30)
	Closing Balance	-	-	-	1.30

(vii) Key management personnel compensation

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Short term employee benefits	0.02	0.08	0.09	0.03	-
Post-employment benefits	0.00	0.04	0.02	0.01	-
	0.02	0.11	0.12	0.03	-

(ix) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2018, the company has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2017: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

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35. RESTATED STANDALONE STATEMENT OF SEGMENT REPORTING

The company primarily operates in one business segment only i.e. production of fertilizers and chemicals, which is the only reportable segment. There is no other segment which requires reporting as per Ind AS 108 "Operating Segments".

Information about geographical areas

Revenue from external customers

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

Particulars	(Amount in INR Lakhs)				
	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
India	1,716.57	1,745.11	2,282.40	1,773.03	1,519.42
Outside India	-	-	-	1.05	0.56
	1,716.57	1,745.11	2,282.40	1,774.08	1,519.99

All non current assets of the Company are located in India.

Revenue from customers exceeding 10% of total revenue are as follows:

Year	Number of Customers	Revenue
2017-18	1	214.10
2016-17	3	548.14
2015-16	3	701.54
2014-15	1	193.67
2013-14	-	-

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36. RESTATED STANDALONE STATEMENT OF FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category		(Amount in INR Millions)					(Amount in INR Millions)				
Particulars	Carrying Amount					Fair Value					
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)	
FINANCIAL ASSETS											
Amortised cost											
Trade Receivables	584.64	672.82	470.90	301.05	182.94	584.64	672.82	470.90	301.05	182.94	
Cash and Cash Equivalents	2.09	1.23	55.10	2.85	2.23	2.09	1.23	55.10	2.85	2.23	
Other Bank Balances	7.65	5.29	36.67	18.72	6.80	7.65	5.29	36.67	18.72	6.80	
Other Financial Assets	215.46	276.27	259.92	202.40	152.49	215.46	276.27	259.92	202.40	152.49	
FVTOCI - Designated equity instruments											
Investment in unquoted equity instruments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
FVTPL											
Investment in unquoted equity instruments	-	-	-	15.00	-	-	-	-	15.00	-	
Investments in quoted mutual funds	9.14	8.51	-	-	-	9.14	8.51	-	-	-	
Total	818.98	964.12	822.60	540.03	344.46	818.98	964.12	822.60	540.03	344.46	
FINANCIAL LIABILITIES											
Amortised cost											
Borrowings	577.93	530.31	340.16	296.47	301.83	577.93	530.31	340.16	296.47	301.83	
Trade Payables	155.16	408.10	491.54	195.09	139.86	155.16	408.10	491.54	195.09	139.86	
Capital creditors	77.72	60.12	51.36	54.21	55.39	77.72	60.12	51.36	54.21	55.39	
Other financial liabilities	25.25	19.44	23.09	11.70	8.05	25.25	19.44	23.09	11.70	8.05	
Total	836.06	1,017.97	906.16	557.46	505.13	836.06	1,017.97	906.16	557.46	505.13	

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

In case of Investments in Equity Shares designated at fair value through other comprehensive Income , which are immaterial to the company and where fair value is not readily available from the market observable inputs are valued at cost.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

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Assets and liabilities measured at fair value - recurring fair value measurement: (Amount in INR Millions)

Assets and liabilities measured at fair value - recurring fair value measurement:								(Amount in INR Millions)
Particulars	March 31, 2018			Total	March 31, 2017			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	-	-	-	-	-	-
Quoted Mutual Funds	9.14	-	-	9.14	8.51	-	-	8.51
Financial Investments at FVTOCI								
Unquoted equity shares	-	-	0.00	0.00	-	-	0.00	0.00
Total Assets	9.14	-	0.00	9.15	8.51	-	0.00	8.52

Particulars	March 31, 2016 (Proforma)			Total	March 31, 2015 (Proforma)			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	-	-	-	-	15.00	15.00
Quoted Mutual Funds	-	-	-	-	-	-	-	-
Financial Investments at FVTOCI								
Unquoted equity shares	-	-	0.00	0.00	-	-	0.00	0.00
Total Assets	-	-	0.00	0.00	-	-	15.00	15.00

Particulars	March 31, 2014 (Proforma)			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Financial Investments at FVTPL				
Unquoted equity shares	-	-	-	-
Quoted mutual funds	-	-	-	-
Financial Investments at FVTOCI				
Unquoted equity shares	-	-	0.00	0.00
Total Assets	-	-	0.00	0.00

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There have been no transfers among Level 1, Level 2 and Level 3 during the periods

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that has quoted price. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments includes

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at regular intervals, in line with the company's reporting requirements.

v. Reconciliation of fair value measurement of financial assets classified as FVTOCI (Level 3): (Amount in INR Millions)

Particulars	Unquoted equity shares				
	March 31, 2018	March 31, 2017	March 31, 2016 (Proforma)	March 31, 2015 (Proforma)	March 31, 2014 (Proforma)
As at the beginning of the year	0.00	0.00	0.00	0.00	0.00
Remeasurement recognised in OCI	-	-	-	-	-
Purchases	-	-	0.00	-	-
Sales	-	-	-	-	-
As at the end of the year	0.00	0.00	0.00	0.00	0.00

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37. RESTATED STANDALONE STATEMENT OF FINANCIAL RISK MANAGEMENT

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, 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 the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee and finance team oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

(a) Trade and other receivables

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Provision for expected credit losses

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Loss allowance

The ageing of trade and other receivables that were impaired was as follows:

Particulars	(Amount in INR Millions)				
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Past due 1 - 60 days	139.75	175.40	265.32	108.27	73.61
Past due 61 - 180 days	147.45	408.08	129.83	91.85	82.74
Past due 181 days and above	297.43	89.33	75.75	100.94	26.60
	584.64	672.82	470.90	301.05	182.94

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Reconciliation of loss allowance provision - Trade receivables

Particulars	(Amount in INR Millions)
Loss allowance on March 31, 2014	0.25
Changes in loss allowance	(0.19)
Loss allowance on March 31, 2015	0.06
Changes in loss allowance	0.38
Loss allowance on March 31, 2016	0.44
Changes in loss allowance	1.58
Loss allowance on March 31, 2017	2.02
Changes in loss allowance	1.67
Loss allowance on March 31, 2018	3.70

(b) Other Financial Assets

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(B) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations. Also, the Company has unutilized credit limits with banks.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Fixed rate					
Cash Credit Facilities	113.66	150.60	-	208.76	272.54
	113.66	150.60	-	208.76	272.54

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(ii) Contractual maturities of financial liabilities

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include both interest and principal cash flows.

(Amount in INR Millions)					
Particulars	Carrying Amount	Contractual cash flows			
		Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2018					
Borrowings	577.93	577.93	509.79	17.56	50.58
Trade payables	155.16	155.17	155.17	-	-
Other financial liabilities	102.98	102.98	102.98	-	-
Total financial liabilities	836.07	836.07	767.94	17.56	50.58
March 31, 2017					
Borrowings	530.31	530.31	525.12	4.92	0.27
Trade payables	408.10	408.10	408.10	-	-
Other financial liabilities	79.56	79.56	79.56	-	-
Total financial liabilities	1,017.97	1,017.97	1,012.78	4.92	0.27
March 31, 2016					
Borrowings	340.16	340.16	334.67	4.13	1.36
Trade payables	491.54	491.54	491.54	-	-
Other financial liabilities	74.45	74.45	74.45	-	-
Total financial liabilities	906.16	906.16	900.67	4.13	1.36

(Amount in INR Millions)					
Particulars	Carrying Amount	Contractual cash flows			
		Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2015					
Borrowings	296.47	296.47	282.56	13.61	0.29
Trade payables	195.09	195.09	195.09	-	-
Other financial liabilities	65.91	65.91	65.91	-	-
Total financial liabilities	557.46	557.46	543.55	13.61	0.29
March 31, 2014					
Borrowings	301.83	301.83	253.95	46.63	1.25
Trade payables	139.86	139.86	139.86	-	-
Other financial liabilities	63.44	63.44	63.44	-	-
Total financial liabilities	505.13	505.13	457.25	46.63	1.25

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity risk.

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Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the external commercial borrowings and export receivables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

(a) The company exposure to foreign currency risk at the end of the reporting period expressed in INR Million, are as follows

Particulars	Amount
March 31, 2018	
Trade Receivables	-
Trade Payable	(32.98)
Net exposure to foreign currency risk	(32.98)
March 31, 2017	
Trade Receivables	-
Trade Payable	(50.32)
Net exposure to foreign currency risk	(50.32)

Particulars	Amount
March 31, 2016	
Trade Receivables	-
Trade Payable	(77.36)
Net exposure to foreign currency risk	(77.36)
March 31, 2015	
Trade Receivables	1.05
Trade Payable	(34.30)
Net exposure to foreign currency risk	(33.25)
March 31, 2014	
Trade Receivables	-
Trade Payable	(33.84)
Net exposure to foreign currency risk	(33.84)

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(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

Particulars	2017-18		2016-17		2015-16	
	1% Increase	1% Decrease	1% Increase	1% Decrease	1% Increase	1% Decrease
Net Exposure	(0.33)	0.33	(0.50)	0.50	(0.77)	0.77
Net Increase/(decrease) in profit or loss	(0.33)	0.33	(0.50)	0.50	(0.77)	0.77

Particulars	2014-15		2013-14	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Net Exposure	(0.33)	0.33	(0.34)	0.34
Net Increase/(decrease) in profit or loss	(0.33)	0.33	(0.34)	0.34

(ii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

However, during the years presented in these financial statements, the Company had primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not exposed to interest rate risk.

(iii) Other price risk

The Company is not exposed to other price risk during the years presented in these financial statements.

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38. RESTATED STANDALONE STATEMENT OF CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions to sustain future development of business. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within debt, interest bearing borrowings Trade Payables and Other Financial Liabilities, less cash and cash equivalents and bank deposits and earmarked investments

(Amount in INR Millions)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Borrowings	577.93	530.31	340.16	296.47	301.83
Trade payables	32.98	50.32	77.36	34.30	33.84
Other payables	102.98	79.56	74.45	65.91	63.44
Less: cash and cash equivalents	(2.09)	(1.23)	(55.10)	(2.85)	(2.23)
Less: bank deposits	(24.46)	(24.79)	(55.42)	(25.58)	(10.12)
Less: earmarked investments	(9.14)	(8.51)	-	-	-
Net Debt	678.19	625.66	381.45	368.24	386.77
Equity share capital	157.41				
Other equity	1,015.23	892.04	816.62	685.36	595.36
Total Capital	1,015.23	892.04	816.62	685.36	595.36
Capital and net debt	1,693.42	1,517.70	1,198.08	1,053.60	982.13
Gearing ratio (%)	40.05	41.22	31.84	34.95	39.38

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39. ASSETS GIVEN AS COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as collateral security against current and non current borrowings are:

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
CURRENT ASSETS					
i. Financial Assets					
Bank Deposits	7.65	5.29	36.67	18.72	6.80
Cash and cash equivalents	2.09	1.23	55.10	2.85	2.23
Trade Receivables	584.64	672.82	470.90	301.05	182.94
Other financial assets	198.65	256.76	241.18	195.54	149.17
ii. Non Financial Assets					
Inventories	576.41	511.84	508.92	312.32	338.43
Total current assets	1,369.43	1,447.94	1,312.77	830.49	679.57
NON CURRENT ASSETS					
i. Financial Assets					
Investments in Mutual Funds	9.14	8.51	-	-	-
Bank Deposits	16.81	19.50	18.74	6.86	3.32
ii. Non Financial Assets					
Freehold land	39.37	22.67	22.67	22.67	22.67
Freehold building	189.42	160.88	161.04	170.80	165.83
Plants and equipments	62.55	60.66	50.98	63.25	65.02
Furniture, fittings and equipment	4.91	-	-	-	-
Capital Advances	12.65	-	-	-	-
Total non current assets	334.86	272.24	253.44	263.58	256.85

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40. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Principal amount due to suppliers under MSMED Act, 2006	-	-	-	-	-
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	-	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-	-	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-	-	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-	-	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-	-	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-	-	-	-

The Company has not received any intimations from Suppliers regarding the status under the Micro, Small and Medium enterprises Development Act, 2006, the Company is making efforts to get the confirmations from the suppliers as regards their status under the Act.

41. DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

In accordance with the MCA notification G.S.R. 308 dated 30 March 2017 details of Specified Bank Notes (SBN) and Other Denomination Notes (ODNs) held and transacted during the period from 8 November 2016 to 30 December 2016, is given below.

Particulars	SBNs	Other denomination Notes	(Amount in INR)
			Total
Closing Cash in hand as on November 8, 2016	5,400,000	1,805,679	7,205,679
(+) Permitted receipts	-	893,218	893,218
(-) Permitted payments	-	2,395,196	2,395,196
(-) Amount deposited in banks	5,400,000	66,000	5,466,000
Closing Cash in hand as on December 30, 2016	-	237,701	237,701

Permitted Receipts includes Cash Withdrawn from Bank during November 08, 2016 to December 30, 2016.

42. STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115 was issued in February 2016 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This standard will come into force from accounting period commencing on or after April 1, 2018. The Company will adopt the new standard on the required effective date. The Company has evaluated the effect of this on the financial statements and the impact is not material.

Appendix B to Ind AS 21- Foreign currency transactions and advance consideration

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

Statement of Restatement Adjustments

(Amount in INR Millions)

Particulars	Note	For the year ended at				
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Profit after tax as per previous GAAP		114.38	76.26	117.28	108.64	82.78
Adjustments:						
Fair valuation of investments	1	0.63	0.51	-	-	-
Provision for expected credit losses on trade receivables	2	(1.67)	(1.58)	(0.38)	0.19	(0.09)
Remeasurements of post-employment benefit obligations	3	(0.30)	(0.07)	(0.36)	0.33	(0.19)
Short or excess provisions of tax of earlier years	4	0.40	(1.15)	(2.70)	2.48	1.73
Prior period income recognised	5	-	-	15.00	-	-
Income Tax Refund regarding to previous not recognised	6	-	1.18	-	-	-
Deferred Tax Adjustments	7	9.24	(0.27)	1.55	0.64	0.17
Tax effects of adjustments	8	0.31	0.50	0.13	(0.07)	0.03
Total adjustments		8.61	(0.89)	13.24	3.58	1.65
Profit after tax as per Ind AS		122.99	75.37	130.52	112.22	84.43
Other comprehensive income (net of taxes)		0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income as per Ind AS Restated Standalone statement of profit and loss		123.19	75.42	130.76	112.00	84.55

Restatement adjustments made in the Restated Standalone Statement of Reserves and Surplus to the balance as at 1 April 2013 to the Surplus in the Restated Standalone Statement of Profit and Loss is as detailed below:

Particulars	Note	April 1, 2013
Reserve as per previous GAAP		210.11
Adjustments:		
Provision for expected credit losses on trade receivables	2	(0.16)
Short or excess provisions of tax of earlier years	4	(0.76)
Deferred tax Adjustments	7	(2.15)
Tax effects of adjustments	8	0.05
Total adjustments		(3.01)
Total comprehensive income as per Ind AS Restated Standalone statement of profit and loss		207.10

A Notes to Material Adjustments in Restated Financial Statements

1 Fair valuation of investments

Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss.

2 Provision for expected credit losses on trade receivables

Under Indian GAAP, the company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, loss allowance has been determined based on Expected Loss model (ECL).

3 Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

4 Short or Excess Provision of Tax of earlier years

Excess and short provision for income taxes pertaining to earlier years, based on intimations / orders / received / returns filed, accounted for during the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 has been adjusted in the respective financial years to which it pertains. The adjustments related to financial years prior to March 31, 2014 have been adjusted against the opening balance of retained earnings as per restated financial information as at April 1, 2013.

5 Prior period income recognised

The Company on restatement has identified prior period incomes which was shown as advance received under current liabilities and during the year It is recognised in the profit and loss statement of the year to which it pertains.

6 Income Tax Refund regarding to previous not recognised

The company on restatement has recognised Income Tax Refund for the financial year ended March 31, 2017 which was earlier not recorded.

7 Deferred Tax Adjustments

The company on restatement has accurately re-computed deferred tax liability (net) taking into consideration the income tax rates prevailing in the respective years for temporary differences between depreciation and amortization on fixed assets under income tax law and depreciation and amortization provided in the books of accounts to rectify the computational errors made while taking the base for ascertaining deferred tax liability, which has been restated to the year to which it pertains.

8 Tax effects of adjustments

Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Surplus as per Profit and Loss as on April 1, 2013.

B Material regroupings

Appropriate adjustments have been made in the respective years of Restated Standalone Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2016 and other relevant provisions of the Act, to the extent applicable., and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

C Related Party Transactions

Certain disclosures in respect of related party transactions were either not included or the amounts were incorrectly considered in the earlier audited financial statements have now been rectified in the Restated Standalone Statements based on the examination reports issued by auditors.

D Contingent Liabilities

Certain contingent liabilities were erroneously considered in the disclosure in the earlier audited financial statements, which have now been rectified in the Restated Standalone Statements based on examination report issued by auditors

E Non-adjusting items

Audit Qualifications in Auditors' Report, which do not require any corrective adjustments in the Restated Standalone Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended March 31, 2018, March 31, 2017 and March 31, 2016, Companies (Auditor's Report) Order, 2015 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2015 and the Companies (Auditor's Report) Order, 2003 ('CARO') issued by the Central Government of India under sub section (4A) of Section 227 of the Companies Act, 1956 for the years ended 31 March 2014. Certain statements/comments included in the annexure to the Audit report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Standalone Financial Information are reproduced below in respect of the financial statements presented:

For the year ended March 31, 2018

(i) Clause (vii)(b) of CARO

Details of dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax or cess which have not been deposited with the appropriate authorities on account of any dispute except those mentioned below:

Nature of Statute	Nature of Due	Forum where dispute is pending	Period to which the amounts relates	Amount
Income Tax Act, 1961	Income Tax	Appellate Tribunal	A.Y 12-13 (F.Y 11-12)	6,073,890
Central Excise Act, 1944	Excise Duty	Central Excise and Service Tax Appellate Tribunal	F.Y 13-14	49,316,462

Statement of Equity Reconciliation to Restated Standalone Financial Statements

Reconciliations between previous GAAP and Ind AS Ind AS 101 requires an entity to reconcile equity for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS restated figures.

(Amount in INR Millions)

Particulars	Note	As at				
		March 31, 2018 (Ind AS)	March 31, 2017 (Ind AS)	March 31, 2016 (Proforma Ind AS)	March 31, 2015 (Proforma Ind AS)	March 31, 2014 (Proforma Ind AS)
Total equity (shareholder's funds) as per previous GAAP		991.67	877.29	801.03	683.36	596.71
Adjustments:						
Fair valuation of investments	1	1.14	0.51	-	-	-
Provision for expected credit losses on trade receivables	2	(3.70)	(2.02)	(0.44)	(0.06)	(0.25)
Remeasurements of post-employment benefit obligations	3	(0.60)	(0.29)	(0.22)	0.14	(0.19)
Short or Excess Provision of Tax of earlier years	4	-	(0.40)	0.75	3.45	0.97
Prior period income recognised	5	15.00	15.00	15.00	-	-
Income Tax Refund regarding to previous not recognised	6	1.18	1.18	-	-	-
Deferred Tax Adjustments	7	9.09	(0.16)	0.11	(1.44)	(2.08)
Tax effects of adjustments	8	1.06	0.75	0.25	0.01	0.09
Other comprehensive income						
Remeasurements of defined benefit liability/(asset) (Net of Taxes)		0.38	0.18	0.14	(0.10)	0.12
Total equity as per Ind AS		1,015.23	892.04	816.62	685.36	595.36

Notes

1. Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss.

2. Under Indian GAAP, the company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, loss allowance has been determined based on Expected Loss model (ECL).

3. Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

4. Excess and short provision for income taxes pertaining to earlier years, based on intimations / orders / received / returns filed, accounted for during the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 has been adjusted in the respective financial years to which it pertains. The adjustments related to financial years prior to March 31, 2014 have been adjusted against the opening balance of retained earnings as per restated financial information as at April 1, 2013.

5. The Company on restatement has identified prior period incomes which was shown as advance received under current liabilities and during the year It is recognised in the profit and loss statement of the year to which it pertains.

6. The company on restament has recognised Income Tax Refund for the financial year ended March 31, 2017 which was earlier not recorded.

7. The company on restatement has accurately re-computed deferred tax liability (net) taking into consideration the income tax rates prevailing in the respective years for temporary differences between depreciation and amortization on fixed assets under income tax law and depreciation and amortization provided in the books of accounts to rectify the computational errors made while taking the base for ascertaining deferred tax liability, which has been restated to the year to which it pertains.

8. Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Surplus as per Profit and Loss as on April 1, 2013.

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Annexure-VIII

Restated Standalone Statement of Tax Shelter

(Amount in INR Millions)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
A Profit Before Tax As Per Restated P&L	173.21	103.21	194.32	164.06	127.05
B Tax Rates (including surcharge and education cess)					
Normal Tax Rate	34.61%	34.61%	34.61%	33.99%	33.99%
Minimum Alternate Tax Rate	21.34%	21.34%	21.34%	20.96%	20.96%
C Tax thereon on at normal rate	59.95	35.72	67.25	55.76	43.18
D Permanent Differences					
Income Tax Expense			-0.03	0.02	
Profit on sale of asset					-0.01
Donation	0.06	0.13	1.28		1.08
Wealth Tax					0.01
Interest on statutory dues					0.08
Impact of section 37	1.71	5.56	0.08	4.59	
Amount disallowable under section 40A	0.65		0.50		
Ind AS - Notional loss on fair valuation of investments	-0.63	-0.51			
Ind AS - ECL Provision	1.67	1.58	0.38	-0.19	0.09
Trademark Exp disallowed now claimed					-0.01
Income Considered Separately	0.02		-1.65	-0.14	
Deductions under 35	-0.74	-0.75	-0.69		
Deduction under section 28 to 44DA		-1.35	-0.30		
Preliminary expense allowed					-0.20
Disallowance under Income Tax Act (net)	2.74	4.67	-0.44	4.28	1.04
Deductions allowed under Income Tax Act		-0.01	-0.58	-0.97	-0.51
Exempt Income	-0.62	-3.91	-1.18	1.04	-0.39
Total Permanent Difference(D)	2.12	0.75	-2.20	4.36	0.14
E Timing Difference					
Difference in Book depreciation and depreciation under Income tax Act	19.88	21.37	22.14	28.00	16.92
Other timing difference	-29.63	-57.01	-10.25	-44.74	-0.33
Gratuity Expense	0.30	0.07	0.36	-0.33	0.47
Bonus Provision	1.55				
Deduction under section 35AD	-19.88	-55.27		(43.86)	
Penalty					0.12
disallowed u/s 43B		0.74	1.07	1.46	
allowed u/s 43B	-2.23	-1.11	-1.46	-1.24	-0.90
Other disallowance	-9.36	-1.43	4.78	-0.76	(0)
Miscellaneous income			-15.00		
Total timing difference (E)	-9.74	-35.64	11.89	-16.74	16.59
F Net adjustments(D+E)	-7.62	-34.89	9.69	-12.38	16.74
G Tax Expenses/(savings) thereon (F*B) (using normal tax rate)	-2.64	-12.08	3.35	-4.21	5.69
H Current Tax on Profits & Gains of Business or Profession(C+G)	57.31	23.64	70.60	51.55	48.87
I Calculation of MAT					
Taxable Income (Book Profits) as per MAT	173.21	95.36	182.30	164.06	127.32
Tax Liability as per MAT	36.97	20.35	38.91	34.39	26.69
J Current Tax being higher of H and I	57.31	23.64	70.60	51.55	48.87
K Provision for current tax as per books of accounts	57.31	23.64	70.60	51.55	48.87

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure IX

Restated Standalone Statement of Accounting Ratios

(Amount in INR Millions)

Particulars	No.	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
1 Earning Per Share (EPS) - Basic and Diluted						
Restated Net Profit attributable to the shareholders for calculation of basic and diluted EPS (Amount in INR million)	A	122.99	75.37	130.52	112.22	84.43
Weighted average number of equity shares for calculating basic and diluted EPS	B	15,740,959	15,740,959	15,733,777	15,730,927	15,208,187
EPS (in Rupees) - Basic and Diluted	A/B	7.81	4.79	8.30	7.13	5.55
2 Return on Net Worth						
Restated Profit / (Loss) for the periods (Amount in INR million)	C	122.99	75.37	130.52	112.22	84.43
Net worth at the end of the years (Amount in INR million)	D	1,015.23	892.04	816.62	685.36	595.36
Return on Net Worth (%)	C/D*100	12.11	8.45	15.98	16.37	14.18
3 Net Asset Value Per Equity Share						
Net worth at the end of the periods (Amount in INR million)	E	1,015.23	892.04	816.62	685.36	595.36
Number of equity shares outstanding at the end of the year	F	15,740,959	15,740,959	15,740,959	15,730,927	15,730,927
Net Asset Value Per Equity Share (in Rupees)	E/F	64.50	56.67	51.88	43.57	37.85

Notes:

- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period / year adjusted by the number of equity shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus.
- Earnings per share calculations are in accordance with Indian Accounting Standard 33 - Earnings Per Share ('Ind AS 33'), notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. As per Ind AS 33, in case of bonus share, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.
- The figures disclosed above are based on the Restated Standalone Statements of Profit and Losses of the Company.
- The above statement should be read with the notes on adjustments to Restated Standalone Statement of Assets and Liabilities, Restated Standalone Statement of Profit and Loss and Restated Standalone Statement of Cash Flows as appearing in Annexure IV and Significant Accounting Policies as appearing in Annexure V.
- During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid.

Restated Standalone Statement of Capitalisation

(Amount in INR Millions)

Particulars	Pre-issue as at March 31, 2018	As Adjusted for issue
Debt:		(refer note ii below)
Long term borrowings	65.71	*
Current portion of secured long term borrowings, included in other current financial liabilities	21.73	*
Total (i)	87.44	
Short term borrowings	490.49	*
Total (ii)	490.49	
Total debt (A = i + ii)	577.93	
Shareholders funds:		
Equity Share Capital	157.41	*
Other Equity	857.82	*
Total shareholders funds (B)	1,015.23	
Total debt / shareholder fund (A/B)	0.57	*
Long Term debt / Shareholders Fund (i / B)	0.09	

Notes

- i) The above statement should be read with the Notes to the Restated Standalone Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.
- ii) The corresponding figures (As adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

Examination Report on Restated Consolidated Financial Information of Narmada Bio-chem Limited

To
**The Board of Directors,
Narmada Bio-chem Limited.**

Dear Sirs,

1) We, Surana Maloo & Co, Chartered Accountants (“we” or “us”) have examined the attached Restated Consolidated Financial Information of Narmada Bio-Chem Limited (the “Company”) (“CIN: U24219GJ2001PLC039235) and its subsidiary (collectively “the Group”), which comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income) and Restated Consolidated Statement of Changes in Equity for the years ended March 31, 2018, 2017, 2016, 2015 and 2014, the Restated Consolidated Statement of Cash Flows for the years ended March 31, 2018, 2017, 2016, 2015, and 2014 and the Summary of Significant Accounting Policies, read with annexures and notes thereto and other restated financial information for the respective years (collectively, the “Restated Consolidated Financial Information”), annexed to this report, for the purpose of inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (collectively referred to as ‘Offer Documents’) prepared by the Company in connection with its proposed initial public offer of Equity shares (‘IPO’). The Restated Consolidated Financial Information has been approved by the Board of Directors of the Company in their meeting held on September 15, 2018 and is prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the ‘Act’) read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (‘the Rules’); and
 - b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the ‘ICDR Regulations’), in pursuance of the provisions of Securities and Exchange Board of India Act, 1992 read with circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (‘SEBI Circular’).
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the ‘Guidance Note’).
- 2) The preparation of the Restated Consolidated Financial Information which is to be included in Offer Documents is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management’s responsibility includes, but not restricted to, designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for ensuring that the Company complies with the Act, the Rules, ICDR Regulations and Guidance Note.

Our responsibility is to examine the Restated Consolidated Financial Information and confirm whether such Restated Consolidated Financial Information complies with the requirements of the Act, the Rules, ICDR Regulations and the Guidance Note.

3) We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of our reference and engagement agreed with you in accordance with our engagement letter dated August 25, 2018 requesting us to carry out the assignment, in connection with the offer document being issued by the Company for its proposed IPO; and
- b) The Guidance Note;

- 4) The Restated Consolidated Financial Information of the Company have been compiled by the management from:
 - a) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2018 prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, ("Previous GAAP") which was approved by the Board of Directors at their meeting held on June 28, 2018 (collectively, "Audited Previous GAAP consolidated financial statements").
 - b) Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2017, 2016, 2015 and 2014, prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, ("Previous GAAP") which was approved by the Board of Directors at their meeting held on May 25, 2018, May 19, 2018, May 16, 2018 & May 11, 2018 respectively, (collectively, "Audited Special Purpose Previous GAAP consolidated financial statements").

The Restated Consolidated Financial Information contains the Ind AS consolidated financial statements as at and for the year ended March 31, 2018 and March 31, 2017 and Proforma Ind AS consolidated financial statements as at and for the years ended March 31, 2016, 2015 and 2014. These Ind AS consolidated financial statements and Proforma Ind AS consolidated financial statements have been prepared and presented by making Ind AS adjustments to the audited previous GAAP consolidated financial statements as at and for the years ended March 31, 2018 and Audited special purpose Previous GAAP consolidated financial statements as at and for the year ended March 31, 2016, 2015 and 2014 respectively to comply with the Indian Accounting Standards notified under section 133 of the Act read together with Companies (Indian Accounting Standards) Rules, 2015, as amended and SEBI Circular. Refer Annexure VI for Material Adjustments to the Restated Consolidated Financial Statements.

- 5) For the purpose of our examination, we have relied on Auditor's report issued by the predecessor statutory auditor, M/s R.S. Patel & Co., dated June 28, 2018 on the consolidated financial statements of the Group as at and for the year ended March 31, 2018 and Auditor's Report issued by the predecessor statutory auditor dated May 25, 2018, May 19, 2018, May 16, 2018 & May 11, 2018 on the special purpose consolidated financial statements as at and for the year ended March 31, 2018, 2017, 2016, 2015, and 2014, respectively, which express an unmodified opinion.
- 6) In accordance with the requirements of sub-clauses (i), (ii) and (iii) of clause (b) of sub-section (1) of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note and based on the above we report that:
 - a) The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure I to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regroupings / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Financial Statements in Annexure VI to this report.
 - b) The Restated Consolidated Statement of Profits and Losses (including other comprehensive income) of the Group for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure II to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Financial Statements in Annexure VI to this report.
 - c) The Restated Consolidated Statement of Changes in Equity of the Group for the year ending March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure III to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Financial Statements enclosed as Annexure VI to this report.

- d) The Restated Consolidated Statement of Cash Flows of the Group for the year ending March 31, 2018, 2017, 2016, 2015 and 2014 examined by us, as set out in Annexure IV to this report read with the significant accounting policies in Annexure V, are after making such adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the Notes to the Restated Consolidated Financial Statements enclosed as Annexure V to this report.

For the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 reliance has been placed on the consolidated financial statements and special purposed consolidated financial statements audited by predecessor statutory auditor. As a result of these adjustments, the amounts reported in the above-mentioned statements are not necessarily the same as those appearing in the financial statements of the Company for the relevant financial years;

- 7) Based on the above, and based on the reliance placed on the report of the auditors referred to in paragraph 5 and according to the information and explanations given to us, we are of the opinion that:
- a) Restated Consolidated Financial Information have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting years;
 - b) Restated Consolidated Financial Information have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;
 - c) Restated Consolidated Financial Information do not contain any exceptional items that need to be disclosed separately in the Restated Consolidated Financial Information;
 - d) There are no qualifications in the predecessor statutory auditor's report on the Consolidated Financial Statements of the Company as at and for the year ended March 31, 2018 and predecessor statutory auditor's report on the Special Purpose Consolidated Financial Statements as at and for the year ended March 31, 2017, 2016, 2015 and 2014 which requires any adjustments in the Restate Consolidated Financial Information.
 - e) Audit qualifications / observations included in the annexure to the Auditors' reports on the financial statements of the Company for the years ended March 31, 2018, 2017, 2016, 2015, and 2014, which do not require any corrective adjustment in the Restated Consolidated Financial Statements are mentioned as "Non-Adjusting Items" under Annexure VI.
- 8) We have not audited any Financial Statement of the Company as of any date or for any period subsequent to March 31, 2018. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to March 31, 2018.
- 9) We have also examined the following Restated Consolidated Financial Information proposed to be included in the Offer Documents, prepared by the management and approved by the Board of Directors of the Company and annexed to this report, as at or for the year ended March 31, 2018, 2017, 2016, 2015 and 2014.
- a) Restated Consolidated Statement of Property, Plant and Equipment and Capital Work in Progress included in Note 4 to Annexure V.
 - b) Restated Consolidated Statement of Other Intangible Assets and Intangible Assets Under Development included in Note 5 to Annexure V.
 - c) Restated Consolidated Statement of Investments, Loans and Other Financial Assets included in Note 6 to Annexure V.

- d) Restated Consolidated Statement of Inventories included in Note 7 to Annexure V.
- e) Restated Consolidated Statement of Trade Receivables included in Note 8 to Annexure V.
- f) Restated Consolidated Statement of Cash and Cash Equivalents included in Note 9 to Annexure V.
- g) Restated Consolidated Statement of Other Bank Balances included in Note 10 to Annexure V.
- h) Restated Consolidated Statement of Other Assets included in Note 11 to Annexure V.
- i) Restated Consolidated Statement of Income Tax included in Note 12 to Annexure V.
- j) Restated Consolidated Statement of Share Capital included in Note 13 to Annexure V.
- k) Restated Consolidated Statement of Other Equity included in Note 14 to Annexure V.
- l) Restated Consolidated Statement of Borrowings included in Note 15 to Annexure V.
- m) Restated Consolidated Statement of Other Financial Liabilities included in Note 16 to Annexure V.
- n) Restated Consolidated Statement of Trade Payables included in Note 17 to Annexure V.
- o) Restated Consolidated Statement of Other Current Liabilities included in Note 18 to Annexure V.
- p) Restated Consolidated Statement of Long term provisions and Short term provisions included in Note 19 to Annexure V.
- q) Restated Consolidated Statement of Current Tax Liabilities/Assets (Net) included in Note 20 to Annexure V.
- r) Restated Consolidated Statement of Revenue from Operations included in Note 21 to Annexure V.
- s) Restated Consolidated Statement of Other Income included in Note 22 to Annexure V.
- t) Restated Consolidated Statement of Cost of Material Consumed included in Note 23 to Annexure V.
- u) Restated Consolidated Statement of Purchase of Stock-in-Trade included in Note 24 to Annexure V.
- v) Restated Consolidated Statement of Changes of Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade included in Note 25 to Annexure V.
- w) Restated Consolidated Statement of Employee Benefit Expenses included in Note 26 to Annexure V.
- x) Restated Consolidated Statement of Finance Cost included in Note 27 to Annexure V.
- y) Restated Consolidated Statement of Depreciation and Amortisation included in Note 28 to Annexure V.
- z) Restated Consolidated Statement of Other Expenses included in Note 29 to Annexure V.
- aa) Restated Consolidated Statement of Research and Development costs included in Note 30 to Annexure V.
- bb) Restated Consolidated Statement of Earnings per Share included in Note 31 to Annexure V.
- cc) Restated Consolidated Statement of Employee Benefit Obligations included in Note 32 to Annexure V.
- dd) Restated Consolidated Statement of Commitments and Contingent Liabilities included in Note 33 to Annexure V.
- ee) Interest in Other Entities included in Note 34 to Annexure V.
- ff) Restated Consolidated Statement of Related Party Transactions included in Note 35 to Annexure V.
- gg) Restated Consolidated Statement of Segment Reporting included in Note 36 to Annexure V.
- hh) Restated Consolidated Statement of Fair Value Measurement included in Note 37 to Annexure V.
- ii) Restated Consolidated Statement of Financial Risk Management included in Note 38 to Annexure V.
- jj) Restated Consolidated Statement of Capital Management included in Note 39 to Annexure V.
- kk) Restated Consolidated Statement of Assets Given as Collateral Security against Borrowings included in Note 40 to Annexure V.
- ll) Restated Consolidated Statement of Details of Dues to Micro and Small Enterprises as Defined Under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) included in Note 41 to Annexure V.
- mm) Disclosure on Specified Bank Notes included in Note 42 to Annexure V.
- nn) Standards issued but not yet effective included in Note 43 to Annexure V.
- oo) Statement of Restatement Adjustments as set out in Annexure VI.
- pp) Statement of Equity Reconciliation to the Restated Standalone Financial Statement as set out in Annexure VII.
- qq) Restated Consolidated Statement of Accounting Ratios as set out in Annexure VIII.
- rr) Restated Consolidated Statement of Capitalisation as set out in Annexure IX.

- 10) According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Statements and the above Restated Consolidated Financial Information contained in Annexures V to X accompanying this report, read with Notes to the Restated Consolidated Statements of Assets and Liabilities, Statement of Profits and Losses, Statement of Changes in Equity and Statement of Cash Flows are prepared after making adjustments and regroupings / reclassifications as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note.
- 11) This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 13) Our report is intended solely for use of the management for inclusion in the Issue Documents to be filed with SEBI, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Gujarat in connection with the proposed IPO of the Company. Our report should not to be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Surana Maloo & Co.

Chartered Accountants

Firm Registration No.: 112171W

Per, S. D. Patel

Partner

Membership No.: 037671

Place: Ahmedabad

Date: September 15, 2018

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - I
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in INR Million)

Particulars	Notes	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
ASSETS						
Non-Current Assets						
(a) Property, Plant and Equipment	4	480.81	432.48	410.53	428.51	428.09
(b) Other Intangible Assets	5	3.48	0.58	0.69	0.06	0.03
(c) Intangible Assets Under Development	5	-	2.45	-	-	-
(d) Capital Work-in-Progress	4	-	3.25	7.97	0.26	10.17
(e) Financial Assets						
(i) Investments	6	9.15	8.52	0.01	15.00	0.01
(ii) Other Financial Assets	6	16.81	19.50	18.74	6.86	3.32
(f) Other Non-Current Assets	11	44.86	32.22	44.13	33.29	31.58
Total Non-current Assets		555.11	499.00	482.07	483.98	473.20
Current assets						
(a) Inventories	7	579.83	515.48	526.18	314.28	339.75
(b) Financial Assets						
(i) Trade Receivables	8	584.89	671.69	471.99	303.49	184.51
(ii) Cash and Cash Equivalents	9	2.26	1.40	55.36	2.93	2.41
(iii) Bank Balances Other than (ii) above	10	7.65	5.29	36.67	18.72	6.80
(iv) Loans	6	2.73	3.45	2.51	1.88	1.75
(v) Other Financial Assets	6	193.59	252.33	240.65	195.54	148.78
(c) Other Current Assets	11	18.67	11.78	11.29	6.18	8.13
(d) Current Tax Assets (Net)	20	-	0.30	-	-	-
Total Current assets		1,389.62	1,461.72	1,344.65	843.02	692.14
Total Assets		1,944.73	1,960.72	1,826.72	1,327.00	1,165.34
EQUITY AND LIABILITIES						
Equity						
(a) Equity Share capital	13	157.41	157.41	157.41	157.32	157.31
(b) Other Equity	14	857.81	734.62	659.19	528.05	438.05
Equity attributable to equity holders of the parent		1,015.22	892.03	816.60	685.37	595.36
Non Controlling Interest		1.11	1.24	0.81	0.68	0.29
Total Equity		1,016.33	893.27	817.41	686.05	595.64
Liabilities						
Non Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	15	65.70	4.52	5.49	13.91	47.88
(b) Non Current Provisions	19	3.17	3.02	2.35	1.90	1.03
(c) Deferred Tax liabilities (Net)	12	33.72	40.42	36.21	42.88	42.47
Total Non-current liabilities		102.59	47.96	44.05	58.69	91.38
Current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	15	490.49	524.81	333.80	254.13	225.61
(ii) Trade Payables	17					
Micro, Small and Medium Enterprises		-	-	-	-	-
Others		149.95	403.10	504.75	197.15	140.48
(iii) Other Financial Liabilities	16	124.76	80.59	76.30	94.64	91.80
(b) Other Current Liabilities	18	4.60	7.99	11.57	12.98	14.20
(c) Short Term Provisions	19	2.82	3.00	1.17	2.62	2.23
(d) Current Tax Liabilities (Net)	20	53.18	-	37.67	20.75	3.99
Total Current liabilities		825.81	1,019.49	965.26	582.27	478.31
Total Liabilities		928.39	1,067.45	1,009.31	640.96	569.69
Total Equity and Liabilities		1,944.73	1,960.72	1,826.72	1,327.00	1,165.34

The above statement should be read with the notes to the Restated Consolidated Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Special Purpose Consolidated Financial Statements appearing in Annexure VI.

As per our examination report of even date attached
For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors
NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra

Company Secretary

Ashish Somani

Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

Place : Ahmedabad

Date : 15/09/2018

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - II
RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in INR Million)

Particulars	Notes	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
REVENUE						
Revenue from operations (net)	21	1,715.66	1,760.96	2,344.07	1,774.54	1,521.46
Other income	22	16.45	15.47	25.80	8.33	3.69
Total Income		1,732.11	1,776.43	2,369.87	1,782.87	1,525.15
EXPENSES						
Cost of materials consumed	23	750.36	672.75	857.51	702.43	546.04
Purchases of stock-in-trade	24	260.19	581.56	843.87	441.48	467.62
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	25	25.63	(38.00)	31.04	(29.81)	(96.93)
Excise duty		1.06	7.72	8.07	10.90	12.57
Employee benefits expense	26	74.11	64.56	61.91	56.59	42.92
Finance costs	27	61.31	63.99	71.18	42.86	49.10
Depreciation and amortization expense	28	39.38	38.31	40.35	45.16	35.07
Other expenses	29	344.19	281.81	261.49	349.16	341.68
Total Expenses		1,556.23	1,672.71	2,175.42	1,618.78	1,398.07
Profit before exceptional items and tax		175.88	103.73	194.45	164.09	127.08
Exceptional Items		-	-	-	-	-
Profit before tax		175.88	103.73	194.45	164.09	127.08
Tax expense:						
Current tax	20	59.62	23.73	70.60	51.46	48.87
Adjustment of tax relating to earlier periods		0.00	-	-	-	-
Deferred tax	12	(6.80)	4.19	(6.80)	0.53	(6.26)
		52.82	27.92	63.80	51.99	42.61
Profit/(Loss) After Tax		123.06	75.80	130.65	112.10	84.47
OTHER COMPREHENSIVE INCOME						
Items that will not be reclassified subsequently to profit or loss						
Remeasurement of gains (losses) on defined benefit plans		0.30	0.07	0.36	(0.33)	0.19
Income tax related to above items		(0.10)	(0.03)	(0.12)	0.11	(0.07)
Other comprehensive income (Net of taxes)		0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income for the Year		123.26	75.86	130.89	111.88	84.59
Profit for the year attributable to:						
Equity holders of the parent		122.99	75.37	130.52	112.22	84.42
Non-controlling interests		0.07	0.43	0.13	(0.12)	0.04
Other comprehensive income for the year attributable to:						
Equity holders of the parent		0.20	0.04	0.24	(0.22)	0.12
Non-controlling interests		-	-	-	-	-
Total comprehensive income for the year attributable to:						
Equity holders of the parent		123.19	75.41	130.75	112.00	84.55
Non-controlling interests		0.07	0.43	0.13	(0.12)	0.04
Earnings per share for profit attributable to equity shareholders	31					
Basic EPS		7.81	4.79	8.30	7.13	5.55
Diluted EPS		7.81	4.79	8.30	7.13	5.55

The above statement should be read with the notes to the Restated Consolidated Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Special Purpose Consolidated Financial Statements appearing in Annexure VI.

As per our examination report of even date attached

For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel

Partner

Membership No.: 037671

Dinesh D. Patel

Director

(DIN: 01342571)

Bhavna D. Patel

Director

(DIN: 03022052)

Archita R. Kabra
Company Secretary

Ashish Somani
Chief Financial Officer

Place : Ahmedabad

Date : 15/09/2018

Place : Ahmedabad

Date : 15/09/2018

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Annexure - III

RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

A Equity Share Capital

(Amount in INR Million)

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
Equity shares of INR 1 each issued, subscribed and fully paid			
March 31, 2014 (Proforma Ind AS)			
Numbers	105,309,168	52,000,000	157,309,168
Amount	105.31	52.00	157.31
March 31, 2015 (Proforma Ind AS)			
Numbers	157,309,168	-	157,309,168
Amount	157.31	-	157.31
March 31, 2016 (Proforma Ind AS)			
Numbers	157,309,168	(157,309,168)	-
Amount	157.31	(157.31)	-
Equity shares of INR 10 each issued, subscribed and fully paid			
March 31, 2016 (Proforma Ind AS)			
Numbers	-	15740949*	15,740,959
Amount	-	157.41	157.41
March 31, 2017 (Ind AS)			
Numbers	15,740,959	-	15,740,959
Amount	157.41	-	157.41
March 31, 2018 (Ind AS)			
Numbers	15,740,959	-	15,740,959
Amount	157.41	-	157.41

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid and consequently the authorised number of equity shares has been reduced from 200,000,000 equity shares of INR 1 each fully paid to 20,000,000 equity shares of INR 10 each fully paid. Further the company has issued 1,00,322 number of equity share of Rs Ten each fully paid.

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - III
RESTATED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

B	Particulars	Reserves and Surplus		(Amount in INR Million)		
		Share Application money pending	Securities Premium Reserve	Retained Earnings	Total other equity attributable to parent	Non Controlling Interest
	As at April 1, 2013 (Proforma Ind AS)	51.00	20.40	207.10	278.50	0.25
	Profit for the year	-	-	84.42	84.42	0.04
	Other comprehensive income	-	-	0.12	0.12	-
	Total comprehensive income for the year	51.00	20.40	291.65	363.05	0.29
	Issue of equity shares	(51.00)	104.00	-	53.00	-
	Share application money received	22.00	-	-	22.00	-
	Prior period taxes adjusted	-	-	-	-	-
	As at March 31, 2014 (Proforma Ind AS)	22.00	124.40	291.65	438.05	0.29
	Profit for the year	-	-	112.22	112.22	(0.12)
	Other comprehensive income	-	-	(0.22)	(0.22)	-
	Total comprehensive income for the year	22.00	124.40	403.64	550.05	0.18
	Refund of share application money	(22.00)	-	-	(22.00)	-
	Amount contributed	-	-	-	-	0.50
	Prior period taxes adjusted	-	-	-	-	-
	As at March 31, 2015 (Proforma Ind AS)	-	124.40	403.64	528.04	0.68
	Profit for the year	-	-	130.52	130.52	0.13
	Other comprehensive income	-	-	0.24	0.24	-
	Total comprehensive income for the year	-	124.40	534.39	658.79	0.81
	Issue of equity shares	-	0.40	-	0.40	-
	As at March 31, 2016 (Proforma Ind AS)	-	124.80	534.39	659.19	0.81
	Profit for the year	-	-	75.37	75.37	0.43
	Other comprehensive income	-	-	0.04	0.04	-
	Total comprehensive income for the year	-	124.80	609.80	734.60	1.24
	As at March 31, 2017 (Ind AS)	-	124.80	609.80	734.59	1.24
	Profit for the year	-	-	122.99	122.99	0.07
	Other comprehensive income	-	-	0.20	0.20	-
	Total comprehensive income for the year	-	124.80	732.98	857.78	1.31
	Amount withdrawn	-	-	-	-	(0.20)
	As at March 31, 2018 (Ind AS)	-	124.80	732.98	857.78	1.11

The above statement should be read with the notes to the Restated Consolidated Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Special Purpose Consolidated Financial Statements appearing in Annexure VI.

As per our examination report of even date attached

For Surana Maloo & Co.

Chartered Accountants

Firm Registration Number: 112171W

For and on behalf of Board of Directors

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Per, S. D. Patel
Partner
Membership No.: 037671

Dinesh D. Patel
Director
(DIN: 01342571)

Bhavna D. Patel
Director
(DIN: 03022052)

Archita R. Kabra
Company Secretary

Ashish Somani
Chief Financial Officer

Place : Ahmedabad
Date : 15/09/2018

Place : Ahmedabad
Date : 15/09/2018

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - IV
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Amount in INR Million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
CASH FLOWS FROM OPERATING ACTIVITIES:					
Profit before income tax	175.88	103.73	194.45	164.09	127.08
Adjustments for:					
Depreciation and amortisation expense	39.38	38.31	40.35	45.16	35.07
Loss / (Gain) on disposal of property, plant and equipment	0.02	0.15	(0.32)	(0.13)	-
Gain on sale of investments	-	-	(0.15)	-	-
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Interest income classified as investing cash flows	(1.52)	(3.78)	(4.79)	(3.01)	(3.12)
Finance costs	60.92	58.61	68.04	41.51	47.11
Fair value gain on financial instruments	(0.63)	(0.51)	-	-	-
Net foreign exchange differences	(1.38)	0.78	9.17	3.39	8.96
Change in operating assets and liabilities:					
(Increase)/Decrease in trade receivables	85.13	(201.29)	(168.88)	(118.79)	97.14
(Increase)/Decrease in inventories	(64.35)	10.70	(211.91)	25.48	(101.10)
Increase/(decrease) in trade payables	(251.78)	(102.46)	298.47	53.29	(170.11)
(Increase)/decrease in financial and other assets	52.43	19.97	(82.73)	(62.22)	(26.57)
Increase/(decrease) in financial and other liabilities	2.90	(3.65)	8.89	4.04	10.16
Cash generated from operations	98.66	(77.85)	150.98	152.63	24.71
Less: Income taxes paid	(6.51)	(62.66)	(53.59)	(34.59)	(48.59)
Net cash inflow from operating activities	92.15	(140.51)	97.39	118.04	(23.88)
CASH FLOWS FROM INVESTING ACTIVITIES:					
Payments for property, plant and equipment	(79.25)	(38.74)	(42.49)	(36.97)	(39.12)
Payments for intangible assets	(0.54)	(2.46)	(0.68)	(0.04)	(0.02)
Payments for purchase of investments	(0.00)	(7.99)	(0.00)	(15.00)	-
Proceeds from sale of investments	-	-	15.15	-	-
Proceeds from sale of property, plant and equipment	0.11	0.08	2.64	0.37	-
Interest received	1.70	4.13	4.26	2.99	2.71
Net cash outflow from investing activities	(77.98)	(44.98)	(21.14)	(48.65)	(36.43)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Proceeds from issues of shares	-	-	0.50	-	105.00
Share Application money received / (refunded)	-	-	-	(22.00)	22.00
Proceeds from borrowings	86.75	-	5.00	-	2.20
Repayment of borrowings	(4.82)	(0.87)	(40.97)	(33.88)	(322.70)
Net change in current borrowings	(34.32)	191.01	79.67	28.52	225.61
Interest paid	(60.92)	(58.61)	(68.04)	(41.51)	(47.11)
Net cash inflow (outflow) from financing activities	(13.31)	131.53	(23.84)	(68.87)	(15.00)
Net increase (decrease) in cash and cash equivalents	0.86	(53.96)	52.44	0.52	(75.31)
Cash and Cash Equivalents at the beginning of the financial year	1.40	55.36	2.93	2.41	77.72
Cash and Cash Equivalents at end of the year	2.26	1.40	55.36	2.93	2.41
Reconciliation of cash and cash equivalents as per the cash flow statement:					
Cash and cash equivalents as per above comprise of the following:					
Balances with banks in current accounts	0.16	0.19	50.71	0.27	0.13
Cash On Hand	2.10	1.21	4.65	2.66	2.28
Balances per statement of cash flows	2.26	1.40	55.36	2.93	2.41

Note:

- The above Restated Consolidated Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on 'Statement of Cash Flows'.
- The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

The above statement should be read with the notes to the Restated Consolidated Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Special Purpose Consolidated Financial Statements appearing in Annexure VI.

As per our examination report of even date attached

For Surana Maloo & Co.
Chartered Accountants
Firm Registration Number: 112171W

For and on behalf of Board of Directors
NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235

Per, S. D. Patel
Partner
Membership No.: 037671

Dinesh D. Patel
Director
(DIN: 01342571)

Bhavna D. Patel
Director
(DIN: 03022052)

Archita R. Kabra
Company Secretary

Ashish Somani
Chief Financial Officer

Place : Ahmedabad
Date : 15/09/2018

Place : Ahmedabad
Date : 15/09/2018

NARMADA BIO-CHEM LIMITED
CIN - U24219GJ2001PLC039235
Annexure - V
NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

1 Corporate Information

These statements comprise the Restated Consolidated Financial Information of Narmada Bio-Chem Limited (the Holding Company) and its subsidiary (collectively, the 'Group' or the 'Company'). The Holding Company is a public limited company domiciled in India and is incorporated on February 7, 2001 under the provisions of the Companies Act applicable in India. The registered office of the Holding Company is located at Narmada house, Plot no 252, TP no 50, near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat, India - 380054.

The Company is principally engaged in production of fertilizers and chemicals.

These Restated Consolidated Financial Information is approved by the board of directors for the purpose of inclusion in Draft Red Herring Prospectus on September 15, 2018.

2 Significant Accounting Policies

2.1 Basis of preparation and presentation

The Restated Consolidated Statement of Assets and Liabilities of Narmada Bio-Chem Limited as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, 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 each of the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Restated Other Consolidated Financial Information (together referred as 'Restated Consolidated Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2016 and other relevant provisions of the Act, to the extent applicable. The Restated Consolidated Financial Information have been compiled by the Group from:

Audited consolidated financial statements of the Group as at and for the year ended March 31, 2018 prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, ("Previous GAAP") which was approved by the Board of Directors at their meeting held on June 28, 2018 (collectively, "Audited Previous GAAP consolidated financial statements") and Audited special purpose consolidated financial statements of the Group as at and for the year ended March 31, 2017, 2016, 2015 and 2014, prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, ("Previous GAAP") which was approved by the Board of Directors at their meeting held on May 25, 2018, May 19, 2018, May 16, 2018 & May 11, 2018 respectively, (collectively, "Audited Special Purpose Previous GAAP consolidated financial statements").

The Group has elected to present all five years as per Ind AS/Proforma Ind AS. The restated financial information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. "Proforma Ind AS financial information") in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and Guidance note on reports in company prospectuses issued by ICAI. For the purpose of Ind AS financial information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information for the year ended March 31, 2016, 2015 and 2014, the Group has followed the accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as approved by Board of Directors pursuant to application of Indian Accounting Standards dated September 15, 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the Ind AS Financial Information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information as of and for the years ended March 31, 2016, 2015, and 2014 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that adopted by Board of Directors as on September 15, 2018.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

i. Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii. Estimates

The estimates used for the previous years presented are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

The estimates used by the Group to present these amounts in accordance with Ind AS reflect conditions at the respective dates of the financial statements.

iii. Classification and measurement of financial assets and financial liabilities

Ind AS 101 requires an entity to assess classification of financial assets and financial liabilities on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets and financial liabilities accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets and financial liabilities based on facts and circumstances that exist on the date of transition. Measurement of the financial assets and financial liabilities accounted at amortised cost has been done retrospectively except where the same is impracticable.

For all period up to and including the year ended March 31, 2018, the Company prepared its Special Purpose Consolidated financial information in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). Restated Consolidated Financial Statements for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 are the first financial statements of the company prepared in accordance with Indian Accounting Standards with the date of transition to Ind AS being April 1, 2017. Ind AS 101 requires an entity to disclose the impact of transition to Ind AS on and reconcile its financial position, total comprehensive income and cash flows. Refer Annexure VI on Material Adjustments to Restated Consolidated Financial Statements and Annexure VII on Statement of Equity Reconciliation to Restated Financial Statements for the reconciliations from previous GAAP to Ind AS.

The Audited Special Purpose Consolidated financial prepared from :

- i) Audited Standalone Financial Statements (Previous GAAP)
- ii) Audited Financials (Information) of Partnership Firm considered as subsidiary.

The Restated Consolidated Financial Information has been prepared by the management in connection with the proposed listing of equity shares of the Company by way of fresh issue and offer for sale, to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies and the concerned Stock Exchange in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Act;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI regulations"); and
- c) Guidance Note on reports in Company Prospectuses (revised 2016) issued by the Institute of Chartered Accountants of India.

NARMADA BIO-CHEM LIMITED**CIN - U24219GJ2001PLC039235****Annexure - V****NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION**

These Restated Consolidated Financial Information have been compiled by the Group from the Audited Special Purpose Consolidated Financial Statements and:

- there were no changes in accounting policies under Previous GAAP during the years of these financial statements,
- material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Consolidated financial statements of the Company as at and for the year ended March 31, 2018 prepared under Ind AS and the requirements of the SEBI Regulations, and the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

Basis of measurement

The Restated Consolidated Financial Information has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financial instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Summary of Significant Accounting Policies**(a) Principles of consolidation and equity accounting****Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-Group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The audited financial information of below mentioned subsidiary by the company for years mentioned there against:

Subsidiary	% of Holding	Period Covered
National Fertilizers Industries	90%	As at and for the year ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014.

Audited Financials (Information) of Partnership Firm considered as subsidiary.

(b) Foreign currency translation**(i) Functional and presentation currency**

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency. "Rs. 0.00" contain the amount below the rounding off policy of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

(c) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land and Leasehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Annexure - V

NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in-progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis using the useful lives prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of an item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The Depreciation provided in case of Partnership Firm (considered as Subsidiary) is at the rates specified in the Income Tax Act, 1961.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(d) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of trade marks are amortized on a straight line basis over the useful life of ten years and softwares are amortized on a straight line basis over the useful life of five years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

The Amortisation provided in case of Partnership Firm is at the rates specified in the Income Tax Act, 1961.

(e) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalised. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalised comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

(f) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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.

(g) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

NARMADA BIO-CHEM LIMITED

CIN - U24219GJ2001PLC039235

Annexure - V

NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(h) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(i) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) Minimum alternate Tax

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

(j) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials (Including packing materials): cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on FIFO.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

(k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising revenue from major business activities

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

(iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(l) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at expected payments to be made in respect of services provided by employees.

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NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(ii) Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans viz gratuity,
- (b) defined contribution plans viz provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Compensated Absences

As per the policy of the Company, no leave balances are allowed to be carried forward. All leave accumulated are encashed after the financial year end.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

(m) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Land leases for long term (say, 99 years) are classified as finance leases and not depreciated.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(o) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

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(p) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(q) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(s) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

(t) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

(u) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(v) Government Grants

Government grants in the form of subsidy and equated freight on fertilizers are recognized when there is reasonable assurance that the Company will comply with the conditions relating to them and that the subsidy will be received.

Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss in the period in which they become receivable.

(w) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(x) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

3 Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

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NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

(i) Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

(ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

(iii) Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(iv) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

(v) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(vi) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under policies above.

(vii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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4. RESTATED CONSOLIDATED STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND CAPITAL WORK IN PROGRESS

(Amount in INR Million)

Particulars	Lease hold - Land	Free Hold - Land	Office Building	Factory Buildings	Plant and Equipments	Office Equipments	Electrical Installations	Computers and Printers	Furniture and Fixtures	Vehicles	Total	Capital Work in Progress
GROSS CARRYING VALUE												
As at April 1, 2013 (Deemed Cost)	137.89	23.00	0.72	168.24	73.16	1.79	18.32	0.57	1.86	8.85	434.40	2.31
Additions	2.56	-	3.78	12.98	2.72	0.41	0.35	0.14	0.09	5.72	28.75	7.86
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2014	140.45	23.00	4.50	181.22	75.88	2.20	18.67	0.71	1.95	14.57	463.17	10.17
Additions	3.27	-	-	23.18	14.26	0.20	-	0.36	1.97	2.58	45.81	23.30
Disposals	-	-	-	-	-	-	-	-	-	(0.56)	(0.56)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(33.21)
As at March 31, 2015	143.72	23.00	4.50	204.40	90.14	2.40	18.67	1.07	3.92	16.59	508.41	0.26
Additions	-	-	-	6.98	1.10	2.85	0.94	0.16	4.97	7.63	24.62	10.60
Disposals	-	-	-	-	-	-	-	-	-	(4.93)	(4.93)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(2.89)
As at March 31, 2016	143.72	23.00	4.50	211.38	91.24	5.25	19.61	1.23	8.89	19.29	528.11	7.97
Additions	-	16.70	-	15.99	21.87	0.39	-	0.28	-	5.14	60.37	31.83
Disposals	-	-	-	-	-	-	-	-	-	(0.23)	(0.23)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(36.55)
As at March 31, 2017	143.72	39.70	4.50	227.37	113.11	5.64	19.61	1.51	8.89	24.20	588.25	3.25
Additions	1.03	-	44.93	15.90	13.57	0.37	4.67	0.19	2.81	4.29	87.75	75.24
Disposals	-	-	-	-	-	-	-	-	-	(0.73)	(0.73)	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	(78.49)
As at March 31, 2018	144.75	39.70	49.43	243.27	126.68	6.01	24.28	1.70	11.70	27.76	675.28	-
ACCUMULATED DEPRECIATION												
As at April 1, 2013	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	-	0.18	17.84	10.30	0.29	2.59	0.28	0.35	3.23	35.06	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2014	-	-	0.18	17.84	10.30	0.29	2.59	0.28	0.35	3.23	35.06	-
Depreciation for the year	-	-	0.21	17.25	16.11	1.58	5.38	0.40	0.44	3.78	45.15	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-	(0.32)	(0.32)	-
As at March 31, 2015	-	-	0.39	35.09	26.41	1.87	7.97	0.68	0.79	6.70	79.89	-
Depreciation for the year	-	-	0.20	16.76	13.44	0.79	3.66	0.28	1.38	3.79	40.30	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-	(2.61)	(2.61)	-
As at March 31, 2016	-	-	0.59	51.85	39.85	2.66	11.63	0.96	2.17	7.87	117.58	-
Depreciation for the year	-	-	0.19	16.16	12.25	1.24	2.58	0.23	1.69	3.85	38.19	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2017	-	-	0.78	68.01	52.10	3.90	14.21	1.19	3.86	11.72	155.77	-
Depreciation for the year	-	-	2.37	15.39	11.74	0.82	2.86	0.19	1.43	4.49	39.29	-
Deductions/Adjustments during the year	-	-	-	-	-	-	-	-	-	(0.59)	(0.59)	-
As at March 31, 2018	-	-	3.15	83.40	63.84	4.72	17.07	1.38	5.29	15.62	194.47	-
Net Carrying value as at March 31, 2018	144.75	39.70	46.28	159.87	62.84	1.29	7.21	0.32	6.41	12.14	480.81	-
Net Carrying value as at March 31, 2017	143.72	39.70	3.72	159.36	61.01	1.74	5.40	0.32	5.03	12.48	432.48	3.25
Net Carrying value as at March 31, 2016	143.72	23.00	3.91	159.53	51.39	2.59	7.98	0.27	6.72	11.42	410.53	7.97
Net Carrying value as at March 31, 2015	143.72	23.00	4.11	169.31	63.73	0.53	10.70	0.39	3.13	9.89	428.51	0.26
Net Carrying value as at March 31, 2014	140.45	23.00	4.32	163.38	65.58	1.91	16.08	0.43	1.60	11.34	428.09	10.17

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Notes:

i. Property, Plant and Equipment given as collateral security against borrowings by the company

Refer to Note 41 for information on property, plant and equipment given as collateral security against borrowings by the company

ii. Review of estimated useful lives of property, plant and equipment

The Company has reviewed and revised the estimated economic useful lives of its property, plant and equipment in accordance with the useful lives specified in Schedule II of the Companies Act, 2013 in accordance with internal evaluation which is more representative of the useful lives of its property, plant and equipment during the year March 31, 2015.

iii. Borrowing Cost Capitalised

During the year, the Company has completed construction of Office Building (Narmada Bio-Chem Corporate House). The amount of borrowing cost capitalised during the year ended March 31, 2018 was INR 3.13 Million (March 31, 2017: NIL). The rate used to determine the amount of borrowing costs eligible for capitalisation was 9.15%, which is the effective interest rate of the borrowing.

iv. Assets under Construction

Capital work in progress during the previous years comprises new office building and manufacturing unit being constructed in India

v. Contractual Obligations

Refer to Note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Leasehold Land

The company has received allotment of leasehold land (viz. Long Term i.e. 99 years) of Rs. 14,47,43,393/- from GIDC , Dahej vide letter no. GIDC/RM/ANK/409 dated January 11, 2012. The Company is in physical possession of Land but Documentation procedure with respect to possession is pending. Further Amount of Rs. 4,28,11,913/- is payable to GIDC-Dahej and reflected as payable for capital goods.

5. RESTATED CONSOLIDATED STATEMENT OF OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSET UNDER DEVELOPMENT

(Amount in INR Million)				
Particulars	Brands or Trade Marks	Computer Software	Total	Intangible Assets under Development
GROSS CARRYING VALUE				
As at April 1, 2013 (Deemed Cost)	0.02	0.02	0.04	-
Additions	0.00	-	0.00	-
As at March 31, 2014	0.02	0.02	0.04	-
Additions	0.00	0.04	0.04	-
As at March 31, 2015	0.02	0.06	0.08	-
Additions	0.01	0.67	0.68	-
As at March 31, 2016	0.03	0.73	0.76	-
Additions	0.01	-	0.01	2.45
As at March 31, 2017	0.03	0.73	0.77	2.45
Additions	-	2.99	2.99	0.54
Other Adjustments	-	-	-	(2.99)
As at March 31, 2018	0.03	3.72	3.76	-
ACCUMULATED AMORTISATION				
As at April 1, 2013	-	-	-	-
Amortisation for the year	0.00	0.01	0.01	-
As at March 31, 2014	0.00	0.01	0.01	-
Amortisation for the year	0.00	0.01	0.01	-
As at March 31, 2015	0.00	0.01	0.02	-
Amortisation for the year	0.00	0.05	0.05	-
As at March 31, 2016	0.01	0.06	0.07	-
Amortisation for the year	0.00	0.11	0.11	-
As at March 31, 2017	0.01	0.17	0.18	-
Amortisation for the year	0.00	0.09	0.09	-
As at March 31, 2018	0.01	0.27	0.28	-
Net Carrying value as at March 31, 2018	0.02	3.46	3.48	-
Net Carrying value as at March 31, 2017	0.02	0.55	0.58	2.45
Net Carrying value as at March 31, 2016	0.02	0.67	0.69	-
Net Carrying value as at March 31, 2015	0.02	0.05	0.06	-
Net Carrying value as at March 31, 2014	0.02	0.01	0.03	-

Deemed Cost exemption

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment and intangible asset recognised as at April 1, 2017 measured as per the previous Indian GAAP and use that carrying value as the deemed cost of the assets. The Company has followed the same accounting policy choice as initially adopted on transition date i.e. April 1, 2017 while preparing Proforma Restated Consolidated schedule for the years ended March 31, 2016, March 31, 2015 and March 31, 2014.

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6. RESTATED CONSOLIDATED STATEMENT OF INVESTMENTS, LOANS AND OTHER FINANCIAL ASSETS

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(A) INVESTMENTS					
Non Current					
(1) Investments designated at fair value through Other Comprehensive Income					
Investments in Equity Instruments					
Unquoted					
100 equity shares of face value INR 25 each of Shamrao Vithal Co Operative Bank Limited (March 31, 2017 : 100 Shares) (March 31, 2016 : 100 Shares) (March 31, 2015 : NIL Shares) (March 31, 2014 : NIL Shares)	0.003	0.003	0.003	-	-
5 equity shares of face value INR 100 each of Gujarat State Granulated Fertilizer Association	0.001	0.001	0.001	0.001	0.001
	0.004	0.004	0.004	0.001	0.001
(2) Investments carried at fair value through Profit and Loss					
(i) Investments in Mutual Funds					
Quoted					
317,953.650 units SBI Corporate Bond Fund (March 31, 2017 : 317,953.650 units) (March 31, 2016 : NIL units) (March 31, 2015 : NIL units) (March 31, 2014 : NIL units)	9.14	8.51	-	-	-
(ii) Investments in Equity Instruments					
Unquoted					
NIL equity shares of face value INR 10 each of Adeshwar Distributors Private Limited (March 31, 2017 : NIL Shares) (March 31, 2016 : NIL Shares) (March 31, 2015 : 300,000 Shares) (March 31, 2014 : NIL Shares)	-	-	-	15.00	-
	9.14	8.51	-	15.00	-
Total	9.15	8.52	0.01	15.00	0.01

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Aggregate amount of quoted investments	9.14	8.51	-	-	-
Market value of quoted investments	9.14	8.51	-	-	-
Aggregate amount of unquoted investments	0.003	0.003	0.003	15.00	0.006
Aggregate amount of impairment in the value of investments	-	-	-	-	-
Investments carried at fair value through other comprehensive income	0.004	0.004	0.004	0.001	0.001
Investments carried at fair value through profit and loss	9.14	8.51	-	15.00	-

Note: SBI Corporate Bond (Mutual Fund) has been purchased as part of sanction term of Work Capital facility and the same has been lien marked to State Bank of India.

In case of investments in equity shares designated at fair value through other comprehensive income, which are immaterial to the company and where fair value is not readily available from the market observable inputs are valued at Cost.

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(B) LOANS					
Current					
<i>Unsecured, considered good unless otherwise stated</i>					
Loans to Employees	2.73	3.45	2.51	1.88	1.75
Total	2.73	3.45	2.51	1.88	1.75
(C) OTHER FINANCIAL ASSETS					
Non Current					
Financial assets carried at amortised cost					
Bank Deposits with more than 12 months maturity (including interest accrued as at reporting date) lien marked with banks*	16.81	19.50	18.74	6.86	3.32
Total	16.81	19.50	18.74	6.86	3.32
Current					
Financial assets carried at amortised cost					
Subsidy receivable	193.16	251.71	239.69	195.11	148.36
Interest accrued but not due	0.43	0.61	0.96	0.43	0.42
Total	193.59	252.33	240.65	195.54	148.78

*Deposits are lien marked for bank guarantee with State bank of India and S.V.C bank limited. Also deposits are lien marked for security against working capital facility from State bank of India.

7. RESTATED CONSOLIDATED STATEMENT OF INVENTORIES

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Valued at lower of Cost and Net Realisable value)					
Raw materials	386.43	292.68	355.78	118.98	179.61
Work-in-process	13.64	15.64	7.40	3.09	4.49
Finished goods	153.83	177.45	147.70	183.04	151.83
Packing materials	25.93	29.71	15.30	9.17	3.82
Total	579.83	515.48	526.18	314.28	339.75

Note:

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Out of above, inventories attached by Excise Department	-	-	-	28.19	17.84
Out of above, inventories lying at port	0.54	2.57	-	-	-

8. RESTATED CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Trade Receivables from customers	584.89	671.69	471.99	303.49	184.51
	584.89	671.69	471.99	303.49	184.51
Breakup of Security details					
Secured, considered good	-	-	-	-	-
Unsecured, considered good	588.58	673.72	472.43	303.55	184.77
Doubtful	-	-	-	-	-
	588.58	673.72	472.43	303.55	184.77
Impairment Allowance (allowance for bad and doubtful debts)					
Unsecured, considered good	3.70	2.02	0.44	0.06	0.25
Doubtful	-	-	-	-	-
	3.70	2.02	0.44	0.06	0.25
* Refer Note 36 for advances to related parties.	584.89	671.69	471.99	303.49	184.51

No amount is due from directors or other officers of the company either severally or jointly with any other person as at the reporting date.

Refer Note 36 for dues from firms or private companies respectively in which any director is a partner, a director or a member.

Details of Outstanding Trade Receivables:

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Within 6 months	287.37	583.48	395.90	200.67	156.42
More than 6 months	297.51	88.21	76.09	102.82	28.10
Total Receivables	584.89	671.69	471.99	303.49	184.51

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9. RESTATED CONSOLIDATED STATEMENT OF CASH AND CASH EQUIVALENTS

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Balances with banks:					
- In current accounts	0.16	0.19	50.71	0.27	0.13
Cash on hand	2.10	1.21	4.65	2.66	2.28
	2.26	1.40	55.36	2.93	2.41

10. RESTATED CONSOLIDATED STATEMENT OF OTHER BANK BALANCES

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Deposits with banks to the extent held as margin money and security against borrowings*	7.65	5.29	36.67	18.72	6.80
	7.65	5.29	36.67	18.72	6.80

*Deposits are lien marked against working capital facilities.

11. RESTATED CONSOLIDATED STATEMENT OF OTHER ASSETS

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current					
Capital advances	12.65	0.31	9.42	1.15	1.27
Security deposits	9.35	9.05	11.90	9.35	7.50
Others					
- Excise duty paid under protest	22.77	22.77	22.70	22.70	22.70
- Balances with Statutory, Government Authorities	0.09	0.09	0.11	0.09	0.11
Total	44.86	32.22	44.13	33.29	31.58
Current					
Advances other than Capital advances					
- Advance to creditors*	3.97	2.81	2.26	1.97	0.75
- Other advances*	4.24	4.55	4.55	0.29	0.67
Others					
- Prepaid expenses	0.98	3.70	4.37	3.76	3.51
- Balances with Statutory, Government Authorities	9.48	0.72	0.11	0.16	3.20
Total	18.67	11.78	11.29	6.18	8.13

* Refer Note 36 for advances to related parties.

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12. RESTATED CONSOLIDATED STATEMENT OF INCOME TAX

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Deferred tax relates to the following:					
Temporary difference in the carrying amount of property, plant and equipment and other Intangible Assets	(36.04)	(42.84)	(37.48)	(44.22)	(43.76)
Fair valuation of FVTPL investments	(0.12)	(0.05)	-	-	-
MAT Credit Entitlement	-	0.28	0.28	0.28	0.52
Expenses allowable on payment basis under Income tax	2.43	2.18	0.98	1.06	0.77
Net Deferred Tax Assets / (Liabilities)	(33.72)	(40.42)	(36.21)	(42.88)	(42.47)

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance as of April 1	(40.42)	(36.21)	(42.88)	(42.47)	(46.56)
Tax income/(expense) during the period recognised in profit or loss	6.80	(4.19)	6.80	(0.53)	6.26
Tax income/(expense) during the period recognised in OCI	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Closing balance as at March 31	(33.72)	(40.42)	(36.21)	(42.88)	(40.37)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Major Components of income tax expense are as follows:

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
i. Income tax recognised in profit or loss					
Current income tax charge	59.62	23.73	70.60	51.46	48.87
Adjustment in respect of current income tax of previous year	0.00	-	-	-	-
Deferred tax					
Relating to origination and reversal of temporary differences	(6.80)	4.19	(6.80)	0.53	(6.26)
Income tax expense recognised in profit or loss	52.82	27.93	63.80	51.99	42.61

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
ii. Income tax recognised in OCI					
Net loss/(gain) on remeasurements of defined benefit plans	(0.10)	(0.03)	(0.12)	0.11	(0.07)
Income tax expense recognised in OCI	(0.10)	(0.03)	(0.12)	0.11	(0.07)

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Reconciliation of tax expense and accounting profit multiplied by income tax rate

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Accounting profit before income tax	175.88	103.73	194.45	164.09	127.08
Enacted tax rate in India	34.61%	34.61%	34.61%	33.99%	33.99%
Income tax on accounting profits	60.87	35.90	67.30	55.78	43.19
Deferred Tax expenses accounted in books	(6.80)	4.19	(6.80)	0.53	(6.26)
Effect of expense allowed / not allowed for tax purpose	0.35	(10.57)	2.06	(3.85)	5.82
Effect of Deductions Claimed for tax purpose	-	(0.00)	(0.20)	(0.33)	(0.17)
Effect of Income exempt for tax purpose	(0.21)	(1.35)	(0.41)	0.35	(0.13)
Ind AS Adjustments	0.46	0.40	0.26	(0.18)	0.15
Others	(1.85)	(0.63)	1.60	(0.31)	0.01
Income tax expense	52.82	27.92	63.80	51.99	42.61
Tax at effective income tax rate	52.82	27.92	63.80	51.99	42.61

Changes in tax rate

The increase in education cess from 3% to 4% was substantively enacted on February 1, 2018 and will be effective from April 1, 2018. As a result, the relevant deferred tax balance have been remeasured. The impact of the change in tax rate has been recognised in tax expense in profit or loss.

13. RESTATED CONSOLIDATED STATEMENT OF SHARE CAPITAL

i. Authorised Share Capital

(Amount in INR Million)

Particulars	Equity Share of INR 1 each		Equity Share of INR 10 each	
	Number	Amount	Number	Amount
At March 31, 2014 (Proforma Ind AS)	200,000,000	200.00	-	-
Increase/(decrease) during the year	-	-	-	-
At March 31, 2015 (Proforma Ind AS)	200,000,000	200.00	-	-
Increase/(decrease) during the year	(200,000,000)	(200.00)	20,000,000	200.00
At March 31, 2016 (Proforma Ind AS)	-	-	20,000,000	200.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2017 (Ind AS)	-	-	20,000,000	200.00
Increase/(decrease) during the year	-	-	-	-
At March 31, 2018 (Ind AS)	-	-	20,000,000	200.00

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid and consequently the authorised number of equity shares has been reduced from 200,000,000 equity shares of INR 1 each fully paid to 20,000,000 equity shares of INR 10 each fully paid.

The Share holders of the company on July 31, 2018 approved for an increasing the Authorised Capital from INR 20,00,00,000 to INR 25,00,00,000 divided in to 2,50,00,000 Equity shares of INR 10 each by way of additional 50,00,000 Equity share of INR 10 each.

The Company has not declared any dividend for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 10 per share (before consolidation of equity shares par value of equity shares was INR 1 each). Each holder of equity shares is entitled to one vote per share. The dividend on these shares shall be declared and paid in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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ii. Issued Capital

(Amount in INR Million)		
Equity shares of INR 1 each issued, subscribed and fully paid	Number	Amount
At April 1, 2013 (Proforma Ind AS)	105,309,168	105.31
Issued during the period	52,000,000	52.00
At March 31, 2014 (Proforma Ind AS)	157,309,168	157.31
Issued during the period	-	-
At March 31, 2015 (Proforma Ind AS)	157,309,168	157.32
Issued during the period	92,359	0.09
Consolidation of equity shares into INR 10 each fully paid	(157,401,527)	(157.41)
At March 31, 2016 (Proforma Ind AS)	-	-

(Amount in INR Million)		
Equity shares of INR 10 each issued, subscribed and fully paid	Number	Amount
At March 31, 2015 (Proforma Ind AS)	-	-
Consolidation of equity shares into INR 10 each fully paid	15,740,949	157.41
At March 31, 2016 (Proforma Ind AS)	15,740,949	157.41
Issued during the period	-	-
At March 31, 2017 (Ind AS)	15,740,949	157.41
Issued during the period	-	-
At March 31, 2018 (Ind AS)	15,740,949	157.41

During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid.

The Company does not have any holding/ ultimate holding company.

iv. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2018 (Ind AS)		As at March 31, 2017 (Ind AS)		As at March 31, 2016 (Proforma Ind AS)	
	Number	% holding	Number	% holding	Number	% holding
	Equity shares of INR 10 each fully paid					
Dineshbhai D. Patel	5,350,880	33.99	2,035,010	12.93	2,035,010	12.93
Rameshbhai Z. Patel	-	-	1,926,110	12.24	1,926,110	12.24
Bhavnnaben Dineshbhai Patel	1,279,400	8.13	655,950	4.17	-	-
Adeshwar Distributors Private Limited	5,200,000	33.03	5,200,000	33.03	5,200,000	33.03
Narmada Organics Private Limited	2,147,953	13.65	2,147,953	13.65	2,147,953	13.65

Name of the shareholder	As at March 31, 2015 (Proforma Ind AS)		As at March 31, 2014 (Proforma Ind AS)	
	Number	% holding	Number	% holding
	Equity shares of INR 1 each fully paid			
Dineshbhai D. Patel	20,330,024	12.92	20,330,024	12.92
Rameshbhai Z. Patel	19,241,024	12.23	19,241,024	12.23
Bhavnnaben Dineshbhai Patel	-	-	-	-
Adeshwar Distributors Private Limited	52,000,000	33.06	52,000,000	33.06
Narmada Organics Private Limited	21,479,350	13.65	21,479,350	13.65

v. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date are NIL.

vi. None of the above shares are reserved for issue under Options/ Contract/ Commitments/ for sale of shares or disinvestment.

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14. RESTATED CONSOLIDATED STATEMENT OF OTHER EQUITY

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Securities Premium Reserve	124.80	124.80	124.80	124.40	124.40
Retained Earnings	733.01	609.82	534.40	403.65	291.65
Total (i)	857.81	734.62	659.19	528.05	416.05

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	124.80	124.80	124.40	124.40	20.40
Add/(Less): Received towards shares issued during the year	-	-	0.40	-	104.00
Closing balance	124.80	124.80	124.80	124.40	124.40

Securities premium is used to record the premium on issue of share. The reserve is utilised, if any, in accordance with the provisions of the Companies Act, 2013.

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	609.82	534.40	403.65	291.65	207.10
Net Profit for the period	122.99	75.37	130.52	112.22	84.42
Add/(Less): Prior period taxes adjusted	-	-	-	-	-
<i>Items of Other Comprehensive Income directly recognised in Retained Earnings</i> Remeasurement of post employment benefit obligation (net of tax)	0.20	0.04	0.24	(0.22)	0.12
Closing balance	733.01	609.82	534.40	403.65	291.65

Retained earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Share Application money pending allotment at the beginning of the year	-	-	-	22.00	22.00
Utilized towards issue of shares	-	-	-	-	-
Refunded during the year	-	-	-	22.00	-
Total Share Application money pending allotment at the end of the year (ii)	-	-	-	-	22.00
Total Other Equity (i + ii)	857.81	734.62	659.19	528.05	438.05

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15. RESTATED CONSOLIDATED STATEMENT OF BORROWINGS

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current Borrowings					
Secured					
Term Loans from Banks	63.55	5.50	6.37	42.34	71.05
Unsecured					
Term Loans from Banks	17.55	-	-	-	-
Term Loans from Others	6.34	-	-	-	-
Loans from Shareholders	-	-	-	-	5.17
Total (A)	87.44	5.50	6.37	42.34	76.22
Current Maturity of Non Current Borrowings					
Secured					
Term Loans from Banks	4.95	0.98	0.88	28.43	28.34
Unsecured					
Term Loans from Banks	11.79	-	-	-	-
Term Loans from Others	4.99	-	-	-	-
Total (B)	21.74	0.98	0.88	28.43	28.34
Total (A)-(B)	65.70	4.52	5.49	13.91	47.88
Current Borrowings					
Secured					
Cash Credit facilities from banks	490.49	524.81	333.80	254.13	225.61
Total	490.49	524.81	333.80	254.13	225.61

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15. RESTATED CONSOLIDATION STATEMENT OF BORROWINGS

Particulars	Security and Terms of Repayment	Interest Rate	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
(Amount in INR Million)							
Non Current Borrowings							
Secured							
Term Loans from Banks							
(i) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.037 Million each	10.25%	0.96	1.30	1.60	1.86	2.09
(ii) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.083 Million each	9.65%	3.56	4.20	4.77	-	-
(iii) Vehicle Loan from SBI	Security : Secured against Vehicle Repayment Terms : 84 Monthly Instalments of INR 0.085 Million each	10.25%	-	-	-	3.55	4.15
(iv) Vehicle Loan from ICICI	Security : Secured against Vehicle Repayment Terms : 60 Monthly Instalments of INR 0.054 Million each	8.50%	2.41	-	-	-	-
(v) Rupee Term Loan from State Bank of India	Security : Secured against (a) Mortgage of factory land and building at survey no. 268 at Village Kalyangadh, Ta :- Bavla and District Ahemdabad and other land and buillings owned by the Company as well as directors and other group companies. (b) Hypothication of plant and machinery purchased out of bank finance. Repayment Terms : 60 Monthly Instalments of INR 0.422 Million each and 48 Monthly Instalments of INR 2.292 Million each	Base Rate+ 2.95% Base Rate+ 2.90%	-	-	-	36.93	64.80
(vi) Rupee Term Loan from Kotak Bank	Security : Secured against Property Repayment Terms : 120 Monthly Instalments of INR 0.829 Million	MCLR + 0.65%	56.62	-	-	-	-
Unsecured							
Term Loans from Banks -							
Axis Bank	24 Monthly Instalments of INR 0.242 Million each	15.00%	4.46	-	-	-	-
HDFC Bank	12 Monthly Instalments of INR 0.362 Million each	15.50%	3.38	-	-	-	-
ICICI Bank	36 Monthly Instalments of INR 0.123 Million each	15.50%	3.37	-	-	-	-
Kotak Mahindra Bank	18 Monthly Instalments of INR 0.473 Million each	16.50%	6.34	-	-	-	-

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Term Loans from Others - Magma Fincorp Limited	18 Monthly Instalments of INR 0.471 Million each	16.00%	6.34	-	-	-	-
Loans from Shareholders			-	-	-	-	5.17
Gross Non Current Borrowings			87.44	5.50	6.37	42.34	76.21
Less: Current maturity			(21.74)	(0.98)	(0.88)	(28.43)	(28.34)
Net Non Current Borrowings			65.70	4.52	5.49	13.91	47.87

Apart from above securites, there is a personal guarantee of Promoter Directors Dineshbhai D. Patel, Bhavnaben D Patel and also the guarantee of National Organic Fertilizer, Rameshbhai Z Patel, Rekhaben Z Patel for the Term Loans mentioned above.

Particulars	Interest Rate	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
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(Amount in INR Million)

Current Borrowings						
Secured						
Loans repayable on demand						
State Bank of India - Cash Credit (Note 1 below)	9.95%	396.62	430.73	319.86	254.13	225.33
State Bank of India - Standby Line of Credit (Note 1 below)	10.95%	80.74	80.95	0.00	-	0.29
The Shamrao Vitthal Co operative Bank (SVC) - Cash Credit ** (Note 2 below)		13.13	13.13	13.94	-	-
		490.49	524.81	333.80	254.13	225.61

** Outstanding amount is towards Pre payment charges @ 3.00 % on working capital and Term Loan. The matter has been resolved as at June 29, 2018 and Company has paid an amount of Rs. 1,18,00,000/-

Note

(1) State Bank of India Cash Credit Account and Stanby Line of credit is secured against First and exclusive hypothecation charge on all the current assets of the company & Mortgage of P &M, Factory building of the company. The said mortgage is as a collateral security . There is personal guarantee of promoter directors Dineshbhai Patel Rameshbhai Patel and shareholders Bhavnaben Patel and Rekhaben Patel and gurantee of National Organic Fertilizer for both the State Bank of India Cash Credit Account and standby Line of Credit.

Interest Rate on loans rate varying, which are linked to base MCLR, from time to time.

(2) Cash Credit Facility from The Shamrao Vitthal Co Operative Bank Ltd is secured against second charge on all the current assets of the company. There is personal guarantee of promoter director Dineshbhai D. Patel, Rameshbhai Z. Patel, Bhavnaben D. Patel, Rekhaben Z. Patel and guarantee of National Organic Fertilizer.

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

(Amount in INR Million)

Particulars	March 31, 2018	March 31, 2017
Non-current Borrowings	87.44	5.50
Current Borrowings	490.49	524.81
Net Debt	577.93	530.31

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Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
Net Debt as at March 31, 2017	5.50	524.81	530.31
Cash Outflow	(4.82)	-	(4.82)
Cash Inflow	86.75	-	86.75
Net change in current borrowings	-	(34.32)	(34.32)
Interest and other finance expense	-	-	60.92
Interest and other finance expense paid	-	-	(60.92)
Net Debt as at March 31, 2018	87.44	490.49	577.93

The carrying amounts of financial and non-financial assets given as collateral security against current and non current borrowings are disclosed in Note

There is personal guarantee of promoter directors Dineshbhai Patel, Rameshbhai Patel and shareholders Bhavna Patel and Rekha Patel and guarantee of National Organic Fertilizer for State Bank of India

16. RESTATED CONSOLIDATION STATEMENT OF OTHER FINANCIAL LIABILITIES**(Amount in INR Million)**

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Financial Liabilities at amortised cost					
Current maturities of long term debts (Refer Note 15)	21.74	0.98	0.88	28.43	28.34
Payable for capital goods	77.72	60.12	52.32	54.21	55.39
Deposits from customer and transporter	15.74	12.40	9.53	6.59	4.78
Payable for expenses	9.56	7.09	13.57	5.41	3.29
Other payables	-	-	-	-	-
Total	124.76	80.59	76.30	94.64	91.80

* Includes Rs. 4,28,11,913/- payable towards Leasehold Land for which allotment has been received vide letter No. GIDC/RM/ANK/409 dated January 11, 2012.

17. RESTATED CONSOLIDATED STATEMENT OF TRADE PAYABLES

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Trade Payables to Micro, Small and Medium Enterprises (Refer Note 42)	-	-	-	-	-
Trade Payables to Others	149.95	403.10	504.75	197.15	140.48
Total	149.95	403.10	504.75	197.15	140.48

18. RESTATED CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Current					
Advance received from Customers	2.34	2.31	3.53	5.22	8.21
Statutory Liabilities	1.96	5.35	7.57	6.92	5.44
Others	0.30	0.32	0.47	0.84	0.55
Total	4.60	7.99	11.57	12.98	14.20

19. RESTATED CONSOLIDATED STATEMENT OF NON CURRENT PROVISIONS AND SHORT TERM PROVISIONS

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Non Current					
Provision for employee benefits					
Gratuity (Refer Note 32)	3.17	3.02	2.35	1.90	1.03
Total	3.17	3.02	2.35	1.90	1.03
Current					
Provision for employee benefits					
Gratuity (Refer Note 32)	0.13	0.11	0.08	0.05	0.02
Compensated Absences (Refer Note 32)	1.39	1.16	0.02	1.11	0.97
Bonus	1.30	1.73	1.07	1.46	1.24
Total	2.82	3.00	1.17	2.62	2.23

20. RESTATED CONSOLIDATED STATEMENT OF CURRENT TAX LIABILITIES / ASSETS (NET)

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Opening balance	(0.30)	37.67	20.75	3.99	15.36
Add: Current tax payable for the year	59.62	23.73	70.60	51.46	48.87
Add: Interest on income tax for the year	0.39	5.39	3.14	1.34	1.99
Less: Taxes paid	(6.51)	(62.66)	(53.59)	(34.59)	(48.59)
Less: MAT Credit Utilised	-	-	-	-	(11.77)
Add/Less: Adjustments for prior period taxes	(0.01)	(4.44)	(3.23)	(1.45)	(1.87)
Closing Balance	53.18	(0.30)	37.67	20.75	3.99

21. RESTATED CONSOLIDATED STATEMENT OF REVENUE FROM OPERATIONS

(Amount in INR Million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Sale of products (inclusive of excise duty)	1,611.67	1,616.68	2,157.52	1,575.38	1,314.60
Other Operating Revenues					
Government Subsidy	103.98	144.28	186.55	199.16	206.86
	1,715.66	1,760.96	2,344.07	1,774.54	1,521.46

Sale of goods includes excise duty collected from customers during the year is NIL (March 31, 2017: INR 4.29 Million, March 31, 2016: INR 6.51 Million, March 31, 2015: INR 8.12 Million and March 31, 2014: INR 7.65 Million).

Details of Revenue from Operations are as follows:

(Amount in INR Million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Sale of products (inclusive of excise duty)					
Manufactured Products	1,349.45	1,009.33	1,238.18	1,117.98	829.68
Traded Products	262.22	607.35	919.34	457.40	484.92
	1,611.67	1,616.68	2,157.52	1,575.38	1,314.60

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22. RESTATED CONSOLIDATED STATEMENT OF OTHER INCOME

(Amount in INR Million)

Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Interest income	1.52	3.78	4.79	3.01	3.12
Other Non Operating Income					
Net gain on disposal of property, plant and equipment	-	-	0.32	0.13	-
Foreign Exchange Fluctuation Gain	1.38	-	-	-	-
Fair value gain on financial instruments at fair value through profit and loss	0.63	0.51	-	-	-
Net gain on sale of Investments	-	-	0.15	-	-
Miscellaneous Income	12.92	11.18	20.54	5.19	0.57
	16.45	15.47	25.80	8.33	3.69

Details of Other Income:

Particulars	Nature (Recurring/ Non-recurring)	Related / Not Related to Business
Interest income	Recurring	Related to Business
Other Non Operating Income		
Net gain on disposal of property, plant and equipment	Non-recurring	Not Related to Business
Foreign Exchange Fluctuation Gain	Recurring	Related to Business
Fair value gain on financial instruments at fair value through profit and loss	Recurring	Not Related to Business
Net gain on sale of Investments	Non-recurring	Not Related to Business
Miscellaneous Income	Recurring/Non-recurring	Related to Business

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23. RESTATED CONSOLIDATED STATEMENT OF COST OF MATERIALS CONSUMED

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Opening stock of materials	322.38	371.08	128.15	183.43	179.27
Add: Purchases	840.33	624.06	1,100.44	647.15	550.20
Less : Closing stock of materials	(412.35)	(322.38)	(371.08)	(128.15)	(183.43)
Cost of Material Consumed	750.36	672.75	857.51	702.43	546.04

24. RESTATED CONSOLIDATED STATEMENT OF PURCHASES OF STOCK-IN-TRADE

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Purchases during the Year	260.19	581.56	843.87	441.48	467.62
	260.19	581.56	843.87	441.48	467.62

25. RESTATED CONSOLIDATED STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Inventories as at the beginning of the year					
Work - in - process	15.64	7.40	3.09	4.49	6.67
Finished goods	177.45	147.70	183.04	151.84	52.72
Total	193.10	155.10	186.14	156.33	59.39
Less : Inventories as at the end of the year					
Work - in - process	13.64	15.64	7.40	3.09	4.49
Finished goods	153.83	177.45	147.70	183.04	151.83
Total	167.47	193.10	155.10	186.14	156.32
Net decrease / (increase) in inventories	25.63	(38.00)	31.04	(29.81)	(96.93)

26. RESTATED CONSOLIDATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Salaries, wages and bonus	67.02	58.51	55.83	51.79	38.63
Gratuity Expenses	0.97	0.81	0.86	0.58	0.47
Compensated Absences	2.28	1.32	1.26	1.41	1.06
Contribution to provident and other funds	2.33	1.74	1.70	1.39	0.97
Staff welfare expenses	1.51	2.18	2.27	1.41	1.80
	74.11	64.56	61.91	56.59	42.92

27. RESTATED CONSOLIDATED STATEMENT OF FINANCE COST

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Interest expense on debts and borrowings	56.74	53.73	43.42	38.60	43.11
Interest on Income Tax	0.39	5.39	3.14	1.34	1.99
Other borrowing costs	4.18	4.87	24.62	2.92	4.00
	61.31	63.99	71.18	42.86	49.10

28. RESTATED CONSOLIDATED STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSE

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Depreciation on tangible assets	39.29	38.20	40.30	45.15	35.06
Amortisation on other intangible assets	0.09	0.11	0.05	0.01	0.01
	39.38	38.31	40.35	45.16	35.07

29. RESTATED CONSOLIDATED STATEMENT OF OTHER EXPENSES

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Electric power, fuel and water	14.38	13.65	15.40	19.04	19.72
Repairs and maintenance					
- Factory Building	0.63	0.61	2.60	1.22	1.24
- Plant and Machinery	6.12	9.34	7.72	8.21	9.24
- Others	1.96	2.71	1.86	2.33	1.54
Stores, consumables and packing material	206.20	157.37	140.69	212.86	210.77
Advertisement	26.03	25.67	16.64	29.91	16.57
Payments to auditors	1.11	0.46	0.39	0.37	1.04
Electricity charges	24.28	22.69	17.52	22.35	21.83
Insurance	5.27	4.77	4.73	4.22	4.32
Legal and professional fees	7.33	3.24	5.37	1.37	4.13
Net loss on disposal of property, plant and equipment	0.02	0.15	-	-	-
Rates and taxes	0.60	0.98	2.18	7.50	8.65
Rent	5.53	7.05	5.77	5.12	4.27
Sales promotion expenses	0.41	0.13	0.29	0.06	-
Transportation	12.22	12.55	6.52	6.95	7.42
Allowance for doubtful debts and advances	1.67	1.58	0.38	(0.19)	0.09
Other manufacturing and packing expenses	17.58	5.24	10.29	9.47	13.91
Printing and stationery	0.74	1.44	1.61	2.23	0.78
Donations other than political parties	0.06	-	1.28	2.05	1.08
Research and development expenses	1.48	1.00	1.03	0.40	0.40
Freight outward	0.01	0.10	1.27	0.01	0.00
Foreign exchange fluctuation loss	-	0.78	9.17	3.39	8.96
CSR expenditure	1.61	0.13	-	-	-
Interest on Statutory Dues	0.11	0.05	0.29	0.17	0.24
Miscellaneous expenses	8.84	10.12	8.48	10.13	5.48
	344.19	281.81	261.49	349.16	341.68

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(Amount in INR Million)					
(a) Details of Payments to auditors	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Particulars					
As auditor					
Audit Fee	0.71	0.40	0.39	0.37	0.42
In other capacity					
Other services (certification fees)	0.40	0.06	-	-	0.62
	1.11	0.46	0.39	0.37	1.04

(Amount in INR Million)					
(b) Corporate social responsibility expenditure	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Particulars					
Amount required to be spent as per Section 135 of the Act	3.00	2.49	2.38	1.88	Not Applicable
Amount spent during the year on	-	0.13	-	-	Not Applicable
Related Party Transactions in relation to Corporate Social Responsibility	-	-	-	-	Not Applicable

(Amount in INR Millions)					
(c) Imported and indigenous raw materials, stores, spares and tools consumed	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Particulars					
Amount					
Imported	108.31	146.30	137.04	158.98	198.07
Indigenous	647.40	517.47	661.61	335.94	353.97
	755.71	663.77	798.64	494.92	552.04
Percentage					
Imported	14.33%	22.04%	17.16%	32.12%	35.88%
Indigenous	85.67%	77.96%	82.84%	67.88%	64.12%
	100%	100%	100%	100%	100%

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30. RESTATED CONSOLIDATED STATEMENT OF RESEARCH AND DEVELOPMENT COSTS

The Company during the periods has contributed amounts to research institution which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in other expenses under statement of profit and loss. Amount charged to profit or loss as follows :

Particulars	(Amount in INR Million)				
	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Contribution to :					
Directorate of Research Anand Agricultural University	-	-	0.10	0.40	0.40
Punjab Agricultural University	0.75	-	0.93	-	-
Department of Organic Agriculture	0.33	-	-	-	-
Dr Y.S. Parmar University of Horticulture and Forestry	0.40	-	-	-	-
Indian Council of Agricultural Research	-	1.00	-	-	-
Total Research and Development Expenditure	1.48	1.00	1.03	0.40	0.40

31. RESTATED CONSOLIDATED STATEMENT OF EARNINGS PER SHARE

Particulars	(Amount in INR Million)				
	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
(a) Basic earnings per share (INR)*	7.81	4.79	8.30	7.13	5.55
(b) Diluted earnings per share (INR)*	7.81	4.79	8.30	7.13	5.55
(c) Nominal value per shares (INR)	10	10	10	10	10
(d) Reconciliations of earnings used in calculating earnings per share					
<i>Basic earnings per share</i>					
Restated Profit after Tax	122.99	75.37	130.52	112.22	84.42
<i>Diluted earnings per share</i>					
Restated Profit after Tax	122.99	75.37	130.52	112.22	84.42
Adjustments for diluted earnings per share	-	-	-	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	122.99	75.37	130.52	112.22	84.42
(e) Weighted average number of shares used as the denominator					
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	15,740,949	15,740,949	15,733,767	15,730,917	15,208,177
Adjustments:	-	-	-	-	-
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	15,740,949	15,740,949	15,733,767	15,730,917	15,208,177

* During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid, accordingly Basic EPS and Diluted EPS of March 31, 2015 and March 31, 2014 has been restated.

32. RESTATED CONSOLIDATED STATEMENT OF EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Million)

Particulars	For the year ended March 31, 2018 (Ind AS)			For the year ended March 31, 2017 (Ind AS)			For the year ended March 31, 2016 (Proforma Ind AS)		
	Current	Non Current	Total	Current	Non Current	Total	Current	Non Current	Total
Compensated Absences	1.39	-	1.39	1.16	-	1.16	0.02	-	0.02
Gratuity	0.13	3.17	3.30	0.11	3.02	3.12	0.08	2.35	2.43
Total Employee Benefit Obligation	1.52	3.17	4.69	1.27	3.02	4.28	0.10	2.35	2.45

Particulars	For the year ended March 31, 2015 (Proforma Ind AS)			For the year ended March 31, 2014 (Proforma Ind AS)		
	Current	Non Current	Total	Current	Non Current	Total
Compensated Absences	1.11	-	1.11	0.97	-	0.97
Gratuity	0.05	1.90	1.95	0.02	1.03	1.05
Total Employee Benefit Obligation	1.16	1.90	3.06	0.99	1.03	2.02

(i) Compensated Absences

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of INR 1.39 Million (March 31, 2017: INR 1.16 Million; March 31, 2016: INR 0.02 Million; March 31, 2015: INR 1.11 Million; March 31, 2014: INR 0.97 Million) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

a) Defined benefit plan - Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied by number of years of service.

The gratuity plan is a **unfunded plan**.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows (Amount in INR Million)

Particulars	Present value of obligation as at				
	March 31, 2018 (Ind AS)	March 31, 2017 (Ind AS)	March 31, 2016 (Proforma and Ind AS)	March 31, 2015 (Proforma and Ind AS)	March 31, 2014 (Proforma and Ind AS)
As at beginning of the year	3.12	2.43	1.95	1.05	0.80
Current service cost	0.74	0.61	0.71	0.48	0.40
Interest expense/(income)	0.23	0.20	0.16	0.10	0.07
Total amount recognised in profit or loss	0.97	0.81	0.86	0.58	0.47
<i>Remeasurements</i>					
(Gain)/Loss from change in financial assumptions	(0.20)	0.35	(0.10)	0.31	(0.16)
Experience (gains)/losses	(0.10)	(0.42)	(0.26)	0.02	(0.04)
Total amount recognised in other comprehensive income	(0.30)	(0.07)	(0.36)	0.33	(0.19)
Employer contributions	(0.49)	(0.05)	(0.02)	-	(0.02)
Benefit payments	-	-	-	-	-
As at end of the year	3.30	3.12	2.43	1.95	1.05

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Discount rate	7.83%	7.34%	8.25%	7.94%	9.31%
Rate of Employee Turnover	2.00%	2.00%	2.00%	2.00%	2.00%
Salary growth rate	6.00%	6.00%	6.00%	6.00%	6.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2017 is shown below:

Assumptions	Discount rate		Rate of Employee Turnover		Salary growth rate	
Sensitivity Level	1% increase	1% decrease	1% increase	1% decrease	1% increase	1% decrease
March 31, 2018						
Impact on defined benefit obligation	(0.36)	0.44	0.06	(0.07)	0.44	(0.37)
% Impact	-10.99%	13.20%	1.86%	-2.21%	13.31%	-11.26%
March 31, 2017						
Impact on defined benefit obligation	(0.38)	0.46	0.04	(0.05)	0.46	(0.38)
% Impact	-12.04%	14.64%	1.33%	-1.64%	14.69%	-12.29%

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Assumptions	Discount rate		Rate of Employee Turnover		Salary growth rate	
March 31, 2016						
Impact on defined benefit obligation	(0.28)	0.33	0.05	(0.08)	0.33	(0.29)
% Impact	-11.69%	13.47%	2.05%	-3.19%	13.65%	-12.00%
March 31, 2015						
Impact on defined benefit obligation	(0.24)	0.28	0.02	(0.04)	0.28	(0.24)
% Impact	-12.15%	14.36%	1.09%	-1.89%	14.50%	-12.45%
March 31, 2014						
Impact on defined benefit obligation	(0.12)	0.15	0.03	(0.04)	0.15	(0.13)
% Impact	-11.70%	14.15%	3.14%	-3.98%	14.49%	-12.14%

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following are expected future cash flows to the defined benefit plan in future years:

Particulars	(Amount in INR Million)				
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
1st following year	0.13	0.11	0.11	0.09	0.02
2nd following year	0.12	0.08	0.06	0.04	0.04
3rd following year	0.15	0.15	0.07	0.05	0.03
4th following year	0.16	0.14	0.32	0.06	0.04
5th following year	0.20	0.14	0.12	0.21	0.05
Sum of years 6 to 10	1.23	1.04	0.77	0.53	0.42
Sum of years 11 and above	9.02	8.91	-	-	-
Total expected payments	11.01	10.57	1.45	0.99	0.60

The average duration of the defined benefit plan obligation at the end of the reporting period is 14 years (March 31, 2017: 15 years; March 31, 2016: 15 years; March 31, 2015: 15 years; March 31, 2014: 15 years)

b) Defined contribution plans - provident fund

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is INR 1.95 Million (March 31, 2017: INR 1.41 Million; March 31, 2016: INR 1.36 Million; March 31, 2015: INR 1.14 Million; March 31, 2014: INR 0.97 Million)

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33. RESTATED CONSOLIDATED STATEMENT OF COMMITMENTS AND CONTINGENT LIABILITIES

Capital Commitments:

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

A. Commitments					
(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Property, plant and equipment	-	38.83	13.48	-	23.30
Intangible assets	-	0.54	-	-	-

B. Contingent Liabilities					
(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
i. Claim against the company not acknowledged as debt					
Disputed Income tax matters	6.07	6.07	-	-	-
Disputed Excise matters	110.87	44.55	-	-	-
Disputed Sales Tax matters	1.23	1.23			
ii. Guarantees excluding financial guarantees					
Outstanding Bank Guarantees	7.93	12.53	15.03	2.50	2.50

The Company's pending litigations are in respect of proceedings pending with Tax Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements.

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34. INTEREST IN OTHER ENTITIES

Subsidiary

Name of entity	Place of Business/ Incorporation	Principal Activities
National Fertilizers Industries (Partnership Firm)*	India	Trading in fertilizers and chemicals

Ownership interest

Year Ended	Held by the Group (%)	Held by Non Controlling Interest (%)
March 31, 2018	90	10
March 31, 2017	90	10
March 31, 2016	90	10
March 31, 2015	90	10
March 31, 2014	90	10

*The group has 90% interest in National Fertilizers Industries which is a partnership firm. The firm was set up by the group for the purpose of trading in specified fertilizers and chemicals. The management has concluded that the firm is controlled by the Group in terms of Ind AS 115 and therefore has been consolidated as a subsidiary of the Group.

35. DISCLOSURES REQUIRED BY SCHEDULE III

Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule.

March 31, 2018

(Amount in INR Million)

Name of the Entity in the Group	Net Assets, 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 assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Narmada Bio-Chem Limited	98.96%	1,005.72	99.44%	122.44	100.00%	0.20	99.44%	122.64
Subsidiaries								
Indian								
National Fertilizers Industries (Partnership Firm)	0.94%	9.50	0.50%	0.62	0.00%	-	0.50%	0.62
Non Controlling Interest	0.11%	1.11	0.06%	0.07	0.00%	-	0.06%	0.07
Total	100.00%	1,016.33	100.00%	123.13	100.00%	0.20	100.00%	123.33

March 31, 2017

(Amount in INR Million)

Name of the Entity in the Group	Net Assets, 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 assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Narmada Bio-Chem Limited	98.86%	883.15	94.31%	71.89	100.00%	0.04	94.31%	71.94
Subsidiaries Indian National Fertilizers Industries (Partnership Firm)	0.99%	8.88	5.13%	3.91	0.00%	-	5.12%	3.91
Non Controlling Interest	0.14%	1.24	0.57%	0.43	0.00%	-	0.57%	0.43
Total	100.00%	893.29	100.01%	76.23	100.00%	0.04	100.00%	76.28

March 31, 2016 (Proforma)

(Amount in INR Million)

Name of the Entity in the Group	Net Assets, 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 assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Narmada Bio-Chem Limited	99.29%	811.63	99.00%	129.47	100.00%	0.24	99.00%	129.70
Subsidiaries Indian National Fertilizers Industries (Partnership Firm)	0.61%	4.98	0.90%	1.18	0.00%	-	0.90%	1.18
Non Controlling Interest	0.10%	0.81	0.10%	0.13	0.00%	-	0.10%	0.13
Total	100.00%	817.41	100.00%	130.78	100.00%	0.24	100.00%	131.01

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March 31, 2015 (Proforma)

(Amount in INR Million)

Name of the Entity in the Group	Net Assets, 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 assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Narmada Bio-Chem Limited	99.35%	681.57	100.17%	686.40	100.00%	(0.22)	100.17%	686.19
Subsidiaries Indian National Fertilizers Industries (Partnership Firm)	0.55%	3.79	-0.15%	(1.04)	0.00%	-	-0.15%	(1.04)
Non Controlling Interest	0.10%	0.68	-0.02%	(0.12)	0.00%	-	-0.02%	(0.12)
Total	100.00%	686.05	100.00%	685.25	100.00%	(0.22)	100.00%	685.03

March 31, 2014 (Proforma)

(Amount in INR Million)

Name of the Entity in the Group	Net Assets, 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 assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Narmada Bio-Chem Limited	99.14%	590.53	99.49%	84.08	100.00%	0.12	99.49%	84.20
Subsidiaries Indian National Fertilizers Industries (Partnership Firm)	0.81%	4.83	0.46%	0.39	0.00%	-	0.46%	0.39
Non Controlling Interest	0.05%	0.29	0.05%	0.04	0.00%	-	0.05%	0.04
Total	100.00%	595.65	100.00%	84.51	100.00%	0.12	100.00%	84.63

36. RESTATED CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Nature of Related Party	Name of Related Parties as on March 31,2018 (Ind AS)	Name of Related Parties as on March 31,2017 (Ind AS)	Name of Related Parties as on March 31,2016 (Proforma Ind AS)	Name of Related Parties as on March 31,2015 (Proforma Ind AS)	Name of Related Parties as on March 31,2014 (Proforma Ind AS)
Entities over which Key Management Personnel are able to exercise control/significant influence	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India	Narmada Global Bio-chem Fertilizer Private Limited, India
	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India	National Organic Fertilizer, India
	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India	Narmada Organics Private Limited, India
	Narmada Petroleum, India	Narmada Petroleum, India	Narmada Petroleum, India	-	-
	-	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association	The Indian Farmers and Fertilizers Dealers Association
	Nebula Corp Science, India	-	-	-	-
	Nevan Pharmaceuticals LLP	Nevan Pharmaceuticals LLP	Nevan Pharmaceuticals LLP	-	-

Enterprises having significant influence	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India	Adeshwar Distributors Private Limited, India*
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*99% of the paid equity share capital of Adeshwar Distributors Private Limited is held by Dishman Pharmaceuticals and Chemicals Limited.

Key Management Personnel:	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Jt. Managing Director	Dineshbhai Dhirubhai Patel - Managing Director	Dineshbhai Dhirubhai Patel - Managing Director
	Rameshbhai Zinabhai Patel Jt. Managing Director* (resigned w.e.f April 1,2018)	Rameshbhai Zinabhai Patel Jt. Managing Director	Rameshbhai Zinabhai Patel Jt. Managing Director	Rameshbhai Zinabhai Patel - Director	Rameshbhai Zinabhai Patel - Director
	Bhavnaben Dineshbhai Patel - Director	Bhavnaben Dineshbhai Patel - Director	Bhavnaben Dineshbhai Patel - Director	-	-
	Sanjaybhai Dhirubhai Kumbhani - Additional Director*(w.e.f. April 1,2018)	-	-	-	-
	-	-	-	-	Sandip A. Mistry - Company Secretary* (w.e.f April 13,2013 till January 31, 2014)
	-	-	Maheshbhai H. Thakkar - Chief Executive Officer*(upto December 12,2015)	Maheshbhai H. Thakkar - Chief Executive Officer	Maheshbhai H. Thakkar - Chief Executive Officer*(w.e.f. March 20,2014)
	Rekhaben Rameshbhai Patel - Director* (resigned w.e.f April 1,2018)	Rekhaben Rameshbhai Patel - Director	Rekhaben Rameshbhai Patel - Director	-	-
	Samir Rasiklal Patel - Chief Financial Officer (upto September 30, 2017)	Samir Rasiklal Patel - Chief Financial Officer	Samir Rasiklal Patel - Chief Financial Officer (w.e.f January 1, 2016)	-	-
	Archita Rajendrakumar Kabra - Company Secretary	Archita Rajendrakumar Kabra - Company Secretary*(w.e.f. April 20,2017)	-	-	-
	-	Dhanraj P. Dagar - Company Secretary*(upto January 6,2017)	Dhanraj P. Dagar - Company Secretary (w.e.f May 25, 2015)	-	-
	Ashish Somani - Chief Financial Officer*(w.e.f. June 25,2018)	-	-	-	-

Promoters and their relatives	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani	Dhirubhai N Kumbhani
	-	-	-	Bhavaben Dineshbhai Patel	Bhavaben Dineshbhai Patel
	-	Zinabhai K Bhoot	Zinabhai K Bhoot	Zinabhai K Bhoot	Zinabhai K Bhoot
	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF	Dhirubhai N Kumbhani HUF
	-	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani	Sanjaybhai D. Kumbhani
	-	-	-	Rekhaben Rameshbhai Patel	Rekhaben Rameshbhai Patel
	-	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot	Keyurbhai Z. Bhoot
	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor	Om D. Patel - Minor
	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF	Dineshbhai D. Patel HUF
-	-	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF	Rameshbhai Z. Patel HUF

(ii) Transactions with related parties

(a) Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Narmada Global Bio-chem Fertilizer	Reimbursement of Exp.	0.00	-	-	-	-
National Organic Fertilizer, India	Advance to Supplier	1.59	-	-	-	0.06
	Advance Received Back	-	-	-	-	0.06
	Sales	-	0.15	3.47	3.34	-
	Purchase	-	8.59	0.34	0.34	-
Narmada Organics Private Limited,	Reimbursement of Exp.	0.00	-	-	-	-
Narmada Petroleum, India	Purchase	3.44	2.66	1.93	0.83	-
	Expense	-	-	-	0.50	-
Nebula Corp Science, India	Purchase	2.43	-	-	-	-
The Indian Farmers and Fertilizers Dealers Association	Sales	-	293.93	535.26	205.71	462.69
	Purchase	-	-	-	-	49.93

(b) Enterprises having significant influence:

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Adeshwar Distributors Private Limited,	Reimbursement of Exp.	0.00	-	-	-	-

(c) Key Management Personnel:

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai Dhirubhai Patel	Directors Remuneration	8.40	7.20	5.98	5.95	2.80
	Advance Taken	-	-	-	11.29	-
	Advance Repaid	-	-	-	11.29	-
Rameshbhai Zinabhai Patel	Directors Remuneration	8.40	7.20	5.98	5.95	2.80
	Advance Taken	-	-	-	16.29	-
	Advance Repaid	-	-	-	16.29	-
Rekhaben Rameshbhai Patel	Rent	0.53	0.53	0.44	0.44	0.44
Bhavaben Dineshbhai Patel	Rent	0.53	0.53	0.44	0.44	0.44
Samir Rasiklal Patel	Salary	0.49	0.84	0.18	-	-
	Sales	-	0.41	-	-	-
	Advance Given	-	-	0.25	-	-
	Advance Received Back	0.16	-	-	-	-
Maheshbhai H. Thakkar	Salary	-	-	1.08	1.44	0.03
	Advance Given	-	-	0.50	-	-
	Advance Received Back	0.50	-	-	-	-
Dhanraj P. Dagar	Salary	-	0.43	0.48	-	-
Archita Rajendrakumar Kabra	Salary	0.24	-	-	-	-

(d) Promoters and their relatives

(Amount in INR Million)

Name	Nature of Transaction	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai D. Patel HUF	Advance Repaid	-	-	-	1.38	0.05
Rameshbhai Z. Patel HUF	Advance Repaid	-	-	-	1.30	0.04

(iii) Outstanding Trade Balances

Trade Receivables

Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer	2.54	2.54	6.22	3.00	-
Narmada Global Bio-chem Fertilizer Private Limited	0.00	-	-	-	-
Narmada Organics Private Limited	0.00	-	-	-	-
Nebula Corp Science	5.64	-	-	-	-
The Indian Farmer's & Fertilizers Dealers Association	-	170.82	74.38	60.96	-
Samir Rasiklal Patel	-	0.33	-	-	-

Enterprises having significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Adeshwar Distributors Private Limited	0.00	-	-	-	-

Trade Payables

Entities over which Key Management Personnels are able to exercise control/significant influence

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer	-	-	-	-	-
Narmada Petroleum	1.49	0.25	0.10	0.07	-
Dineshbhai D. Patel HUF	-	-	-	-	1.38
Rameshbhai Z. Patel HUF	-	-	-	-	1.30
The Indian Farmer's & Fertilizers Dealers Association	-	-	-	-	1.74

(iv) Outstanding Balances of Advances Given

Key Management Personnel

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Samir Rasiklal Patel	-	0.16	0.25	-	-
Maheshbhai H. Thakkar	-	0.50	0.50	-	-

Entities over which Key Management Personnels are able to exercise control/significant influence:

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
National Organic Fertilizer, India	1.59	-	-	-	-

(v) Outstanding Balances of Advances Given

Key Management Personnel:

(Amount in INR Million)					
Name	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai Dhirubhai Patel	-	-	-	-	-
Rameshbhai Zinabhai Patel	-	-	-	-	-

(vi) Loans from related parties

Promoters/Shareholders and their relatives

(Amount in INR Million)						
Name	Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Dineshbhai D. Patel HUF	Opening Balance	-	-	-	1.38	-
	Loan Repayments Made	-	-	-	(1.38)	-
	Closing Balance	-	-	-	-	1.38
Rameshbhai Z. Patel HUF	Opening Balance	-	-	-	1.30	-
	Loan Repayments Made	-	-	-	(1.30)	-
	Closing Balance	-	-	-	-	1.30

(vii) Key management personnel compensation

(Amount in INR Million)					
Particulars	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
Short term employee benefits	0.02	0.08	0.09	0.03	-
Post-employment benefits	0.00	0.04	0.02	0.01	-
	0.02	0.11	0.11	0.03	-

(ix) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2018, the company has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2017: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

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37. RESTATED CONSOLIDATED STATEMENT OF SEGMENT REPORTING

The Group primarily operates in one business segment only i.e. production of fertilizers and chemicals, which is the only reportable segment. There is no other segment which requires reporting as per Ind AS 108 "Operating Segments".

Information about geographical areas

Revenue from external customers

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

Particulars	(Amount in INR Million)				
	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
India	1,715.66	1,760.96	2,344.07	1,773.49	1,520.89
Outside India	-	-	-	1.05	0.56
	1,715.66	1,760.96	2,344.07	1,774.54	1,521.46

All non current assets of the Company are located in India.

Revenue from customers exceeding 10% of total revenue are as follows:

Year	Number of Customers	Revenue
2017-18	1	214.10
2016-17	3	548.14
2015-16	3	701.54
2014-15	1	193.67
2013-14	-	-

38. RESTATED CONSOLIDATED STATEMENT OF FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category						(Amount in INR Million)					(Amount in INR Million)				
Particulars	Carrying Amount					Fair Value									
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)					
FINANCIAL ASSETS															
Amortised cost															
Trade Receivables	584.89	671.69	471.99	303.49	184.51	584.89	671.69	471.99	303.49	184.51					
Cash and Cash Equivalents	2.26	1.40	55.36	2.93	2.41	2.26	1.40	55.36	2.93	2.41					
Other Bank Balances	7.65	5.29	36.67	18.72	6.80	7.65	5.29	36.67	18.72	6.80					
Other Financial Assets	210.40	271.83	259.39	202.40	152.10	210.40	271.83	259.39	202.40	152.10					
FVTOCI - Designated equity instruments															
Investment in unquoted equity instruments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
FVTPL															
Investment in unquoted equity instruments	-	-	-	15.00	-	-	-	-	15.00	-					
Investments in quoted mutual funds	9.14	8.51	-	-	-	9.14	8.51	-	-	-					
Total	814.34	958.73	823.42	542.55	345.83	814.34	958.73	823.42	542.55	345.83					
FINANCIAL LIABILITIES															
Amortised cost															
Borrowings	577.93	530.31	340.16	296.47	301.83	577.93	530.31	340.16	296.47	301.83					
Trade Payables	149.95	403.10	504.75	197.15	140.48	149.95	403.10	504.75	197.15	140.48					
Capital creditors	77.72	60.12	52.32	54.21	55.39	77.72	60.12	52.32	54.21	55.39					
Other financial liabilities	25.30	19.49	23.10	12.00	8.07	25.30	19.49	23.10	12.00	8.07					
Total	830.89	1,013.01	920.33	559.83	505.77	830.89	1,013.01	920.33	559.83	505.77					

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

In case of Investments in Equity Shares designated at fair value through other comprehensive Income , which are immaterial to the company and where fair value is not readily available from the market observable inputs are valued at cost.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at fair value - recurring fair value measurement:

(Amount in INR Million)

Assets and liabilities measured at fair value - recurring fair value measurement:								(Amount in INR Million)
Particulars	March 31, 2018			Total	March 31, 2017			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	-	-	-	-	-	-
Quoted Mutual Funds	9.14	-	-	9.14	8.51	-	-	8.51
Financial Investments at FVTOCI								
Unquoted equity shares	-	-	0.00	0.00	-	-	0.00	0.00
Total Assets	9.14	-	0.00	9.15	8.51	-	0.00	8.52

(Amount in INR Million)

(Amount in INR Million)								
Particulars	March 31, 2016 (Proforma)			Total	March 31, 2015 (Proforma)			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Financial Investments at FVTPL								
Unquoted equity shares	-	-	-	-	-	-	15.00	15.00
Quoted Mutual Funds	-	-	-	-	-	-	-	-
Financial Investments at FVTOCI								
Unquoted equity shares	-	-	0.00	0.00	-	-	0.00	0.00
Total Assets	-	-	0.00	0.00	-	-	15.00	15.00

(Amount in INR Million)

(Amount in INR Million)				
March 31, 2014 (Proforma)				Total
Fair value measurement using				
Particulars	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Financial Investments at FVTPL				
Unquoted equity shares	-	-	-	-
Quoted mutual funds	-	-	-	-
Financial Investments at FVTOCI				-
Unquoted equity shares	-	-	0.00	0.00
Total Assets	-	-	0.00	0.00

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There have been no transfers among Level 1, Level 2 and Level 3 during the periods

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that has quoted price. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments includes

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at regular intervals, in line with the company's reporting requirements.

v. Reconciliation of fair value measurement of financial assets classified as FVTOCI (Level 3): (Amount in INR Million)

Particulars	Unquoted equity shares				
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
As at the beginning of the year	0.00	0.00	0.00	0.00	0.00
Remeasurement recognised in OCI	-	-	-	-	-
Purchases	-	-	0.00	-	-
Sales	-	-	-	-	-
As at the end of the year	0.00	0.00	0.00	0.00	0.00

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39. RESTATED CONSOLIDATED STATEMENT OF FINANCIAL RISK MANAGEMENT

The Holding Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors of Holding Company is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee and finance team of the holding company oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Group's activity exposes it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the Group manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

(a) Trade and other receivables

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Provision for expected credit losses

The Group follows 'simplified approach' for recognition of loss allowance on Trade receivables

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Loss allowance

The ageing of trade and other receivables that were not impaired was as follows:

Particulars	(Amount in INR Million)				
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Past due 1 - 60 days	139.75	175.40	265.33	108.46	73.68
Past due 61 - 180 days	147.62	408.08	130.57	92.22	82.74
Past due 181 days and above	297.51	88.21	76.09	102.82	28.10
	584.89	671.69	471.99	303.49	184.51

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Reconciliation of loss allowance provision - Trade receivables

Particulars	(Amount in INR Million)
Loss allowance on March 31, 2014	0.25
Changes in loss allowance	(0.19)
Loss allowance on March 31, 2015	0.06
Changes in loss allowance	0.38
Loss allowance on March 31, 2016	0.44
Changes in loss allowance	1.58
Loss allowance on March 31, 2017	2.02
Changes in loss allowance	1.67
Loss allowance on March 31, 2018	3.70

(b) Other Financial Assets

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(B) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Group consistently generated sufficient cash flows from operations to meet its financial obligations. Also, the Group has unutilized credit limits with banks.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

(j) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	(Amount in INR Million)				
	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Fixed rate					
Cash Credit Facilities	113.66	150.60	-	208.76	272.54
	113.66	150.60	-	208.76	272.54

(ii) Contractual maturities of financial liabilities

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. In the table below, borrowings include both interest and principal cash flows.

Particulars	Carrying Amount	(Amount in INR Million)			
		Contractual cash flows			
		Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2018					
Borrowings	577.93	577.93	509.79	17.56	50.58
Trade payables	149.95	149.95	149.95	-	-
Other financial liabilities	103.02	103.02	103.02	-	-
Total financial liabilities	830.89	830.89	762.75	17.56	50.58
March 31, 2017					
Borrowings	530.31	530.31	525.12	4.92	0.27
Trade payables	403.10	403.10	403.10	-	-
Other financial liabilities	79.61	79.61	79.61	-	-
Total financial liabilities	1,013.01	1,013.01	1,007.82	4.92	0.27
March 31, 2016 (Proforma)					
Borrowings	340.16	340.16	334.67	4.13	1.36
Trade payables	504.75	504.75	504.75	-	-
Other financial liabilities	75.42	75.42	75.42	-	-
Total financial liabilities	920.33	920.33	914.85	4.13	1.36

(Amount in INR Million)					
Particulars	Carrying Amount	Contractual cash flows			
		Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2015 (Proforma)					
Borrowings	296.47	296.47	282.56	13.61	0.29
Trade payables	197.15	197.15	197.15	-	-
Other financial liabilities	66.21	66.21	66.21	-	-
Total financial liabilities	559.82	559.82	545.92	13.61	0.29
March 31, 2014 (Proforma)					
Borrowings	301.83	301.83	253.95	46.63	1.25
Trade payables	140.48	140.48	140.48	-	-
Other financial liabilities	63.46	63.46	63.46	-	-
Total financial liabilities	505.77	505.77	457.89	46.63	1.25

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity risk.

(i) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the external commercial borrowings and export receivables.

The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

(a) The Group exposure to foreign currency risk at the end of the reporting period expressed in INR Million, are as follows

Particulars	Amount
March 31, 2018	
Trade Receivables	-
Trade Payable	(32.98)
Net exposure to foreign currency risk	(32.98)
March 31, 2017	
Trade Receivables	-
Trade Payable	(50.32)
Net exposure to foreign currency risk	(50.32)
March 31, 2016 (Proforma)	
Trade Receivables	-
Trade Payable	(77.36)
Net exposure to foreign currency risk	(77.36)
March 31, 2015 (Proforma)	
Trade Receivables	1.05
Trade Payable	(34.30)
Net exposure to foreign currency risk	(33.25)
March 31, 2014 (Proforma)	
Trade Receivables	-
Trade Payable	(33.84)
Net exposure to foreign currency risk	(33.84)

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(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

Particulars	2017-18		2016-17		2015-16	
	1% Increase	1% Decrease	1% Increase	1% Decrease	1% Increase	1% Decrease
Net Exposure	(0.33)	0.33	(0.50)	0.50	(0.77)	0.77
Net Increase/(decrease) in profit or loss	(0.33)	0.33	(0.50)	0.50	(0.77)	0.77

Particulars	2014-15		2013-14	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Net Exposure	(0.33)	0.33	(0.34)	0.34
Net Increase/(decrease) in profit or loss	(0.33)	0.33	(0.34)	0.34

(ii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in the interest rates.

However, during the years presented in these financial statements, the Group had primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Group is not exposed to interest rate risk.

(iii) Other price risk

The Group is not exposed to other price risk during the years presented in these financial statements.

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40. RESTATED CONSOLIDATED STATEMENT OF CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions to sustain future development of business. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within debt, interest bearing borrowings Trade Payables and Other Financial Liabilities, less cash and cash equivalents and bank deposits and earmarked investments

(Amount in INR Million)					
Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Borrowings	577.93	530.31	340.16	296.47	301.83
Trade payables	32.98	50.32	77.36	34.30	33.84
Other payables	103.02	79.61	75.42	66.21	63.46
Less: cash and cash equivalents	(2.26)	(1.40)	(55.36)	(2.93)	(2.41)
Less: bank deposits	(24.46)	(24.79)	(55.42)	(25.58)	(10.12)
Less: earmarked investments	(9.14)	(8.51)	-	-	-
Net Debt	678.07	625.53	382.16	368.46	386.60
Equity share capital	157.41				
Other equity	1,015.22	892.03	816.60	685.37	595.36
Total Capital	1,172.63	892.03	816.60	685.37	595.36
Capital and net debt	1,850.70	1,517.56	1,198.76	1,053.82	981.96
Gearing ratio (%)	36.64	41.22	31.88	34.96	39.37

41. ASSETS GIVEN AS COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as collateral security against current and non current borrowings are:

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
CURRENT ASSETS					
i. Financial Assets					
Bank Deposits	7.65	5.29	36.67	18.72	6.80
Cash and cash equivalents	2.09	1.23	55.10	2.85	2.23
Trade Receivables	584.64	672.82	470.90	301.05	182.94
Other financial assets	198.65	256.76	241.18	195.54	149.17
ii. Non Financial Assets					
Inventories	576.41	511.84	508.92	312.32	338.43
Total current assets	1,369.43	1,447.94	1,312.77	830.49	679.57
NON CURRENT ASSETS					
i. Financial Assets					
Investments in Mutual Funds	9.14	8.51	-	-	-
Bank Deposits	16.81	19.50	18.74	6.86	3.32
ii. Non Financial Assets					
Freehold land	39.37	22.67	22.67	22.67	22.67
Freehold building	189.42	160.88	161.04	170.80	165.83
Plants and equipments	62.55	60.66	50.98	63.25	65.02
Furniture, fittings and equipment	4.91	-	-	-	-
Capital Advances	12.65	-	-	-	-
Total non current assets	334.86	272.24	253.44	263.58	256.85

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42. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Amount in INR Million)

Particulars	As at March 31, 2018 (Ind AS)	As at March 31, 2017 (Ind AS)	As at March 31, 2016 (Proforma Ind AS)	As at March 31, 2015 (Proforma Ind AS)	As at March 31, 2014 (Proforma Ind AS)
Principal amount due to suppliers under MSMED Act, 2006	-	-	-	-	-
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	-	-	-	-
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-	-	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-	-	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-	-	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-	-	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-	-	-	-

The Group has not received any intimations from Suppliers regarding the status under the Micro, Small and Medium enterprises Development Act, 2006, the Company is making efforts to get the confirmations from the suppliers as regards their status under the Act.

43. DISCLOSURE ON SPECIFIED BANK NOTES (SBNs)

In accordance with the MCA notification G.S.R. 308 dated 30 March 2017 details of Specified Bank Notes (SBN) and Other Denomination Notes (ODNs) held and transacted during the period from 8 November 2016 to 30 December 2016, is given below.

(Amount in INR)

Particulars	SBNs	Other denomination Notes	Total
Closing Cash in hand as on November 8, 2016	5,400,000	1,805,679	7,205,679
(+) Permitted receipts	-	893,218	893,218
(-) Permitted payments	-	2,395,196	2,395,196
(-) Amount deposited in banks	5,400,000	66,000	5,466,000
Closing Cash in hand as on December 30, 2016	-	237,701	237,701

Note : Partnership Firm (Susbsidiary) is not required to report its dealings and holding in SBN during the captioned periods due to which Audited Financial Information of Partnership Firm does not contains said disclosures. Accordingly SBN disclosures have been made based on Holding companies disclosures.

Permitted Receipts includes Cash Withdrawan from Bank during November 08, 2016 to December 30,2016.

44. STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115 was issued in February 2016 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. This standard will come into force from accounting period commencing on or after April 1, 2018. The Company will adopt the new standard on the required effective date. The Group has evaluated the effect of this on the financial statements and the impact is not material.

Appendix B to Ind AS 21- Foreign currency transactions and advance consideration

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Group has evaluated the effect of this on the financial statements and the impact is not material.

Statement of Restatement Adjustments

(Amount in INR Millions)

Particulars	Note	For the year ended at				
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Profit after tax as per previous GAAP		114.45	76.70	117.41	108.53	82.83
Adjustments:						
Fair valuation of investments	1	0.63	0.51	-	-	-
Provision for expected credit losses on trade receivables	2	(1.67)	(1.58)	(0.38)	0.19	(0.09)
Remeasurements of post-employment benefit obligations	3	(0.30)	(0.07)	(0.36)	0.33	(0.19)
Short or excess provisions of tax of earlier years	4	0.40	(1.15)	(2.70)	2.48	1.73
Prior period income recognised	5	-	-	15.00	-	-
Income Tax Refund regarding to previous not recognised	6	-	1.18	-	-	-
Deferred Tax Adjustments	7	9.24	(0.27)	1.55	0.63	0.16
Tax effects of adjustments	8	0.31	0.50	0.13	(0.07)	0.03
Total adjustments		8.61	(0.89)	13.25	3.57	1.64
Profit after tax as per Ind AS		123.06	75.82	130.65	112.10	84.47
Other comprehensive income (net of taxes)		0.20	0.04	0.24	(0.22)	0.12
Total comprehensive income as per Ind AS Restated Consolidated statement of profit and loss		123.26	75.86	130.89	111.88	84.59

Restatement adjustments made in the Restated Consolidated Statement of Reserves and Surplus to the balance as at 1 April 2013 to the Surplus in the Restated Consolidated Statement of Profit and Loss is as detailed below:

Particulars	Note	April 1, 2013
Reserve as per previous GAAP		210.11
Adjustments:		
Provision for expected credit losses on trade receivables	2	(0.16)
Short or excess provisions of tax of earlier years	4	(0.76)
Deferred tax Adjustments	7	(2.15)
Tax effects of adjustments	8	0.05
Total adjustments		(3.01)
Total comprehensive income as per Ind AS Restated summary standalone statement of profit and loss		207.10

A Notes to Material Adjustments in Restated Financial Statements

1 Fair valuation of investments

Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss.

2 Provision for expected credit losses on trade receivables

Under Indian GAAP, the company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, loss allowance has been determined based on Expected Loss model (ECL).

3 Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for

4 Short or Excess Provision of Tax of earlier years

Excess and short provision for income taxes pertaining to earlier years, based on intimations / orders / received / returns filed, accounted for during the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 has been adjusted in the respective financial years to which it pertains. The adjustments related to financial years prior to March 31, 2014 have been adjusted against the opening balance of retained earnings as per restated financial information as at April 1, 2013.

5 Prior period income recognised

The Company on restatement has identified prior period incomes which was shown as advance received under current liabilities and during the year it is recognised in the profit and loss statement of the year to which it pertains.

6 Short or excess provisions of tax of earlier years

The company on restatement has recognised Income Tax Refund for the financial year ended March 31, 2017 which was earlier not recorded.

7 Deferred Tax Liability

The company on restatement has accurately re-computed deferred tax liability (net) taking into consideration the income tax rates prevailing in the respective years for temporary differences between depreciation and amortization on fixed assets under income tax law and depreciation and amortization provided in the books of accounts to rectify the computational errors made while taking the base for ascertaining deferred tax liability, which has been restated to the year to which it pertains.

8 Tax effects of adjustments

Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Surplus as per Profit and Loss as on April 1, 2013.

B Material regroupings

Appropriate adjustments have been made in the respective years of Restated Consolidated Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2016 and other relevant provisions of the Act, to the extent applicable, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

C Related Party Transactions

Certain disclosures in respect of related party transactions were either not included or the amounts were incorrectly considered in the earlier audited financial statements have now been rectified in the Restated Consolidated Statements based on the examination reports issued by auditors.

D Contingent Liabilities

Certain contingent liabilities were erroneously considered in the disclosure in the earlier audited financial statements, which have now been rectified in the Restated Consolidated Statements based on examination report issued by auditors

E Non-adjusting items

Audit Qualifications in Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended March 31, 2018, March 31, 2017 and March 31, 2016, Companies (Auditor's Report) Order, 2015 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2015 and the Companies (Auditor's Report) Order, 2003 ('CARO') issued by the Central Government of India under sub section (4A) of Section 227 of the Companies Act, 1956 for the years ended 31 March 2014. Certain statements/comments included in the annexure to the Audit report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented:

(i) Clause (vii)(b) of CARO

Details of dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax or cess which have not been deposited with the appropriate authorities on account of any dispute except those mentioned below:

Nature of Statute	Nature of Due	Forum where dispute is pending	Period to which the amounts relates	Amount
Income Tax Act, 1961	Income Tax	Appellate Tribunal	A.Y 12-13 (F.Y 11-12)	6,073,890
Central Excise Act, 1944	Excise Duty	Central Excise and Service Tax Appellate Tribunal	F.Y 13-14	49,316,462

Statement of Equity Reconciliation to Restated Consolidated Financial Statements

Reconciliations between previous GAAP and Ind AS Ind AS 101 requires an entity to reconcile equity for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS restated figures.

(Amount in INR Millions)

Particulars	Note	As at				
		March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Total equity (shareholder's funds) as per previous GAAP		992.78	878.54	801.84	684.03	597.00
Adjustments:						
Fair valuation of investments	1	1.14	0.51	-	-	-
Provision for expected credit losses on trade receivables	2	(3.70)	(2.02)	(0.44)	(0.06)	(0.25)
Remeasurements of post-employment benefit obligations	3	(0.60)	(0.29)	(0.22)	0.14	(0.19)
Short or Excess Provision of Tax of earlier years	4	-	(0.40)	0.75	3.45	0.97
Prior period income recognised	5	15.00	15.00	15.00	-	-
Income Tax Refund regarding to previous not recognised	6	1.18	1.18	-	-	-
Deferred Tax Adjustments	7	9.18	(0.08)	0.19	(1.44)	(2.09)
Tax effects of adjustments	8	0.96	0.65	0.15	0.02	0.09
Other comprehensive income						
Remeasurements of defined benefit liability/(asset) (Net of Taxes)		0.38	0.18	0.14	(0.10)	0.12
Total equity as per Ind AS		1,016.33	893.27	817.41	686.05	595.64

Notes

1. Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments (other than equity instruments designated as at FVOCI) have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss.

2. Under Indian GAAP, the company has created provision for impairment of receivables consists only in respect of specific amount for incurred losses. Under Ind AS, loss allowance has been determined based on Expected Loss model (ECL).

3. Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

4. Excess and short provision for income taxes pertaining to earlier years, based on intimations / orders / received / returns filed, accounted for during the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 has been adjusted in the respective financial years to which it pertains. The adjustments related to financial years prior to March 31, 2014 have been adjusted against the opening balance of retained earnings as per restated financial information as at April 1, 2013.

5. The Company on restatement has identified prior period incomes which recognised in the profit and loss statement of the year to which it pertains.

6. The company on restatement has recognised Income Tax Refund for the financial year ended March 31, 2017 which was earlier not recorded.

7. The company on restatement has accurately re-computed deferred tax liability (net) taking into consideration the income tax rates prevailing in the respective years for temporary differences between depreciation and amortization on fixed assets under income tax law and depreciation and amortization provided in the books of accounts to rectify the computational errors made while taking the base for ascertaining deferred tax liability, which has been restated to the year to which it pertains.

8. Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Surplus as per Profit and Loss as on April 1, 2013.

Restated Consolidated Statement of Accounting Ratios

Particulars		No.	For the year ended March 31, 2018 (Ind AS)	For the year ended March 31, 2017 (Ind AS)	For the year ended March 31, 2016 (Proforma Ind AS)	For the year ended March 31, 2015 (Proforma Ind AS)	For the year ended March 31, 2014 (Proforma Ind AS)
1 Earning Per Share (EPS) - Basic and Diluted							
Restated Net Profit attributable to the shareholders for calculation of basic and diluted EPS (Amount in INR million)		A	122.99	75.37	130.52	112.22	84.42
Weighted average number of equity shares for calculating basic and diluted EPS		B	15,740,949	15,740,949	15,733,767	15,730,917	15,208,177
EPS (in Rupees) - Basic and Diluted		A/B	7.81	4.79	8.30	7.13	5.55
2 Return on Net Worth							
Restated Profit / (Loss) for the periods (Amount in INR million)		C	122.99	75.37	130.52	112.22	84.42
Net worth at the end of the years (Amount in INR million)		D	1,015.22	892.03	816.60	685.37	595.36
Return on Net Worth (%)		C/D*100	12.11	8.45	15.98	16.37	14.18
3 Net Asset Value Per Equity Share							
Net worth at the end of the periods (Amount in INR million)		E	1,015.22	892.03	816.60	685.37	595.36
Number of equity shares outstanding at the end of the year		F	15,740,949	15,740,949	15,740,949	15,730,917	15,730,917
Net Asset Value Per Equity Share (in Rupees)		E/F	64.50	56.67	51.88	43.57	37.85

Notes:

- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period / year adjusted by the number of equity shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- Net worth for ratios mentioned represents sum of Paid-up share capital, reserves and surplus.
- Earnings per share calculations are in accordance with Indain Accounting Standard 33 - Earnings Per Share ('Ind AS 33') , notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. As per Ind AS 33, in case of bonus share , the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.
- The figures disclosed above are based on the Restated Consolidated Statements of Profit and Losses of the Company.
- The above statement should be read with the notes on adjustments to Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows as appearing in Annexure IV and Significant Accounting Policies as appearing in Annexure V.
- During the year ended March 31, 2016, the Company has consolidated the equity share capital of INR 1 each fully paid into equity shares of INR 10 each fully paid. The issued number of equity shares has been reduced from 157,409,590 equity shares of INR 1 each fully paid to 15,740,959 equity shares of INR 10 each fully paid.

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Restated Consolidated Statement of Capitalisation

(Amount in INR Millions)

Particulars	Pre-issue as at March 31, 2018	As Adjusted for issue
Debt:		(refer note ii below)
Long term borrowings	65.70	*
Current portion of secured long term borrowings, included in other current financial liabilities	21.74	*
Total (i)	87.44	
Short term borrowings	490.49	*
Total (ii)	490.49	
Total debt (A = i + ii)	577.93	
Shareholders funds:		
Equity Share Capital	157.41	*
Reserves and surplus	857.81	*
Total shareholders funds (B)	1,015.22	
Total debt / shareholder fund (A/B)	0.57	*
Long Term debt / Shareholders Fund (i / B)	0.09	

Notes

- i) The above statement should be read with the notes to the Restated Consolidated Statements as appearing in Annexure V and Statement of Restatement Adjustments to Audited Special Purpose Consolidated Financial Statements appearing in Annexure VI.
- ii) The corresponding figures (As adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Fiscals ended March 31, 2018, 2017 and 2016. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Financial Information and the sections entitled "Summary of Financial Information" and "Restated Financial Information" on pages 58 and F-1, respectively. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 18. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the section entitled "Forward-Looking Statements" on page 17. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Consolidated Financial Information.

Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular fiscal year are to the 12-month period ended March 31 of that year.

Overview

We are an ISO 9001:2015, 9001:2008, 14001:2004 and 14001: 2015 certified company, engaged in manufacturing of various types of chemical and organic fertilizers. We also trade in chemical compounds and organic fertilisers. We started with manufacturing of different grades of NPK fertilizers. Over the years, we have widened our product base and at present our product portfolio includes different types of chemical and organic fertilizers viz. various grades of NPK, Single Super Phosphate (powdered and granulated), organic manure, PROM, mix micro nutrients, water soluble fertilizers, soil conditioners, etc. Since past few years, we have been majorly focusing on production of organic fertilisers and we have been successfully able to establish ourselves as one of the top organized players in organic fertilizer segment. [Source: CARE Industry Report]. Under organic fertilizers segment, we have been predominantly engaged in the production and marketing of Fertiliser Control Order (FCO) specified organic fertilizers grades. As on the date of the DRHP, we have a distribution network of more than 750 distributors spread over 10 states.

We currently have four production facilities: Unit I & II at Changodar, Ahmedabad, Unit III at Malarpura, Kheda and Unit IV at Kalyangadh, Bavla, Ahmedabad. As at March 31, 2018, these four facilities have a combined installed capacity of around 3,02,000 MT per annum. Each of our manufacturing facilities has the ability to manufacture different type of products, which provides us with the necessary flexibility to cater to changing demands in the market. We conduct in house test and check activities to improve our production processes, improve the quality of our product range and develop new products according to market demand.

One of our key product is 100% organic Phosphate Rich Organic Manure (PROM). PROM is a green chemistry Phosphatic fertilizer enriched with micro nutrient such as Copper, Zinc & Cobalt, which enhances the productivity of land. PROM is a highly effective substitute of Di-Ammonium Phosphate (DAP). The demand of organic fertilizers is increasing among the farmers. The government has also initiated various steps towards measured use of chemical fertilisers and increase in the use of organic fertilisers to make agriculture more sustainable. Various government schemes such as Soil Health Mission, National Program for Organic Production, etc, have been rolled out to give boost to organic farming. [Source: CARE Industry Report]. Our Narmada PROM has gained the trust and confidence of farmers in various states with its effective results. This advantage has further given us confidence to effectively take our organic fertilisers across the country with a near monopoly of Narmada PROM, being noticed for its sustained quality, high yield production, and increased crop nutrition. During FY 2017, we had around share of 58% in the overall production of PROM in India. [Source: CARE Industry Report]. To enhance our product base, we are exploring to enter into pesticides markets as well. We have entered into marketing agreement with few parties wherein such parties will manufacture pesticides for us which shall be marketed by us under our brand.

Our Company is promoted by our Individual Promoter Dinesh Patel and Corporate Promoter Adeshwar Distributors Private Limited. Our Promoter Dinesh Patel has an experience of more than 18 years in the fertilizer industry. We believe that our Promoter's and senior management's experience enables us to understand and anticipate market

trends, manage our business operations and growth, leverage customer relationships and respond to changes in customer preferences. As on the date of the DRHP, we have 186 employees who aid in our business operations.

We believe in our motto “*Jamin Balvan to Kisan Dhanvan*”. We have also been actively involved in maintaining our relationship with our dealers through annual dealer meets where we focus on interacting with our dealers and gaining insight on the market trends and demands, which helps us in serving the farming community better. We also conduct field trials in various states to determine the effectiveness of our products and improvise on the same. We also provide the facility of a toll-free number printed on each bag through which we can avail feedback on our products and also resolve any grievances / issues of farmers.

We are entitled to subsidy under Direct Benefit Transfer Scheme of Government of India on sale of our product, Single Super Phosphate. Further we are majorly catering to agriculture sector. Agriculture and allied sectors contributed an important 17% share to India’s GDP in 2017-18 and employs over half of the country’s population. Hence, the government has increased its focus on sustained growth of agricultural segment and farm incomes. To achieve this, there would be requirement to increase production with better productivity; alongwith diversification towards high value produces like pulses and cash crops. This would entail large investments in fertilizer production along with irrigation and agri-research. [Source: CARE Industry Report]. We believe that our fertilizer industry shall continue to receive government support in various forms such as subsidy, policies and various government schemes.

We have been recognized for Environment Protection for our SSP fertilizer Plant in 2017 by The Fertiliser Association of India (FAI), New Delhi. We have also been awarded for high quality production, promotion and marketing of organic manure and phosphate rich organic manure (PROM) in December 2017 by FAI. Further our Company has been recognised as “Best Manufacturer Of Organic & Bio-Chemical Fertilisers Of The Year” at Business Leaders Summit & Awards 2017 organised by Worldwide Achievers Private Limited.

Based on our Restated Consolidated Financial Information, our revenue from operations for Fiscals 2016, 2017 and 2018 was ₹ 2,344.07 million, ₹ 1,760.96 million and ₹ 1,715.66 million respectively. Our EBITDA for Fiscals 2016, 2017 and 2018 was ₹ 305.98 million, ₹ 206.03 million and ₹ 276.57 million, respectively. Our Return on Networth for Fiscals 2016, 2017 and 2018 was 15.98%, 8.45% and 12.11%, respectively. Our profit after tax margins were 5.51%, 4.27% and 7.10% for Fiscals 2016, 2017 and 2018 respectively.

Significant Factors Affecting Our Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 18. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

Seasonality

Our business is seasonal in nature. Our Company is engaged in manufacturing of fertilizers which is used for agricultural industry. Agricultural sector is inherently seasonal and is subject to soil and climatic conditions, rainfall, seasonal and other weather factors, which make the performance of the agricultural sector as a whole or the levels of production of a particular crop relatively unpredictable. Our business is influenced by the traditional crop seasons in India. In India, majority of the farmers depend on monsoon for cultivation. Rainfall usually occurs during Kharif season and hence, the timing and seasonality of rainfall has an impact on the business of our Company. Thus, we are subject to seasonal factors, which make our operational results very unpredictable. Any significant disruption in our operations or other factors that result in a significant shortfall compared with our expectations, may result in a significant shortfall in sales and operating cash flows for the full year. Accordingly, if the agricultural sector in the regions where we operate, and particularly the crops to which we cater to are adversely affected by unfavourable soil or climatic conditions, poor rainfall, seasonal fluctuations, commodity crop price fluctuations or any other extraneous events, the demand for our products may decrease, which may adversely affect our business, cash flows and results of operations.

We recognize revenues only upon the sale of our products. During periods of lower sales, we continue to incur substantial operating expenses, but our revenues remain usually lower. Due to the inherent seasonality of our business, results of one reporting period may not be necessarily comparable with preceding or succeeding reporting periods.

Availability and cost of raw materials

Our business, financial condition, results of operations and prospects are significantly impacted by the availability and cost of raw materials, particularly rock phosphate, sulphur, etc. While we are not significantly dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. This volatility in commodity prices can significantly affect our raw material costs.

Government incentives & subsidies

Any changes in government policies relating to the agriculture sector such as reduction of government expenditure, withdrawal or changes in incentives and subsidy systems, export restrictions on crops, or adverse changes in commodity prices and/or minimum support prices could have an adverse effect on the ability of farmers to spend on fertilisers. Governments and end users of our agri - input products may seek to find ways to reduce or contain agriculture related costs. We cannot predict the nature of the measures that may be adopted by governments or private organisations or their impact on our revenues. In the event such measures result in increased costs for farmers to undertake agriculture, their demand for some or all of our products may reduce, which could reduce our sales and cash flows and affect our profitability.

Continuing associations with dealers/distributors

We are primarily dependent on dealers/distributors for our business. We have over the years developed a network of distributors and dealers across India. As at March 31, 2018, our distribution network included over 750 dealers/distributors over 10 states. There is no assurance that we will be able to maintain the same levels of business from our existing dealers/distributors or that we will be able to replace our dealers/distributor base in a timely manner or at all in the event our existing dealers/distributors do not continue to purchase the products of our Company. The loss of or interruption of work by, a significant number of dealers may have an adverse effect on our revenues and operations. While we believe that our relationship with these parties has been satisfactory, there are no long-term or exclusive arrangements that we have entered into with our dealers and distributors, and there is no assurance that they will not place orders with other manufacturers. In addition, our dealers and distributors could change their business practices or seek to modify the contractual terms which we have previously entered into with them, including in relation to their payment terms.

Fluctuations in the exchange rate of the Rupee

We are importing mainly Rock Phosphate, one of our key raw material from Jordan, Egypt, Middle East Countries and China. For Fiscal 2018, 2017 and 2016 our total CIF value of imports of raw materials, stores, spares and tools consumed constituted ₹ 108.31 million, ₹ 146.30 million and ₹ 137.04 million respectively which was 6.25%, 8.24% and 5.78% respectively of our total income, as per our Restated Consolidated Financial Information. We face an exchange rate risk primarily arising from our foreign currency payables.

The exchange rate between the Indian Rupee and these currencies, primarily the U.S. dollar, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. We may, therefore, be exposed to risks arising from exchange rate fluctuations, suffer losses on account of foreign currency fluctuations for our raw material procurement and we may not be able to pass on all losses on account of foreign currency fluctuations to our customers. As on date of this Draft Red Herring Prospectus, we do not have any hedging policy to mitigate the losses on account of foreign currency fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline.

Significant Accounting Policies

- 1. Corporate Information :-** These statements comprise the Restated Consolidated Financial Information of Narmada Bio-Chem Limited (the Holding Company) and its subsidiary (collectively, the 'Group' or the 'Company'). The Holding Company is a public limited company domiciled in India and is incorporated on February 7, 2001 under the provisions of the Companies Act applicable in India. The registered office of the

Holding Company is located at Narmada house, Plot no 252, TP no 50, near Sun Builders, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat, India - 380054.

The Company is principally engaged in production of fertilizers and chemicals. These Restated Consolidated Financial Information is approved by the board of directors for the purpose of inclusion in Draft Red Herring Prospectus on September 15, 2018.

1. Significant Accounting Policies

1.1 Basis Of preparation and presentation

The Restated Consolidated Statement of Assets and Liabilities of Naramada Bio-Chem Limited as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014, 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 each of the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and Restated Other Consolidated Financial Information (together referred as 'Restated Consolidated Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standard) Rules, 2016 and other relevant provisions of the Act, to the extent applicable. The Restated Consolidated Financial Information have been compiled by the Group from:

The special purpose audited Consolidated Financial Statements of the Company as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 ('Special Purpose Audited Consolidated Financial Statements') approved by Board of Directors on May 10, 2018, prepared under previous generally accepted accounting principles followed in India ('Previous GAAP').

The Group has elected to present all five years as per Ind AS/Proforma Ind AS. The restated financial information for the years ended March 31, 2016, 2015 and 2014 has been prepared on Proforma basis (i.e. "Proforma Ind AS financial information") in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and Guidance note on reports in company prospectuses issued by ICAI. For the purpose of Ind AS financial information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information for the year ended March 31, 2016, 2015 and 2014, the Group has followed the accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as approved by Board of Directors pursuant to application of Indian Accounting Standards dated September 15, 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the Ind AS Financial Information for the year ended March 31, 2018 and 2017 and for the Proforma Ind AS financial information as of and for the years ended March 31, 2016, 2015, and 2014 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that adopted by Board of Directors as on September 15, 2018.

A. Exemptions and Exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

i. Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii. Estimates

The estimates used for the previous years presented are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from Impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

The estimates used by the Group to present these amounts in accordance with Ind AS reflect conditions at the respective dates of the financial statements.

iii. Classification and Measurement of financial assets and financial liabilities

Ind AS 101 requires an entity to assess classification of financial assets and financial liabilities on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets and financial liabilities accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets and financial liabilities based on facts and circumstances that exist on the date of transition. Measurement of the financial assets and financial liabilities accounted at amortised cost has been done retrospectively except where the same is impracticable.

For all period up to and including the year ended March 31, 2018, the Company prepared its Special Purpose Consolidated financial information in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). Restated Consolidated Financial Statements for the years ended March 31, 2018, 2017, 2016, 2015 and 2014 are the first financial statements of the company prepared in accordance with Indian Accounting Standards with the date of transition to Ind AS being April 1, 2017. Ind AS 101 requires an entity to disclose the impact of transition to Ind AS on and reconcile its financial position, total comprehensive income and cash flows. Refer Annexure VI on Material Adjustments to Restated Consolidated Financial Statements and Annexure VII on Statement of Equity Reconciliation to Restated Financial Statements for the reconciliations from previous GAAP to Ind AS.

The Audited special Purpose Consolidated Financial Prepared from;

- (i) Audited Standalone Financial Statement (Previous GAAP)
- (ii) Audited Financial (information) of Partnership firm considered as subsidiary.

The Restated Consolidated Financial Information has been prepared by the management in connection with the proposed listing of equity shares of the Company by way of fresh issue and offer for sale, to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies and the concerned Stock Exchange in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Act;
- b) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended to date in pursuance of provisions of Securities and Exchange Board of India Act, 1992 read along with SEBI circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI regulations"); and
- c) Guidance Note on reports in Company Prospectuses (revised 2016) issued by the Institute of Chartered Accountants of India.

These Restated Consolidated Financial Information have been compiled by the Group from the Audited Special Purpose Consolidated Financial Statements and:

- There were no changes in accounting policies under previous GAAP during the years of these financial statements,
- Material amount relating to adjustments for previous years in arriving at profit/loss of the years to which they relate ,have been appropriately adjusted,
- adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Consolidated financial statements of the Company as at and for the year ended March 31, 2018 prepared under Ind AS and the requirements of the SEBI Regulations, and the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

Basis of measurement

The Restated Consolidated Financial Information has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that are measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.2 Summary of Significant Accounting Policies

a) Principles of consolidation and equity accounting Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. InterGroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any

difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The audited financial information of below mentioned subsidiary by the company for years mentioned there against:

Subsidiary	% of Holding	Period Covered
National Fertilizers Industries	90%	As at and for the year ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014.

Audited Financials (Information) of Partnership Firm considered as subsidiary.

b) Foreign currency translation

i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency. "Rs. 0.00" contain the amount below the rounding off policy of the Company.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

c) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land and Leasehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising

on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on written down value basis using the useful lives prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The Depreciation provided in case of Partnership Firm (considered as Subsidiary) is at the rates specified in the Income Tax Act, 1961.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

d) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of trade marks are amortized on a straight line basis over the useful life of ten years and softwares are amortized on a straight line basis over the useful life of five years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

The Amortisation provided in case of Partnership Firm is at the rates specified in the Income Tax Act, 1961.

e) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalised. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalised comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

f) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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.

g) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- The entity's business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

h) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

i) Taxes

i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either

in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

iii) Minimum alternate Tax

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

j) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials (Including packing materials): cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on FIFO.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is

determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising revenue from major business activities

i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

L) Employee benefits

i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The liabilities for earned leave and sick leave are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured at expected payments to be made in respect of services provided by employees.

(iii) Post-employment obligations

The company operates the following post-employment schemes:

- (a) defined benefit plans viz gratuity,
- (b) defined contribution plans viz provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Compensated Absences

As per the policy of the Company, no leave balances are allowed to be carried forward. All leave accumulated are encashed after the financial year end.

(v) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

m) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Land leases for long term (say, 99 years) are classified as finance leases and not depreciated.

ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

o) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

p) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's

performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

q) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

s) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

t) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

u) Current/non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading

- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

V) Government Grants

Government grants in the form of subsidy and equated freight on fertilizers are recognized when there is reasonable assurance that the Company will comply with the conditions relating to them and that the subsidy will be received.

Government grants whose primary condition is that the Company should purchase, construct or acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss in the period in which they become receivable.

W) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

x) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

3 Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

i) Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV). NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

iii) Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

iv) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

v) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

vi) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under policies above.

vii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Revenue and Expenditure

The following descriptions set forth information with respect to the key components of our Restated Consolidated Financial Information.

Our Revenue: Our revenue comprises of revenue from operations and other income

Revenue from operations: Our revenue from operations comprises of revenue from sale of manufactured products (inclusive of excise duty), sale of traded products and government subsidy.

Sale of manufactured products mainly consists of sale of organic fertilizers, chemical fertilizers, water soluble fertilisers, mix micro nutrients and soil conditioners manufactured by our Company and sold under different brands. Sale of organic fertilisers mainly consists of products such as PROM, Organic Manure, Organic Phosphate Culture, etc. whereas sales of chemical fertilisers mainly includes different grades of NPK and SSP. Our sale of traded products includes organic bio-chemical products such as Bio – Vigourous, Organic Phosphate Culture and other chemical compounds like Acetic Acid, Calcium chloride, Caustic Soda Flak etc, which are sold by us on bulk/wholesale basis. Our revenue from operations also consists of government subsidy which is provided by government on some of our products such as SSP under its different schemes.

Other Income: Our other income mainly comprises of interest income and other non-operating income such as foreign exchange fluctuation gain, fair value gain on financial instruments, miscellaneous income, etc.

Expenses: Our expenses comprise of cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, work-in-progress and stock-in-trade, excise duty, employee benefit expense, finance costs, depreciation and amortization expense and other expenses.

Cost of materials consumed: Our expenditure on cost of materials consumed includes purchase of raw material which primarily includes rock phosphate, sulphur, etc. and purchase of packing material.

Purchase of stock-in-trade: Our expenditure on purchase of stock-in-trade consists of purchase of organic bio-products such as Bio – vigourous, organic phosphate culture and other chemical compounds like Acetic Acid, Calcium chloride, Caustic Soda Flak etc, which are sold by us on bulk/wholesale basis in the markets.

Changes in inventories of finished goods, work-in-progress and stock-in trade consists of change in our inventories of finished goods, work-in-progress and stock in trade as at the beginning and end of the year.

Excise Duty consists of excise duty expenses on various Chemical based Fertilizer.

Employee benefit expense: Our employee benefit expense consists of salaries, wages and bonus, contribution to provident and other fund and staff welfare expenses.

Finance costs: Our finance costs comprises of interest expense on debts and borrowings, interest on statutory dues and other borrowing costs.

Depreciation and amortization expenses: Tangible and intangible assets are depreciated and amortised over periods corresponding to their estimated useful lives. See “Significant Accounting Policies – Depreciation methods, estimated useful lives and residual value” above on page 187 of this Draft Red Herring Prospectus.

Other expenses: Our other expenses primarily include electric, power, fuel and water charges, repairs and maintenance, stores, consumables and packing material expenses, advertisement expenses, electricity charges, insurance, legal and professional fees, rent, transportation expenses, other manufacturing & packing expenses, miscellaneous expenses, etc.

Our Income Tax Expenses

Elements of our income tax expenses are as follows:

Current tax: Our current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961

Deferred tax: Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Other Comprehensive income/(loss)

The other comprehensive income/(loss) consists of items that will not be reclassified subsequently to the statement of profit or loss which consists of remeasurement of the net defined benefit obligation and income tax relating to such items.

Total Comprehensive Income

Total comprehensive income for the year consists of profit for the year and total other comprehensive income/(loss).

Results of operations

(In ₹ million)						
Particulars	March 31, 2018	% of total income	March 31, 2017	% of total income	March 31, 2016	% of total income
Revenue						
Revenue from Operations	1,715.66	99.05%	1,760.96	99.13%	2,344.07	98.91%
Other Income	16.45	0.95%	15.47	0.87%	25.80	1.09%
Total Income	1,732.11	100.00%	1,776.43	100.00%	2,369.87	100.00%
Expenses						
Cost of materials consumed	750.36	43.32%	672.75	37.87%	857.51	36.18%
Purchase of stock-in-trade	260.19	15.02%	581.56	32.74%	843.87	35.61%
Changes in inventories of finished goods, work in progress and stock-in-trade	25.63	1.48%	(38.00)	(2.14) %	31.04	1.31%
Excise Duty	1.06	0.06%	7.72	0.43%	8.07	0.34%
Employee benefit expenses	74.11	4.28%	64.56	3.63%	61.91	2.61%
Finance Costs	61.31	3.54%	63.99	3.60%	71.18	3.00%
Depreciation and amortization expenses	39.38	2.27%	38.31	2.16%	40.35	1.70%
Other expenses	344.19	19.87%	281.81	15.86%	261.49	11.03%
Total Expenses	1,556.23	89.85%	1,672.71	94.16%	2,175.42	91.80%
Profit before taxation	175.88	10.15%	103.73	5.84%	194.45	8.21%
Tax Expenses						
Current Tax	59.62	3.44%	23.73	1.34%	70.60	2.98%
Deferred Tax (Asset)/ Liability	(6.80)	(0.39)%	4.19	0.24%	(6.80)	(0.29)%
Total Tax Expenses	52.82	3.05%	27.92	1.57%	63.80	2.69%
Net Profit after taxation	123.06	7.10%	75.80	4.27%	130.65	5.51%
Other Comprehensive income/ (loss)						
Items that will not be reclassified to profit and loss						
-Remeasurements of gains/(losses) on defined benefit plans	0.30	0.02%	0.07	0.00%	0.36	0.02%
-Income tax relating to items that will not be reclassified to profit or loss	(0.10)	(0.01)%	(0.03)	(0.00)%	(0.12)	(0.01)%
Other comprehensive income/(loss)	0.20	0.01%	0.04	0.00%	0.24	0.01%
Total comprehensive income/ (loss)	123.26	7.12%	75.86	4.27%	130.89	5.52%

Discussion on the Results of Operations

Fiscal 2018 compared to Fiscal 2017

Total Income

Our total income decreased by 2.49% to ₹ 1,732.11 million in financial year 2018 from ₹ 1,776.43 million in financial year 2017 due to the factors described below:

Revenue from operations: Our revenue from operations decreased by 2.57% to ₹ 1,715.66 million in financial year 2018 from ₹ 1,760.96 million in financial year 2017. The slight decrease in our revenue from operations was mainly due to decrease in our revenue from government subsidy from ₹ 144.28 million in financial year 2017 to ₹ 103.98 million in financial year 2018 which was due to our Company focusing and promoting non-subsidized products i.e. organic fertilizers which our Company believes are more beneficial for farmers and also yield better margins. Further our sale of traded goods also decreased from ₹ 607.35 million in financial year 2017 to ₹ 262.22 million in financial year 2018 as our Company has increased its focus on in house production of organic fertilisers. However the decrease in trading of organic fertilizers was offset by increase in trading of chemical compounds. This decrease was offset by increase in sale of our manufactured products from ₹ 1,009.33 million (inclusive of excise duty of ₹ 4.29 million) in financial year 2017 to ₹ 1,349.45 million in financial year 2018 which was primarily on account of higher sale of our product PROM.

Other income: Our other income increased by 6.37% to ₹ 16.45 million in financial year 2018 from ₹ 15.47 million in financial year 2017. The increase was primarily due to increase in miscellaneous income from ₹ 11.18 million in financial year 2017 to ₹ 12.92 million in financial year 2018, increase in foreign exchange fluctuation gain of ₹ 1.38 million in financial year 2018 as against Nil in financial year 2017 and increase in fair value gain on financial instruments from ₹ 0.51 million in financial year 2017 to ₹ 0.63 million in financial year 2018. The increase was partially offset by decrease in interest income from ₹ 3.78 million in financial year 2017 to ₹ 1.52 million in financial year 2018.

Total Expenses

Our total expenses decreased by 6.96% to ₹ 1,556.22 million in financial year 2018 from ₹ 1,672.71 million in financial year 2017, due to the factors described below:

Cost of material consumed: Our cost of material consumed increased by 11.54% to ₹ 750.36 million in financial year 2018 from ₹ 672.75 million in the financial year 2017. The increase was mainly due to higher consumption of raw material which was a result of increase in our capacity utilisation.

Purchase of stock-in-trade: Our purchase of stock-in-trade decreased by 55.26% to ₹ 260.19 million in financial year 2018 from ₹ 581.56 million in financial year 2017. The Company has been and shall continue to focus on in house production, particularly of organic fertilizer and as a part of such strategy has been reducing its trading operations. However the decrease in trading of organic fertilizers was offset by increase in trading of chemical compounds.

Changes in inventories of finished goods, work in progress and stock-in-trade: Our finished goods, work in progress and stock-in-trade changed by 167.45% from ₹ (38.00) million in financial year 2017 to ₹ 25.63 million in financial year 2018. The change was because of lower level of inventory of finished goods and work in progress maintained at the end of financial year 2018.

Excise Duty: Our excise duty expenses decreased by 86.29% to ₹ 1.06 in financial year 2018 from ₹ 7.72 million in financial year 2017. This decrease was due to introduction of GST regimen.

Employee benefits expense: Our employee benefits expense increased by 14.79% to ₹ 74.11 million in financial year 2018 from ₹ 64.56 million in financial year 2017. This increase was primarily due to an increment in salary, wages and bonus expenses from ₹ 58.51 million in financial year 2017 to ₹ 67.02 million in financial year 2018. This was due to increase in number of employees and salary levels of some employees. Also our contribution to provident and other funds increased from ₹ 1.74 million in financial year 2017 to ₹ 2.33 million in financial year 2018. Our gratuity expenses increased from ₹ 0.81 million to ₹ 0.97 million and compensated absences increased from ₹ 1.32 million to ₹ 2.28 million. The increase was offset by slight decrease in staff welfare expenses from ₹ 2.18 million in financial year 2017 to ₹ 1.51 million in financial year 2018.

Finance costs: Our finance costs decreased by 4.19% to ₹ 61.31 million in financial year 2018 from ₹ 63.99 million in financial year 2017. Decrease in finance costs was mainly due to decrease in interest on statutory dues which decreased from ₹ 5.39 million in financial year 2017 to ₹ 0.39 million in financial year 2018. Further our other borrowing costs also reduced from ₹ 4.87 million in financial year 2017 to ₹ 4.18 million in financial year 2018. The

decrease was partially offset by increase in interest on debts & borrowings from ₹ 53.73 million in financial year 2017 to ₹ 56.74 million in financial year 2018.

Depreciation and amortisation expense: Our depreciation and amortisation expense slightly increased by 2.79% to ₹ 39.38 million in financial year 2018 from ₹ 38.31 million in financial year 2017. This was due to increase in depreciation on tangible assets mainly due to addition on new plant, property, equipments during financial year 2018.

Other expenses: Our other expenses increased by 22.13% to ₹ 344.19 million in financial year 2018 from ₹ 281.81 million in financial year 2017. This increase was primarily due to an increase in stores, consumables & packing material from ₹ 157.37 million in financial year 2017 to ₹ 206.20 million in financial year 2018; other manufacturing and packing expenses from ₹ 5.24 million in financial year 2017 to ₹ 17.58 million in financial year 2018 and legal and professional fees from ₹ 3.24 million in financial year 2017 to ₹ 7.33 million in financial year 2018 amongst others. The increase was partially offset by mainly decrease in repairs and maintenance – plant & machinery from ₹ 9.34 million in financial year 2017 to ₹ 6.12 million in financial year 2018 and rent expenses from ₹ 7.05 million in financial year 2017 to ₹ 5.53 million in financial year 2018, amongst others. The increase in other expenses was mainly due to an increase in our capacity utilization which resulted in an increase in the volume and sale of our manufactured products.

Profit before tax: As a result of the factors outlined above, our restated profit before tax increased by 69.57% to ₹ 175.88 million in financial year 2018 from ₹ 103.73 million in financial year 2017.

Tax expenses:

Current tax: We recorded a current tax of ₹ 59.62 million for fiscal 2018, an increase of 151.24% from ₹ 23.73 million for fiscal 2017. This increase was primarily due to an increase in profit before tax and lower deduction of income tax u/s 35AD in financial year 2018.

Deferred tax: We recorded a deferred tax benefit of ₹ 6.80 million for fiscal 2018 as compared to a deferred tax charge of ₹ 4.19 million for fiscal 2017. This increase was mainly due to depreciation adjustments.

Profit after tax for the year, as Restated: Due to the factors mentioned above, our profit after tax increased by 62.34% from ₹ 75.80 million in fiscal 2017 to a profit of ₹ 123.06 million in fiscal 2018.

Total Other Comprehensive Income: We recorded a total other comprehensive income of ₹ 0.20 million in fiscal 2018 as compared to a total other comprehensive income of ₹ 0.04 million in fiscal 2017. This was primarily due to re-measurement of gains on defined benefit plans and income tax on such items.

Total Other Comprehensive Income for the year: As a result of the factors outlined above, our total comprehensive income for the year increased by 62.48% from ₹ 75.86 million in fiscal 2017 to profit of ₹ 123.26 million in fiscal 2018.

Fiscal 2017 Compared to Fiscal 2016

Total Income

Our total income decreased by 25.04% to ₹ 1,776.43 million in financial year 2017 from ₹ 2,369.87 million in financial year 2016, due to the factors described below:

Revenue from operations: Our revenue from operations decreased by 24.88% to ₹ 1,760.96 million in financial year 2017 from ₹ 2,344.07 million in financial year 2016. The decrease in our revenue from operations was mainly due to decrease in our revenue from government subsidy from ₹ 186.55 million in financial year 2016 to ₹ 144.28 million in financial year 2017. Further our sale of traded goods also decreased from ₹ 919.34 million in financial year 2016 to ₹ 607.35 million in financial year 2017 as our Company has increased its focus on in house production of organic fertilisers and gradually lower its trading volumes. Also our sale of manufactured products decreased to ₹ 1,009.33 million (inclusive of excise duty of ₹ 4.29 million) in financial year 2017 from ₹ 1,238.18 million (inclusive of excise duty of ₹ 6.51 million) in financial year 2016 which was primarily on account of lower demand of chemical based fertilisers in 2017.

Other income: Our other income decreased by 40.05% to ₹ 15.47 million in financial year 2017 from ₹ 25.80 million in financial year 2016. This decrease was primarily due to decrease in miscellaneous income from ₹ 20.54 million in financial year 2016 to ₹ 11.18 million in financial year 2017, interest income from ₹ 4.79 million in financial year 2016 to ₹ 3.78 million in financial year 2017, amongst others. The decrease was slightly offset by increase in fair value gain on financial instruments by ₹ 0.51 million in financial year 2017.

Total Expenses

Our total expenses decreased by 23.11% to ₹ 1,672.71 million in financial year 2017 from ₹ 2,175.42 million in financial year 2016, due to the factors described below:

Cost of material consumed: Our cost of materials consumed decreased by 21.55% to ₹ 672.75 million in financial year 2017 from ₹ 857.51 million in the financial year 2016. The decrease was mainly due to lower consumption of raw material which was a result of lower demand for NPK and other chemical based fertilisers in financial year 2017 as compared to financial year 2016.

Purchase of stock-in-trade: Our purchase of stock-in-trade decreased by 31.08% to ₹ 581.56 million in financial year 2017 from ₹ 843.87 million in financial year 2016. The Company has been and shall continue to focus on in house production, particularly of organic fertilizer and as a part of such strategy has been reducing its trading operations.

Changes in inventories of finished goods, work in progress and stock-in-trade: Our finished goods, work in progress and stock-in-trade changed by 222.39% to ₹ (38.00) million in financial year 2017 from ₹ 31.04 million in financial year 2016. The change was because of higher level of inventory of finished goods and work in progress maintained at the end of financial year 2017.

Excise Duty: Our excise duty expenses decreased by 4.41% to ₹ 7.72 million in financial year 2017 from ₹ 8.07 million in financial year 2016. This decrease was due to decrease in sale of manufactured products.

Employee benefits expense: Our employee benefits expense increased by 4.28% to ₹ 64.56 million in financial year 2017 from ₹ 61.91 million in financial year 2016. This increase was primarily due to an increment in salary, wages and bonus expenses from ₹ 55.83 million in financial year 2016 to ₹ 58.51 million in financial year 2017. This was due to increase in salary levels of some employees. Also our contribution to provident and other funds increased from ₹ 1.70 million in financial year 2016 to ₹ 1.74 million in financial year 2017 and compensated absences increased from ₹1.26 million in financial year 2016 to ₹1.32 million in financial year 2017. The increase was offset by slight decrease in staff welfare expenses from ₹ 2.27 million in financial year 2016 to ₹ 2.18 million in financial year 2017 and decrease in gratuity expense from 0.86 million in financial year 2016 to 0.81 million in financial year 2017.

Finance costs: Our finance costs decreased by 10.09% to ₹ 63.99 million in financial year 2017 from ₹ 71.18 million in financial year 2016. Decrease in finance costs was mainly due to decrease in other borrowing costs from ₹ 24.62 million in financial year 2016 to ₹ 4.87 million in financial year 2017. During financial year 2016, our Company had incurred one time charges in the form of ₹ 13.60 million as prepayment charges on discontinuance of its working capital limits to SVC bank and ₹ 1.50 million as prepayment charges on closure of its term loan facility to SBI. Further the LC charges were higher in financial year 2016 as compared to financial year 2017 due to higher import of raw material in financial year 2016. The decrease was partially offset by increase in interest expense on debts & borrowings from ₹ 43.42 million in financial year 2016 to ₹ 53.73 million in financial year 2017 which was due to higher utilization of working capital borrowings during financial year 2017. Further our interest on income tax also increased from ₹ 3.14 million in financial year 2016 to ₹ 5.39 million in financial year 2017.

Depreciation and amortisation expense: Our depreciation and amortisation expense decreased by 5.05% to ₹ 38.31 million in financial year 2017 from ₹ 40.35 million in financial year 2016.

Other expenses: Our other expenses increased by 7.77% to ₹ 281.81 million in financial year 2017 from ₹ 261.49 million in financial year 2016. This increase was primarily due to an increase in stores, consumables & packing material from ₹ 140.69 million in financial year 2016 to ₹ 157.37 million in financial year 2017; advertisement expenses from ₹ 16.64 million in financial year 2016 to ₹ 25.67 million in financial year 2017; electricity charges from ₹ 17.52 million in financial year 2016 to ₹ 22.69 million in financial year 2017 and transportation expenses from ₹ 6.52 million in financial year 2016 to ₹ 12.55 million in financial year 2017 amongst others. The increase was partially offset by mainly decrease in foreign exchange fluctuation loss from ₹ 9.17 million in financial year 2016 to ₹ 0.78 million in financial year 2017 and other manufacturing and packing expenses from ₹ 10.29 million in financial year 2016 to ₹ 5.24 million in financial year 2017, amongst others.

Profit before tax: As a result of the factors outlined above, our restated profit before tax decreased by 46.66% to ₹ 103.73 million in financial year 2017 from ₹ 194.45 million in financial year 2016.

Tax expenses:

Current tax: We recorded a current tax of ₹ 23.73 million for fiscal 2017, a decrease of 66.39% from ₹ 70.60 million for fiscal 2016. The decrease was primarily due to decrease in profit before tax and higher deduction of income tax u/s

35AD in financial year 2017.

Deferred tax: We recorded a deferred tax charge of ₹ 4.19 million for fiscal 2017 as compared to a deferred tax benefit of ₹ 6.80 million for fiscal 2016. This decrease was mainly due to depreciation adjustments.

Profit after tax for the year, as Restated: Due to the factors mentioned above, our profit after tax decreased by 41.98% from ₹ 130.65 million in fiscal 2016 to a profit of ₹ 75.80 million in fiscal 2017.

Total Other Comprehensive Income: We recorded a total other comprehensive income of ₹ 0.04 million in fiscal 2017 as compared to a total other comprehensive income of ₹ 0.24 million in fiscal 2016. This was primarily due to re-measurement of gains on defined benefit plans and income tax on such items.

Total Other Comprehensive Income for the year: As a result of the factors outlined above, our total comprehensive income for the year decreased by 42.04% from ₹ 130.89 million in fiscal 2016 to ₹ 75.86 million in fiscal 2017.

Liquidity and Capital Resources

Over the past three years, we have been able to finance our working capital requirements through cash generated from our operations, bank loans and facilities. We have relied on cash from internal resources, Issue of shares and loans from banks to finance the working capital requirement and expansion of our business and operations. We believe that after taking into account the IPO Proceeds, expected cash to be generated from our business and operations and the proceeds from our bank loans, we have sufficient working capital for our present requirements and anticipated requirements for capital expenditures and other cash requirements for 12 months following the date of this Draft Red Herring Prospectus.

The table below summarises our cash flows from our Restated Consolidated Financial Information of cash flows for the financial year 2018, 2017 and 2016:

	(In ₹ million)		
	March 31, 2018	March 31, 2017	March 31, 2016
Net cash generated from/ (used in) operating activities	92.15	(140.51)	97.39
Net cash used in investing activities	(77.98)	(44.98)	(21.14)
Net cash (used in)/ generated from financing activities	(13.31)	131.53	(23.84)
Net increase/ (decrease) in cash and cash equivalents	0.86	(53.96)	52.44
Cash and Cash Equivalents at the beginning of the period	1.40	55.36	2.93
Cash and Cash Equivalents at the end of the period	2.26	1.40	55.36

Operating Activities

Financial year 2018

Our net cash generated from operating activities was ₹ 92.15 million in financial year 2018, as a result of total cash generated from operations of ₹ 98.66 million which was primarily offset by tax paid of ₹ 6.51 million. Our operating profit before working capital changes was ₹ 274.33 million in financial year 2018, which was primarily adjusted by decrease in trade receivables of ₹ 85.13 million, increase in inventories of ₹ 64.35 million, decrease in financial and other assets of ₹ 52.43 million, decrease in trade payables of ₹ 251.78 million and increase in financial and other liabilities of ₹ 2.90 million.

Financial year 2017

Our net cash used in operating activities was ₹ 140.51 million in financial year 2017, as a result of total cash used in operations of ₹ 77.85 million which was increased by tax paid of ₹ 62.66 million. Our operating profit before working capital changes was ₹ 198.87 million in financial year 2017, which was primarily adjusted by increase in trade receivables of ₹ 201.29 million, decrease in inventories of ₹ 10.70 million, decrease in financial and other assets of ₹ 19.97 million, decrease in trade payables of ₹ 102.46 million and decrease in financial and other liabilities of ₹ 3.65 million.

Financial year 2016

Our net cash generated from operating activities was ₹ 97.39 million in financial year 2016, as a result of total cash generated from operations of ₹ 150.98 million which was primarily offset by tax paid of ₹ 53.59 million. Our

operating profit before working capital changes was ₹ 307.14 million in financial year 2016, which was primarily adjusted by increase in trade receivables of ₹ 168.88 million, increase in inventories of ₹ 211.91 million, increase in financial and other assets of ₹ 82.73 million increase in trade payables of ₹ 298.47 million and increase in financial and other liabilities of ₹ 8.89 million.

Investing Activities

Financial year 2018

Net cash used in investing activities was ₹ 77.98 million in financial year 2018. This was primarily on account for payments for property, plant and equipment of ₹ 79.25 million, payments for intangible assets of ₹ 0.54 million, payments for purchase of investments of ₹ 0.00 million. This was partially offset by proceeds from sale of property, plant and equipment of ₹ 0.11 million and interest received of ₹ 1.70 million.

Financial year 2017

Net cash used in investing activities was ₹ 44.98 million in financial year 2017. This was primarily on account for payments for property, plant and equipment of ₹ 38.74 million, payments for intangible assets of ₹ 2.46 million, payments for purchase of investments of ₹ 7.99 million. This was partially offset by proceeds from sale of property, plant and equipment of ₹ 0.08 million and interest received of ₹ 4.13 million.

Financial year 2016

Net cash used in investing activities was ₹ 21.14 million in financial year 2016. This was primarily on account for payments for property, plant and equipment of ₹ 42.49 million, payments for intangible assets of ₹ 0.68 million, payments for purchase of investments of ₹ 0.00 million. This was partially offset by proceeds from sale of investments of ₹ 15.15 million, proceeds from sale of property, plant and equipment of ₹ 2.64 million and interest received of ₹ 4.26 million.

Financing Activities

Financial year 2018

Net cash used in financing activities in financial year 2018 was ₹ 13.31 million which primarily consisted of repayment of borrowings of ₹ 4.82 million, net negative change in current borrowings of ₹ 34.32 million and payment of interest of ₹ 60.92 million. This was partially offset by proceeds from borrowings of ₹ 86.75 million.

Financial year 2017

Net cash generated from financing activities in financial year 2017 was ₹ 131.53 million which primarily consisted of net positive change in current borrowings of ₹ 191.01 million. This was partially offset by repayment of borrowings of ₹ 0.87 million, and payment of interest of ₹ 58.61 million.

Financial year 2016

Net cash used in financing activities in financial year 2016 was ₹ 23.84 million which primarily consisted of repayment of borrowings of ₹ 40.97 million and payment of interest of ₹ 68.04 million. This was partially offset by proceeds from issue of shares of ₹ 0.50 million, proceeds from borrowings of ₹ 5.00 million and net positive change in current borrowings of ₹ 79.67 million.

Borrowings

As on March 31, 2018, the total outstanding borrowings of our Company aggregated to ₹ 577.93 million, which includes long-term borrowings of ₹ 65.70 million, short-term borrowings of ₹ 490.49 million and current maturities of long term debt of ₹ 21.74 million. As on March 31, 2018 our debt to equity ratio was 0.57:1. For further details, refer to the chapter titled, Financial Indebtedness beginning on page 209 of this Draft Red Herring Prospectus.

Secured Borrowings:

Long term borrowings

		(in ₹ million)
		March 31, 2018
Particulars		
Term loans from bank		58.60
Total		58.60

Short term borrowings*(in ₹ million)*

Particulars	March 31, 2018
Cash Credit facilities from banks	490.49
Total	490.49

Current maturities of long term debt*(in ₹ million)*

Particulars	March 31, 2018
Term loans from banks	4.95
Total	4.95

Unsecured Borrowings:**Long term borrowings***(in ₹ million)*

Particulars	March 31, 2018
Term loans from banks	5.75
Term loans from Others	1.35
Total	7.10

Current maturities of long term debt*(in ₹ million)*

Particulars	March 31, 2017
Term loans from banks	11.79
Term loans from Others	4.99
Total	16.79

In the event, any of our lenders declare an event of default, this could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition. Some of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. For further information, see “Financial Indebtedness” and “Risk Factor – Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further, as on the date of Draft Red Herring Prospectus our Company has not received consents from some of our lenders to undertake this Offer. Non-receipt of such consent could lead to non compliance of the terms of the loan agreements entered into by our Company with the said lenders.” on pages 209 and 32, respectively. Further, as of March 31, 2018, the amount outstanding on our Company’s non fund based working capital facility was ₹ 32.94 million.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. Primarily such transactions include advance given to group entities, remuneration to directors and KMP, rent charges paid, etc. For further details relating to our Related Party Transactions, see “Annexure-V, Note 36- “Restated Consolidated Statement of Related Party Transactions” in Section “Restated Consolidated Financial Information” and Annexure-V, Note 34- “Restated Standalone Statement of Related Party Transactions” in Section “Restated Standalone Financial Information” beginning on page F-111 and F-45 respectively of this DRHP.

Contingent Liabilities

As of March 31, 2018, the claims against the Company not acknowledged as debts as disputed by the Company and outstanding bank guarantees are given below:

(In ₹ million)

Particulars	March 31, 2018
i. Claim against the company not acknowledged as debt	
Disputed Income tax matters	6.07

Disputed Excise Matters	110.87
Disputed Sales Tax Matters	1.23
ii. Guarantees excluding financial guarantees	
Outstanding bank guarantees	7.93
Total	126.10

For further information on our contingent liabilities, refer note 33 of our Restated Consolidated Financial Information beginning on page F-107 of this Draft Red Herring Prospectus.

Commitments

The estimated amounts of contracts remaining to be executed on capital account and not provided for as of March 31, 2018, is Nil.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds. As on March 31, 2018, our indebtedness consists of floating rate interest. Since we do not have any forward contracts to hedge against interest rate risk, any upward fluctuations in interest rates may increase the cost of both existing and new debts.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed under the chapter titled, “Restated Financial Information” beginning on page of the 179, there are no reservations, qualifications and adverse remarks by our statutory auditor for the previous five Fiscals.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in “Restated Financial Information” beginning on page 179, there have been no defaults in

payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company during the period April 1, 2015 up to March 31, 2018.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in "Risk Factors" beginning on page 18 of this Draft Red Herring Prospectus.

Known Trends or Uncertainties that Have Had or are Expected to Have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Our business has been affected and we expect that it will continue to be affected by the trends identified above in this chapter. Other than as described in the section titled "Risk Factors" on page 18 and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in "Risk Factors" on page 18 and this chapter, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three financial years are as explained in the part financial year 2018 compared to financial year 2017 and financial year 2017 compared to financial year 2016.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our business is limited to a single reportable segment. Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page 111 of the Draft Red Herring Prospectus.

Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the fertiliser industry / sector in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" on page 18.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the DRHP, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on a Single or Few Suppliers or Customers

Our top ten customers contribute to 44.59% of our total revenue from operations, based on Restated Standalone

Financial Information.

Our top ten suppliers contribute to 89.96% of our total raw material purchases, based on Restated Standalone Financial Information.

Seasonality of Business

The nature of our business is seasonal. For associated risk factor, please refer Risk factor no. [●] in the chapter titled “Risk Factors” beginning on page 18 of the DRHP.

Significant Developments after March 31, 2018 that May Affect Our Results of Operations

Except as set out in this Draft Red Herring Prospectus, in the opinion of the Board of Directors of our Company and to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

- *Our Company has repaid Rs. 10 million to SVC Co-Operative Bank Limited towards full and final settlement of outstanding Cash Credit liability via letter dated June 28, 2018.*
- *The sanction amount by Kotak Mahindra Bank towards Loan against Property has been increased to ₹ 115 million from Rs. 65 million vide Sanction Letters dated July 27, 2018 and July 28, 2018 issued by Kotak Mahindra Bank.*
- *The Company vide its letter dated August 28, 2018 to State Bank of India had informed about resignation of Rameshbhai Patel from the Company.*

Changes in Accounting Policies and Recent Accounting Pronouncements

We have historically prepared our financial statements in accordance with Indian GAAP. As required under applicable law, our Company transitioned from Indian GAAP to Ind AS and for the purposes of the transition to Ind AS, we have followed the guidance prescribed under Ind AS 101 – First Time Adoption of Indian Accounting Standards with April 1, 2017 being the transition date.

For information relating to transition from Indian GAAP to Ind AS, see Annexure VI and VII and related note on account.

FINANCIAL INDEBTEDNESS

Our Company avails credit facilities in the ordinary course of our business. Pursuant to our Articles of Association, subject to applicable laws, our Board is authorised to borrow sums of money for the purpose of our Company, with or without security, upon such terms and conditions as the Board may think fit which, together with the monies borrowed by the Company (apart from the temporary loans obtained or to be obtained by the Company's banker in the ordinary course of business) shall not exceed the aggregate of paid-up share capital and free reserves of our Company.

As on March 31, 2018, we have outstanding borrowings of ₹ 610.86 million. Set forth below is a brief summary of our aggregate outstanding borrowings as on March 31, 2018.

Category of Borrowing	Sanction Amount (₹ in millions)	Amount Outstanding (₹ in millions)
Secured Loans		
Cash Credit Facilities	420.00	409.74*
Stand by Line of Credit	80.00	80.74
Non Fund Based Letter of Credit	120.00	32.94
Credit Exposure Limit	4.00	0.00
Loan against Property	65.00**	56.62
Unsecured Loans	27.50	23.89
Vehicle Loans	9.83	6.93
Total	726.33	610.86

*As on date our company has repaid Rs, 10.00 million to SVC Co-Operative Bank Limited towards full and final settlement of outstanding Cash Credit liability via letter dated June 28, 2018.

**The sanction amount has been increased to ₹ 115 million vide Sanction Letters dated July 27, 2018 and July 28, 2018 issued by Kotak Mahindra Bank.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us.

- Interest:** The interest rate charged typically for cash credit is card rate 2.00% above MCLR, present effective rate being 10.15% p.a with monthly rests linked to ECR of BBB. Interest rates for SLC is additional interest of 1% over regular WC facilities will be applicable on fund based credit facility under SLC. SLC availed as non fundbased facility shall attract normal rates of commission. Interest rates for loan against property is 9.15% consisting of applicable MCLR rate @ 8.5% and spread @ 0.65%. Interest rate for unsecured loans ranges from 15% to 17%. Interest rate for vehicle loans ranges from 8.5% to 10.75%.
- Security:** Our secured borrowings are secured against
 - Hypothecation of entire existing & proposed current assets of the Company.
 - Mortgage of certain immovable properties of our Companies.
 - Lien over TDR and investments in mutual funds of Company
 - Hypothecation of the car purchased out of the loan amount in favour of the bank.
- Repayment:** Our Cash credit facilities are repayable on demand. The tenor of loan against property is 120 months. Repayment for unsecured loans ranges from 12 to 36 months and for vehicle loan ranges from 60 to 84 months.
- Restrictive covenants:**

Borrowing arrangements entered into by our Company contain certain standard restrictive covenants. Without the prior consent of the borrowers, our Company shall not-

- (a) formulate any scheme of amalgamation or reconstruction or merger or demerger;
- (b) make investment by way of share capital or loan or advance funds to or place deposits with any other concern (including group companies);
- (c) declare dividends for any year except out of profits relating to that year after making all due and necessary provisions and provided further that no default is subsisting in any repayment obligations to the borrowers;
- (d) create any charge, lien or encumbrance over its undertaking or part thereof in favour of any financial institution, bank, company, firm or persons;
- (e) change the practice with regard to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees etc. except where mandated by any legal or regulatory provisions;
- (f) issue any new shares or securities or purchase, redeem, buyback or reduce any or all of its share capital or otherwise make any payment in respect thereof or enter into any compromise arrangement with its shareholders or creditors, or pass a resolution of voluntary winding up or implement any scheme for restructuring, reconstruction, consolidation, amalgamation, merger or other similar purposes;
- (g) change business, or enter into any new business or line of business or effect any material change in the management

5. **Events of default:**

In terms of our facility agreements and sanction letters, the following, among others, constitute as events of default:

- (a) failure on Company's part to perform any of the obligations or terms or conditions or covenants applicable in relation to the financial facilities including under the comments/other documents including non-payment in full of any part of the outstanding balance when due or when demanded by bank;
- (b) any misrepresentations or misstatement by the Company; or
- (c) occurrence of any circumstance or event which adversely affects Company's ability/capacity to pay/repay the outstanding balance or any part thereof or perform any of the obligations;
- (d) if any attachment, distress, execution or other process against the Company/its assets or any of the security is threatened, enforced or levied upon by any person; or
- (e) fall, reduction or decrease, in the opinion of the bank, in value of any security lower than the value required by the bank;
- (f) the event of insolvency, failure in business, commission of an act of bankruptcy of the Company, or change or termination of employment/profession/business for any reason whatsoever.

Additionally, our Company is required to ensure that the aforementioned events of default and other events of default, as specified under the various loan documentation entered into by our Company for the purpose of availing of loans is not triggered.

Guarantees (for all Facilities)

The Bank has obtained the following guarantees in respect of the facilities availed by the Company:

1. Personal Guarantee of

- (1) Dineshbhai Patel
- (2) Rameshbhai Patel
- (3) Bhavnaben Patel
- (4) Rekhaben Patel

**The Company vide its letter dated August 28, 2018 to State Bank of India had informed about resignation of Rameshbhai Patel from the Company.*

Corporate Guarantee of National Organic Fertilizers

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters, Group Companies. Our Board, in its meeting held on June 28, 2018, determined that outstanding legal proceedings involving the Company, its Directors, Promoters and Material Group Companies: (a) where the aggregate amount involved, in such individual litigation exceeds 1% of the profit after tax of our Company, as per last audited financial statements; or (b) where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 1% of the profit after tax of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 1% of the profit after tax of the Company, or (c) litigations whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, will be considered as material litigation (“**Material Litigation**”).

B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company; or (vi) material frauds committed against our Company in the last five years.

Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding 5% of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company, as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on June 28, 2018.

All terms defined in a particular litigation are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

A. LITIGATION FILED AGAINST OUR COMPANY

1. Litigation Involving Criminal Matters

- a. **Criminal Case No. 133/17 filed by the Shree Milind Ashok Bhoit, Agricultural Officer, Panchayat Samiti, Maan (“Agricultural Officer”) against Ankur kumar Nareshbhai Patel (representative of the Company) and Tushar Laxman Jadhav and M/s Ganesh Fertilizers, Dahivada (“the Accused”) before the Hon’ble Chief Judicial Magistrate Court, Dahivada (“the Court”)**

Agricultural Officer filed the Criminal Case No. 133/17 before the Court against the Accused for the breach of Section 11(A) and (B) of the Fertilizer (Control) Order, 1985. The Complainant alleged that the Accused have, by the manufacture and sale of the sub-standard mixed chemical fertilizer SSP, have breached the Section 11(A) and (B) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer SSP had been sent to Fertilizer Testing Laboratory, Kolhapur (“**Laboratory**”) for analysis and the same was declared to be non-certified by the Laboratory vide its analysis report no. 1553 dated January 9, 2017. The Agricultural Officer has therefore filed the aforesaid Complaint inter-alia pleading for the punishment and prosecution of the Accused. The matter is currently pending.

- b. **Criminal Case No. 1011/14 filed by Y. V. Chaudhari (“Agricultural Officer”) against the Company Bharat Fertilizers, Shripatel Chetanbhai Jayantibhai, Tata Chemicals Limited, Shri Santosh kumar Dwivedi and Shri Brij Kishore L. Yadav (collectively called “Accused”) before the Hon’ble Chief Judicial Magistrate, First Class, Vijapur (“the Court”)**

The Agricultural Officer filed a Criminal Case bearing No. 1011/14 before the Court against the Accused for the breach of Section 19(a) of the Fertilizer (Control) Order, 1985 and Section 3 of the Essential Commodities Act, 1955 and under Section 7 of the Essential Commodities Act, 1955. The Agricultural Officer alleged that the Accused have, by the manufacture and sale of the sub-standard mixed chemical fertilizer SSP, have breached the Section 19(a) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer SSP had been sent to Fertilizer Testing Laboratory, Gandhinagar (“**Laboratory**”) for analysis and the same was declared to be non-certified by the Laboratory vide its analysis report no. FTLTech./STD/ 4834-36/2013

dated November 9, 2013. The Agricultural Officer has therefore filed a Criminal Case No. 1011/14 *inter-alia* pleading for the punishment and prosecution of the Accused. The matter is currently pending before the Court.

- c. **Criminal Case No. 2961/10 filed by N. K. Gabani, Agricultural Officer, Palasana, on behalf of the State of Gujarat (“Agricultural Officer”) against the Company Palasana Taluka Seva Sahkari Mandali, Ketanbhai Thakorlbhai Desai, Arpit Sales Corporation, Hemant Thakorlal Gandhi, Dipak Fertilizer and Petro Chemicals, Jeyabapu Chandio Godse and Patel Chiragbhai Pramodbhai (collectively called “Accused”) before the Hon’ble Chief Judicial Magistrate, First Class, Bardoli (“the Court”)**

Agricultural Officer filed a Criminal Case No. 2961/10 before the Court against the Accused for the breach of Section 19(b) of the Fertilizer (Control) Order, 1985 and under Sections 1, 7 and 10 of the Essential Commodities Act, 1955. The Agricultural Officer alleged that the Accused have by the manufacture and sale of the sub-standard mixed chemical fertilizer NPK, have breached the Section 19(b) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer NPK had been sent to Bardoli, Chemical Fertilizer, Probe Laboratory (“Laboratory”) for analysis and the same was declared to be non-standard by the Laboratory vide its analysis report no. FTLTIC AR/NS/ 1700-03/2006 dated May 23, 2006. The Agricultural Officer has therefore filed the aforesaid Criminal Case No. 2961/10 *inter-alia* pleading for the punishment and prosecution of the Accused. The matter is currently pending before the Court.

- d. **Criminal Case No. 500728/15 filed by Agriculture Department against the Company filed before the Hon’ble District and Sessions Court, Jhabua (“Court”)**

On the basis of the records available online, it appears that Agriculture Department Jhabua (“Complainant”) has filed a Criminal Case before the Hon’ble District and Sessions Court, Jhabua (“Court”) against the Company. However, till date, the Company has not been served in the matter. Hence, the Company is not aware of the cause of action in the matter.

- e. **Criminal Case No. 50/17 filed by Rajbir Singh, Quality Control Inspector cum Fertilizer Inspector, Hisar (“Agricultural Officer”) against the Company, Rattan Kumar, Goyal Fertilizers and Pareshbhai Patel (collectively called “Accused”) before the Hon’ble Chief Judicial Magistrate, Hisar (“the Court”).**

The Agricultural Officer filed the Criminal Case No. 50/17 before the Court against the Accused for the breach of Section 19 of the Fertilizer (Control) Order, 1985 and under Sections 7, 10 and 55 of the Essential Commodities Act, 1955. The Agricultural Officer alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer SSP, have breached the Section 19 of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer SSP had been sent to Quality Control Laboratory (Fertilizers), Hisar (“Laboratory”) for analysis and the same was declared to be misbranded/Not according to specification by the Laboratory vide its analysis report dated June 14, 2017. The Agricultural Officer has therefore filed the Complaint *inter-alia* pleading for the summary trial of the Accused. The matter is currently pending.

- f. **Criminal Case No. 141/17 filed by Shree Milind Ashok Bhoit, Agricultural Officer, Panchayat Samiti, Maan (“Agricultural Officer”) against Ankurkumar Nareshbhai Patel (representing the Company), Tribhuvan R. Singh and Ganesh Fertilizers Dahiwadi Tarfe Propra Rajendra Ganpatrao Jagdale (“Accused”) before the Hon’ble Chief Judicial Magistrate Court, Dahivada (“the Court”)**

A Show Cause Notice dated August 21, 2016 was issued by the fertilizer inspector, Panchayat Council, Maan to Ganesh Fertilizer is hereby *inter-alia* called to show cause for production and sale of non-certified chemical fertilizers. Thereafter, the Agricultural Officer filed a Criminal Case No. 141/17 before the Court against the Accused for the breach of Section 11(A) and (B) of the Fertilizer (Control) Order, 1985. The Agricultural Officer alleged that the Accused have by the manufacture and sale of the sub-standard mixed chemical fertilizer SSP, have breached the Section 11(A) and (B) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer SSP had been sent to Fertilizer Testing Laboratory, Kolhapur (“Laboratory”) for analysis and the same was declared to be non-certified by the Laboratory vide its analysis report no. 1548 dated August 6, 2016. The Agricultural Officer has therefore filed the Criminal Case No. 141/17 *inter-alia* pleading for the punishment and prosecution of the Accused. The matter is currently pending.

- g. **Criminal Case No. 358/18 filed by the Agriculture Department, Jhabua (“Complainant”) against Anirudha Kedarnath Singh before Hon’ble District and Sessions Court, Jhabua (“Court”)**

On the basis of the records available online, it appears that, Agriculture Department Jhabua (“Complainant”)

has filed a Criminal Case before Hon'ble District and Sessions Court, Jhabua ("Court") against Anirudha Kedarnath Singh. However, till date, the Company has not been served in the matter. Hence, the Company is not aware of the cause of action in the matter.

h. **Criminal Case No. 803/07 filed by H. D. Lad, Agriculture Officer against the Company and others before the Hon'ble Taluka Court, Mangrol, Surat**

A petition bearing No. 803/07 has been filed before Hon'ble Taluka Court, Mangrol ("Court") by H.D. Lad, Agricultural Officer ("Complainant") against the Company ("Respondents") for the breach under Section 19(1) K of the Chemical Fertilizer Control Act, 1985. The complainant alleged that the Accused have, by the manufacture and sale of the sub-standard mixed chemical fertilizer NPK, have breached the Section 19(b) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer NPK had been sent to Bardoli, Chemical Fertilizer, Probe Laboratory ("Laboratory") for analysis and the same was declared to be non-standard by the Laboratory. The matter is pending before the Hon'ble Court. The stage of case is final arguments & evidencing processing.

i. **Criminal Case No. 51/17 filed by The State of Maharashtra Tarfe R. G. Damale against the Company and others before the Chief Judicial Magistrate First Class, Mangal Wedha.**

A Criminal Complaint bearing no. 51/17 was filed by the State Government of Maharashtra represented by R.G Damale against the Company and others before the Chief Judicial Magistrate First Class, Mangal Wedha, under Contravention of Clause 19(a) Chemical Fertilizer Control Act, 1985 and punishable under Clause 3 and 7 of the Essential Commodity Act, 1955. A Show Cause Notice No. 236/2016 dated August 29, 2016 was issued to the Company. A report to fertilizer inspector was issued by the Joint Director of Agriculture, Pune as on letter no. 427/.2017 dated February 16, 2017 to take legal action against the Company for non-approved fertilizers in re-analysis. The matter is still pending before the Chief Judicial Magistrate First Class, Mangal Wedha

j. **Criminal Case No. 53/17 filed by The State of Maharashtra Tarfe R. G. Damale against the Company and others before the Chief Judicial Magistrate First Class, Mangal Wedha.**

A Criminal Complaint bearing no. 53/17 date July 7, 2016 filed by The State of Maharashtra Tarfe R. G. Damale against the Company and others before the Chief Judicial Magistrate First Class, Mangal Wedha, under Contravention of Clause 19(a) Chemical Fertilizer Control Act, 1985 and punishable under Clause 3 and 7 of the Essential Commodity Act, 1955. Letter copy of in charge, Fertilizer Quality Control Laboratory, Amravati dated July 12, 2016 was issued. Analysis report dated July 30, 2016 issued by the Analytical Chemist Fertilizer Testing Laboratory, Amravati as on No. FCLA/2144. A Show Cause Notice No. 236/2016 dated August 29, 2016 was issued to the Company. A report to fertilizer inspector was issued by the Joint Director of Agriculture, Pune as on letter no. 427/.2017 dated February 16, 2017 to take legal action against the Company for non-approved fertilizers in re-analysis. The matter is still pending before the Chief Judicial Magistrate First Class, Mangal Wedha.

k. **Criminal Case No. 628/16 filed by S K Hingrajia, Agricultural Officer against Kishan Vikash Seva Mandal Hon'ble Taluka Court, Mandal ("Court")**

A Criminal Complaint bearing No. 628/16 has been filed before Hon'ble Taluka Court, Mandal ("Court") by S K Hingrajia Khetivadi Adhikari Mandal ("Complainant") against Kishan Vikash Seva Mandal ("Respondents") under Section 7A of the Essential Commodities Act, 1955. The complainant alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer NPK, have breached the Section 19 of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer NPK had been sent to Fertilizer Testing Laboratory for analysis and the same was declared to be "non-certified" by the Laboratory. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is pending before the Hon'ble Court.

l. **Criminal Case No. 203/15 filed by Shree K. M. Nandaniya against the Company and others before Hon'ble Taluka Court, Kalyanpur ("Court")**

A Criminal Complaint bearing No. 203/15 has been filed before Hon'ble Taluka Court, Kalyanpur ("Court") by Shri K.M. Nandaniya ("Petitioner") against the Company and Ors. ("Respondents") under section 19(1) (c) of the Chemical Fertilizer Control Act, 1985. A show cause notice dated September 10, 2014 was issued by the Agriculture Officer, Kalyanpuri to the Company inter-alia called to show cause as to why the violation of production and sale of non-certified chemical fertilizers was made. The matter is pending before the Hon'ble

Court.

- m. **Criminal Case No. 279/15 filed by S. G. Dumaniya, Agricultural Officer, Dhrol against the Company and others before Hon'ble Taluka Court, Dhrol ("Court")**

A Criminal Complaint bearing No.279/15 has been filed before Hon'ble Taluka Court, Dhrol ("Court") by S.G Dumaniya ("Complainant") against M/s. R.B.Patel and Ors. ("Respondents") under sections 6 and 7 of Indian Penal Code, 1860. A Show Cause Notice dated July 3, 2018 was issued on sample batch number NHG-043 manufactured by the Company inter-alia Company to show cause as to why legal proceedings should not be initiated for violation of Section 19(1) of Chemical Fertilizer Control Order of 1985 and punishable offence under Sections 3 and 7 of the Essential Commodities Act, 1955. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Respondent.. The matter is pending before the Hon'ble Court.

- n. **Criminal Case No. 451/14 filed by Shri V. K. Parmar, Agricultural Officer, Manavdar, on behalf of the Government of Gujarat against the Company and others before the Hon'ble Civil Judge and Judicial Magistrate (F.C.), Manavdar**

V. K, Parmar, Agricultural Officer, Manavdar ("Agricultural Officer") filed the Criminal Case No. 451/14 before the Hon'ble Civil Judge and Judicial Magistrate (F.C.), Manavdar against the Company, Agro Sales Center, Gopal Lakhman Nakum, Jay Trading Company, Sandipbhai Sukhvisingh and Brij Kishor L. Yadav (collectively called "Accused") for the breach of Section 19 of the Fertilizer (Control) Order, 1985 and under Section 7 of the Essential Commodities Act, 1955. The complainant alleged that the Accused have, by the manufacture and sale of the non standard chemical fertilizer NPK, have breached the Section 19 of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer NPK had been sent to Fertilizer Testing Laboratory, Junagadh ("Laboratory") for analysis and the same was declared to be "non-certified" by the Laboratory vide its analysis report no. FTL/4668-72/2013 dated December 16, 2013. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is currently pending.

- o. **Criminal Case No. 40/18 filed by the State against Ankur before Hon'ble Civil Court, Multai ("Court")**

A Criminal Complaint bearing No.40/18 has been filed before Hon'ble Civil Court, Multai ("Court") by the State ("Complainant") against Ankur ("Respondents") under section 3 and 7 of the Essential Commodities Act, 1955. The complainant alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer NPK, have breached the Section 19 of the Fertilizer (Control) Order, 1985 and under Section 7(1)(a)(2) of the Essential Commodities Act, 1955. A sample of the aforesaid chemical fertilizer NPK had been sent to Fertilizer Testing Laboratory, Junagadh ("Laboratory") for analysis and the same was declared to be "non-certified" by the Laboratory. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is pending before the Hon'ble Court.

- p. **Criminal Case No. 805002/14 filed by the State against Kiran Kumar before the District and Sessions Court, Khandwa**

An application letter bearing no. 417/14 dated December 24, 2014 for bail has been issued under section 420 of the Indian Penal Code and under sections 3 and 7 of the Essential Commodities Act, 1955. The Criminal Case Bearing No. 13986/14 dated October 27, 2014 an amount of Rs.30,000/- (Rupees Thirty Thousand only) is required to be paid during the bail proceedings before the High Court of Madhya Pradesh, Jabalpur. A declaration was given by Brij Kishor Yadav on behalf of Kiran Kumar confirming the Order passed by the Court dated October 27, 2018. The matter is currently pending before the Hon'ble Court.

- q. **Criminal Case No. 71/2014 filed by Ratilal Gebabhai against Puja Industries Partnership Partners and National Fertilizer Industries before the Additional Civil Judge and Judicial Magistrate of Sanand, Ahmedabad.**

A Criminal Case bearing no. 71/2014 dated February 19, 2012 was filed by Ratilal Gebabhai against Puja Industries Partnership Partners and National Fertilizer Industries before the Additional Civil Judge and Judicial Magistrate of Sanand, Ahmedabad for cancellation of the deed of permanent injunction of Rs.74,880/- (Rupees Seventy Four Thousand Eight Hundred and Eighty only). The Defendant is considered to make false and illegal sale deed transfer of the land bearing survey no. 426/2 belonging to the Plaintiff. Therefore, the Plaintiff inter-alia prays before the Additional Civil Judge and Judicial Magistrate of Sanand, Ahmedabad to grant benefit of the permanent injunction to be declared in the favour of the Plaintiff and to grant the defendant to pay expense for such transfer by any other appropriate order by the Court. The matter is still pending before the Court.

r. **Criminal Case No. 1200207/2015 filed by Agriculture Department against the Company filed before the Hon'ble District and Sessions Court Chikhali, Buldhana.**

A Show Cause Notice Sr. No. DDA/FCL/ANL/RES/14-15 dated September 25, 2014 issued by the Deputy Director of Agriculture (Fertilizer Control Laboratory) to the Company for the breach of Section 19 of the Fertilizer (Control) Order, 1985 and under Section 7 of the Essential Commodities Act, 1955. The complainant alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer NPK, have breached the Section 19 of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer NPK had been sent to Fertilizer Testing Laboratory, Aurangabad **Laboratory**) for analysis and the same was declared to be "non-certified" by the Laboratory vide its analysis report no. 1965 dated September 3, 2014. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is currently pending.

s. **Criminal Case No.1300025/2015 filed by Joint Director of Agriculture against the Company before the Hon'ble Civil Court Junior Division, Sakri.**

A Show Cause Notice Sr. No. PSG/AGRI/QC./960/2014 dated October 20, 2014 issued by the Joint Director of Agriculture (Fertilizer Control Laboratory), Nasik Division, Nasik to the Company 1. before the Hon'ble Civil Court Junior Division, Sakri, for failure in analysis of Sulphur Magnesium and Calcium, fertilizer as per Section 29(b) of the Fertilizer (Control) Order, 1985. The complainant alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer, have breached the Section 29(b) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer Ca:Mg:Shad been sent to Fertilizer Testing Laboratory for analysis and the same was declared to be "non-certified" by the Laboratory vide its analysis report no. 1825 dated October 1, 2014. Further, an Appeal under section 32 (A) (2) of Fertilizer (Control) Order, 1985 was issued for permission for re-analysis of the fertilizer Ca:Mg:S. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is currently pending.

t. **Criminal Case No. 15699/2017 filed by District Superintending Agriculture Officer against the Company before the Hon'ble Chief Judicial Magistrate, Nagpur.**

A Show Cause Notice Sr. No. SAO/SCN/FERT/5556/2015 dated September 29, 2015 issued by District Quality Control Inspector, Kadimbag, Civil lines, Nagpur Division, Nagpur to the Company before the Hon'ble Chief Judicial Magistrate, Nagpur for contravention in analysis of Sulphur Magnesium and Calcium, fertilizer as per Section 19(a) and 19(b) of the Fertilizer (Control) Order, 1985 and under Section 7(1)(a)(2) of the Essential Commodities Act, 1955. The complainant alleged that the Accused have, by the manufacture and sale of the non-standard chemical fertilizer, have breached the Section 29(b) of the Fertilizer (Control) Order, 1985. A sample of the aforesaid chemical fertilizer Ca:Mg:S had been sent to Fertilizer Testing Laboratory, for analysis and the same was declared to be "non-certified" by the Laboratory vide its analysis report no. 2100 dated July 9, 2015. Further, an Appeal under section 32 (A) (2) of Fertilizer (Control) Order, 1985 was issued dated September 30, 2015 for permission for re-analysis of the fertilizer Ca:Mg:S. The Agricultural Officer has therefore filed the Complaint for the prosecution of the Accused. The matter is currently pending.

u. **Criminal Case No. 743/2012 filed by M.M Prajapati against the Company**

On the basis of the records available online, it appears that M.M Prajapati, Petitioner has filed a Criminal Case before the taluka Court, Sanand against the Company. However, till date, the Company has not been served in the matter. Hence, the Company is not aware of the cause of action in the matter.

2. **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3. **Litigations Involving Tax Liabilities**

(₹ in million)

S. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	1	6.07
2.	Indirect Tax	2	68.59
	Total	3	74.66

- a. **Appeal dated September 26, 2016 filed by the Deputy Commissioner of Income Tax, Circle-3(1)(1), Ahmedabad (“DCIT”) before the Income Tax Appellate Tribunal, Ahmedabad (“ITAT”) for the A.Y. 2012-13.**

An Assessment Order dated January 11, 2016 was issued by the DCIT to the Company inter-alia directing the Company to pay the penalty of ₹60,73,890/- for the violation of the provisions under Section 154 of the I.T. Act along with a notice of demand under Section 156 of the Income Tax Act, 1961 for a sum of ₹60,73,890/- for the A.Y. 2012-13. Subsequently, an Appeal was filed by the Company before the Commissioner of Income Tax (Appeals)-9, Ahmedabad (“CIT (A)”) bearing No. CIT(A)-9/385/DCIT. Cir. 3(1) (1)/15-16 inter-alia refuting the allegations made by the DCIT vide Order dated January 11, 2016. Subsequently, the CIT (A) passed an Order dated July 26, 2016 inter-alia allowing the Appeal bearing No. CIT(A)-9/385/DCIT. Cir. 3(1) (1)/15-16 filed by the Company. Consequently, the DCIT filed an Appeal dated September 26, 2016 before the ITAT to set aside the aforesaid Order dated July 26, 2016 issued by CIT(A) and that of the DCIT be restored. This matter is currently pending.

- b. **Show Cause Cum Demand Notice issued by Joint Director, Directorate General of Central Excise Intelligence, Zonal Unit, Ahmedabad dated November 8, 2016 to the Company under Sections 11A(4) of the Central Excise Act, 1944 (“the Central Excise Act”)**

The Joint Director issued a Show Cause Cum Demand Notice dated November 8, 2016 to the Company to inter alia show cause as to why (i) the goods viz. Soil Conditioner and Organic Manure products, manufactured and cleared by the Company should not be classified as ‘Chemical Products not elsewhere specified or included’ under the CETSH 38249090 of the tariff to the Central Excise Tariff Act, 1985 and benefits of concessional rate on such products should not be disallowed on such products; (ii) unpaid excise duty amounting to Rs.72,70,117/- along with interest on clearance of goods viz. NPK Fertilizer and Soil Conditioner-CMS during the period 2011 to 2016 should not be demanded from the Company; (iii) the amount of Rs.44,96,876/- (including cess) and ₹13,28,792/- as other payments paid by the Company for past clearances should not be appropriated subject to verification from the Jurisdiction range office; (iv) the exercisable goods viz. NPK Fertilizer, Soil Conditioner and Organic Manure cleared by the Company should not be confiscated under Rule 25 of the Central Excise Rules, 2002; and (v) penalty should not be imposed on the Company as under Section 11AC of the Central Excise Act and Rule 25 of the Central Excise Rules, 2002.

- c. **Show Cause Cum Demand Notice issued by Additional Commissioner, Office of the Commissioner of Goods & Services Tax & Central Excise, Ahmedabad North dated February 1, 2018 to the Company under Sections 11A(7A) of the Central Excise Act, 1944 (“the Central Excise Act”)**

The Directorate General of Central Excise Intelligence (“the Directorate”) issued a Show Cause Cum Demand Notice dated October 28, 2016 to the Company to *inter alia* show cause as to why (i) the duty of Rs.5,29,19,801/- was not paid during the period of October 2011 to March 2016 having a total value of 45,42,13,373/- which should not be demanded under section 11AA of the Central Excise Act, 1944 along with interest; (ii) Central Excise amounting to Rs.36,40,561/- (including cess) and Rs.10,61,7821/- as interest payable; (iii) penalty under section 11AC of the Act; (iv) penalty under Rule 25 of the central excise rules, 2002 not be imposed. Further, the Additional Director issued a Show Cause Cum Demand Notice dated February 1, 2018 to the Company to inter alia show cause as to why (i) the goods viz. Soil Conditioners, manufactured and cleared by the Company should not be classified as ‘Chemical Products not elsewhere specified or included’ under the CETSH 38249090 of the Central Excise Tariff Act, 1985 and benefits of concessional rate on such products should not be disallowed on such products; (ii) unpaid excise duty amounting to Rs.84,03,431/- along with interest on clearance of goods viz. Soil Conditioners during the period from April, 2016 to June, 2016 should not be demanded from the Company; (iii) the exercisable goods viz. Soil Conditioner cleared by the Company should not be confiscated under Rule 25 of the Central Excise Rules, 2002; and (v) penalty should not be imposed on the Company as under Section 11AC of the Central Excise Act and Rule 25 of the Central Excise Rules, 2002.

4. Other Pending Litigations

NIL

B. LITIGATIONS FILED BY OUR COMPANY

1. Litigations Involving Criminal Matters

- a. **Criminal Case No. 2930/18 filed by the Company against Shambhudayal, S/o Ramdayalji and Nagada**

Fertilizer, Pesticides and Seeds before the Hon’ble Chief Judicial Magistrate, First Class, Ahmedabad.

The Company filed a Criminal Case No. 2930 of 2018 before the Hon’ble Chief Judicial Magistrate, First Class, Ahmedabad (Rural) against Shambhudayal, S/o Ramdayalji, Authorized Signatory & Manager of Nagda Fertilizers, Pesticides and Seeds (“**Accused 1**”) and Nagda Fertilizers, Pesticides and Seeds (“**Accused 2**”) (collectively called “**Accused**”) under Section 138 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Accused 1 had issued a cheque of amount Rs.6,76,900/- - (Rupees Six Lakhs Seventy Six Thousand Nine Hundred only) dated November 15, 2017 to the Company. The said cheque was, however, dishonoured on January 9, 2017. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

- b. **Criminal Case No. 5557/17 filed by the Company against Shri Krishna Agro Chemicals and Kalyanbhai Narsinhbhai Sabhadiya (“Accused”) before the Chief Judicial Magistrate First Class, Ahmedabad (“the Court”)**

The Company filed a Criminal Case No. 5557/2017 before the Court against the Accused under Section 138 and 142 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Accused had issued a cheque of amount Rs.2,04,922/- (Rupees Two Lacs Four Thousand and Nine Hundred and Twenty Two only) dated May 6, 2017 to the Company. The said cheque was, however, dishonoured on May 8, 2017. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending before the Chief Judicial Magistrate First Class, Ahmedabad.

- c. **Criminal Case No. 4823/14 filed by the Company against Shiv Mata Krushi Kendra and Mallu.S.Pavar before the Hon’ble Civil Court at Ahmedabad.**

The Company has filed a Criminal Case No.4823 of 2014 before the Hon’ble Civil Court at Ahmedabad against Shiv Mata Krushi Kendra and Mallu S. Pavar (collectively called “**Accused**”) complaining for sale and purchase of various types of fertilizers, Mix Mico Zinc, Bio Ziam by acquiring license from the department of State of Karnataka. The Company had sent a statutory notice dated May 10, 2014 to the accused. The notice was served as on May 19, 2014 and the accused failed to pay Rs.1,09,000/- (Rupees One Lac and Nine Thousand Only) within the stipulated period of time. Therefore, the Company as per Section 138 of the Negotiable Instruments Act, 1881 *inter-alia* praying for a penalty against the accused a double of Cheque amount to be imposed. The matter is still pending before the Hon’ble Civil Court at Ahmedabad

- d. **Criminal Case No. 4125/17 filed by the Company against Shiv Agro (“Accused”) before Hon’ble Chief Judicial Magistrate, Ahmedabad (“Court”).**

The Company filed a Criminal Case No. 4125/2017 before the Court against the **Accused** under Section 138 and 142 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Accused had issued a cheque of amount Rs.3,95,848/- (Rupees Three Lacs Ninety Five Thousand and Eight Hundred and Forty only) dated March 30, 2017 to the Company. The said cheque was, however, dishonoured on April 29, 2017. The Company has therefore filed the aforesaid complaint *inter-alia* praying issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending before the Chief Judicial Magistrate First Class, Ahmedabad.

- e. **Criminal Case No. 2782/14 filed by the Company against Mansur Sait, Yusuf Sait, Faridabanu and Mohammad Akram before the Hon’ble Civil Court at Ahmedabad.**

The Company has filed a Criminal Case No.2782 of 2014 before the Hon’ble Civil Court at Ahmedabad against Mansur Sait, Yusuf Sait, Faridabanu and Mohammad Akram (collectively called “**Accused**”) complaining under sections 138, 142 of the Negotiable Instruments Act, 1881 (“the Act”). The Company had entered into a contract with the accused and as per the terms stated in the contract, the accused had failed to make the payment of Rs.64,509/- (Rupees Sixty-Four Thousand Five Hundred and Nine only) within stipulated time period. Therefore, the accused had committed an offence as per the legal provisions of the Act. Hence. the Company as per Section 138 of the Negotiable Instruments Act, 1881 *inter-alia* praying for a penalty against the accused a

double of Cheque amount to be imposed and compensation must be recovered. The Court has issued Summons. The matter is still pending before the Hon'ble Civil Court at Ahmedabad

f. **Criminal Case No. 6491/17 filed by the Company against Shetkari Beej Bhandar and Mangesh Mun, Proprietor of Shetkari Beej Bhandar before the Hon'ble Court of Chief Judicial Magistrate, First Class, Ahmedabad.**

The Company filed a Criminal Case No. 6491 of 2017 before the Hon'ble Court of Chief Judicial Magistrate, First Class, Ahmedabad (Rural) against Shetkari Beej Bhandar ("Accused 1") and Mangesh Mun, Proprietor, Shetkari Beej Bhandar ("Accused 2") (collectively called "Accused") under Section 138 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers and other chemicals to the Accused for the payment of which Accused 2 had issued a cheque of amount Rs.12,65,805/- (Rupees Twelve Lakhs Sixty Five Thousand Eight Hundred and Five only) dated July 6, 2017 to the Company. The said cheque was, however, dishonoured on July 10, 2017. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

g. **Criminal Case No. 2781/14 filed by the Company against Mahanthes @ Maltesh before the Hon'ble Civil Court at Ahmedabad.**

The Company ("Complainant") has filed a Criminal Case No.2781 of 2014 before the Hon'ble Civil Court at Ahmedabad against Mahanthes @ Maltesh ("Accused") under Section 138 and 142 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which the Union Bank had issued a cheque of amount Rs.58,280/- (Rupees Fifty Eight Thousand Two Hundred and Eighty Only) dated October 25, 2013 to the Company. The said cheque was, however, dishonoured on October 26, 2013. The Company has therefore filed the aforesaid complaint pleading issuance of summons under section 204 to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

h. **Criminal Case No. 2297/17 filed by the Company against Rajesh Jayswal, Proprietor of Laxmi Agro Agency before the Hon'ble Court of Chief Judicial Magistrate, First Class, Ahmedabad.**

The Company filed a Criminal Case No. 2297 of 2017 before the Hon'ble Court of Chief Judicial Magistrate, First Class, Ahmedabad (Rural) against Rajesh Jayswal, proprietor of Lakshmi Agro Agency ("Accused") under Section 138 of the Negotiable Instruments Act, 1881. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Laxmi Agro Agency had issued a cheque of amount Rs.6,03,401/- (Rupees Six Lakhs Three Thousand Four Hundred and One only) dated January 12, 2017 to the Company. The said cheque was, however, dishonoured on January 16, 2017. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

i. **Criminal Case No. 4247/18 filed by the Company against Govindsingh G. Gohil and Agro Service Center before the Hon'ble Chief Judicial Magistrate, First Class, Ahmedabad.**

The Company filed a Criminal Case No. 4247 of 2018 before the Hon'ble Chief Judicial Magistrate, First Class, Ahmedabad (Rural) against Govindsingh G. Gohil, Authorized signatory and administrator of Agro Service Centre ("Accused 1") and Agro Service Center ("Accused 2") (collectively called "Accused") under Section 138 of the Negotiable Instruments Act. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Accused 1 had issued a cheque of amount Rs.50,838/- (Rupees Fifty Thousand Eight Hundred and Thirty Eight only) dated March 8, 2018 to the Company. The said cheque was, however, dishonoured on March 9, 2018. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

j. **Criminal Case No. 4279/18 filed by the Company against Dineshbhai Ranchhodbhai Bhagat and Kishan Fertilisers before the Hon'ble Chief Judicial Magistrate, First Class, Ahmedabad.**

The Company filed a Criminal Case No. 4279 of 2018 before the Hon'ble Chief Judicial Magistrate, First Class, Ahmedabad against Dineshbhai Ranchhodbhai Bhagat, Authorized Signatory and Administrator of Agro Service Centre ("Accused 1") and Agro Service Center ("Accused 2") (collectively called "Accused") under Section 138 of the Negotiable Instruments Act. The Company filed the complaint alleging that it had sold various

different types of chemical fertilizers to the Accused for the payment of which Accused 1 had issued a cheque of amount Rs.4,63,636/- (Rupees Four Lakhs Sixty Three Thousand Six Hundred and Thirty Six only) dated March 6, 2018 to the Company. The said cheque was, however, dishonoured on March 7, 2018. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending.

k. **Criminal Case No. 3263/2014 filed by the Company against Pavda Basav Raj Krishna Nayak before the Hon'ble Chief Judicial Magistrate, First Class, Ahmedabad.**

The Company filed a Criminal Case No. 3263/2014 before the Hon'ble Chief Judicial Magistrate, Ahmedabad against Pavda Basav Raj Krishna Nayak, Authorized Proprietor of Bhavani Agro Traders ("Accused") under Section 138 and 142 of the Negotiable Instruments Act. The Company filed the complaint alleging that it had sold various different types of chemical fertilizers to the Accused for the payment of which Accused had issued a cheque of amount Rs.1,39,541/- (Rupees One Lac Thirty Nine Thousand Five Hundred and Forty One only) dated October 25, 2013 to the Company. The said cheque was, however, dishonoured on November 18, 2013. The Company has therefore filed the aforesaid complaint pleading issuance of summons to the Accused and to charge double amount and fine to compensate the Company. The matter is currently pending before the Hon'ble Chief Judicial Magistrate, Ahmedabad.

l. **Criminal Case No. 736/2016 filed by the Company against the State of Maharashtra and others before the Court of Session Judge , Raigad, Alibaug.**

The Company filed a Criminal Case No. 736/2016 before the Court of Session Judge , Raigad, Alibaug against the State of Maharashtra and others ("Accused") under Section 19(a)(b) and 13(2) of the Fertilizer Control Order 1985 and under Section 7(1)(a)(ii) of the Essential Commodities Act, 1955. The Company filed the complaint alleging that it sold various types of chemical fertilizers to the Accused. The samples were sent to the testing laboratory, Nasik and on failure to the specifications of the sample as per the report a show cause notice was issued to the accused. An Order vide dated March 9, 2016 was issued by the Honorable High Court, Bombay to the Petitioner to resort to an alternate remedy as permissible by law. Therefore, the Company was required to file revision application challenging the impugned order issued by the Court. The Company inter-alia praying the delay caused in filing the revision petition of one month and seven days may kindly be in the interest of justice and revision be allowed to be registered and heard on merits. The matter is currently pending before the court.

2. **Litigations Involving Actions by Statutory/Regulatory Authorities**

a. **Company Application dated August 29, 2018 filed by Company before the National Company Law Tribunal Principal Bench, Ahmedabad.**

The Company filed an Application dated August 29, 2018 before the National Company Law Tribunal Principal Bench, Ahmedabad, for compounding various offences committed under section 383A read with section 621 of the Companies Act, 1956 and section 203 reads with section 441 of the Companies Act, 2013. The Company has violated the provisions of the section 203 of the Companies Act, 2013 for the period from December 9, 2014 to May, 24, 2015 making a default of 168 days and has also violated the provisions of Section 383A of the Companies Act, 1956 for the period from April 1, 2011 to April 12, 2013 making default of 743 days. Therefore, vide the aforesaid Application, the Company inter-alia prays that (i) the offences committed by the under Section 383A of the Companies Act, 1956 be compounded under section 621 of the Companies Act, 1956 by imposing minimum possible penalty in the interest of the justice, (ii) that the offences committed by the Company under section 203 of the Companies Act, 2013 be compounded under section 441 of the Companies Act, 2013 by imposing minimum possible penalty in the interest of the justice and (iii) that such other order(s) as deemed fit may be passed. This Application is currently pending.

3. **Litigations Involving Tax Liabilities**

(₹in Millions)

Sr. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	2	42.93
	Total	2	42.93

- a. **Appeal No. E/I0657/2018-DB dated March 26, 2018 filed by the Company before the Customs, Excise, Service Tax Appellate Tribunal, Ahmedabad (the Court”) against the Order dated December 13, 2017 passed by the Commissioner CGST and Central Excise, Vadodara-I**

The Directorate General of Central Excise Intelligence (“the Directorate”) issued a Show Cause Cum Demand Notice dated October 28, 2016 to the Company to *inter alia* show cause as to why (i) the duty of Rs.3,72,78,082/- was not paid during the period of October 2011 to March 2016 having a total value of 82,00,38,034/- which should not be demanded under section 11AA of the Central Excise Act, 1944 along with interest (ii) Central Excise Duty amounting to ₹1,03,08,266/- and an amount of ₹18,59,132/- should not be appropriated; (iii) penalty under section 11AC of the Act; (iv) penalty under Rule 25 of the central excise rules, 2002 not be imposed; (v) the duty on goods was not paid and why they must not be sizeable from the factory under the contravention of Clause 19(a) Chemical Fertilizer Control Act, 1985 and punishable under Clause 3 and 7 of the Essential Commodity Act, 1955. Subsequently, the Commissioner of Central Goods & Services Tax & Central Excise, Vadodara passed an Order dated December 13, 2017 *inter alia* confirming the demand of Rs.3,72,78,082/- raised by the Directorate and ordered the recovery of interest at appropriate rate on the amount of duty so confirmed, and imposed a penalty of Rs.3,72,78,082/- on Shri Rameshbhai Jinabhai Patel under Rule 26 of Central Excise Rules, 2002. Additionally, the Company was ordered to pay penalty at the rate not exceeding 50% of the duty payable by the Company, for the transactions made during October, 2011 to May 14, 2015 and 100% of the duty for the transactions from May 15, 2015 to March, 2016 under Section 11 AC(1)(c) of the Central Excise Act. Thereafter, Appeal No. E/I0657/2018-DB dated March 26, 2018 was filed by the Company before the Court *inter-alia* praying to quash and set aside the impugned order dated December 13, 2017 passed by the Commissioner CGST and Central Excise, Vadodara and grants relief as the Hon’ble Bench may deem fit. Further, the Assistant Commissioner Central GST, Excise Division-X, Nadiad, Vadodara issued a Show Cause Notice dated May 2, 2018 to the Company *inter alia* to show cause as to why (i) Central Excise Duty amounting to Rs.49,96,797/- should not be demanded and recovered from the Company for the period April 2016 to June 2017 along with interest; (ii) Central Excise Duty amounting to ₹3,99,773/- should not be appropriated and (iii) penalty under Rule 27 of the Central Excise Rules, 2002 should not be imposed on the Company. This matter is currently pending.

- b. **Appeal dated February 14, 2017 filed by the Company before the Deputy Commissioner of Sales Tax, (Appeals), Ahmedabad (“DC”) for the year 2012-13.**

An Assessment Order dated December 17, 2016 to the Company for the A.Y. 2012-13 was passed by the ACCT, Ahmedabad *inter-alia* demanding a sum of Rs.6,57,232/- from the Company. Consequently, the Company filed an appeal dated February 14, 2017 before the Hon’ble DCCT (Appeals), Ahmedabad, *inter-alia* praying for relief to grant more time to submit the remaining “C” Forms for the grounds of appeal. The matter is currently pending.

4. Other Pending Litigations

- a. **Civil Suit No. 4514/16 filed by the Company against Shree Agro Agencies, prop. Prashant Bedurkar before the Small Cause Court, Ahmedabad.**

The Company filed a Civil Suit No. 4514 of 2016 before the Small Cause Court, Ahmedabad against Shree Agro Agencies, prop. Prashant Bedurkar (“Defendant”) under Section 37 of the Code of Civil Procedure, 1908. The Company filed the petition alleging that it had sold various different types of chemical fertilizers to the Defendant in respect of which Rs.2,88,127 (Rupees Two Lakhs Eighty Eight Thousand One Hundred Twenty Seven only) is outstanding and the Defendant has neglected and failed to pay to the Company. The Company has therefore filed the aforesaid suit pleading, *inter alia*, passing of a decree for the outstanding amount of Rs.2,88,127 (Rupees Two Lakhs Eighty Eight Thousand One Hundred Twenty Seven only) in favour of the Company and any other and further relief that might be deemed necessary and proper be granted.

- b. **Civil Suit No. 3892/16 filed by the Company against Sanjeena Fertilizer, prop. Ravindra Bujamgraw Rajbog**

The Company (“Plaintiff”) filed a Civil Suit No. 3892 of 2016 before the Small Cause Court, Ahmedabad against Sanjeena Fertilizers (“Defendant”) under Order 37 of the Code of Civil Procedure, 1908. The Company filed the petition alleging that it had sold various different types of chemical fertilizers to the Defendant in respect of which Rs.4,45,026/- (Rupees Four Lacs Forty Five Thousand and Twenty Six only) is outstanding and the Defendant has neglected and failed to pay to the Company. The Company has therefore filed the aforesaid suit pleading dated May 9, 2016, *inter alia*, passing of a decree for the outstanding amount of ₹4,45,026/- (Rupees

Four Lacs Forty Five Thousand and Twenty Six only) along with 14% p.a interest in favour of the Company and any other and further relief that might be deemed necessary and proper be granted. The matter is still pending before the Small Cause Court, Ahmedabad.

c. **Civil Suit No. 77/17 filed by the Company against Ravi Kumar Raexim Earth Worth before the Civil Court, Ahmedabad.**

The Company filed a Civil Suit No. 77 of 2017 before the Civil Court, Ahmedabad against Ravi Kumar Raexim Earth Worth (“**Defendant**”) under Section 26 of the Code of Civil Procedure, 1908. The Plaintiff Company was in need of product named Mg.O powder and purchased the same from the Defendant firm in the year 2014. On advance payment of Rs.3,26,400/- (Rupees Three Lacs Twenty Six Thousand Four Hundred Only) to the defendant firm, the firm failed to supply goods to the Company. After subsequent requests and time lines issued to the defendant firm, the Plaintiff submits a legal demand notice dated December 3, 2016 against the firm for neglecting and non-compliance of requisitions. The matter is still pending before the Civil Court, Ahmedabad.

d. **Civil Suit No. 1605/16 filed by the Company against Jay Chamunda Agro Centre, prop. Mavjibhai H. Patel before the Hon’ble City Civil Court, Ahmedabad.**

The Company filed a Civil Suit No. 1605 of 2016 before the Hon’ble City Civil Court, Ahmedabad against Jay Chamunda Agro Centre, prop. Mavjibhai H. Patel (“**Defendant**”) under Section 37 of the Code of Civil Procedure, 1908. The Company filed the petition alleging that it had sold various different types of chemical fertilizers to the Defendant in respect of which Rs.19,77,614 (Rupees Nineteen Lakhs Seventy Seven Thousand Six Hundred Fourteen only) is outstanding and the Defendant has neglected and failed to pay to the Company. The Company has therefore filed the aforesaid suit pleading, inter alia, passing of a decree for the outstanding amount of Rs.19,77,614 (Rupees Nineteen Lakhs Seventy Seven Thousand Six Hundred Fourteen only) in favour of the Company and any other and further relief that might be deemed necessary and proper be granted. The matter is still pending before the Hon’ble City Civil Court, Ahmedabad.

e. **Civil Suit No. 4/2017 filed by the Company against Dharti Bio-chem Agency before the Hon’ble Civil Court of Ahmedabad.**

The Company (“**Petitioner**”) filed a Civil Suit No. 4/2017 before the Hon’ble Civil Court of Ahmedabad against Dharti Bio-chem Agency (“**Defendant**”) under Section 37 of the Code of Civil Procedure, 1908. The Company filed the petition alleging that it had sold various different types of chemical fertilizers to the Defendant in respect of which Rs.60,31,000/- (Rupees Sixty Lacs Thirty One Thousand only) is outstanding and the Defendant has neglected and failed to pay to the Company. The Company has therefore filed the aforesaid suit pleading, inter alia, passing of a decree for the outstanding amount of Rs.60,31,060/- (Rupees Sixty Lacs Thirty One Thousand and Sixty only) in favour of the Company and any other and further relief that might be deemed necessary and proper be granted. The matter is still pending before the Hon’ble Civil Court, Ahmedabad.

f. **Civil Suit No. 66/2014 filed by the Company against Yamunaji Guinee Sarl before the Hon’ble Principal Senior Civil Judge, Mirjapur Court, Ahmedabad.**

The Company filed a Civil Suit No. 66/2014 before the Hon’ble Principal Senior Civil Judge, Mirjapur Court, Ahmedabad against Yamunaji Guinee Sarl (“**Defendant**”) under Order 6, Rule 14A of the Code of Civil Procedure, 1908. The Company filed the petition alleging that it had sold various different types of chemical fertilizers to the Defendant in respect of which Rs.21,16,866/- (Rupees Twenty One Lacs Sixteen Thousand Eight Hundred and Sixty Six Only) is outstanding and the Defendant has neglected and failed to pay to the Company. The Company has therefore filed the aforesaid suit pleading, inter alia, passing of a decree for the outstanding amount of Rs.21,16,866/- with interest of 14% p.a. in favour of the Company and any other and further relief that might be deemed necessary and proper be granted. The matter is still pending before the Hon’ble Principal Senior Civil Judge, Mirjapur Court, Ahmedabad.

g. **Civil Suit No. 3891 of 2016 was filed by the Company against Trimurti Agro tech before the Hon’ble Small Causes Court, Ahmedabad.**

A Civil suit no. 3891 of 2016 before the Hon’ble Small Causes Court, Ahmedabad (“**Court**”) was filed by the Company (“**Plaintiff**”) against Trimurti Agro tech (“**Defendant**”). The Company had to recover the legal dues amounting to Rs.9,79,951/- (Rupees Nine Lacs Seventy Nine Thousand Nine Hundred and Fifty One only) along with 14% interest p.a. In the given suit the Hon’ble court has passed an Order dated August 1, 2016 in favour of the Company *inter-alia* stating that the suit is partly allowed to claim the amount out of which the Defendant has

already paid 2,00,000/- (Rupees Two Lacs only) to the plaintiff. However the suit being partly allowed under Order 37 Rule 3 of the Civil Procedure Code, 1908 and shall be decreed against the Defendant for Rs.7,71,203/- (Rupees Seven Lacs Seventy One Thousand Two Hundred and Three only) and interest of 6% p.a. from the date of the suit till realization. The matter is currently pending in the Court.

LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Litigations Involving Criminal Matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(₹in millions)			
S. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total		Nil

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(₹in million)			
S. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

4. Other Pending Litigations

a. Civil Suit No. 349/14 filed by the Dineshbhai Patel and Rameshbhai Patel against Dhanistha Biochem and others before the Court of II Addl. District Judge at Vijyawada.

Mr. Dineshbhai Patel (“Plaintiff 1”) and Mr. Rameshbhai Patel (“Plaintiff 2”) filed a suit 349/14 before the Court of II Addl. District Judge at Vijyawada against Dhanistha Biochem (“Defendant”) under Section 26 Rules 1 to 5 of the Civil Procedure Code, 1908. The Plaintiffs decided to put up a manufacturing plant and subsequently it was decided a Partnership firm would be created as a vehicle for this purpose. The total expense towards putting up the plant amounted to Rs.14,40,435/- (Rupees Fourteen Lacs Forty Thousand Four Hundred and Thirty Five only). On failure on making payments to the Plaintiffs by the Defendant, the Plaintiffs prey to the defendant’s coercive tactics of fraud, mis-statement and mis-representation intending the plaintiffs to walk out of the Partnership firm, by merely taking back their capital as substantial amounts still stand pending. Therefore, the Plaintiffs inter-alia praying before the Hon’ble Court to pass a decree and judgment to quash and set aside the alleged sale deeds, to direct the Defendants to pay cash towards expenses and on return as capital by executing the necessary documents for the same, to grant costs of the suit and grant a relief as the Hon’ble court deems fit. The matter is currently pending before the Court of II Addl. District Judge at Vijyawada.

LITIGATIONS INVOLVING OUR PROMOTERS

A. LITIGATIONS FILED AGAINST OUR PROMOTERS

1. Litigation Involving Criminal Matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigations Involving Tax Liabilities

(₹in million)

S. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

4. Other Pending Litigations

NIL

LITIGATIONS FILED BY OUR PROMOTERS

1. Litigation Involving Criminal Matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigations Involving Tax Liabilities

(₹in million)

S. No	Nature of Case	No. of Cases	Amount in dispute
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

4. Other Pending Litigations

For details regarding the litigation filed by our Promoter, (Dineshbhai Dhirubhai Patel) please refer to the section titled 'Litigations involving our Company' of this chapter beginning on page 211 of this Draft Red Herring Prospectus.

Non-Payment of Statutory Dues

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company.

Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development, 2006

As of March 31, 2018, there are no dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development, 2006.

Material Creditors of the Company having amount outstanding as on March 31, 2018, more than ₹ 7.77 million , being 5% of the Company’s consolidated trade payables as per last audited financial statements of our Company.

Except as disclosed below, there are no trade payables more than 5% of the Company’s consolidated trade payables as per the last audited financial statements as on March 31, 2018, with an outstanding with an outstanding of ₹90.69 million, which is 58.43% of our consolidated trade payables as on March 31, 2018.

Particulars	Number of Creditors	Amount involved in Million
Micro, Small and Medium Enterprise	0	Nil
Material Creditors	5	90.698
Other Creditors	152	64.532

For further details, please see website at www.nbclindia.com

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, would be doing so at its own risk.

Outstanding Litigations involving the Company, its subsidiaries, joint ventures, associates or involving any other person or company whose outcome may have a material adverse effect on the Company’s consolidated results of operations or financial position.

Except as described above, as on date of this DRHP, there are no outstanding litigations involving the Company, its subsidiaries, joint ventures, associates or involving any other person or company whose outcome may have a material adverse effect on the Company’s consolidated results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Except as stated above under the section titled “Outstanding Litigation and Material Developments – Litigations against our Directors – Litigation Involving Actions by Statutory/Regulatory Authorities”, there are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 years against our Company or any of our Subsidiaries.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 years against our Company or any of our Subsidiaries.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company in the last five years.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

As on March 31, 2018, (i) an amount of ₹ 13.13 million was outstanding under the loan obtained by our Company

from Shamrao Vithal Co-operative Bank. As on the date of the DRHP, the aforesaid loan has been repaid by our Company. Further, the sanctioned amount issued by Kotak Mahindra Bank has been increased from ₹65 million to ₹115 million vide Sanction Letters dated July 27, 2018 and July 28, 2018. For further details, please refer to the chapter titled “Financial Indebtedness” beginning on page 209 of the DRHP. Further, except as disclosed elsewhere in this DRHP, there have been no material developments that have occurred since the date of the last financial statements as disclosed in the DRHP.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Offer or continue our business activities. In view of the approvals listed below, we can undertake the Offer and our current/proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Offer or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities.

The Company has manufacturing Units at following places:

Unit I - S.No.426/2, Plot No:1 to 7, Mahagujart Ind.Estate, Moraiya, Sanand, Dist Ahmedabad

Unit II - S.No.426/2, Plot No:168,169,130,131, Mahagujart Ind.Estate, Moraiya, Sanand, Dist Ahmedabad.

Unit III – Block No. 74, 88, 89, 90, National Highway No. 8B, At & Post: Malarpura, Ahmedabad – Kheda, Ta-Dist: Kheda – 387 540, India.

Unit IV – Block No: 268, National Highway No. 8A, At & Post: Kalyangadh, Ta: Bavla, Dist.: Ahmedabad – 382 240, India

I. Approvals for the Offer

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act 2013, by a resolution passed at its meeting held on July 9, 2018 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Sections 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on July 31, 2018 authorized the Offer.
3. In-principle approval dated [●] from the BSE for listing of the Equity Shares issued by our Company pursuant to the Offer.
4. In-principle approval dated [●] from the NSE for listing of the Equity Shares issued by our Company pursuant to the Offer.
5. Our Company's International Securities Identification Number ("ISIN") is INE00Q301017.

II. Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated February 7, 2001 issued by the Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli in the name of "Narmada Bio-Chem Private Limited".
2. A fresh Certificate of Incorporation consequent upon change of name from "Narmada Bio-Chem Private Limited" to "Narmada Bio-Chem Limited" was issued on October 23, 2015 by the Assistant Registrar of Companies, Ahmedabad, Gujarat.
3. The Corporate Identity Number (CIN) of the Company is U24219GJ2001PLC039235.

III. GENERAL APPROVALS

1. Our Company has obtained ISO 9001:2015 dated May, 27, 2010 bearing No. 8595-QMS, issued by Alcumus ISOQAR, for manufacture of NPK mix granulated fertilizer, Phosphate Rich Organic Manure (PROM), Organic

Manure, Soil conditioners & Ammonium Sulphate for its works at Unit I. This Certificate is valid up to May 27, 2019.

2. Our Company has obtained ISO 9001:2008 and ISO 14001:2004 dated September 28, 2009 bearing No. 7816, issued by Alcumus ISOQAR, for manufacture and supply of NPK mixed granulated fertilizer and organic soil conditioner for its works at Unit III. This Certificate is valid up to September 28, 2018.
3. Our Company has obtained ISO 9001:2015 and ISO 14001:2015 dated January 10, 2012 bearing No. 9646-Q15&E15-001, issued by Alcumus ISOQAR, for manufacture and supply of Single Super Phosphate for its works at Unit IV. This Certificate is valid up to January 10, 2021.
4. Our Company has obtained Udyog Aadhaar Memorandum bearing UAN GJ01C0001113 and Aadhaar No. 353673824491 issued by Ministry of Micro, Small & Medium Enterprises. The commencement date thereof is April 1, 2006 and it is valid until cancelled.

IV. TAX RELATED APPROVALS

Approvals obtained by the Company

S. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AABCN4107F	February 7, 2001	Valid until cancelled
2.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at First Floor, WA-152, Ring Road, Sch No. 94, Indore, Madhya Pradesh, 452010.	Government of India – State of Madhya Pradesh	23AABCN4107F1Z2	September 26, 2017	Valid until cancelled
3.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at Gat No. 742/2, Pune-Ahmednagar Road, At Post. Wagholi, Pune, Maharashtra – 411207.	Government of India – State of Maharashtra	27AABCN4107F1ZU	September 22, 2017	Valid until cancelled
4.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at Godown No. 7, Hind Agro Complex, Malout Road, Bhatinda, Punjab.	Government of India – State of Punjab	03AABCN4107F1Z4	September 25, 2017	Valid until cancelled
5.	Certificate of Registration issued under the provisions of Central Goods and Service Tax, 2017 for principal place of business at Plot No. 777, at and Po.	Government of India - State of Bihar	10AABCN4107F1Z9	September 25, 2017	Valid until cancelled

S. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
	Gulabbagh, Purnea, Bihar – 854326				
6.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for the principal place of business at Gutgutia House, Opp. Good Said Station, Railway Road, Barabanki, Uttar Pradesh – 225001.	Government of India – State of Uttar Pradesh	09AABCN4107F1ZS	July 06, 2018	Valid until cancelled
7.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at Plot No. 252, T.P. No.50, Narmada House, Opposite Mantavya News, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat, 380054.	Government of India – State of Gujarat	24AABCN4107F1Z0	July 26, 2018	Valid until cancelled
8.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at 2nd Floor, SCO NO. 135, Sector 14, Panchkula, Panchkula, Haryana, 134113.	Government of India – State of Haryana	06AABCN4107F1ZY	June 8, 2018	Valid until cancelled
9.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for principal place of business at G-10 and G-11, Nai Dhan Mandi Road, Opp. Vikas Dal Mill, Sri Ganganagar, Sri Ganganagar, Rajasthan, 335001	Government of India – State of Rajasthan	08AABCN4107F1ZU	June 14, 2018	Valid until cancelled
10.	Professional Tax Registration issued under Section 5(1) of The Gujarat State on Profession, Trade, Calling and Employments Act, 1976.	Assistant Manager (New West Zone), Ahmedabad	PRC016740173	June 23, 2017	Valid until cancelled

S. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
11.	Certificate of Enrolment under Section 5(2) of the Gujarat Panchayats, Municipalities, Municipal Corporations and State Tax on Professions, Traders, Callings and Employments Act, 1976.	Assistant Manager (New West Zone), Ahmedabad	PEC016741085	June 23, 2017	Valid until cancelled
12.	Professional Tax Registration issued under Rule 3(3) of The Madhya Pradesh Professional Tax Rules, 1995.	Assistant Tax Officer	79859004068	June 17, 2013	Valid until cancelled

13. The Company has been allotted TAN AHMN01781D issued by the Income Tax Department, Government of India.

V. BUSINESS RELATED APPROVALS

Approvals obtained by the Company

S. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	License to work a Factory for Unit I (under Factories Act, 1948) <i>Maximum no. of workers that can be employed on any day during the year – 20</i> <i>Maximum installed power in B.H.P on any day during the year - 100</i>	License No. - 23492	Directorate Industrial Safety & Health, Gujarat	April 1, 2004	December 31, 2020
2.	License to work a Factory for Unit II (under Factories Act, 1948) <i>Maximum no. of workers that can be employed on any day during the year – 20</i> <i>Maximum installed power in B.H.P on any day during the year - 250</i>	License No. - 23493	Directorate Industrial Safety & Health, Gujarat	July 1, 2006	December 31, 2020

S. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
3.	License to work a Factory for Unit III (under Factories Act, 1948) <i>Maximum no. of workers that can be employed on any day during the year – 100</i> <i>Maximum installed power in B.H.P on any day during the year - 250</i>	License No. - 7894	Directorate Industrial Safety & Health, Gujarat	May 6, 2009	December 31, 2018
4.	License to work a Factory for Unit IV (under Factories Act, 1948) <i>Maximum no. of workers that can be employed on any day during the year – 250</i> <i>Maximum installed power in B.H.P on any day during the year - 2000</i>	License No. - 12301	Directorate Industrial Safety & Health, Gujarat	November 7, 2011	December 31, 2020
5.	Certificate of Importer-Exporter Code (IEC) for Unit I, Unit II and Unit IV	IEC Number - 0810010909	Ministry of Commerce and Industry, Govt. of India	August 11, 2010	Valid until cancelled
6.	Certificate of Registration under Legal Metrology Act, 2009 for Unit I & II	92/Viramgam	Legal Metrology Officer, Viramgam	August 24, 2018	August 24, 2019
7.	Certificate of Registration under Legal Metrology Act, 2009 for Unit III	12/ Kheda	Legal Metrology Officer, Kheda	August 24, 2017	August 24, 2019
8.	Certificate of Registration under Legal Metrology Act, 2009 for Unit IV	119/Dholka	Legal Metrology Officer, Dholka	September 14, 2017	July 13, 2019

VI. LICENCES & CERTIFICATES UNDER THE FERTILIZER (INORGANIC, ORGANIC OR MIXED) CONTROL ORDER, 1985

A. CERTIFICATES FOR MANUFACTURE OF FERTILIZER

S. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Offer	Date of Expiry
1.	Certificate of Manufacture of Mix Micronutrient Fertilizer (Gujarat Grade) for manufacturing the same at Unit I & II viz. at units of the Company situate at 426/2, Maha Gujarat	Certificate No. – JDA(Ext)/ABD/Mix-Micro/ Renew No. 208	Joint Director of Agriculture (Ext.) Ahmedabad, Division Ahmedabad,	March 25, 2016	March 24, 2019

S. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Offer	Date of Expiry
	Industrial Estate, Plot no.130/131/1 to 7, B/H Kapil Flour Mill, Sarkhej-Bavla Highway at Moraiya, Changodar (District Ahmedabad) (under Fertilizer (Control) Order, 1985)		Gujarat		
2.	Certificate of Manufacture of Granulated Mix Fertilizer (NPK) for its Unit I & II, Unit III and Unit IV viz. at units of the Company situate at (i) 426/2, Maha Gujarat Industrial Estate, B/h Kapil Flour Mill; (ii) Malarpura, Block No.74,89,88, 90 NH 8B, Taluka and District Kheda; and (iii) Kalyangad, Survey No.268, NH 8A, Taluka Bavla, District Ahmedabad (under Fertilizer (Control) Order, 1985)	Certificate No. – JDA(Ext)/ABD/Mix-Fer/ Renew No. 15	Joint Director of Agriculture (Ext.) Ahmedabad, Division Ahmedabad, Gujarat	July 22, 2017	July 21, 2020

B. SALE OF FERTILISERS

Unit I and Unit II

The Company has obtained Fertilizer Selling License (Wholesale) in respect of its Unit I & II under Fertilizer (Control) Order, 1985 bearing Acknowledgement No. – 6337 and Renewal No. – 681 from the Deputy Director of Agriculture (Extension), Ahmedabad, Gujarat. The said license was issued to the Company on September 13, 2014 and was renewed on September 19, 2017 and is valid until September 18, 2020. Under the above license, the Company is permitted to sell the following products obtained from the manufacturers indicated below:

i. Manufacturer: The Company:

S. No.	Name of Fertilizer & Grades	Trade Mark / Brand Name
1.	N.P. K. Mix Granulated 20 : 20 : 00	Himalay
2.	N.P. K. Mix Granulated 20 : 10 : 10	Himalay
3.	N.P. K. Mix Granulated 12 : 32 : 06	Himalay
4.	N.P. K. Mix Granulated 15 : 10 : 00	Himalay
5.	N.P. K. Mix Granulated 18 : 18 : 10	Himalay
6.	Single Super Phosphate (16% P ₂ O ₅ Powdered)	Himalay
7.	Single Super Phosphate (16% P ₂ O ₅ Granulated)	Himalay
8.	Magnesium Sulphate (9.6% Mg)	Crowin, Magwin
9.	PROM	Narmada Prom
10.	Organic Manure	Bio-Gold
11.	Normal Grade Soil Application	Narmada Zinc 4+
12.	Normal Grade Foliar Application	Narmada Nutri Care+
13.	Fe & Zn defi Grade Foliar Application	Narmada Nutri Care+
14.	Zn deficient Grade Foliar Application	Narmada Nutri Care+
15.	Fe deficient Grade Foliar Application	Narmada Nutri Care+
16.	Bento Sulphur 90%	Ben Sulf
17.	Water Soluble Fertilizer Calcium Nitrate	Narmada Samruddhi

S. No.	Name of Fertilizer & Grades	Trade Mark / Brand Name
18.	Water Soluble Fertilizer 00-52-34	Narmada Samruddhi
19.	Water Soluble Fertilizer 00-00-50	Narmada Samruddhi
20.	Water Soluble Fertilizer 19-19-19	Narmada Samruddhi
21.	Water Soluble Fertilizer 13-40-13	Narmada Samruddhi
22.	Water Soluble Fertilizer 13-00-45	Narmada Samruddhi
23.	Water Soluble Fertilizer 12-61-00	Narmada Samruddhi
24.	DAP (18:46:0)	Himalay
25.	MURIATE OF POTASH (60% K ₂ O)	Himalay
26.	AMMONIUM SULPHATE (20.6%N, Sulphur 23%)	Himalay
27.	WDG SULPHUR (90% Powder)	Narmada Star
28.	Castor de-oiled Cake	Himalay

ii. Manufacturer: Coromandel International Ltd.

S. No.	Name of Fertilizers	Trade Mark/Brand Name
1.	Single Super Phosphate –P₂O₅(CS)16% P ₂ O ₅ (WS)14.50% Sulphur (S)11%	Gromor Double Horse Brand /Narmada/Sardar/Uttam Brand/
2.	Granulated Single Super Phosphate –P₂O₅(CS)16% P ₂ O ₅ (WS)14.50% Sulphur (S)11%	Parry Super Gromor Double Horse Brand
3.	Imported DAP/MOP/MAP/TSP	/Narmada/Sardar/Uttam Brand
4.	NPK Mixture 20:20:0,20:10:10,15:05:05,18:18:10,20:10:05,12:32:06,15:10:0	/Parry Super Gromor Double Horse Brand
5.	Magnesium Sulphate 9.6% (MgSO₄) `Super Mag`	Double Horse Brand
6.	Zinc Sulphate 21% (ZnSO₄) `Super Zinc`	Gromor Double Horse Brand
7.	Imported Urea	Gromor Double Horse Brand
8.	Imported Neem Coated Area (N-46%)	Gromor
9.	Boronated Single Super Phosphate Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%,Boron(B)0.15-0.20%	Gromor Gromor Double Horse Brand, Borosuper
10.	Boronated Single Super Phosphate Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%,Boron(B)0.15-0.20%	Gromor Double Horse Brand, Borosuper
11.	SSP fortified with Zn Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%, Zin (Zn)0.50	Gromor Double Horse Brand Magik
12.	SSP fortified with Zn Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%, Zin (Zn)0.50	Gromor Double Horse Brand Magik

iii. Manufacturer: Everest Fertilizers and Chemicals Pvt. Ltd.

S. No.	Name of Fertilizer	Trade/Mark/Brand Name
1.	N.P.K. Mix Fertilizers all Grades	SOMNATH BRAND
2.	N.P.K. Soluble Fertilizer all Grades	SOMNATH BRAND
3.	N.P.K. Soluble Fertilizer all Grades	BHOOMINATH BRAND
4.	Mix Micro Nutrient Fertilizers all Grades	SOMNATH BRAND
5.	Micro Nutrient Fertilizers all Grades	SOMNATH BRAND

- iv. Manufacturer: Indian Potash Limited

Details of Fertilizers:

S. No.	Trade Mark/Brand Name
1.	IPL MOP
2.	IPLMOP (GRANULAR)
3.	IPL DAP
4.	IPL GTSP.
5.	IPL UREA-NEEM COATED (GRANULAR)
6.	IPL UREA-NEEM COATED (PRILLED)
7.	IPL NAVSHAKTI
8.	MAP
9.	CAN
10.	IPL POTASSIUM SCHOENITE
11.	NPK 15-15-15
12.	NPS 16-20-0-13
13.	NPK 16-16-16
14.	NPS 20-20-0-13
15.	IPL SSP / GSSP
16.	IPL SOP
17.	NP - 20-20-0
18.	IPL DAP (LITE) – 16-44-00
19.	IPL MAP (LITE) –11-44-0-0
20.	IPL DAP (LITE-2) –14-46-0-0
21.	NPS-12-33-0-6
22.	POTASSIUM SULPHATE (IPL SOLU SOP)
23.	POTASSIUM MAGNESIUM SULPHATE
24.	CALCIUM NITRATE
25.	AMMONIUM SULPHATE

- v. Manufacturer: Rashtriya Chemicals & Fertilizers Ltd.

Details of fertilizers to be supplied:

Sr.No.	Name of the Fertilizer	Trade Mark/Brand Name
		OWN PRODUCT
1.	Urea 46%N	Ujjwala Urea
2.	Neem Coated Urea	Ujjwala Neem Urea
3.	Suphala 20:20:0	Suphala
4.	Suphala 15:15:15	Suphala
5.	Sujala 19:19:19 (Foliar & Drip)	Sujala
6.	Microla	Microla
7.	Boronated Suphala 15:15:15	Suphala
8.	Bio Fertilizer	Biola
		TRADE PRODUCT
9.	Imp. Urea	Imp. Urea (Ujjwala)
10.	Imp DAP	Imp DAP (Shriphala)
11.	Imp. MOP	Imp. MOP

Sr.No.	Name of the Fertilizer	Trade Mark/Brand Name
12.	A.S	A.S
13.	SSP	SSP
14.	NPK 12:32:16	NPK 12:32:16

vi. Manufacturer: Smartchem Technologies Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
A	N.P. Complex Fertilizers	
1	Nirophosphate (24:24:0)	Mahadhan 24:24:0
2	Diammonium Phosphate (18:46:0)	Mahadhan DAP
3	Ammonium Phosphate Sulphate (20:20:0:13)	Mahadhan 20:20:0:13
B	N.P.K. Complex Fertilisers	
1	N.P.K. (10:26:26)	Mahadhan 10:26:26
2	N.P.K. (12:32:16)	Mahadhan 12:32:16
3	N.P.K. (16:16:16)	Mahadhan 16:16:16
C	Straight Phosphatic Fertilizer	
1	Single Superphosphate (16% P2O5) Powdered	Mahadhan Super
2	Single Superphosphate (16% P2O5) Granular	Mahadhan Super
D	Straight Potassic Fertilisers	
1	Potassium Chloride (Muriate of Potash) (Granular)	Mahadhan Potash
2	Potassium Sulphate	Mahadhan Amruta
E	Straight Sulphur Fertilizers	
1	Sulphur 90% (Granular)	Mahadhan Bensulf
2	Sulphur 90% (Powder)	Mahadhan Mahasulf
3	100% Water Soluble Complex Fertilisers	
1	Potassium Nitrate (13:0:45)	Mahadhan Amruta
2	Mono-Potassium Phosphate (0:52:34)	Mahadhan Amruta
3	Calcium Nitrate	Mahadhan Amruta
4	N.P.K (13:40:13)	Mahadhan Amruta
5	N.P.K. (20:20:20)	Mahadhan Amruta
6	N.P.K. (19:19:19)	Mahadhan Amruta
7	Mono-Ammonium Phosphate (12:61:0)	Mahadhan Amruta
8	Mahadhan SMART 24:24:0	Mahadhan Amruta
G	Micronutrients	
1	Chelated Zinc as Zn-EDTA	Mahadhan Tez
2	Chelated Zinc as Zn-EDTA	Mahadhan Tez
3	Di-Sodium Octa Borate Tetra Hydrate	Mahadhan Tez
4	Di-Sodium Tetra Borate Penta Hydrate	Mahadhan Tez
5	Magnesium Sulphate	Mahadhan Magsulf
6	Zinc Sulphate Hepta-Hydrate	Mahadhan Zincsulf
7	Zinc Sulphate Mono-Hydrate	Mahadhan Zincsulf
8	Ferrous Sulphate	Mahadhan Kranti
H	Organic Fertilizers	
1	City Compost (0:8:0:4:0:4)	Mahadhan Organic
I	Straight Nitrogenous Fertilisers	
1	Ammonium Sulphate	Mahadhan Sulphate
J	Bio Fertilizer	
1	Mycorrhizal Biofertilisers	Mahadhan Strong

vii. Manufacturer: Transworld Furtichem Pvt. Ltd

S. No.	Name of Fertilizers	Trade Name/ Brand Name
1	Potassium Nitrate (13:00:45) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
2	Mono Potassium Phosphate (00:52:34) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
3	Mono Ammonium Phosphate (12:61:00) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
4	Calcium Nitrate 15:5.0+18.8 Ca 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
5	Boronated Calcium Nitrate 14:5:0:0+0.2-0.3 Bo	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
6	Potassium Sulphate (00:00:50)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
7	Potassium Schoenite (00:00:23)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
8	Urea Phosphate (17:44:00) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
9	Di Ammonium Phosphate (18:46:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
10	Urea Ammonium Phosphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
11	MAP (11:52:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
12	TSP (00:46:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
13	MOP (00:00:60) Muriate of Potash	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
14	Magnesium Sulphate	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
15	Ammonium Sulphate	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
16	Urea Ammonium Phosphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
17	Ammonium Phosphate Sulphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
18	Sulphur 90% Granular Bentonite	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
19	NPK 12:11:18	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
20	Single Super Phosphate (Powder)/Boronated Powder	Nutrifeed Brand /Blue Phosphate Ltd.
21	Single Super Phosphate (Granulated)/Boronated Gr.	Nutrifeed Brand /Blue Phosphate Ltd.
22	Magnesium Sulphate 9.6%	Nutrifeed Brand / Walterman International Ltd.
23	Mono Ammonium Phosphate 12:61:00, Mono Potassium Phosphate 00:02:34, Calcium Nitrate 15:5:00 + ca 18.8, Potassium Nitrate 13:00:45 NPK 19:19:19, NPK 20:20:20, Potassium Sulphate 00:00:50 NPK-13:40:13, NPK 13:05:26, Potassium Schonite 00:00:23, Urea Phosphate 17:44:00, MPK 06:12:36 NPK 18:18:18	Getetic Industries Pvt. Ltd. Imported Source of Blue Deebaj FZCO, UAE.

viii. Manufacturer: Blue Phosphate Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
1	Single Super Phosphate Powder / Boronated Powder	NUTRIFEED BRAND
2	Single Super Phosphate Granulated/Boronated Gr.	NUTRIFEED BRAND

Unit III

The Company has obtained Fertilizer Selling License (Wholesale) in respect of its Unit III under Fertilizer (Control) Order, 1985 bearing License No. – 11 and Renewal No. – 87/2018 from the Deputy Director of Agriculture (Ext.), Gujarat. The said license was issued to the Company on May 30, 2009 and was renewed on June 30, 2018 and is valid

until June 29, 2021. Under the above license, the Company is permitted to sell the following products obtained from the manufacturers indicated below:

- i. Manufacturer: Coromandel International Ltd.

Details of fertilizers to be supplied:

S. No.	Name of Fertilizers	Trade Mark/Brand Name
1.	Single Super Phosphate –P₂O₅(CS)16% P ₂ O ₅ (WS)14.50% Sulphur (S)11%	Gromor Double Horse Brand /Narmada/Sardar/Uttam Brand/
2.	Granulated Single Super Phosphate –P₂O₅(CS)16% P ₂ O ₅ (WS)14.50% Sulphur (S)11%	Parry Super Gromor Double Horse Brand
3.	Imported DAP/MOP/MAP/TSP	/Narmada/Sardar/Uttam Brand
4.	NPK Mixture 20:20:0,20:10:10,15:05:05,18:18:10,20:10:05,12:32:06,15:10:0	/Parry Super Gromor Double Horse Brand
5.	Magnesium Sulphate 9.6% (MgSO₄) `Super Mag`	Double Horse Brand
6.	Zinc Sulphate 21% (ZnSO₄) `Super Zinc`	Gromor Double Horse Brand
7.	Imported Urea	Gromor Double Horse Brand
8.	Imported Neem Coated Area (N-46%)	Gromor
9.	Boronated Single Super Phosphate Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%,Boron(B)0.15-0.20%	Gromor Gromor Double Horse Brand, Borosuper
10.	Boronated Single Super Phosphate Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%,Boron(B)0.15-0.20%	Gromor Double Horse Brand, Borosuper
11.	SSP fortified with Zn Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%, Zin (Zn)0.50	Gromor Double Horse Brand Magik
12.	SSP fortified with Zn Powdered – P ₂ O ₅ (CS)16%P ₂ O ₅ (WS)14.50%,Sulphur(S)11%, Zin (Zn)0.50	Gromor Double Horse Brand Magik

- ix. Manufacturer: Everest Fertilizers and Chemicals Pvt. Ltd.

S. No.	Name of Fertilizer	Trade/Mark/Brand Name
1.	N.P.K. Mix Fertilizers all Grades	SOMNATH BRAND
2.	N.P.K. Soluble Fertilizer all Grades	SOMNATH BRAND
3.	N.P.K. Soluble Fertilizer all Grades	BHOOMINATH BRAND
4.	Mix Micro Nutrient Fertilizers all Grades	SOMNATH BRAND
5.	Micro Nutrient Fertilizers all Grades	SOMNATH BRAND

- ii. Manufacturer: Indian Potash Limited

Details of Fertilizers:

S. No.	Trade Mark/Brand Name
1.	IPL MOP
2.	IPLMOP (GRANULAR)
3.	IPL DAP
4.	IPL GTSP.

5.	IPL UREA-NEEM COATED (GRANULAR)
6.	IPL UREA-NEEM COATED (PRILLED)
7.	IPL NAVSHAKTI
8.	MAP
9.	CAN
10.	IPL POTASSIUM SCHOENITE
11.	NPK 15-15-15
12.	NPS 16-20-0-13
13.	NPK 16-16-16
14.	NPS 20-20-0-13
15.	IPL SSP / GSSP
16.	IPL SOP
17.	NP - 20-20-0
18.	IPL DAP (LITE) – 16-44-00
19.	IPL MAP (LITE) –11-44-0-0
20.	IPL DAP (LITE-2) –14-46-0-0
21.	NPS-12-33-0-6
22.	POTASSIUM SULPHATE (IPL SOLU SOP)
23.	POTASSIUM MAGNESIUM SULPHATE
24.	CALCIUM NITRATE
25.	AMMONIUM SULPHATE

iii. Manufacturer: Smartchem Technologies Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
A	N.P. Complex Fertilizers	
1	Nirophosphate (24:24:0)	Mahadhan 24:24:0
2	Diammonium Phosphate (18:46:0)	Mahadhan DAP
3	Ammonium Phosphate Sulphate (20:20:0:13)	Mahadhan 20:20:0:13
B	N.P.K. Complex Fertilisers	
1	N.P.K. (10:26:26)	Mahadhan 10:26:26
2	N.P.K. (12:32:16)	Mahadhan 12:32:16
3	N.P.K. (16:16:16)	Mahadhan 16:16:16
C	Straight Phosphatic Fertilizer	
1	Single Superphosphate (16% P2O5) Powdered	Mahadhan Super
2	Single Superphosphate (16% P2O5) Granular	Mahadhan Super
D	Straight Potassic Fertilisers	
1	Potassium Chloride (Muriate of Potash) (Granular)	Mahadhan Potash
2	Potassium Sulphate	Mahadhan Amruta
E	Straight Sulphur Fertilizers	
1	Sulphur 90% (Granular)	Mahadan Bensulf
2	Sulphur 90% (Powder)	Mahadhan Mahasulf
3	100% Water Soluble Complex Fertilisers	
1	Potassium Nitrate (13:0:45)	Mahadhan Amruta
2	Mono-Potassium Phosphate (0:52:34)	Mahadhan Amruta
3	Calcium Nitrate	Mahadhan Amruta
4	N.P.K (13:40:13)	Mahadhan Amruta
5	N.P.K. (20:20:20)	Mahadhan Amruta
6	N.P.K. (19:19:19)	Mahadhan Amruta

7	Mono-Ammonium Phosphate (12:61:0)	Mahadhan Amruta
8	Mahadhan SMART 24:24:0	Mahadhan Amruta
G	Micronutrients	
1	Chelated Zinc as Zn-EDTA	Mahadhan Tez
2	Chelated Zinc as Zn-EDTA	Mahadhan Tez
3	Di-Sodium Octa Borate Tetra Hydrate	Mahadhan Tez
4	Di-Sodium Tetra Borate Penta Hydrate	Mahadhan Tez
5	Magnesium Sulphate	Mahadhan Magsulf
6	Zinc Sulphate Hepta-Hydrate	Mahadhan Zincsulf
7	Zinc Sulphate Mono-Hydrate	Mahadhan Zincsulf
8	Ferrous Sulphate	Mahadhan Kranti
H	Organic Fertilizers	
1	City Compost (0:8:0:4:0:4)	Mahadhan Organic
I	Straight Nitrogenous Fertilisers	
1	Ammonium Sulphate	Mahadhan Sulphate
J	Bio Fertilizer	
1	Mycorrhizal Biofertilisers	Mahadhan Strong

iv. Manufacturer: Transworld Furtichem Pvt. Ltd

S. No.	Name of Fertilizers	Trade Name/ Brand Name
1	Potassium Nitrate (13:00:45) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
2	Mono Potassium Phosphate (00:52:34) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
3	Mono Ammonium Phosphate (12:61:00) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
4	Calcium Nitrate 15:5.0+18.8 Ca 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
5	Boronated Calcium Nitrate 14:5:0:0+0.2-0.3 Bo	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
6	Potassium Sulphate (00:00:50)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
7	Potassium Schoenite (00:00:23)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
8	Urea Phosphate (17:44:00) 100% WS	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
9	Di Ammonium Phosphate (18:46:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
10	Urea Ammonium Phosphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
11	MAP (11:52:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
12	TSP (00:46:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
13	MOP (00:00:60) Muriate of Potash	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
14	Magnesium Sulphate	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
15	Ammonium Sulphate	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
16	Urea Ammonium Phosphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
17	Ammonium Phosphate Sulphate (20:20:00)	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
18	Sulphur 90% Granular Bentonite	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
19	NPK 12:11:18	Nutrifeed Brand / Transworld Furtichem Pvt. Ltd.
20	Single Super Phosphate (Powder)/Boronated Powder	Nutrifeed Brand /Blue Phosphate Ltd.
21	Single Super Phosphate (Granulated)/Boronated Gr.	Nutrifeed Brand /Blue Phosphate Ltd.
22	Magnesium Sulphate 9.6%	Nutrifeed Brand / Waltermann International Ltd.
23	Mono Ammonium Phosphate 12:61:00, Mono Potassium Phosphate 00:02:34, Calcium Nitrate 15:5:00 + ca 18.8, Potassium Nitrate 13:00:45 NPK 19:19:19, NPK 20:20:20, Potassium Sulphate 00:00:50 NPK-13:40:13, NPK 13:05:26, Potassium Schonite 00:00:23, Urea Phosphate 17:44:00, MPK 06:12:36 NPK 18:18:18	Getetic Industries Pvt. Ltd. Imported Source of Blue Deebaj FZCO, UAE.

v. Manufacturer: Blue Phosphate Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
1	Single Super Phosphate Powder / Boronated Powder	NUTRIFEED BRAND
2	Single Super Phosphate Granulated/Boronated Gr.	NUTRIFEED BRAND

vi. Manufacturer: Weltermann International Ltd.

S. No.	Name of Fertilizers	Trade Name/ Brand Name
1.	Magnesium Sulphate	NUTRIFEED BRAND

vii. Manufacturer: The Company

S. No.	Name of Fertilizer & Grades	Trade Name/ Brand Name
1	N.P. K. Mix Granulated 20 : 20 : 00	Himalay
2	N.P. K. Mix Granulated 20 : 10 : 10	Himalay
3	N.P. K. Mix Granulated 12 : 32 : 06	Himalay
4	N.P. K. Mix Granulated 15 : 10 : 00	Himalay
5	N.P. K. Mix Granulated 18 : 18 : 10	Himalay
6	Single Super Phosphate (16% P ₂ O ₅ Powdered)	Himalay
7	Single Super Phosphate (16% P ₂ O ₅ Granulated)	Himalay
8	Magnesium Sulphate (9.6% Mg)	Crowin, Magwin
9	PROM	Narmada Prom
10	Organic Manure	Bio-Gold
11	Normal Grade Soil Application	Narmada Zinc 4+
12	Normal Grade Foliar Application	Narmada Nutri Care+
13	Fe & Zn defi Grade Foliar Application	Narmada Nutri Care+
14	Zn deficient Grade Foliar Application	Narmada Nutri Care+

S. No.	Name of Fertilizer & Grades	Trade Name/ Brand Name
15	Fe deficient Grade Foliar Application	Narmada Nutri Care+
16	Bento Sulphur 90%	Ben Sulf
17	Water Soluble Fertilizer Calcium Nitrate	Narmada Samruddhi
18	Water Soluble Fertilizer 00-52-34	Narmada Samruddhi
19	Water Soluble Fertilizer 00-00-50	Narmada Samruddhi
20	Water Soluble Fertilizer 19-19-19	Narmada Samruddhi
21	Water Soluble Fertilizer 13-40-13	Narmada Samruddhi
22	Water Soluble Fertilizer 13-00-45	Narmada Samruddhi
23	Water Soluble Fertilizer 12-61-00	Narmada Samruddhi
24	DAP (18:46:0)	Himalay
25	Muriate of Potash (60% K ₂ O)	Himalay
26	Ammonium Sulphate (20.6%N, Sulphur 23%)	Himalay
27	WDG Sulphur (90% Powder)	Narmada Star
28	Castor de-oiled Cake	Himalay

Unit IV

The Company has obtained Fertilizer Selling License (Wholesale) in respect of its Unit IV under Fertilizer (Control) Order, 1985 bearing License No. – 737 and Renewal No. – 370 from the Deputy Director of Agriculture (Ext.), Ahmedabad. The said license was issued to the Company on May 13, 2013 and was renewed on May 13, 2016 and is valid until May 12, 2019. Under the above license, the Company is permitted to sell the following products obtained from the manufacturers indicated below:

- i. Manufacturer: The Company

Details of fertilizers to be supplied:

Sr.No	Name of the Fertilizer & Grades	Trademark/Brand Name
1.	N.P. K. Mix Granulated 20 : 20 : 00	Himalay
2.	N.P. K. Mix Granulated 20 : 10 : 10	Himalay
3.	N.P. K. Mix Granulated 12 : 32 : 06	Himalay
4.	N.P. K. Mix Granulated 15 : 10 : 00	Himalay
5.	N.P. K. Mix Granulated 18 : 18 : 10	Himalay
6.	Single Super Phosphate (16% P ₂ O ₅ Powdered)	Himalay
7.	Single Super Phosphate (16% P ₂ O ₅ Granulated)	Himalay
8.	Magnesium Sulphate (9.6% Mg)	Crowin, Magwin
9.	PROM	Narmada Prom
10.	Organic Manure	Bio-Gold
11.	Normal Grade Soil Application	Narmada Zinc 4+
12.	Normal Grade Foliar Application	Narmada Nutri Care+
13.	Fe & Zn defi Grade Foliar Application	Narmada Nutri Care+
14.	Zn deficient Grade Foliar Application	Narmada Nutri Care+
15.	Fe deficient Grade Foliar Application	Narmada Nutri Care+
16.	Bento Sulphur 90%	Ben Sulf
17.	Water Soluble Fertilizer Calcium Nitrate	Narmada Samruddhi
18.	Water Soluble Fertilizer 00-52-34	Narmada Samruddhi
19.	Water Soluble Fertilizer 00-00-50	Narmada Samruddhi
20.	Water Soluble Fertilizer 19-19-19	Narmada Samruddhi
21.	Water Soluble Fertilizer 13-40-13	Narmada Samruddhi

Sr.No	Name of the Fertilizer & Grades	Trademark/Brand Name
22.	Water Soluble Fertilizer 13-00-45	Narmada Samruddhi
23.	Water Soluble Fertilizer 12-61-00	Narmada Samruddhi
24.	DAP (18:46:0)	Himalay
25.	MURIATE OF POTASH (60% K ₂ O)	Himalay
26.	AMMONIUM SULPHATE (20.6%N, Sulphur 23%)	Himalay
27.	WDG SULPHUR (90% Powder)	Narmada Star

C. AUTHORIZATION LETTERS UNDER THE FERTILIZER (INORGANIC, ORGANIC OR MIXED) CONTROL ORDER, 1985.

1. Authorization dated July 14, 2017 bearing no. 220 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of Single Super Phosphate (G) and Single Super Phosphate (P) at location of sale depot being NH – 31, Gulabbaug, Purnia, Bihar valid upto May 12, 2019.
2. Authorization dated December 22, 2016 bearing no. 90(R) received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of Organic Manure and Phosphate Rich Organic Manure at location of sale depot being NH – 31, Gulabbaug, Purnia, Bihar valid upto January 06, 2019.
3. Authorization dated April 30, 2014 bearing no. 70/Bio/14 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of Phosphate Rich Organic Manure (PROM) for premises at WA 152, Scheme No. 94, Ring Road, Near Bharat Petrol Pump, Indore valid upto April 29, 2020.
4. Authorization dated May 14, 2012 bearing no. 174 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of the following fertilizers for premises at WA 152, Scheme No. 94, Ring Road, Near Bharat Petrol Pump, Indore.

List of Fertilizers:

S. No.	Name of Product	Brand Name	Source of Supply
1.	Single Super Phosphate 16% (Powder & Granulated)	HIMALAYA	Self Manufacturer: M/S Narmada Bio Chem Private Limited, 1008-1009, 10 th Floor, Akik Complex, Opposite Rajpath Club, S.G.Road, Bodakdev, Ahmedabad, Gujarat.
2.	Magnesium Sulphate 9.5%	HIMALAYA & CROWIN	Self Manufacturer:
3.	100% Water Soluble NPK Mixture – 12:61:00 (Mono Ammonium Phosphate)	NARMADA SAMRUDHI	Self Manufacturer:
4.	100% Water Soluble NPK Mixture – 00:52:34 (Mono Ammonium Phosphate)	NARMADA SAMRUDHI	Self Manufacturer: Self Manufacturer:
5.	100% Water Soluble NPK Mixture – 13:00:45 (Potassium Nitrate)	NARMADA SAMRUDHI	Self Manufacturer:
6.	100% Water Soluble Calcium Nitrate (N-15.5%, Ca-18.5%)	NARMADA SAMRUDHI	Self Manufacturer:
7.	Imported DAP (18:46:00)	HIMALAYA	Imported
8.	Imported MOP 60%	HIMALAYA	Self Manufacturer:

S. No.	Name of Product	Brand Name	Source of Supply
9.	Imported Ammonium sulphate (AS) 20.5%	HIMALAYA	Self Manufacturer:

The said License is valid until May 13, 2021

5. Authorization dated October 26, 2016 bearing no. 265 received under Clause 8(3) of The Fertilizer (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of (i) Single Super Phosphate (G) (ii) Single Super Phosphate (P) (iii) Phosphate Rich Organic Manure (iv) Organic Manure (v) Magnesium Sulphate (vi) Ammonium Sulphate (vii) WDG Sulphur 90% (P) (viii) Bonto Sulphur 90% (G) (ix) Di-Ammonium Phosphate for premises at Old Stars Solvent, Near Mastgiri Baba Akhara, Shivpuri Road, Karnal valid upto October 25, 2019.
6. Letter of Authorization dated November 21, 2016 bearing no. AI-OF-13/2016 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of the following fertilizers for premises at (i) Unique enterprises, VPO Bhadsali, Tehsil – Haroli, District – Una and (ii) Khasara No. 186, Mohal Nani Thakur Niwas Nani, P.O – Matiana, Tehsil – Theog, District – Shimla (H.P)

S. No.	Grade of Organic Fertilizer Specified in FCO, 1985	Brand Name
1.	Phosphate Rich Organic Manure (PROM)	NARMADA PROM
2.	Organic Manure	BIO GOLD
3.	Magnesium Sulphate (Mg9.6%)	CROWIN NARMADA

The said Authorization is valid until November 03, 2019.

7. Certificate of Registration to Carry on the Business of selling Fertilizers as a Wholesale Dealer in the Jammu Kashmir Division of J&K State dated June 05, 2017 under Clause 9 of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of the following fertilizers for premises at Rakh Raipur New Army Camp Satwari, Jammu.
 - (i) Organic Manure
 - (ii) Phosphate Rich Organic Manure
 - (iii) 100% NPK (Water Soluble) 19:19:19
 - (iv) 100% NPK (Water Soluble) 13:40:13
 - (v) 100% NPK (Water Soluble) 00:00:50
 - (vi) 100% NPK (Water Soluble) 12:61:00
 - (vii) 100% NPK (Water Soluble) 14.4% N & 18.8Ca
 - (viii) 100% NPK (Water Soluble) 00:52:34
 - (ix) Ammonium Sulphate
 - (x) Ammonium Sulphate (9.6% Mg)

The said Authorization is valid until June 04, 2020.

8. Authorization dated May 25, 2018 bearing no. 1815 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of the following fertilizers at location of sale depot being Godown No. 7, Hind Agro Complex, Complex 5KM Milestone, Malout Road, Bhatinda – 151005, Punjab.

S. No.	Grade of Organic Fertilizer Specified in FCO, 1985	Brand Name
1.	Organic Manure	BIO GOLD
2.	Phosphate Rich Organic Manure (PROM)	NARMADA PROM
3.	Single Super Phosphate 16% (G)	HIMALAYA
4.	Single Super Phosphate 16% (P)	HIMALAYA
5.	Magnesium Sulphate 9.5%	CROWIN

The said Authorization is valid until May 24, 2021.

9. Authorization dated January 8, 2013 bearing no. 958 received under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of (i) Phosphate Rich Organic Manure (PROM) and (ii) Sulphur 90% (P) at location of sale depot being 204 Vinayak Business Centre , Fatehpur, Pulla Road, Udaipur valid upto January 7, 2019.
10. Memorandum of Intimation dated November 10, 2017 bearing no. 838/83767 received under Clause 8(2) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 entitling the Company to carry on wholesale business of the following fertilizers at location of sale depot being 4/725 Vaibhav Khand, Gomti Nagar, Lucknow, Uttar Pradesh.
 - (i) Mono Ammonium Phosphate (12:61:0)
 - (ii) Mono Ammonium Phosphate (0:52:34)
 - (iii) Calcium Nitrate
 - (iv) Potassium Sulphate (0:0:50)
 - (v) Sulphur 90% (G)
 - (vi) Phosphate Rich Organic Manure
 - (vii) Organic Manure
 - (viii) Magnesium Sulphate
 - (ix) Single Super Phosphate (Granular)
 - (x) Single Super Phosphate (Powder)

The said Authorization is valid until November 09, 2020.

VII. LICENSES UNDER SUB RULES (3A) AND (4) OF THE INSECTICIDE RULES, 1971.

1. License bearing number 4330 dated January 17, 2018 to Sell, Stock, Exhibit for Sale or Distribute of Insecticides including stock and use of insecticides or commercial pest control Operations under sub rules (3A) and (4) of Rule 10 of the Insecticides Rules, 1971 for premises at Shop no. G-10 Udyog Market, New Dhan Mandi Road, Sriganaganagar for the following insecticides:

Manufacturer: Nebula Crop Science

Details of Insecticides:

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
1.	ACEPHATE 75.000 % SP	N STAR	CIR-108510/2013- ACEPHATE(SP)(340)-3
2.	ACETAMIPRIC 20.000 % SP	N RICH GOLD	CIR-101711/2012- ACETAMAPRID(SP)(323)-5
3.	ALPHA CYPERMETHRIN FOR EXPORT ONLY 10.000% SC	N ALPHABULA	CIR-112841/2014- ALPHACYPERMETHRIN(SC) (346)-31
4.	BUPROFEZIN 25.000% SC	NARMADA BUPRO	CIR-105858/2013- BUPROFEZIN(SC)(336)-1
5.	CAEBENDAZIM 12% + MENCOZEB 63% WP	NARMADA BRIGADE	CIR-108503/2013- CARBENDIZAM=MANOZEB (WP)(340)-1
6.	CARTAP HYDROCHLORIDE 4.00% GR	N 4G	CIR-105859/2013-CARTEP HYDROCHLORIDE (GR)(3360)-1
7.	CHLORPYRIFOS 20.000% EC	N TERMIKILL	CIR-101923/2012- CHLORPYRIFOS(EC)(326)-1

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
8.	CYPERMETHRIN 10.000% EC	N CYPER	CIR-108511/2013-CYPERMETHRIN(EC)(340)-1
9.	CYPERMETHRIN 25.000 % EC	N CYPER PLUS	CIR-101813/2012-CYPERMETHRIN(EC)(326)-1
10.	DIAFENTHIURON 50.000 % WP	NARMADA SILVER	CIR-108514/2013-DIAFENTHIURON(WP)(340)-1
11.	DICHLORVOS 76.000 % EC	N DESTROYER	CIR-105854/2013-DICHLORVOS(EC)(336)-3
12.	DIMETHOATE 30.000 % EC	NARMADA DRONE	CIR-114269/2014-DIMETHOATE(EC)(336)-3
13.	EMAMECTIN BENZOATE 5.000% SG	NARMADA PLATINUM	CIR-108512/2013-EMAMECTIN BENZOATE (SG)(340)-1
14.	ETHION 40% + CYPERMETHRIN 5 % EC	NARMADA POWER	CIR-108507/2013-ETHION+CYPERMETHRIN (EC)(340)-1
15.	FENOXAPROP-Plaintiffs-ETHYL 9.300 % EC	NARMADA NACHOR	CIR-108555/2013-FENOXAPROP-Plaintiffs-ETHYL(EC)(9340)-1
16.	FIPRONIL 0.300 % SC	N TREND	CIR-105852/2013-FIPRONIL(GR)(336)-1
17.	FIPRONIL 5.000 % SC	N TREND SUPER	CIR-105855/2013-FIPRONIL(SC)(3360)-2
18.	GLYPHOSATE 41.000% SL	NARMADA GOLDEN AXE	CIR-102363/2013-GLYPHOSATE(SL)(330)-1
19.	HEXACONAZOLE 5.000 % EC	N HEXA	CIR-108509/2013-HEXACONAZOLE(EC)(340)-1
20.	HEXACONAZOLE 5.000 % EC	N HEXA TALENT	CIR-108506/2013-HEXACONAZOLE(EC)(340)-1
21.	IMIDACLOPRID 17.800% SL	N BLACK HORSE	CIR-101710/2013-IMIDACLOPRID (SL)(326)-1
22.	IMIDACLOPRID 30.500% SC	NEBULAPRID	CIR-105860/2013-IMIDACLOPRID(SC)(336)-3
23.	LAMBDA CYHALOTHRIN 2.500% EC	N DESERVE	CIR-112843/2014- LAMBDA CYHALOTHRIN (EC) (346)-34
24.	LAMBDA CYHALOTHRIN 5.00% EC	N DESERVE PLUS	CIR-105857/2013- LAMBDA CYHALOTHRIN (EC) (336)-1
25.	MANCOZEB 75.000% WP	NARMADA M-45	CIR-102364/2012-MANCOZEB(WP)(330)-1
26.	METSULFURON METHYL 20.000		CIR-108540/2013- METSULFURON
27.	METSULFURON METHYL 20.000 % WP	N METSULF 20	CIR-108540/2013 METSULFURON METHYL (WP) (340)-1
28.	MONOCROTOPHOS 36.000% SL	N MONO	CIR-102375/2012- MONOCROTOPHOS (SL) (330)-1
29.	OXYFLURFEN 23.500 EC	N FLUORFEN	CIR- 108505 / 2013 – OXYFLURFEN (EC)(340)-1
30.	PARAQUATE DICHLORIDE 24.000 % SL	NARMATA CENON	CIR-208513/2013-PARAQUATE DICHLORIDE(SL) (340)-1
31.	PENDIMETHALIN 30.000 % EC	NARMADA PENDILIN	CIR-108508/2013-PENDIMETHALIN (EC) (340)-1
32.	PHORATE 10.000 % CG	N RE-CHARGE	CIR-10583/2013- PHORATE (CG) (336)-

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
			1
33.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	N PROFIT PREMIUM	CIR-101814/2012 PROFENOFOS + CYPERMETHRIN (EC) (326)-2
34.	PROFENOPHOS 50.000% EC	N PROFIT	CIR-1017/2013-PROFENOPHOS (EC) (326)-4
35.	THIAMETHOXAM 25.000% WG	N THIA THRILL	CIR-114270/2014-THIAMETHOXAM (WG) (336)-91
36.	TRIAZOPHOS 40.000% EC	NARMADA TRUZO	CIR-105856 / 2013-TRIAZOPHOS (EC) (336) -1

2. License bearing number LCPP/ADO:17/1146 dated October 16, 2017 to Sell, Stock, Exhibit for Sale or Distribute of Insecticides under sub rules (3A) and (4) of Rule 10 of the Insecticides Rules, 1971 for godown at No.28, Raj Estate, Village Qadian, G.T. Road West, Ludhiana, Punjab and office at 907, 9th Floor, Akik Complex, Opp Rajpath Club, S.G.Road, Bodakdev, Ahmedabad – 380054 2022 for the following insecticides:

Details of Insecticides:

S. No.	Common Name of Insecticide	Registration No.
1.	ACEPHATE 75.000 % SP	CIR-108510/2013- ACEPHATE(SP)(340)-3
2.	ACETAMIPRIC 20.000 % SP	CIR-101711/2012- ACETAMAPRID(SP)(323)-5
3.	ALPHA CYPERMETHRIN FOR EXPORT ONLY 10.000% SC	CIR-112841/2014-ALPHACYPERMETHRIN(SC) (346)-31
4.	BUPROFEZIN 25.000% SC	CIR-105858/2013-BUPROFEZIN(SC)(336)-1
5.	CAEBENDAZIM 12% + MENCOSZEB 63% WP	CIR-108503/2013-CARBENDIZAM=MANOSZEB (WP)(340)-1
6.	CARTAP HYDROCHLORIDE 4.00% GR	CIR-105859/2013-CARTEP HYDROCHLORIDE (GR)(3360)-1
7.	CHLORPYRIFOS 20.000% EC	CIR-101923/2012-CHLORPYRIFOS(EC)(326)-1
8.	CYPERMETHRIN 10.000% EC	CIR-108511/2013-CYPERMETHRIN(EC)(340)-1
9.	CYPERMETHRIN 25.000 % EC	CIR-101813/2012-CYPERMETHRIN(EC)(326)-1
10.	DIAFENTHIURON 50.000 % WP	CIR-108514/2013-DIAFENTHIURON(WP)(340)-1
11.	DICHLORVOS 76.000 % EC	CIR-105854/2013-DICHLORVOS(EC)(336)-3
12.	DIMETHOATE 30.000 % EC	CIR-114269/2014-DIMETHOATE(EC)(336)-3
13.	EMAMECTIN BENZOATE 5.000% SG	CIR-108512/2013-EMAMECTIN BENZOATE (SG)(340)-1
14.	ETHION 40% + CYPERMETHRIN 5 % EC	CIR-108507/2013-ETHION+CYPERMETHRIN (EC)(340)-1
15.	FENOXAPROP-Plaintiffs-ETHYL 9.300 % EC	CIR-108555/2013-FENOXAPROP-Plaintiffs-ETHYL(EC)(9340)-1
16.	FIPRONIL 0.300 % SC	CIR-105852/2013-FIPRONIL(GR)(336)-1
17.	FIPRONIL 5.000 % SC	CIR-105855/2013-FIPRONIL(SC)(3360)-2
18.	GLYPHOSATE 41.000% SL	CIR-102363/2013-GLYPHOSATE(SL)(330)-1
19.	HEXACONAZOLE 5.000 % EC	CIR-108509/2013-HEXACONAZOLE(EC)(340)-1
20.	HEXACONAZOLE 5.000 % EC	CIR-108506/2013-HEXACONAZOLE(EC)(340)-1
21.	IMIDACLOPRID 17.800% SL	CIR-101710/2013- IMIDACLOPRID (SL)(326)-1
22.	IMIDACLOPRID 30.500% SC	CIR-105860/2013- IMIDACLOPRID(SC)(336)-3

S. No.	Common Name of Insecticide	Registration No.
23.	LAMBDA CYHALOTHRIN 2.500% EC	CIR-112843/2014- LAMBDA CYHALOTHRIN (EC) (346)-34
24.	LAMBDA CYHALOTHRIN 5.00% EC	CIR-105857/2013- LAMBDA CYHALOTHRIN (EC) (336)-1
25.	MANCOZEB 75.000% WP	CIR-102364/2012- MANCOZEB(WP)(330)-1
26.	METSULFURON METHYL 20.000	CIR-108540/2013- METSULFURON
27.	METSULFURON METHYL 20.000 % WP	CIR-108540/2013 METSULFURON METHYL (WP) (340)-1
28.	MONOCROTOPHOS 36.000% SL	CIR-102375/2012- MONOCROTOPHOS (SL) (330)-1
29.	OXYFLURFEN 23.500 EC	CIR- 108505 / 2013 – OXYFLURFEN (EC)(340)-1
30.	PARAQUATE DICHLORIDE 24.000 % SL	CIR-208513/2013-PARAQUATE DICHLORIDE(SL) (340)-1
31.	PENDIMETHALIN 30.000 % EC	CIR-108508/2013- PENDIMETHALIN (EC) (340)-1
32.	PHORATE 10.000 % CG	CIR-10583/2013- PHORATE (CG) (336)-1
33.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	CIR-101814/2012 PROFENOFOS + CYPERMETHRIN (EC) (326)-2
34.	PROFENOPHOS 50.000% EC	CIR-1017/2013-PROFENOPHOS (EC) (326)-4
35.	THIAMETHOXAM 25.000% WG	CIR-114270/2014- THIAMETHOXAM (WG) (336)-91
36.	TRIAZOPHOS 40.000% EC	CIR-105856 / 2013-TRIAZOPHOS (EC) (336) -1

3. License bearing number 913 dated June 15, 2017 to Sell, Stock, exhibit for Sale or Distribute of Insecticides including stock and use of insecticides or commercial pest control Operations under sub rules (3A) and (4) of Rule 10 of the Insecticides Rules, 1971 for premises at 1008,Akik Complex, Opp Rajpath Club, S.G. Road, Bodakdev, Ahemdabad – 380054 2022 for the following insecticides:

Manufacturer: Nebula Crop Science

Details of Insecticides:

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
1.	ACEPHATE 75.000 % SP	N STAR	CIR-108510/2013- ACEPHATE(SP)(340)-3
2.	ACETAMIPRIC 20.000 % SP	N RICH GOLD	CIR-101711/2012- ACETAMAPRID(SP)(323)-5
3.	ALPHA CYPERMETHRIN FOR EXPORT ONLY 10.000% SC	N ALPHABULA	CIR-112841/2014- ALPHACYPERMETHRIN(SC) (346)-31
4.	BUPROFEZIN 25.000% SC	NARMADA BUPRO	CIR-105858/2013- BUPROFEZIN(SC)(336)-1
5.	CAEBENDAZIM 12% + MENCOTEB 63% WP	NARMADA BRIGADE	CIR-108503/2013- CARBENDIZAM=MANOZEB (WP)(340)-1
6.	CARTAP HYDROCHLORIDE 4.00% GR	N 4G	CIR-105859/2013-CARTEP HYDROCHLORIDE (GR)(3360)-1
7.	CHLORPYRIFOS 20.000% EC	N TERMIKILL	CIR-101923/2012- CHLORPYRIFOS(EC)(326)-1
8.	CYPERMETHRIN 10.000% EC	N CYPER	CIR-108511/2013-

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
			CYPERMETHRIN(EC)(340)-1
9.	CYPERMETHRIN 25.000 % EC	N CYPER PLUS	CIR-101813/2012- CYPERMETHRIN(EC)(326)-1
10.	DIAFENTHIURON 50.000 % WP	NARMADA SILVER	CIR-108514/2013- DIAFENTHIURON(WP)(340)-1
11.	DICHLORVOS 76.000 % EC	N DESTROYER	CIR-105854/2013- DICHLORVOS(EC)(336)-3
12.	DIMETHOATE 30.000 % EC	NARMADA DRONE	CIR-114269/2014- DIMETHOATE(EC)(336)-3
13.	EMAMECTIN BENZOATE 5.000% SG	NARMADA PLATINUM	CIR-108512/2013-EMAMECTIN BENZOATE (SG)(340)-1
14.	ETHION 40% + CYPERMETHRIN 5 % EC	NARMADA POWER	CIR-108507/2013- ETHION+CYPERMETHRIN (EC)(340)-1
15.	FENOXAPROP-Plaintiffs-ETHYL 9.300 % EC	NARMADA NACHOR	CIR-108555/2013-FENOXAPROP- Plaintiffs-ETHYL(EC)(9340)-1
16.	FIPRONIL 0.300 % SC	N TREND	CIR-105852/2013-FIPRONIL(GR)(336)-1
17.	FIPRONIL 5.000 % SC	N TREND SUPER	CIR-105855/2013- FIPRONIL(SC)(3360)-2
18.	GLYPHOSATE 41.000% SL	NARMADA GOLDEN AXE	CIR-102363/2013- GLYPHOSATE(SL)(330)-1
19.	HEXACONAZOLE 5.000 % EC	N HEXA	CIR-108509/2013- HEXACONAZOLE(EC)(340)-1
20.	HEXACONAZOLE 5.000 % EC	N HEXA TALENT	CIR-108506/2013- HEXACONAZOLE(EC)(340)-1
21.	IMIDACLOPRID 17.800% SL	N BLACK HORSE	CIR-101710/2013- IMIDACLOPRID (SL)(326)-1
22.	IMIDACLOPRID 30.500% SC	NEBULAPRID	CIR-105860/2013- IMIDACLOPRID(SC)(336)-3
23.	LAMBDA CYHALOTHRIN 2.500% EC	N DESERVE	CIR-112843/2014- LAMBDA CYHALOTHRIN (EC) (346)-34
24.	LAMBDA CYHALOTHRIN 5.00% EC	N DESERVE PLUS	CIR-105857/2013- LAMBDA CYHALOTHRIN (EC) (336)-1
25.	MANCOZEB 75.000% WP	NARMADA M-45	CIR-102364/2012- MANCOZEB(WP)(330)-1
26.	METSULFURON METHYL 20.000		CIR-108540/2013- METSULFURON
27.	METSULFURON METHYL 20.000 % WP	N METSULF 20	CIR-108540/2013 METSULFURON METHYL (WP) (340)-1
28.	MONOCROTOPHOS 36.000% SL	N MONO	CIR-102375/2012- MONOCROTOPHOS (SL) (330)-1
29.	OXYFLURFEN 23.500 EC	N FLUORFEN	CIR- 108505 / 2013 – OXYFLURFEN (EC)(340)-1
30.	PARAQUATE DICHLORIDE 24.000 % SL	NARMATA CENON	CIR-208513/2013-PARAQUATE DICHLORIDE(SL) (340)-1
31.	PENDIMETHALIN 30.000 % EC	NARMADA PENDILIN	CIR-108508/2013- PENDIMETHALIN (EC) (340)-1
32.	PHORATE 10.000 % CG	N RE-CHARGE	CIR-10583/2013- PHORATE (CG) (336)-1

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
33.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	N PROFIT PREMIUM	CIR-101814/2012 PROFENOFOS + CYPERMETHRIN (EC) (326)-2
34.	PROFENOPHOS 50.000% EC	N PROFIT	CIR-1017/2013-PROFENOPHOS (EC) (326)-4
35.	THIAMETHOXAM 25.000% WG	N THIA THRILL	CIR-114270/2014-THIAMETHOXAM (WG) (336)-91
36.	TRIAZOPHOS 40.000% EC	NARMADA TRUZO	CIR-105856 / 2013-TRIAZOPHOS (EC) (336) -1

4. License bearing number 912 dated June 15, 2017 to Sell, Stock, Exhibit for Sale or Distribution of Insecticides including stock and use of insecticides or commercial pest control Operations under sub rules (3A) and (4) of Rule 10 of the Insecticides Rules, 1971 for premises at Maha Gujarat Industrial Estate, Moraiya, 1A Sanad, Ahmedabad for the following insecticides:

Manufacturer: Nebula Crop Science

Details of Insecticides:

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
1.	ACEPHATE 75.000 % SP	N STAR	CIR-108510/2013-ACEPHATE(SP)(340)-3
2.	ACETAMIPRIC 20.000 % SP	N RICH GOLD	CIR-101711/2012-ACETAMAPRID(SP)(323)-5
3.	ALPHA CYPERMETHRIN FOR EXPORT ONLY 10.000% SC	N ALPHABULA	CIR-112841/2014-ALPHACYPERMETHRIN(SC) (346)-31
4.	BUPROFEZIN 25.000% SC	NARMADA BUPRO	CIR-105858/2013-BUPROFEZIN(SC)(336)-1
5.	CAEBENDAZIM 12% + MENC0ZEB 63% WP	NARMADA BRIGADE	CIR-108503/2013-CARBENDIZAM=MANOZEB (WP)(340)-1
6.	CARTAP HYDROCHLORIDE 4.00% GR	N 4G	CIR-105859/2013-CARTEP HYDROCHLORIDE (GR)(3360)-1
7.	CHLORPYRIFOS 20.000% EC	N TERMIKILL	CIR-101923/2012-CHLORPYRIFOS(EC)(326)-1
8.	CYPERMETHRIN 10.000% EC	N CYPER	CIR-108511/2013-CYPERMETHRIN(EC)(340)-1
9.	CYPERMETHRIN 25.000 % EC	N CYPER PLUS	CIR-101813/2012-CYPERMETHRIN(EC)(326)-1
10.	DIAFENTHIURON 50.000 % WP	NARMADA SILVER	CIR-108514/2013-DIAFENTHIURON(WP)(340)-1
11.	DICHLORVOS 76.000 % EC	N DESTROYER	CIR-105854/2013-DICHLORVOS(EC)(336)-3
12.	DIMETHOATE 30.000 % EC	NARMADA DRONE	CIR-114269/2014-DIMETHOATE(EC)(336)-3
13.	EMAMECTIN BENZOATE 5.000% SG	NARMADA PLATINUM	CIR-108512/2013-EMAMECTIN BENZOATE (SG)(340)-1
14.	ETHION 40% + CYPERMETHRIN 5 % EC	NARMADA POWER	CIR-108507/2013-ETHION+CYPERMETHRIN (EC)(340)-

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
			1
15.	FENOXAPROP-Plaintiffs-ETHYL 9.300 % EC	NARMADA NACHOR	CIR-108555/2013-FENOXAPROP-Plaintiffs-ETHYL(EC)(9340)-1
16.	FIPRONIL 0.300 % SC	N TREND	CIR-105852/2013-FIPRONIL(GR)(336)-1
17.	FIPRONIL 5.000 % SC	N TREND SUPER	CIR-105855/2013-FIPRONIL(SC)(3360)-2
18.	GLYPHOSATE 41.000% SL	NARMADA GOLDEN AXE	CIR-102363/2013-GLYPHOSATE(SL)(330)-1
19.	HEXACONAZOLE 5.000 % EC	N HEXA	CIR-108509/2013-HEXACONAZOLE(EC)(340)-1
20.	HEXACONAZOLE 5.000 % EC	N HEXA TALENT	CIR-108506/2013-HEXACONAZOLE(EC)(340)-1
21.	IMIDACLOPRID 17.800% SL	N BLACK HORSE	CIR-101710/2013-IMIDACLOPRID (SL)(326)-1
22.	IMIDACLOPRID 30.500% SC	NEBULAPRID	CIR-105860/2013-IMIDACLOPRID(SC)(336)-3
23.	LAMBDA CYHALOTHRIN 2.500% EC	N DESERVE	CIR-112843/2014- LAMBDA CYHALOTHRIN (EC) (346)-34
24.	LAMBDA CYHALOTHRIN 5.00% EC	N DESERVE PLUS	CIR-105857/2013- LAMBDA CYHALOTHRIN (EC) (336)-1
25.	MANCOZEB 75.000% WP	NARMADA M-45	CIR-102364/2012-MANCOZEB(WP)(330)-1
26.	METSULFURON METHYL 20.000		CIR-108540/2013- METSULFURON
27.	MONOCROTOPHOS 36.000% SL	N MONO	CIR-102375/2012- MONOCROTOPHOS (SL) (330)-1
28.	OXYFLURFEN 23.500 EC	N FLUORFEN	CIR- 108505 / 2013 – OXYFLURFEN (EC)(340)-1
29.	PARAQUATE DICHLORIDE 24.000 % SL	NARMATA CENON	CIR-208513/2013-PARAQUATE DICHLORIDE(SL) (340)-1
30.	PENDIMETHALIN 30.000 % EC	NARMADA PENDILIN	CIR-108508/2013- PENDIMETHALIN (EC) (340)-1
31.	PHORATE 10.000 % CG	N RE-CHARGE	CIR-10583/2013- PHORATE (CG) (336)-1
32.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	N PROFIT PREMIUM	CIR-101814/2012 PROFENOFOS + CYPERMETHRIN (EC) (326)-2
33.	PROFENOPHOS 50.000% EC	N PROFIT	CIR-1017/2013-PROFENOPHOS (EC) (326)-4
34.	THIAMETHOXAM 25.000% WG	N THIA THRILL	CIR-114270/2014-THIAMETHOXAM (WG) (336)-91
35.	TRIAZOPHOS 40.000% EC	NARMADA TRUZO	CIR-105856 / 2013-TRIAZOPHOS (EC) (336) -1

5. Authorization vide letter dated February 01, 2018 bearing No. 2372/Kr.R/Sahamati/2017-18 to Sell, Stock, Exhibit for Sale or Distribution of Insecticides including stock and use of insecticides or commercial pest control Operations under sub rules (3A) and (4) of Rule 10 of the Insecticides Rules, 1971

Manufacturer: Nebula Crop Science

Details of Insecticides:

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
1.	ACEPHATE 75.000 % SP	N STAR	CIR-108510/2013- ACEPHATE(SP)(340)-3
2.	ACETAMIPRIC 20.000 % SP	N RICH GOLD	CIR-101711/2012- ACETAMAPRID(SP)(323)-5
3.	ALPHA CYPERMETHRIN FOR EXPORT ONLY 10.000% SC	N ALPHABULA	CIR-112841/2014- ALPHACYPERMETHRIN(SC) (346)-31
4.	BUPROFEZIN 25.000% SC	NARMADA BUPRO	CIR-105858/2013- BUPROFEZIN(SC)(336)-1
5.	CAEBENDAZIM 12% + MENCOZEB 63% WP	NARMADA BRIGADE	CIR-108503/2013- CARBENDIZAM=MANOZEB (WP)(340)-1
6.	CARTAP HYDROCHLORIDE 4.00% GR	N 4G	CIR-105859/2013-CARTEP HYDROCHLORIDE (GR)(3360)-1
7.	CHLORPYRIFOS 20.000% EC	N TERMIKILL	CIR-101923/2012- CHLORPYRIFOS(EC)(326)-1
8.	CYPERMETHRIN 10.000% EC	N CYPER	CIR-108511/2013- CYPERMETHRIN(EC)(340)-1
9.	CYPERMETHRIN 25.000 % EC	N CYPER PLUS	CIR-101813/2012- CYPERMETHRIN(EC)(326)-1
10.	DIAFENTHIURON 50.000 % WP	NARMADA SILVER	CIR-108514/2013- DIAFENTHIURON(WP)(340)-1
11.	DICHLORVOS 76.000 % EC	N DESTROYER	CIR-105854/2013- DICHLORVOS(EC)(336)-3
12.	DIMETHOATE 30.000 % EC	NARMADA DRONE	CIR-114269/2014- DIMETHOATE(EC)(336)-3
13.	EMAMECTIN BENZOATE 5.000% SG	NARMADA PLATINUM	CIR-108512/2013-EMAMECTIN BENZOATE (SG)(340)-1
14.	ETHION 40% + CYPERMETHRIN 5 % EC	NARMADA POWER	CIR-108507/2013- ETHION+CYPERMETHRIN (EC)(340)- 1
15.	FENOXAPROP-Plaintiffs- ETHYL 9.300 % EC	NARMADA NACHOR	CIR-108555/2013-FENOXAPROP- Plaintiffs-ETHYL(EC)(9340)-1
16.	FIPRONIL 0.300 % SC	N TREND	CIR-105852/2013-FIPRONIL(GR)(336)- 1
17.	FIPRONIL 5.000 % SC	N TREND SUPER	CIR-105855/2013- FIPRONIL(SC)(3360)-2
18.	GLYPHOSATE 41.000% SL	NARMADA GOLDEN AXE	CIR-102363/2013- GLYPHOSATE(SL)(330)-1
19.	HEXACONAZOLE 5.000 % EC	N HEXA	CIR-108509/2013- HEXACONAZOLE(EC)(340)-1
20.	HEXACONAZOLE 5.000 % EC	N HEXA TALENT	CIR-108506/2013- HEXACONAZOLE(EC)(340)-1
21.	IMIDACLOPRID 17.800% SL	N BLACK HORSE	CIR-101710/2013- IMIDACLOPRID (SL)(326)-1
22.	IMIDACLOPRID 30.500% SC	NEBULAPRID	CIR-105860/2013- IMIDACLOPRID(SC)(336)-3
23.	LAMBDA CYHALOTHRIN	N DESERVE	CIR-112843/2014- LAMBDA

S. No.	Common Name of Insecticide	Trade Mark of the Insecticide	Registration No.
	2.500% EC		CYHALOTHRIN (EC) (346)-34
24.	LAMBDA CYHALOTHRIN 5.00% EC	N DESERVE PLUS	CIR-105857/2013- LAMBDA CYHALOTHRIN (EC) (336)-1
25.	MANCOZEB 75.000% WP	NARMADA M-45	CIR-102364/2012- MANCOZEB(WP)(330)-1
26.	METSULFURON METHYL 20.000		CIR-108540/2013- METSULFURON
27.	MONOCROTOPHOS 36.000% SL	N MONO	CIR-102375/2012- MONOCROTOPHOS (SL) (330)-1
28.	OXYFLURFEN 23.500 EC	N FLUORFEN	CIR- 108505 / 2013 – OXYFLURFEN (EC)(340)-1
29.	PARAQUATE DICHLORIDE 24.000 % SL	NARMATA CENON	CIR-208513/2013-PARAQUATE DICHLORIDE(SL) (340)-1
30.	PENDIMETHALIN 30.000 % EC	NARMADA PENDILIN	CIR-108508/2013- PENDIMETHALIN (EC) (340)-1
31.	PHORATE 10.000 % CG	N RE-CHARGE	CIR-10583/2013- PHORATE (CG) (336)-1
32.	PROFENOFOS 40% + CYPERMETHRIN 4% EC	N PROFIT PREMIUM	CIR-101814/2012 PROFENOFOS + CYPERMETHRIN (EC) (326)-2
33.	PROFENOPHOS 50.000% EC	N PROFIT	CIR-1017/2013-PROFENOPHOS (EC) (326)-4
34.	THIAMETHOXAM 25.000% WG	N THIA THRILL	CIR-114270/2014-THIAMETHOXAM (WG) (336)-91
35.	TRIAZOPHOS 40.000% EC	NARMADA TRUZO	CIR-105856 / 2013-TRIAZOPHOS (EC) (336) -1

VIII. ENVIRONMENT APPROVALS

S. No.	Description of CCA	Permission granted for the manufacture of	Authority	Registration Number	Date of Offer	Date of Expiry
1.	Consent and Authorization under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Hazardous Waste (Management Handling and Transboundary Movement) Rules, 2008 for Unit I.	1) Biozyme upto a limit of 350 MT/month 2) NPK Mix Fertilizer upto a limit of 1500 MT/month 3) Ammonium Sulphate upto a limit of 5000 MT/month	Gujarat Pollution Control Board	Consent Order No. – AWH - 36886	March 29, 2010	March 10, 2019
2.	Consent and Authorization under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and	NPK Fertilizer and/or Soil Conditioner upto a limit of 4000 MT/month	Gujarat Pollution Control Board	Consent Order No. – AWH- 15705	July 9, 2014	June 11, 2019

S. No.	Description of CCA	Permission granted for the manufacture of	Authority	Registration Number	Date of Offer	Date of Expiry
	under Hazardous Waste (Management Handling and Tran boundary Movement) Rules, 2008 for Unit II.					
3.	Consent and Authorization under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Hazardous Waste (Management Handling and Tran boundary Movement) Rules, 2008 for Unit III.	1) NPK Mix Fertilizer & Organic fertilizer upto a limit of 5000 MT/month 2) Soil Conditioner upto a limit of 3000 MT/month	Gujarat Pollution Control Board	Consent Order No. – AWH-15784	July 31, 2014	September 3, 2019
4.	Consent and Authorization under Water (Prevention and Control of Pollution) Act, 1974, under Air (Prevention and Control of Pollution) Act, 1981 and under Hazardous and other Waste (Management and Tran boundary Movement) Rules, 2016 for Unit IV.	1) Granulated Single Super Sulphate upto a limit of 1,32,000 MT/annum 2) Single Super Phosphate Powder upto a limit of 1,32,000 MT/annum 3) Hydrofluoric Acid upto a limit of 660 MT/annum 4) Magnesium Sulphate upto a limit of 600 MT/month 5) Soil Conditioner upto a limit of 5,000 MT/annum 6) Phosphate Rich Organic Manure (PROM) upto a limit of 30,000 MT/annum 7) Organic Manure upto a limit of 15,000 MT/annum 8) Ammonium	Gujarat Pollution Control Board	Consent Order No. – AWH-85247	April 12, 2017	February 4, 2022

S. No.	Description of CCA	Permission granted for the manufacture of	Authority	Registration Number	Date of Offer	Date of Expiry
		Sulphate upto a limit of 500 MT/month				
5.	Certificate of inspection under Regulation 32 of the CEA (Measures Relating to Safety & Electric Supply) Regulations, 2010 for operating D.G Set of 500KVA at premises S.No. 268 at Kalyangadh, Bavla, Ahemdabad.	-	Electrical Inspector, Ahemdabad	EIA/CERT/5652/2014	December 18, 2014	-
6.	Certificate of inspection under Regulation 32 of the CEA (Measures Relating to Safety & Electric Supply) Regulations, 2010 for operating D.G Set of 125KVA at premises S.No. 268 at Kalyangadh, Bavla, Ahemdabad.	-	Assistant Electrical Inspector, Ahemdabad	AEI/ABD/Ins/D.G./105/3222/2012	March 28, 2012	-

IX. LABOUR RELATED APPROVALS

A. Approvals obtained by the Company

S. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
1.	Registration under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.	Employees Provident Fund Organization	GJ/AHD/ENF/I/13/53121/648	July 2, 2007	Valid until cancelled
2.	Registration under the Employee State Insurance Act, 1948	Employees' State Insurance Corporation, Ahmedabad	Establishment Code – 37001051290000301	October 22, 2014	Valid until cancelled
3.	Registration Certificate under the Madhya Pradesh Shops and Establishments Act, 1958 for its Branch Office at WA 152, Scheme No. 94, Ring Road, Near Bharat Petrol Pump, Indore	District Labour Office, Indore	C/322586	June 3, 2016	December 31, 2020
4.	Registration Certificate under the Bombay Shops and	Amdavad Municipal	PII/JUDG/2900004/0173153	June 27, 2017	December 31, 2022

S. No.	Description	Authority	Registration Number/Code	Date of Certificate	Date of Expiry
	Establishments Act, 1948 for its Registered Office at Narmada House, Plot No. 252, T.P.No. 50, N.R.Sun Builders, Sindhu Bhavan Road – 380054.	Corporation			



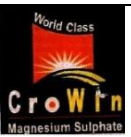
Contract Labour Approvals

S. No.	Description	Authority	Code Number	No. Of labourers	Contractor	Date of expiry
1.	Certificate of registration dated February 7, 2008 for Unit I and Unit II	Deputy Labour commissioner Office, Ahmedabad	L.C.6/CLRA/AHD/2018/CLL/416	15	Buran Khan	December 31, 2018
2.	Certificate of registration dated March 22, 2018 for its Unit III	Asst. Labour Commissioner Office, Nadiad	CLRA/KHD/2018/CLL/49	15	Balaji Enterprise	November 30, 2018
3.	Certificate of registration dated June 3, 2016 for its Unit IV	Licensing Officer, Ahmedabad	AMD/298-4/2013	15	Jai Baba Dharmraj	March 31, 2019
4.	Certificate of registration dated June 3, 2016 for its Unit IV	Licensing Officer, Ahmedabad	AMD/229-4/2013	12	Nagendrakumar S. Mahato	March 31, 2019

X. INTELLECTUAL PROPERTY RELATED APPROVALS

A. Approvals obtained by the Company

S. no.	Description	Applicant	Application No.	Date of issue/ renewal of certificate/Date of Application	Date of expiry	Status	Trade Mark
1.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1651532; Class: 1	Registration Certificate No. 875976 dated: March 31 2010 Date of renewal: Renewed for a period of 10 (ten) years commencing from February 8, 2018	February 8, 2028	Registered	
2.	Certificate of registration of	The Company	Trademark Application	Registration Certificate No.	December 17, 2019	Registered	


S. no.	Description	Applicant	Application No.	Date of issue/ renewal of certificate/Date of Application	Date of expiry	Status	Trade Mark
	trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.		No.: 1897205; Class: 1	1204484 dated: March 27, 2015			
3.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1178824 Class: 1	Registration Certificate No. 447978 dated: October 20, 2005 Date of renewal: January 2, 2013	February 27, 2023	Registered	
4.	Certificate of registration of trade mark issued under the Trade Marks Act, 1999 by the Registrar of Trademarks, India.	The Company	Trademark Application No.: 1897206 Class: 1	Registration Certificate No. 986164 dated: March 23, 2011	December 17, 2019	Registered	

XI. PENDING APPROVALS

1. Application for Registration under Shops and Commercial Establishments Act, 1958 for premises at 2nd Floor, SCO No. 135, Sector 14, Panchkula, Panchkula, Haryana – 134113.
2. Application for Registration under the Maharashtra Shops and Commercial Establishments Act, 1948 for premises at Gat No. 742/2, Pune-Ahmednagar Road, At Post. Wagholi, Pune, Maharashtra – 411207.
3. Application for Registration under the Punjab Shops and Commercial Establishments Act, 1958 bearing number SCF-20180851919 for premises at Godown No. 4, Raj Estate, G. T. Road, Quadrian, Ludhiana, Punjab – 141001
4. Application for Registration under the Uttar Pradesh Shops and Commercial Establishments Act, 1962 bearing number SA47001739 for premises at Gutgutia House, Opp. Good Said Station, Railway Road, Barabanki, Uttar Pradesh – 225001.
5. Application for Registration under the Rajasthan Shops and Commercial Establishments Act, 1958 dated August 22, 2018 bearing number SCA/2018/13/132763 for premises at Shop No. G-10 & 11, Nai Dhan Mandi Rd., Opp. Vikas Dal Mill, Sri Ganganagar, Rajasthan.
6. Application dated June 19, 2018 bearing no. FWD587928 for authorization under Clause 8(3) of The Fertiliser (Inorganic, Organic or Mixed) (Control) Order, 1985 for premises of sale at Sejog Warehousing Company Private Limited, Pune – A Nagar road, Wagholi, Taluka: Haveli, District: Pune, State: Maharashtra, Pincode – 412207 and premises of storage at Agriculture Produce Market Committee, Bazaar Samiti Godown, Buttibori, Taluka: Nagpur (Rural), State: Maharashtra, Pincode: 440022 for wholesale of the following fertilizers:

S. No.	Name of Fertilizer & Grades	Trade Mark/Brand Name
1.	Phosphate Rich Organic Manure (PROM)	Narmada Prom
2.	Organic Manure	Bio Gold
3.	Single super Phosphate (Powdered)	Himalay
4.	Single super Phosphate (Granular)	Himalay
5.	Magnesium Sulphate	Crowin, Magwin

7. Application for registration of trademark of corporate logo:

Description	Applicant	Application No.	Date of Application	Date of expiry	Status	Trade Mark
Application for registration of trade under the Trade Marks Act, 1999	The Company	Trademark Application No.: 3952021 Class: 1	September 21, 2018	-	Send To Vienna Codification	

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of the Board passed at their meeting held on July 9, 2018, subject to the approval of shareholders through a special resolution to be passed pursuant to the Companies Act, 2013.

The shareholders of our Company have approved this Offer under of the Companies Act, 2013 *vide* a Special Resolution passed at our Company's Extra-ordinary General Meeting held on July 31, 2018.

The Offer for Sale has been authorised by the Selling Shareholder by way of consent letter or board resolution dated August 20, 2018.

S. No.	Name of Selling Shareholder	Maximum Number of Equity Shares Offered
1.	Narmada Organics Private Limited	18,00,000

The Selling Shareholder has confirmed that it has held the Equity Shares proposed to be offered and sold in the Offer for more than one year prior to the date of filing of this DRHP with SEBI, calculated in the manner as set out under Regulation 26(6) of the SEBI ICDR Regulations and are eligible for being offered for sale in the Offer and that it has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has confirmed that it is the legal and beneficial owner of the Equity Shares being offered by it under the Offer for Sale.

Further, the Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated September 22, 2018.

Our Company has received in-principle approvals from BSE and NSE for the Offer pursuant to letters dated [●] and [●] respectively.

Prohibition by SEBI or Governmental Authorities

Our Company, our Directors, our Promoters, the Selling Shareholder, the Group Companies and companies or entities with which our Company's Directors are associated as Directors / Promoters / partners have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or Governmental Authority. The listing of any securities of our Company has never been refused at any time by any of the Stock Exchange in India. There are no violations of securities laws committed by them in the past or are pending against them. None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

Prohibition of Wilful Defaulters

Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters, Directors, the Selling Shareholder nor our Group Companies are Wilful Defaulters.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations as explained under, with the eligibility criteria calculated in accordance with Restated Financial Information:

Our Company has net tangible assets of at least ₹ 30 Million in each of the preceding 3 full years (of 12 months each), of which not more than 50% are held as monetary assets.

Our Company has a minimum average pre-tax operating profit of ₹ 150 Million, calculated on a restated and

consolidated basis, during the three most profitable years out of the immediately preceding five years.

Our Company has a Net Worth of at least ₹ 10 Million in each of the preceding 3 full years (of 12 months each).

Our Company shall ensure that the aggregate of the proposed Offer and all previous issues made in the same financial year in terms of Offer size is not expected to exceed five (5) times our pre-Offer net worth as per the restated balance sheet of the last financial year.

Our Company has not changed its name in the last one year.

Our Company's pre-tax operating profit, net worth, net tangible assets and monetary assets derived from its Restated Financial Information, for Fiscals 2018, 2017, 2016, 2015 and 2014 are set forth below:

(₹ in million)					
Particulars	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Restated Consolidated Financial Information					
Net Tangible Assets	1,046.57	930.65	852.93	728.87	638.08
Monetary Assets	27.15	26.81	111.75	28.95	12.95
Monetary Assets as a Percentage of Net Tangible Assets	2.59%	2.88%	13.10%	3.97%	2.03%
Pre -Tax Operating Profit	220.73	152.25	239.82	198.63	172.48
Average pre-tax operating profit of the three most profitable years	219.73				
Net Worth	1,015.22	892.03	816.60	685.37	595.36
Restated Standalone Financial Information					
Net Tangible Assets	1,045.48	929.73	852.43	728.46	638.32
Monetary Assets	26.97	26.64	111.48	28.87	12.77
Monetary Assets as a Percentage of Net Tangible Assets	2.58%	2.87%	13.08%	3.96%	2.00%
Pre -Tax Operating Profit	217.59	148.14	239.77	198.58	172.06
Average pre-tax operating profit of the three most profitable years	218.65				
Net Worth	1,015.23	892.04	816.62	685.36	595.36

Notes:

- Net tangible assets mean the sum of all net assets of the issuer, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 issued by the Institute of Chartered Accountants of India. Net assets is the aggregate of property, plant and equipment, capital work-in-progress, non-current investments, non-current and current loans, trade receivables, inventories, cash and bank balances, other current and non-current financial assets, income tax assets, other current and non-current assets, (excluding deferred tax assets) less non-current and current borrowings, trade payables, non-current and current provisions, other current and non-current financial liabilities, income tax liabilities, and other non-current and current liabilities (excluding deferred tax liabilities).
- Monetary assets is the aggregate of cash on hand and balance with banks (including the bank deposits and interest accrued thereon).
- Net worth is the aggregate of paid-up share capital, securities premium account and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of statement of profit and loss.
- Pre-Tax Operating Profit has been calculated as profit before tax excluding other income, finance costs and exceptional items.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, if the number of allottees in the proposed Offer is less than 1,000 allottees, our Company shall forthwith refund the entire subscription amount received.

Our Company is in compliance with the following conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable:

- a) Our Company, our Directors, Promoters and Promoter Group, the Selling Shareholder and the companies with which our Directors, Promoters or persons in control of our Company are associated have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI;
- b) Our Company has applied to the BSE and the NSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Offer and has received the in-principle approvals from the BSE and the NSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, the [●] shall be the Designated Stock Exchange;
- c) Our Company has entered into tripartite agreement dated June 4, 2018 with NSDL and Registrar to the Offer for dematerialization of the Equity Shares;
- d) Our Company has entered into tripartite agreement dated June 1, 2018 with CDSL and Registrar to the Offer, for dematerialization of the Equity Shares; and
- e) The Equity Shares are fully paid and there are no partly paid-up Equity Shares as on the date of filing this DRHP.

Further, in compliance with Regulation 4(5) of the SEBI ICDR Regulations, none of our Company, Promoters or Directors or the Selling Shareholder is a Wilful Defaulter, as on the date of this DRHP.

Disclaimer Clauses

DISCLAIMER CLAUSE OF THE SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE FOR THE TIME BEING. 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 THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDER IS PRIMARILY RESPONSIBLE FOR ALL STATEMENTS IN THE DRAFT RED HERRING PROSPECTUS SPECIFICALLY CONFIRMED AND UNDERTAKEN BY THE SELLING SHAREHOLDER IN CONNECTION WITH THE OFFER FOR SALE, AND THE EQUITY SHARES OFFERED BY SUCH SELLING SHAREHOLDER IN THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER HEREBY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 25, 2018 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID OFFER.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS MENTIONED AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**
 - a) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THIS OFFER;**
 - b) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - c) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – NOTED FOR COMPLIANCE.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH AND NOTED FOR COMPLIANCE**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH AND NOTED FOR COMPLIANCE**

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SECURITIES AND EXCHANGE BOARD OF INDIA. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. - NOT APPLICABLE.
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. - COMPLIED WITH TO THE EXTENT APPLICABLE
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE SHALL ENSURE THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE ALLOTTED SHARES IN THE DEMAT OR PHYSICAL MODE ONLY. - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALIZED FORM ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION. - COMPLIED WITH
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:
- a. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY AND - COMPLIED WITH
 - b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME. - COMPLIED WITH
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE

MAKING THE OFFER. - NOTED FOR COMPLIANCE.

- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC. – COMPLIED WITH**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. – COMPLIED WITH**
- 16. WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER)’, AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR. – COMPLIED WITH**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.**
- 18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS. (IF APPLICABLE). - NOT APPLICABLE**

The filing of this DRHP does not, however, absolve the Company and the Selling Shareholder from any liabilities under Section 34 and Section 36 of 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 BRLM, any irregularities or lapses in this DRHP. The Selling Shareholder accepts responsibility for statements, made expressly by it in this Draft Red Herring Prospectus in relation to itself in connection with the Offer for Sale and the Equity Shares offered by it in the Offer for Sale.

All legal requirements pertaining to the Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

The price information of past issues handled by the BRLM is as follows:

The price information of past issues handled by Pantomath Capital Advisors Private Limited is as follows:

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL
ADVISORS PRIVATE LIMITED**

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	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.	Innovators Façade Systems Limited	40.76	72.00	May 24, 2018	72.00	-13.19% (2.96%)	-18.13% (10.45%)	Not Applicable
2.	Shree Vasu Logistics Limited	9.29	45.00	June 4, 2018	48.00	24.00% (0.67%)	41.78% (8.97%)	Not Applicable
3.	Affordable Robotic & Automation Limited	22.79	85.00	June 4, 2018	90.05	35.29% (1.05%)	25.88% (9.43%)	Not Applicable
4.	Latteys Industries Limited	8.07	66.00	June 5, 2018	68.00	0.68% (1.67%)	-6.82% (9.34%)	Not Applicable
5.	Nakoda Group of Industries Limited	6.43	35.00	June 6, 2018	36.00	5.43% (1.12%)	19.71% (8.91%)	Not Applicable
6.	ShreeOswal Seeds and Chemicals Limited	11.90	26.00	June 20, 2018	27.00	4.42% (1.72%)	3.85% (5.62%)	Not Applicable
7.	Priti International Limited	5.25	75.00	June 21, 2018	81.00	31.33% (2.51%)	30.67% (5.01%)	Not Applicable
8.	Accuracy Shipping Limited	35.76	84.00	June 22, 2018	88.00	9.52% (2.43%)	2.98% (3.81)	Not Applicable
9.	Ganga Forging Limited	5.00	21.00	July 11, 2018	21.10	0.00% (4.77%)	Not Applicable	Not Applicable
10.	Ushanti Colour Chem Limited	11.56	60.00	August 02, 2018	64.20	17.58% (3.88%)	Not Applicable	Not Applicable

Note:

Innovative Ideals and Services (India) Limited, Manorama Industries Limited and Vinny Overseas Limited have registered their Red Herring Prospectus with Registrar of Companies for Initial Public Offer.

R.R. Industrial Corporation (India) Limited has registered its Prospectus with Registrar of Companies for Initial Public Offer but the same has been withdrawn by company vide withdrawal letter dated September 17, 2018.

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50 %	Betw en 25- 50%	Les s tha n 25 %	Over 50 %	Betw en 25- 50%	Les s tha n 25 %	Over 50 %	Betw en 25- 50%	Les s tha n 25 %	Over 50 %	Betw en 25- 50%	Less than 25%
15-16	*9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	**24\$	204.56	-	-	5	5	3	8	-	1	5	10	1	6
17-18	***30	610.90	-	-	4	10	7	9	-	2	5	12	3	8
18-19	****17 \$#\$	272.30	-	-	3	1	2	10	-	-	-	-	-	-

*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

**The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

***The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05, 2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December 29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 12, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

****The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech

Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018, June 6, 2018, June 20, 2018, June 21, 2018, June 22, 2018, July 11, 2018 and August 02, 2018 respectively.

\$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

\$\$ The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited, Ganga Forging Limited and Ushanti Colour Chem Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

As on 30th trading day the closing price of the script Ganga Forging Limited was at par with the issue price. Hence it is not considered for counting the numbers of IPOs trading at discount and premium.

***Note:** Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.*

Track record of past issues handled by the BRLM

For details regarding the track record of the Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of the BRLM, as set forth in the table below:

S. No.	Name of the Manager	Website
1.	Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

Disclaimer from the Company, Directors, the Selling Shareholder and the Book Running Lead Manager.

Bidders may note that our Company, the Directors, the Selling Shareholder and the BRLM accept no responsibility for statements made otherwise than in this DRHP or in the advertisement or any other material issued by or at the instance of the Company and that any one, placing reliance on any other source of information including our Company's website, www.nbclindia.com, would be doing so at the Bidder's own risk.

The Selling Shareholder assumes responsibility severally only for statements in this Draft Red Herring Prospectus specifically in relation to itself as a Selling Shareholder and the Equity Shares being offered by it through the Offer for Sale.

The Selling Shareholder does not assume any responsibility for any other statement in this Draft Red Herring Prospectus, including without limitation, any and all of the statements made by or relating to the Company or its business.

The BRLM accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement entered into between the Underwriters, the Selling Shareholder and our Company.

All information will be made available by the Book Running Lead Manager, Underwriters, Syndicate members and our Company to the public and bidders at large and no selective or additional information would be available for any section of the bidders in any manner whatsoever including at road shows, presentations, in research or sales reports etc. We shall not be liable to the Bidders for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company, the Selling Shareholder, the Book Running Lead Manager or any other member of the Syndicate shall

not be liable to the Bidders for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Caution

Bidders that bid in this Offer are required to confirm and are deemed to have represented to our Company, the Selling Shareholder and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares and will not Issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares. Our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives and the Selling Shareholder accept no responsibility or liability for advising any bidders on whether such bidder is eligible to acquire Equity Shares.

The BRLM and its associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholder and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares) and to eligible non-residents, including NRIs, FPIs and FVCIs. This DRHP does not, however, constitute an invitation to subscribe to shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession this DRHP comes is required to inform himself or herself about, and to observe any such restrictions. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

No action has been or will be taken to permit a public issuing in any jurisdiction where action would be required for that purpose, except that the DRHP was submitted to SEBI for its observations and SEBI has given its observation. Accordingly, the Equity Shares represented thereby may not be Offered or sold, directly or indirectly, and this DRHP may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this DRHP nor any sale hereunder shall under any circumstances create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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 Issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933, or as amended from time to time ("the U.S. Securities Act), and may not be Issued or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being Offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

Disclaimer Clause of the BSE Limited

As required, a copy of the DRHP has been submitted to the BSE Limited ("BSE"). The disclaimer clause as intimated by BSE to the Company, post scrutiny of this DRHP, shall be included in the Red Herring Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of the DRHP has been submitted to NSE. The disclaimer clause as intimated by NSE to the Company, post scrutiny of this DRHP, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of the DRHP has been filed with the Securities Exchange Board of India, Western Regional Office, Unit No: 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opposite Nehru Bridge, Ashram Road, Ahmedabad – 380 009, Gujarat, India and simultaneously through the SEBI Intermediary Portal at <https://sipotal.sebi.gov.in>, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013, will be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act would be delivered for registration with RoC at the office of the Registrar of Companies, Ahmedabad, Gujarat.

Listing

Application will be made to the BSE Limited and the NSE for permission to deal in and for an official quotation of our Equity Shares and [●] is the Designated Stock Exchange with which the Basis of Allotment will be finalised for the Offer. Our existing Equity Shares are not listed on any Stock Exchanges in India.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company and the Selling Shareholder shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with the applicable law. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholder and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company and the Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within 6 (six) Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI.

If our Company does not Allot Equity Shares pursuant to the Offer within 6 (six) Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period by our Company and the Selling Shareholder.

The Selling Shareholder confirms that it shall reimburse our Company for any interest payments made by our Company on behalf of the Selling Shareholder in this regard.

IMPERSONATION

Attention of the applicants 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 and application in a fictitious name, to a company for acquiring or subscribing for, its securities; or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,**

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act 2013 includes imprisonment for a term of not less

than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Necessary consents for the Offer have been/will be obtained from the following:

1. Our Directors;
2. Company Secretary and Compliance Officer;
3. Chief Financial Officer;
4. Statutory Auditors;
5. the legal counsel;
6. BRLM;
7. Syndicate Members who are intermediaries registered with SEBI or registered as brokers with the Stock Exchanges and eligible to act as Underwriters;
8. Registrar to the Offer;
9. Bankers to the Offer;
10. Refund Banker;
11. Escrow Collection Bank(s);
12. Bankers to our Company;
13. the Selling Shareholder;
14. CARE Advisory Research and Training Limited; and
15. Chirag Shah & Associates, Company Secretaries.

The said consents would be filed along with a copy of the Red Herring Prospectus with the Registrar of Companies, Ahmedabad, Gujarat, as required under the Companies Act, 2013 and such consents have not been withdrawn upto the time of delivery of the Red Herring Prospectus, for registration with the Registrar of Companies, Ahmedabad, Gujarat.

In accordance with the Companies Act and the SEBI ICDR Regulations, M/s. Surana Maloo & Co., Chartered Accountants, our Company's Statutory Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the DRHP and such consent and report has not been withdrawn upto the time of delivery of the DRHP for registration with the RoC.

Experts

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

Our Company has received written consent from the Statutory Auditors, M/s Surana Maloo & Co., Chartered Accountants, who hold a valid peer review certificate, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this DRHP and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the examination reports dated September 15, 2018 of the Auditors on the Restated Financial Information, of our Company, as of and for Fiscals ended March 31, 2018, 2017, 2016, 2015 and 2014, and the statement of tax benefits dated September 15, 2018, included in this DRHP and such consents have not been withdrawn as on the date of this DRHP.

Offer Related Expenses

The expenses of this Offer include, among others, fees payable to the BRLM, underwriting fees, legal fees, fees to the

Registrar to the Offer, Bankers to the Offer including processing fee to the SCSBs for processing ASBA forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, bidding charges ₹ [●] (plus applicable GST) payable to the Members of Syndicate, RTAs and CDPs bidding charges of per valid ASBA Form, printing and stationary expenses, Offer related advertisement and publicity expenses and listing fees. For details of the offer related expenses, please refer to the chapter titled “Objects of the Offer” beginning of page 97 of the DRHP.

The Offer expenses will be shared between our Company and Selling Shareholder on a pro-rata basis in proportion of the Equity Shares contributed by each of them in the Offer and shall be reimbursed by the Selling Shareholder to our Company, provided that the listing fees and expenses relating to the legal counsel of the Company will be borne solely by the Company. .

Fees, Brokerage and Selling Commission Payable to the Syndicate Members

The total fees payable to Syndicate Members (including underwriting and selling commissions), and reimbursement of their out of pocket expenses, will be as stated the Syndicate Agreement to be executed among our Company, the Selling Shareholders and the members of the Syndicate.

Fees and commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the fees and commission payable to SCSBs, Registered Brokers, RTAs and CDPs see “Objects of the Offer” on page 97.

Fees Payable to the Registrar to the Offer

The fees payable by our Company and the Selling Shareholder to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated September 4, 2018, entered into, among our Company, the Selling Shareholder and the Registrar to the Offer.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send such refund by registered post/speed post/ordinary post.

Previous Public or Rights Issues in the last 5 years

Our Company has not made any public or rights issue in the last 5 years.

Previous Issue of Shares otherwise than for Cash

Our Company has not issued any Equity Shares for consideration other than cash except as mentioned in the chapter titled “Capital Structure” beginning on page 81 of the DRHP.

Commission or Brokerage on Previous Issues

There has been no public issue of the Equity Shares in the past. Thus, 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 of our Company since inception.

Details of capital issue made during last three years in regard by the Company and other listed group companies/subsidiaries/associates which made any capital issue during the last three years

Our Group Companies are not listed on any stock exchange nor have they undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Promise vis-à-vis Performance – Last 3 issues

Our Company has not made any public issue in the past.

Performance vis-à-vis objects – Public/ rights issue of our Company and/ or listed Group Companies and Subsidiaries of our Company

We do not have any subsidiaries. Further, neither our Company nor any of group companies/associate companies have undertaken any previous public issues or right issues in the last ten years preceding the date of the DRHP.

Partly Paid-up Shares

The Company does not have any partly paid-up Equity Shares as on the date of this DRHP.

Outstanding Debentures or Bonds or Redeemable Preference shares

There are no outstanding debentures or bonds or redeemable preference shares and other instruments outstanding as on the date of filing of this DRHP.

Stock Market Data

This being an initial public offering of our Company, the Equity Shares of our Company are not listed on any stock exchange.

Mechanism for redressal of Investors' grievance

The Registrar Agreement between the Registrar to the Offer, our Company and the Selling Shareholder will provide for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of letters of allotment, demat credit to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. 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.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations or the Registered Broker or the RTA or the DP with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations or the Registered Broker at the Broker Centre or address of the RTA or the address of the DP, as the case may be, where the Bid cum Application Form was submitted by the ASBA Bidder.

Our Company, the Selling Shareholder, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of any of Designated Intermediaries including any defaults in complying with their respective obligations under applicable SEBI ICDR Regulations.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the Bidder shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

Disposal of Investors' Grievances and Redressal Mechanism

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of Bidders applying through ASBA process for the redressal of routine investor grievances shall be 7 (seven) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have appointed Archita R. Kabra as our Company Secretary and Compliance Officer and she may be contacted in case of any pre Offer/post Offer related problems at the following address:

Archita R. Kabra

Narmada Bio-chem Limited,
"Narmada House",
Plot No. 252, TP No. 50,
Near Sun Builders, Sindhu Bhavan Road,
Bodakdev, Ahmedabad- 380054
Gujarat, India.

Tel No.:079- 29705173/74/75

Fax No.:079-29705172

E-mail: roc@nbclindia.com

Further, our Board has constituted a Stakeholders' Relationship Committee, which is responsible for redressal of grievances of the security holders of our Company. For more information, see "Our Management" on page 153.

Our Company has not received any investor complaints during the three years preceding the filing of the DRHP with SEBI. Further, no investor complaints were pending as on the date of filing the DRHP with SEBI.

Further, we do not have any listed Group Company as on the date of filing of this DRHP with SEBI, and therefore there are no investor complaints pending as on the date.

Changes in the Auditors during the last three years and reasons thereof

Except as stated below, there have been no changes in the auditors of our Company during the three years preceding the date of this DRHP.

Name	Date of Change	Nature of Change	Reason
M/s R S Patel & Co., Chartered Accountants	August 24, 2018	Resignation as Statutory Auditor of the Company	Resignation
M/s. Surana Maloo & Co., Chartered Accountants	August 29, 2018	Appointment as Statutory Auditor of the Company	To fill in the casual vacancy caused by the resignation of M/s R. S. Patel & Co., Chartered Accountants.

Capitalization of Reserves or Profits during last five years

Except as stated in the chapter titled "Capital Structure" beginning on page 81 of this DRHP, our Company has not capitalised its reserves or profits at any during the last five years.

Revaluation of Assets during the last five years

There has not been any revaluation of assets during the last five years.

Outstanding Preference Shares

Our Company has not issued any preference shares since our incorporation and hence there are no outstanding preference shares(including redeemable preference shares)as on the date of this Draft Red Herring Prospectus.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, any addendum/corrigendum thereto, Bid-cum-Application Form, the Revision Form, the Confirmation of Allocation Note, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Offer for Sale

The Offer comprises an Offer for Sale by the Selling Shareholder. All Offer related expenses shall be borne pro-rata as agreed amongst our Company and the Selling Shareholders in proportion to the respective Equity Shares offered by each of them in the Offer in accordance with applicable law. The Selling Shareholders shall reimburse our Company for all expenses incurred by the Company in relation to the Offer for Sale on each of their behalf. However, in the event that the Offer is withdrawn by the Company for any reason whatsoever, all the Offer related expenses will be borne by our Company.

Ranking of Equity Shares

The Equity Shares being offered pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees will be entitled to dividend, voting rights or any other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to chapter titled “Main Provisions of Articles of Association” beginning on page 336 of the DRHP.

Mode of Payment of Dividend

We shall pay dividends, if declared, to our Shareholders, in accordance with the provisions of the Companies Act, Memorandum of Association, and Articles of Association and provisions of the Equity Listing Agreement to be entered into with the Stock Exchanges and SEBI Listing Regulations. The declaration and payment of dividends will be recommended by our Board of Directors and our shareholders, in their discretion, and will depend on a number of factors, including but not limited to our earnings, capital requirements and overall financial condition.. For further details in relation to dividends, please see the chapters titled “Dividend Policy” and “Main Provisions of Articles of Association” beginning on pages 178 and 336, respectively of this DRHP.

Face Value and Offer Price per Share

The face value of the Equity Shares is ₹ 10 each. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Offer Price is [●] times the face value of the Equity Shares. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Price Band, Offer Price, the minimum Bid Lot size and Employee Discount for the Offer will be decided by our Company and the Selling Shareholder in consultation with the BRLM on the basis of assessment of market demand for the Equity Shares offered by way of Book Building and advertised in [●] edition of the English national newspaper,

[●], [●] edition of the Hindi national newspaper, [●] and [●] edition of newspaper, [●], with wide circulation, (being the regional language of Gujarat, the state where our Registered office is located) and made available on the websites of the Stock Exchanges, atleast 5 (five) Working Days prior to the Bid/Offer Opening Date. 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.

Compliance with the SEBI ICDR Regulations

Our Company shall comply with all the disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, the terms of the listing agreements with the Stock Exchange(s) and SEBI Listing Regulations and the Memorandum and Articles of Association our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to chapter titled “Main Provisions of Articles of Association” beginning on page 336 of the DRHP.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI ICDR Regulations, the trading in the Equity Shares shall only be in dematerialised form for all Bidders. In this context, 2 (two) agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated June 4, 2018 among NSDL, our Company and the Registrar to the Offer; and
- Agreement dated June 1, 2018 among CDSL, our Company and the Registrar to the Offer.

Since trading of our Equity Shares is in dematerialised form, the tradable lot is 1 (one) Equity Share. Allocation and Allotment through this Offer will be done only in electronic form in multiples of one subject to (i) a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “Offer Procedure” on page 285

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-owners with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 (“Securities

Act”) and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Nomination Facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, the sole or 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. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the equity share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, our Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the Selling Shareholder, in consultation with the BRLM, reserve the right not to proceed with the Offer any time after the Bid Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre-Offer advertisements were published, within two days of the Bid Closing Date, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company. The BRLM, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Offer and subsequently, plans of an IPO by our Company, a fresh draft red herring prospectus will be submitted to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus.

Period of operation of subscription list

For details, please see the section titled “Offer Structure – Bid/Offer Programme” on page 282 of the chapter titled “Offer Structure” beginning on page 278 of this DRHP.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) a subscription in the Offer equivalent to at least 25% post-Offer paid up Equity Share capital of our Company (the minimum number of securities as specified under Rule 19(2) (b)(i) of the SCRR), including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received, no later than 70 days from the closure of the Offer in accordance with Regulation 14 of the SEBI Regulations. If there is a delay beyond the prescribed period, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, we shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000 otherwise, the entire application money will be refunded forthwith. If there is a delay beyond 6 (six) working days after we become liable to pay the amount, we shall pay interest at the rate of 15% per annum for the delayed period.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company and the minimum Promoters' Contribution and the Anchor Investor lock-in as provided in "Capital Structure" on page 81, as described in the chapter titled "Main Provisions of the Articles of Association" beginning on page 336, there are no restrictions on transfer and transmission of shares and debentures and on their consolidation/ splitting.

Employee Discount

The Employee Discount, if any, will be offered to Eligible Employees at the time of making a Bid. Eligible Employees bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Eligible Employees bidding at the Cut-Off Price have to ensure payment at the Cap Price at the time of making a Bid. Eligible Employees must ensure that the Bid Amount does not exceed ₹ 500,000. However, unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹ 200,000 up to ₹ 500,000. Any unsubscribed portion remaining in the Employee Reservation Portion shall be added to the Net Offer to the public. Eligible Employees must mention the Bid Amount while filling the Bid cum Application Form.

Option to receive Securities in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares being offered through the Red Herring Prospectus can be applied for and will be allotted in dematerialized form only. Bidders will not have the option of Allotment of the Equity Shares in physical form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

New Financial Instruments

There are no new financial instruments such as Deep Discount Bonds, Debentures with Warrants, Secured Premium Notes etc. issued by our Company.

Circuit Filter

In terms of the Bombay Stock Exchange Notice No. 20120123-26, dated January 23, 2012, and SEBI Circular No.: CIR/MRD/DP/02/2012, dated January 20, 2012, for issue size up to ₹ 250 Crores, trading shall take place in the Trade for Trade segment for the first 10 (ten) days with applicable price bands, wherein for the first day:

- No price band during pre-open session through call auction mechanism

- The price band in the normal trading session shall be 5% of the equilibrium price/ Offer price.

As the Issue Size is less than ₹ 250 crores, the above circuit filters shall apply in respect of the price of the equity shares of our Company for the first 10 (ten) days of the listing of the equity shares of our Company.

OFFER STRUCTURE

Offer comprising of upto 72,00,000 Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating upto ₹ [●]⁽¹⁾ million comprising of a Fresh Issue of upto 54,00,000 Equity Shares aggregating upto ₹ [●] million by our Company and Offer for Sale of upto 18,00,000 Equity Shares aggregating upto ₹ [●] million by the Selling Shareholder. The Offer comprises of a Net Offer of [●] Equity Shares to public and a reservation of [●] Equity Shares for subscription by Eligible Employees aggregating upto ₹ [●] million. The Offer will constitute [●]% of the post- Offer paid-up Equity Share capital of our Company and the Net Offer will constitute [●]% of the post- Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process in compliance with Regulation 26(1) of the SEBI ICDR Regulations.

Particulars	Eligible Employees	QIBs	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation/ Allotment (*)	Upto [●] Equity Shares.	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non Institutional Bidders.
Percentage of Offer Size available for allocation/ Allotment	Upto [●] % of the Offer Size. The Employee Reservation Portion comprises approximately [●] % of our Company's post Offer paid-up Equity Share capital.	Not more than [●] % of the Net Offer shall be available for allocation to QIBs. However, upto 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Upto 60% of the QIB Portion may be available for allocation to Anchor Investors and one-third of the Anchor Investor Portion shall be available for allocation to domestic Mutual Funds only*	Not less than 15% of the Net Offer	Not less than 35% of the Net Offer.
Basis of allocation/Allotment if respective category is oversubscribed	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of	Proportionate (excluding Anchor Investor Portion) as follows: a) [●] Equity Shares constituting 5% of the Net QIB Portion, shall be available for allocation on a proportionate basis to Mutual Funds subject to valid Bids being received at or above	Proportionate	On a proportionate basis subject to Minimum Lot as explained in the section titled "Offer Procedure – Part B – General Information Document for Investing in Public Offer –Allotment Procedure and Basis of Allotment"

Particulars	Eligible Employees	QIBs	Non Institutional Bidders	Retail Individual Bidders
	undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for value exceeding ₹200,000 up to ₹500,000 each.	the Offer Price; (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs (except to Anchor Investors), including Mutual Funds receiving allocation as per (a) above. (c) Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors.		on page 321.
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares and in multiples of [●] Equity Shares thereafter such that the Bid Amount exceeds ₹ 2,00,000.	Such number of Equity Shares that the Bid Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of [●] equity shares so as to ensure that the Bid Amount does not exceed ₹ 5,00,000.	Such number of Equity Shares not exceeding the size of the Net Offer, subject to the regulations as applicable to the Bidder.	Such number of Equity Shares not exceeding the size of the Net Offer, subject to the regulations as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid amount does not exceed ₹ 2,00,000.
Mode of Allotment	Compulsorily Dematerialized mode	Compulsorily Dematerialized mode	Compulsorily Dematerialized mode	Compulsorily Dematerialized mode
Bid Lot	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.	[●] Equity Shares and in multiples thereof.
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.
Trading Lot	One (1) Equity Share.	One (1) Equity Share.	One (1) Equity Share.	One (1) Equity Share.
Who can apply(@)	Eligible Employees.	Mutual Funds, Venture Capital Funds registered with SEBI, FVCI, FPIs (other than Category III FPIs), Public financial	Companies, Corporate Bodies, Scientific Institutions, Societies, Trusts,	Resident Indian individuals, (including HUFs in the name of the Karta) and Eligible

Particulars	Eligible Employees	QIBs	Non Institutional Bidders	Retail Individual Bidders
		institutions, as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds registered with SEBI, multilateral and bilateral development financial institutions, VCFs, AIFs, state industrial development corporation, insurance companies registered with the IRDA, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the Government of India, published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set-up and managed by the Department of Posts, India and systematically important NBFCs.	Resident Indian individuals, HUF (in the name of Karta), Eligible NRIs and sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals, eligible QFIs and Category III FPIs.	NRIs.
Mode of Bidding	Only through the ASBA process	Only through the ASBA process (except Anchor Investors).	Only through the ASBA process	Only through the ASBA process
Terms of payment\$	<p>The entire Bid Amount shall be blocked at the time of submission of Bid cum Application Form to the members of the Syndicate.</p> <p>In case of ASBA Bidders, the SCSB shall be authorised to</p>	<p>The entire Bid Amount shall be blocked at the time of submission of Bid cum Application Form to the members of the Syndicate, except for Anchor Investors. +</p> <p>In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the Bid cum Application Form (other than for Anchor Investors).+</p>	<p>The entire Bid Amount shall be blocked at the time of submission of Bid cum Application Form to the members of the Syndicate.</p> <p>In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the</p>	<p>The entire Bid Amount shall be blocked at the time of submission of Bid cum Application Form to the members of the Syndicate.</p> <p>In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the Bid cum</p>

Particulars	Eligible Employees	QIBs	Non Institutional Bidders	Retail Individual Bidders
	block the Bid Amount mentioned in the Bid cum Application Form.		Bid cum Application Form.	Application Form.

()Our Company and the Selling Shareholder, in consultation with the BRLM, may allocate upto 60% of the QIB Portion to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million.. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Price. For details, see chapter titled “Offer Procedure” on page 285.*

*****Subject to valid Bids being received at or above the Offer Price. In terms of Rule 19(2)(b)(i) of the SCRR read with Regulation 41 of the SEBI (ICDR) Regulations, this is an Offer for at least 25% of the post- Offer paid-up Equity Share capital of our Company. In the event the post- Offer Equity Share capital of our Company calculated at the Offer Price is greater than ₹16,000 million but less than or equal to ₹40,000 million, then the Offer will be deemed to be undertaken in terms of Rule 19(2)(b)(ii) of the SCRR where the minimum Offer to public will be at least such percentage which will be equivalent to ₹4,000 million calculated at the Offer Price.***

@In case the Bid cum Application Form is submitted in joint names, the investors should ensure that the demat 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

\$ In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the ASBA Bidder that are specified in the Bid cum Application Form.

+Any balance amount payable by the Anchor Investors, due to a difference between the Anchor Investor Offer Price and the Bid Amount paid by the Anchor Investors, shall be payable by the Anchor Investors within two Working Days of the Offer Closing Date.

The Offer is being made through the Book Building Process wherein not more than [●]% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder, in consultation with the BRLM, may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. 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. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI (ICDR) Regulations, 2009 subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, other than the QIB Portion, would be allowed to be met with spill over from the other categories, at the discretion of our Company and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer to the public.

The QIB Portion includes Anchor Investor Portion, as per the SEBI ICDR Regulations. Anchor Investor shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid. Provided that any difference between the Anchor Investor Allocation Price and Anchor Investor Offer Price, shall be payable by Anchor Investor Pay-in Date

In case of oversubscription in Retail Category, maximum number of Retail Individual Investors who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Investors by the minimum Bid Lot (“Retail – Bid Lot Allottees”). The Allotment to Retail Individual Investors will then be made in the following manner:

- i. In the event the number of Retail Individual Investors who have submitted valid Bids in the Offer is equal to or less than Retail – Bid Lot Allottees , (i) all such Retail Individual Investors shall be Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to those Retail Individual Investors who have applied for more than the minimum Bid Lot, for the balance demand of the Equity Shares Bid by them (i.e. the difference between the Equity Shares Bid and the minimum Bid Lot).*
- ii. In the event number of Retail Individual Investors who have submitted valid Bids in the Offer is more than the Retail – Bid Lot Allottees, those Retail Individual Investors, who will be Allotted the minimum Bid Lot shall be determined on the basis of draw of lots. In the event of a draw of lots, Allotment will only be made to such Retail Individual Investors who are successful pursuant to such draw of lots.*

Eligible Employees bidding in the Employee Reservation Portion should note that while filling the “SCSB/Payment Details” block in the Bid-cum-Application Form, they must mention the Bid Amount, as applicable. Please refer to the chapter titled “Offer Procedure” beginning on page 285 of this DRHP, for further information including rejection of Bids.

*Under- subscription, if any, in any category, other than the QIB Portion, would be met with spill-over from the other categories or a contribution of categories (including the Employee Reservation Portion) at the discretion of our Company and the Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange. Our Company and the Selling Shareholder, may in consultation with the BRLM, offer a discount to Eligible Employees (“**Employee Discount**”) in accordance with the SEBI ICDR Regulations.*

A total of upto [●] Equity Shares aggregating upto ₹ [●] million shall be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer Portion.

Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Forms.

In case of ASBA Bidders, the SCSB shall be authorised to block such funds in the bank account of the Bidder that are specified in the Bid cum Application Form.

Employee Discount

The Employee Discount, if any, will be offered to Eligible Employees at the time of making a Bid. Eligible Employees bidding at a price within the Price Band can make payment at the Bid Amount, at the time of making a Bid. Eligible Employees bidding at the Cut-Off Price have to ensure payment at the Cap Price at the time of making a Bid. Eligible Employees must ensure that the Bid Amount does not exceed ₹ 200,000. Eligible Employees must mention the Bid Amount while filling the Bid cum Application Form.

Bid/ Offer Programme

Bid/ Offer opens on:*	[●]*
Bid/ Offer closes on:	[●]

**Our Company and the Selling Shareholder may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor Investor shall Bid in the Anchor Investor Bid/ Offer Period i.e. one Working Day prior to the Bid/ Offer Opening Date.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	On or about [●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds/un-blocking of ASBA Accounts	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 6 (six) Working Days of the Bid/ Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, the Selling Shareholder in consultation with the BRLM, 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. The Selling Shareholder confirms that it shall extend all reasonable co-operation required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by the Selling Shareholder in the Offer for Sale) at all Stock Exchanges within 6 (six) Working Days from the Bid/Offer Closing Date.

Except in relation to the Bids received from Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time, “IST”) during the Bid/ Offer Period (except on the Bid/ Offer Closing Date) as mentioned above at the Bidding Centres and the Designated Branches mentioned on the Bid cum Application Form or by members of the Syndicate at the Specified Locations or by the Registered Brokers at the Broker Centre except that:

- (i) in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. on the QIB Bid Closing Date;
- (ii) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. on the Bid Closing Date; and
- (iii) in case of Bids by Retail Individual Bidders and bids by Eligible Employee, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. on the Bid Closing Date, which may be extended upto such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by book running lead manager to the Stock Exchanges.

It is clarified that the Bids not uploaded on the online IPO system would be rejected. Due to limitation of time available for uploading Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and no later than 1.00 p.m. (IST) on the Bid/ Offer Closing Date. Bidders are cautioned that in the event a large number of Bids are received on Bid/ Offer Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Working Days). Investors 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 holidays as declared by the Stock Exchanges. Bids directly submitted to SCSBs by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. Our Company, the Selling Shareholder or any member of the Syndicate is not liable for any failure in uploading the Bids due to faults in any software /hardware system or otherwise.

Our Company and the Selling Shareholder, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Offer Period, in accordance with the SEBI ICDR Regulations. In such an event, the Cap Price shall not be more than 120% of the Floor Price. Subject* to compliance with the immediately preceding sentence, the Floor

Price can move up or down to the extent of 20% of the Floor Price, as advertised at least five Working Days before the Bid/ Offer Opening Date.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least 3 (three) additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 (ten) Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the SCSBs and the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLM and the terminals of the other members of the Syndicates.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018, notified by SEBI (“General Information Document”) included below under “Part B - 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 Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and provisions of the Companies Act, 2013, to the extent applicable to a public issue, read with the rules thereto. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant portions of the General Information Document which are applicable to this Offer. All Designated Intermediaries in relation to the Offer should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SCSBs should ensure compliance with the SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company, the Selling Shareholder and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations wherein [●]% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the Selling Shareholder and the BRLM, may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations of which at least one-third will be available for allocation to domestic Mutual Funds, in accordance with the SEBI ICDR Regulations. In the event of under subscription in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Portion (other than Anchor Investor 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. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders other than Anchor Investors are mandatorily required to utilize the ASBA process to participate in the Offer. In the event of under-subscription in the Retail Portion or the Non-Institutional Portion in the Offer, the unsubscribed portion would be allowed to be met with spill over from over subscription from any other category or a combination of categories at the sole discretion of our Company and Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange. 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.

Further, upto 5% of the Offer, i.e., ₹ [●] shall be reserved for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. Any unsubscribed portion in Employee Reservation Category shall be added to the Net Offer to the public. 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 in consultation with the BRLM and the Designated Stock Exchange.

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 the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Bid cum Application Forms which do not have the details of the Bidders' PAN, (other than Bids made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Retail Individual Bidders can submit their Bids by submitting Bid cum Application Forms, in physical form, to the members of the Syndicate, the sub-Syndicate, the Registered Brokers, Registrars to Offer and Share Transfer Agents and Depository Participants.

Bid cum Application Forms, will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Bid cum Application Forms will also be available for download on the websites of the Stock Exchanges, NSE (www.nseindia.com) and BSE (www.bseindia.com), at least one day prior to the Bid Opening Date. Physical Bid cum Application Forms for Anchor Investors shall be made available at the offices of the BRLM.

QIBs (other than Anchor Investors), Non-Institutional Bidders and Retail Individual Bidders shall mandatorily participate in the Offer only through the ASBA process.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to Offer and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

ASBA Bidders can submit their Bids by submitting Bid cum Application Forms, either in physical or electronic mode, to the SCSB with whom the ASBA Account is maintained or in physical form to the Syndicate, the sub-Syndicate or the Registered Brokers or Registrars to Offer and Share Transfer Agents or Depository Participants. The physical Bid cum Application Forms will be available with the Designated Branches, members of the Syndicate / sub-Syndicate and at our Registered Office.

Upon acceptance of a Bid cum Application Form, it is the responsibility of the Registered Brokers, or Registrars to Offer and Share Transfer Agents and Depository Participants to comply with the obligations set out in the SEBI circulars nos. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, including in relation to uploading the Bids on the online system of the Stock Exchanges and forwarding the schedule along with the Bid cum Application Form to the relevant branch of the SCSB and they are liable for any failure in this regard.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis**	White
Non-Residents including Eligible NRIs, FIIs, FPIs, or FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis**	Blue
Anchor Investors***	White
Eligible Employees Bidding in the Employee Reservation Portion	Pink

* Excluding electronic Bid cum Application Form.

** Bid cum Application forms will also be available on the website of the NSE (www.nseindia.com) and the BSE

(www.bseindia.com). Same Bid cum Application Form applies to all ASBA Bids irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, or to the Syndicate (in Specified Cities).

*** Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

Who can Bid?

In addition to the category of Bidders set forth under ***“Part B- General Information Document for Investing in Public Issues - Category of Investors Eligible to participate in an Offer”***, on page 302 the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors category;
- Eligible Employees Bidding in the Employee Reservation Portion;
- Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares; and
- Any other person eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Also see ***“Part B- General Information Document for Investing in Public Issues - Category of Investors Eligible to Participate in an Offer”*** on page 302 of this Draft Red Herring Prospectus

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those 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.

Participation by associates and affiliates of BRLM and Syndicate member(s)

The BRLM and the Syndicate member(s) shall not be entitled to purchase in this Offer in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate member(s) may subscribe to or acquire Equity Shares in the Offer, either in the Net QIB Portion or Non-Institutional Portion as may be applicable to such Bidder, where the allocation is on a proportionate basis. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates and affiliates of BRLM and Syndicate member(s), shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The BRLM and any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM) or our Promoters and the Promoter Group cannot apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

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. Further, a certified copy of their certificate of registration issued by SEBI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Bidding on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange. Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder Bidding on a repatriation basis will not be accepted out of NRO accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Bids by FPIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' are subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

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.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Bids made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Bid cum Application form, failing which our Company reserves the right to reject the Bid without assigning any reasons thereof.

Bids by Anchor Investors

Our Company, in consultation with the Selling Shareholder and the BRLM, may consider participation by Anchor Investors in the Offer for upto 60% of the QIB Portion in accordance with the SEBI ICDR Regulations. Only QIBs as

defined in Regulation 2(1)(zd) of the SEBI ICDR Regulations and not otherwise excluded pursuant to Schedule XI of the SEBI ICDR Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI ICDR Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- i. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- ii. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is atleast ₹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 be completed on the same day.
- v. Our Company, in consultation with the Selling Shareholder and the BRLM, will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - a. where allocation in the Anchor Investor Portion is upto ₹100 million, maximum of 2 (two) Anchor Investors;
 - b. where the allocation under the Anchor Investor Portion is more than ₹100 million but upto ₹2,500 million, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
 - c. where the allocation under the Anchor Investor portion is more than ₹2,500 million: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2,500 million; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500 million or part thereof in the Anchor Investor Portion; subject to a 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 BRLM before the Bid/ Offer Opening Date, through intimation to the Stock Exchange.
- 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 Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/Offer Closing Date. If the Offer Price is lower than the Anchor Investor *Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- ix. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
- x. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- xi. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- xii. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

For more information, see “Offer Procedure - Part B: General Information Document for Investing in Public Issues - Section 7: Allotment Procedure and Basis of Allotment – Allotment to Anchor Investor” on page 321 of this DRHP.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the 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 reserves the right to reject any Bid by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold upto 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an undersubscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount). 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.

- i. Bids under Employee Reservation Portion by Eligible Employees shall be: made only in the prescribed Bid cum Application Form or Revision Form.
- ii. The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an undersubscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount).
- iii. Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.
- iv. The Bidder should be an Eligible Employee as defined above. In case of joint Bids, the first Bidder shall be an Eligible Employee.
- v. Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.
- vi. Eligible Employees will have to Bid like any other Bidder. Only those Bids, which are received at or above the Offer Price, would be considered for Allotment under this category.
- vii. Eligible Employees can apply at Cut-off Price.
- viii. Bid by Eligible Employees can be made also in the Net Offer and such Bids shall not be treated as multiple Bids.
- ix. 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.

- x. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.
- xi. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis.

For further details, please see “Offer Procedure – Allotment Procedure and Basis of Allotment” on page 321 of this DRHP.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. 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 ASBA applications.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI ICDR Regulations, the shareholding of VCFs, category I AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Red Herring Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I AIF or FVCI, as the case may.

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 and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

Bids by Insurance Companies

In case of Bids made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:

1. equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA 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 ₹2,500 Lakh, 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 and the Selling Shareholder reserve 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 or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies and provident funds with a minimum corpus of ₹2,500 Lakh and pension funds with a minimum corpus of ₹2,500 Lakh (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserve the right to accept or reject any such Bid without assigning any reasons therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations in [●] editions of [●] and [●] editions of [●] (which are widely circulated English and Hindi newspapers, Gujarati also being the regional language of Ahmedabad, where our Registered Office is located).

General Instructions

In addition to the general instructions provided in the sub-section titled “*Part B – General Information Document for Investing in Public Offers*” on page 300 of this DRHP. Bidders are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for bidding has a bank account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at bidding centres and not to our Company.
6. Ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. QIBs (other than Anchor Investors), the Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only.
8. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
9. Ensure that you request for and receive a TRS for all your Bid options;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Non-Syndicate Registered Broker (at the Broker Centres) or RTAs/DPs at the bidding centers;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
12. Submit revised Bids to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Bid was placed and obtain a revised TRS;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
14. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
15. 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.
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.
17. Ensure that the Bids are submitted at the Bidding centres only on the forms bearing the stamp of the Syndicate member (except in case of electronic form) or with respect to ASBA Bidders Ensure that your Bid is submitted either to a member of the Syndicate (at the Specified Locations), a designated Branch of the SCSB (where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for Bidding has a bank account), RTAs or DPs.

18. Ensure that the name(s) given in the Bid cum Application Form is/ are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
19. Ensure that the category and sub-category is indicated;
20. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
21. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
22. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the Non-Syndicate Registered Brokers or RTAs or DPs, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;
23. Ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/ or relevant SCSB and/ or the Designated Branch and/ or the Non-Syndicate Registered Broker at the Broker Centres or RTAs/DPs bidding centres (except in case of electronic forms);
24. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
25. ASBA Bidders Bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI <http://www.sebi.gov.in>. ASBA Bidders Bidding through a Registered Broker/RTAs/DPs should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers/RTAs/DPs to deposit Bid cum Application Forms;
26. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
27. Ensure that you have correctly signed the authorization/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and
28. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, or from RTAs and DPs at the bidding centers as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/ revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, or the RTAs or the DPs as applicable;
4. Do not pay the Bid Amount in cash, by money order or by postal order, cheques or demand drafts or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Non-Syndicate Registered Brokers or the RTAs or the DPs only;
6. Do not submit the Bid cum Application Forms to our Company, the Selling Shareholder or the Registrar to the Offer;

7. Do not Bid on a Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or RTAs or DPs or the SCSBs;
8. Anchor Investors should not Bid through the ASBA process;
9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);
10. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);
11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the GIR number instead of the PAN;
13. Do not submit the Bids without the full Bid Amount
14. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;
15. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
16. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
17. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/ Offer Closing Date for QIBs;
18. If you are a Non-Institutional Investor, Retail Individual Investor or Eligible Employee do not submit your Bid after 3.00 pm on the Bid/ Offer Closing Date;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
21. Do not submit more than 5 (five) Bid cum Application Forms per ASBA Account;
22. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres or to the RTAs and DPs at a location other than the bidding centers of such RTAs or DPs;
23. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at [http:// www.sebi.gov.in](http://www.sebi.gov.in));
24. Do not submit ASBA Bids to a Registered Broker /RTAs/DPs unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker/RTAs/DPs to deposit the Bid cum Application Forms (a list of such branches is available on the website of SEBI at [http:// www.sebi.gov.in](http://www.sebi.gov.in)); and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

In addition to the instructions for completing the Bid cum Application Form provided in the sub-section titled “*Part B – General Information Document for Investing in Public Offers – Applying in the Offer – Instructions for filing the Bid cum Application Form/Application Form*” on page 300, Bidders are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

2. Bids through ASBA must be made in single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus and in the Bid cum Application Form.
3. Bids on a repatriation basis shall be in the names of individuals, or in the name of Eligible NRIs, FIIs, FPIs, QFIs, but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees. Bids by Eligible NRIs and QFIs for a Bid Amount of upto ₹2,00,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount of more than ₹2,00,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Payment into Escrow Account for Anchor Investors

Our Company and the Selling Shareholder, in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT). Anchor Investors are requested to note the following:

For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- i. In case of resident Anchor Investors: “[●] **Public Offer – Escrow –Anchor Investor –R**”
- ii. In case of Non-Resident Anchor Investors: “[●] **Public Offer – Escrow –Anchor Investor –NR**”

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the sub-section titled “*Part B – General Information Document for Investing in Public Offers – Offer Procedure in Book Built Offer – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*” on page 300, Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without payment of the entire Bid Amount;
2. Bids submitted by Retail Individual Bidders which do not contain details of the Bid Amount and the bank account details in the Bid cum Application Form;
3. Bids submitted on a plain paper;
4. Bids by HUFs not mentioned correctly as given in the sub-section titled “*Who can Bid?*” on page 287;
5. ASBA Bids submitted directly to the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Book Running Lead Manager or Registered Brokers or RTAs or DPs, as the case may be;
6. Signature of First/sole Bidder missing;
7. The Bid cum Application Form not being signed by the account holders, if the account holder is different from the Bidder;
8. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/22 /2010) dated July 29, 2010;
9. GIR number furnished instead of PAN;
10. Bids by Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount (net of Employee Discount, if any) for a value of more than ₹200,000;

11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
12. Bids accompanied by stock invest/money order/postal order/cash;
13. Bids by U.S. Persons, as defined under Regulation S of the U.S. Securities Act, outside the United States; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid Closing Date, and Bids by Retail Individual Bidders and Eligible Employees uploaded after 5.00 p.m. on the Bid Closing Date, unless extended by the Stock Exchanges.

Signing of the Underwriting Agreement and the RoC Filing

- a. Our Company, the Selling Shareholder and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.
- b. After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the 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 applicants 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 shall be liable for action under Section 447.”***

Section 447 of Companies Act, 2013 deals with 'Fraud' and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

Undertakings by our Company

Our Company undertakes the following that:

- i. if our Company or Selling Shareholder do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within 2 (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;
- ii. if our Company and the Selling Shareholder withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company and/ or the Selling Shareholder subsequently decides to proceed with the Offer;
- iii. the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- iv. all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within 6 (Six) Working Days of the Bid/Offer Closing Date;

- v. the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- vi. completion of Allotment and dispatch of the Allotment Advice and Anchor Investor CAN, including any revisions, if required, and refund orders to the Anchor Investor Bidders shall be done within the time prescribed under Applicable Law, and in the event of failure to do so, the Company shall ensure payment of interest to the Bidders in respect of which there was such a failure, as required under Applicable Law.
- vii. the certificates of the securities/ instructions for unblocking of funds, in case of unsuccessful Bidders to Eligible NRIs shall be despatched within specified time;
- viii. no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.;
- ix. adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process while finalising the Basis of Allotment;
- x. the Company shall not have recourse to the Offer Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought have been received.

Undertakings by the Selling Shareholder

Selling Shareholder undertakes that:

- i. the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it for a period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- ii. it is the legal and beneficial owner of, and has full title to, the Equity Shares being sold by it in the Offer for Sale;
- iii. the Equity Shares being sold by it pursuant to the Offer for Sale are free and clear of any liens or encumbrances and shall be transferred to the eligible investors within the time specified under applicable law;
- iv. it shall provide reasonable assistance and co-operation as reasonably requested by the Company and BRLM to ensure the completion of Allotment and dispatch of the Allotment Advice and Anchor Investor CAN, including any revisions, if required, and refund orders to the Anchor Investor Bidders within the time prescribed under Applicable Law;
- v. it shall provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer for Sale;
- vi. funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed in the Red Herring Prospectus and Prospectus shall be made available to the Registrar to the Offer by the Selling Shareholder;
- vii. it shall not have recourse to the proceeds of the Offer for Sale until final approval for trading of the Equity Shares from the Stock Exchanges have been received;
- viii. it confirms and undertakes that it shall not withdraw from the Offer, post the filing of the Red Herring Prospectus with the RoC;
- ix. it shall take all such steps as may be required to ensure that the Equity Shares being sold by it pursuant to the Offer for Sale are available for transfer in the Offer within the time specified under applicable law;
- x. it is not in violation of any applicable law which shall have a bearing on the Offer or the Equity Shares offered by it in Offer;
- xi. they shall deposit their Equity Shares in an escrow account opened with the Registrar and Share Transfer Agent to the Offer at least one Working Day prior to the date of the Red Herring Prospectus or as disclosed in the Red Herring Prospectus; and
- xii. they shall sign, and cause their authorized signatories (by way of powers of attorney or otherwise) to sign the offer documents and agreements in relation to the Offer, and confirm that their duly authorised signatories who

have signed a declaration, that the statements made by them in the offer documents about or in relation to them as well as any Offer related materials are true and correct as of the date of this Draft Red Herring Prospectus and as will be included in the Red Herring Prospectus and Prospectus, or such Offer related material, as the case may be.

Utilisation of Offer Proceeds

The Board of Directors certify that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;
- the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Offer 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
- the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Selling Shareholder along with our Company declares that all monies received out of the Offer for Sale and the Offer, respectively, shall be credited/ transferred to a separate bank other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders / Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders / Applicants should rely on their own examination of the Company and the Offer, and should carefully read the Red Herring Prospectus/ Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/ Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**SEBI ICDR Regulations**”).

Bidders/ Applicants should note that investment in equity and equity related securities involves risk and Bidder/ Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/ or for subscribing to securities in an Offer and the relevant information about the Company undertaking the Offer are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Company with the Registrar of Companies (“RoC”). Bidders/ Applicants should carefully read the entire RHP/ Prospectus and the Bid cum Application Form/ Application Form and the Abridged Prospectus of the Company in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/ or overlap between the disclosure included in this document and the RHP/ Prospectus, the disclosures in the RHP/ Prospectus shall prevail. The RHP/ Prospectus of the Company is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/ Applicants may refer to “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/ FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Company to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Company.

For undertaking an IPO, a Company is *inter alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Company, Bidders/Applicants may refer to the RHP/ Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Company to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed company.

For undertaking an FPO, the company is *inter alia* required to comply with the eligibility requirements in terms of Regulation 26/ 27 of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements

by the company, Bidders/ Applicants may refer to the RHP/ Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an company proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/ Applicants may refer to the RHP/ Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, a company can either determine the Offer Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). A company may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of affixed price issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The company shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Offer advertisement was given at least 5 (five) Working Days before the Bid/ Offer Opening Date, in case of an IPO and at least 1 (one) Working Day before the Bid/ Offer Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/ Applicants should refer to the RHP/ Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 Offer Period

The Offer may be kept open for a minimum of 3 (three) Working Days (for all category of Bidders/ Applicants) and not more than 10 (ten) Working Days. Bidders/Applicants are advised to refer to the Bid Cum Application Form and Abridged Prospectus or RHP/ Prospectus for details of the Bid/ Offer Period. Details of Bid/ Offer Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the company may close the Bid/ Offer Period for QIBs 1 (one) Working Day prior to the Bid/ Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Offer Period may be extended by at least 3 (three) Working Days, subject to the total Bid/ Offer Period not exceeding 10 (ten) Working Days. For details of any revision of the Floor Price or Price Band, Bidders/ Applicants may check the announcements made by the Company on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

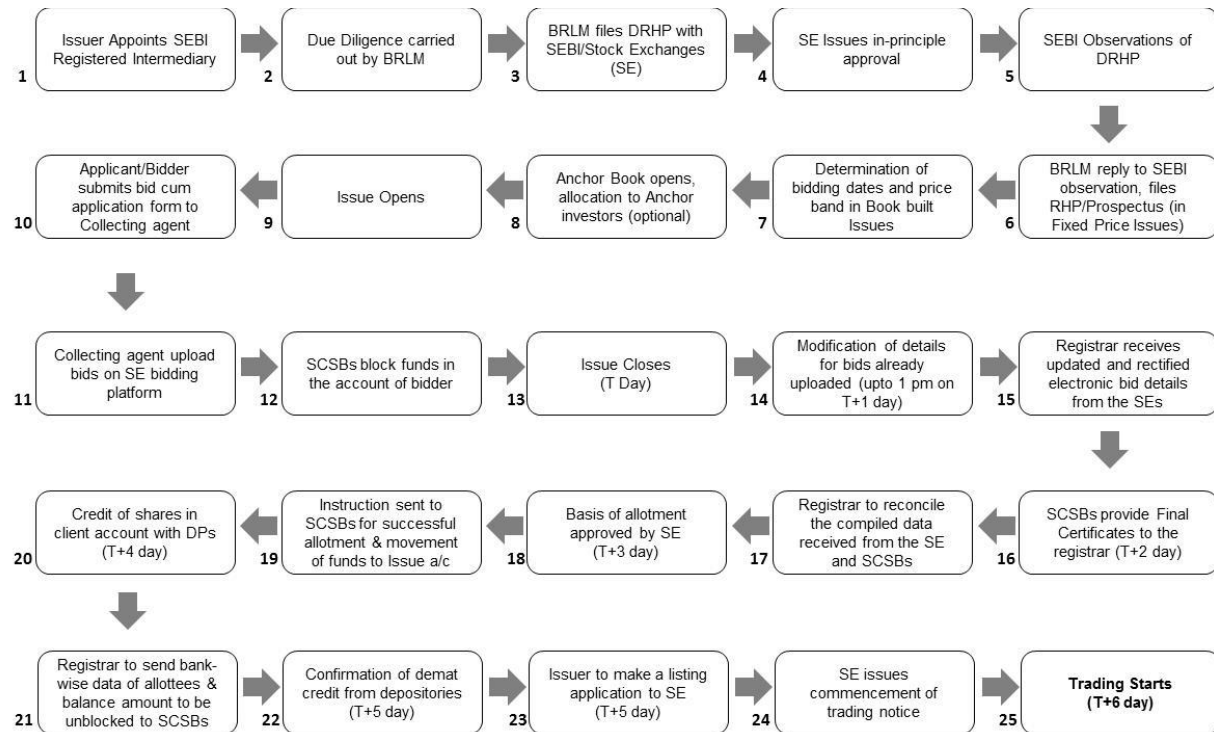
2.6 Flow Chart Of Timelines

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/ Applicants may note that this is not applicable for Fast Track FPOs.:

In case of Offer other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

- (i) Step7: Determination of Offer Date and Price;

- (ii) Step10: Applicant submits ASBA Application Form with Designated Branch of SCSB;
- (iii) Step11: SCSB uploads ASBA Application details in Stock Exchange Platform;
- (iv) Step12: Offer period closes;
- (v) Step15: Not Applicable.



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN OFFER

Each Bidder/ Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/ Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/ Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.

Subject to the above, an illustrative list of Bidders/ Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Bids/ Applications belonging to an account for the benefit of a minor(under guardianship);
- iii. Hindu Undivided Families or HUFs, 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:
- iv. “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 may be considered at par with Bids/ Applications from individuals;
- v. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;

- vi. QIBs;
- vii. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- viii. Qualified Foreign Investors subject to applicable law;
- ix. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- x. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- xi. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional Investors (NIIs) category;
- xii. FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- xiii. FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- xiv. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrelative constitutions to hold and invest in equity shares;
- xv. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- xvi. Any other person eligible to Bid/ Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of Registrars to an Offer and Share Transfer Agents (RTAs) or stamp of Depository Participants (DPs), or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs and at the registered office of the Company. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least 1 (one) day prior to the Bid/ Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/ Prospectus.

Fixed Price Issue: Applicants should only use the specified Cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Company. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/ Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/ Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis.	White
NRIs, FVCIs, foreign individuals bidding under the QIB), Eligible FPIs, on a repatriation basis.	Blue
Anchor Investors (where applicable) & Bidders/ Applicants bidding/ applying in the reserved category.	As specified by the Issuer
Eligible Employees.	Pink

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act,

2013. Bidders/ Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/ Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/ Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : Contact Details: CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN :	Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE SUB-BROKER'S / SUB-AGENT'S STAMP & CODE BANK BRANCH SERIAL NO.	BROKER/SCSB/DP/RTA STAMP & CODE ESCROW BANK/SCSB BRANCH STAMP & CODE SCSB SERIAL NO.	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER Mr. / Ms. Address Email Tel. No (with STD code) / Mobile 2. PAN OF SOLE / FIRST BIDDER
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3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH																											
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF") <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" Please tick</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 7 6 5 4 3 2 1</td> <td>8 7 6 5 4 3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>	Bid Options	No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" Please tick	Bid Price	Retail Discount	Net Price	Option 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	5. CATEGORY <input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB <small>* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)</small>
Bid Options			No. of Equity Shares Bid (In Figures) (Bid must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" Please tick																					
	Bid Price	Retail Discount		Net Price																								
Option 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	8 7 6 5 4 3 2 1	<input type="checkbox"/>																							
(OR) Option 2					<input type="checkbox"/>																							
(OR) Option 3					<input type="checkbox"/>																							

7. PAYMENT DETAILS Amount paid (₹ in figures) (₹ in words) ASBA Bank A/c No. Bank Name & Branch	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
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8A. SIGNATURE OF SOLE / FIRST BIDDER Date :	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the line: 1) 2) 3)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
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LOGO XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. PAN of Sole / First Bidder DPID / CLID Amount paid (₹ in figures) Bank & Branch ASBA Bank A/c No. Received from Mr./Ms. Telephone / Mobile Email
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XYZ LIMITED - INITIAL PUBLIC ISSUE - R No. of Equity Shares Bid Price Amount Paid (₹) ASBA Bank A/c No. Bank & Branch	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder Acknowledgement Slip for Bidder Bid cum Application Form No.
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Application Form – For Non Residents

Kindly note that this will be included prior to filing of the RHP.

4.1.1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER/ APPLICANT

- (a) Bidders/ Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** Bidders/ Applicants should note that the name and address fields are compulsory and e-mail and/ or telephone number/ mobile number fields are optional. Bidders/ Applicants should note that the contact details mentioned in the Bid-cum Application Form/ Application Form may be used to dispatch communications(including letters notifying the unblocking of the bank accounts of ASB A Bidders/ Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Company, the members of the Syndicate, the Registered Broker and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- (c) **Joint Bids/ Applications:** In the case of Joint Bids/ Applications, the Bids / Applications should be made in the name of the Bidder/ Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/ Applicant would be required in the Bid cum Application Form/ Application Form and such First Bidder/ Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favour of the Bidder/ Applicant whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder/ Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Bidders/ Applicants 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:

- 1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- 2. 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*
- 3. 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.*
- 4. The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount.”*
- (e) **Nomination Facility to Bidder/ Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/ Applicants should inform their respective DP.

4.1.2. FIELD NUMBER 2: PAN NUMBER OF SOLE/ FIRST BIDDER/ APPLICANT

- (a) PAN (of the sole/ First Bidder/ Applicant) provided in the Bid cum Application Form/ Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/ Applications on behalf of the Central or State Government, Bids/ Applications by officials appointed by the courts and Bids/ Applications by Bidders/ Applicants residing in Sikkim (“**PAN Exempted Bidders/ Applicants**”). Consequently, all Bidders/ Applicants, other than the PAN

Exempted Bidders/ Applicants, are required to disclose their PAN in the Bid cum Application Form/ Application Form, irrespective of the Bid/ Application Amount. A Bid cum Application Form/ Application Form without PAN, except in case of Exempted Bidders/ Applicants, is liable to be rejected. Bids/ Applications by the Bidders/ Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Bidders/ Applicants 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.
- (d) Bid cum Application Forms/ Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Bids/ Applications by Bidders whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/ MRD/ DP/ 22/ 2010. Such accounts are classified as “**Inactive demat accounts**” and demographic details are not provided by depositories.

4.1.3. FIELD NUMBER 3: BIDDERS/ APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Bidders/ Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/ Application Form. The DP ID and Client ID provided in the Bid cum Application Form/ Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form/ Application Form is liable to be rejected.
- (b) Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/ Application Form is active.
- (c) Bidders/ Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/ Application Form, the Bidder/ Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/ Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice or unblocking of ASBA Account or for other correspondence(s) related to an Offer.
- (d) Bidders/ Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/ Applicants’ sole risk.

4.1.4. FIELD NUMBER 4: BID OPTIONS

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/ RHP by the Company. The Company is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least 1 (one) English, 1 (one) Hindi and 1 (one) regional newspaper, with wide circulation, at least 5 (five) Working Days before Bid/ Offer Opening Date in case of an IPO, and at least 1 (one) Working Day before Bid/ Offer Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs / FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (section 5.6 (e)).
- (c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- (d) **Minimum Application Value and Bid Lot:** The Company in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by a company on basis of such

minimum application value.

- (e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may refer to the RHP/ Prospectus or the advertisement regarding the Price Band published by the Company.

4.1.4.1 Maximum and Minimum Bid Size

- (a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors and Employees must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- (b) For NRIs, a Bid Amount of upto ₹2,00,000 may be considered under the Retail Portion for the purposes of allocation and a Bid Amount exceeding ₹2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/ Prospectus, or as advertised by the Company, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cut-off Price'.
- (d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.
- (e) In case the Bid Amount reduces to ₹2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. 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 price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.
- (g) A Bid cannot be submitted for more than the Offer size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (section 5.6 (e))

4.1.4.2 Multiple Bids

- (a) Bidder should submit only 1 (one) Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at 3 (three) different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:
 - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - ii. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:
 - i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.
 - ii. Separate Bids by Mutual Funds in respect of more than 1 (one) scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
 - iii. Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
 - iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5. FIELD NUMBER 5: CATEGORY OF BIDDERS

- (a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.
- (b) Upto 60% of the QIB Portion can be allocated by the Company, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/ Prospectus.
- (c) A Company can make reservation for certain categories of Bidders/ Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, Bidders/ Applicants may refer to the RHP/ Prospectus.
- (d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in the Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/ Applicant may refer to the RHP/ Prospectus.

4.1.6. FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Bidder/ Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/ Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/ Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/ Applicants are requested to refer to the RHP/ Prospectus for more details.
- (c) Bidders/ Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders/ Applicants should ensure that their investor status is updated in the Depository records.

4.1.7. FIELD NUMBER 7: PAYMENT DETAILS

- (a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/ Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than 1 (one) Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of 3 (three) options at net price, i.e. Bid price less Discount offered, if any.
- (b) Bidders who Bid at Cut-off price shall deposit the Bid Amount based on the Cap Price.
- (c) Bidders can participate in the Offer only through the ASBA mechanism.
- (d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Payment instructions for ASBA Bidders

- (a) ASBA Bidders may submit the Bid cum Application Form either
 - i. in physical mode to the Designated Branch of an SCSB where the Bidders/ Applicants have ASBA Account, or
 - ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - iii. in physical mode to a member of the Syndicate at the Specified Locations, or Registered Brokers of the Stock Exchange or RTAs or DPs.
- (b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
- (d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From 1 (one) ASBA Account, a maximum of 5 (five) Bids cum Application Forms can be submitted.
- (f) ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified locations. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of the Syndicate at the Specified locations may not be accepted by the Member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least 1 (one) branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at [http:// www.sebi.gov.in](http://www.sebi.gov.in)).
- (g) ASBA Bidders bidding through a Registered Broker/**RTAs/DPs** should note that Bid cum Application Forms submitted to the Registered Brokers/ **/RTAs/DPs** may not be accepted by the Registered Broker/ **/RTAs/DPs**, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least 1 (one) branch at that location for the Registered Brokers. **/RTAs/DPs** to deposit Bid cum Application Forms.
- (h) ASBA Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- (l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
- (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.
- (n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 (six) Working Days of the Bid/ Offer Closing Date.

4.1.7.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.3 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/ Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than 2 (two) lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8. FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Bidder/ Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/ Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

- (b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/ Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) The signature has to be correctly affixed in the authorization/ undertaking box in the Bid cum Application Form/ Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/ Application Form.
- (d) Bidders/ Applicants must note that Bid cum Application Form/ Application Form without signature of Bidder/ Applicant and / or ASBA Account holder is liable to be rejected.

4.1.9. ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker, RTAs or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bids/ Applications made in the Offer should be addressed as under:
 - (i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/ Applicants should contact the Registrar to the Offer.
 - (ii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/ Applicants should contact the relevant Designated Branch of the SCSB.
 - (iii) In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/ Applicants should contact the relevant Syndicate member(s).
 - (iv) In case of queries/RTA/DP relating to uploading of Bids by a Registered Broker, the Bidders/ Applicants should contact the relevant Registered Broker RTA/DP.
 - (v) Bidder/ Applicant may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Offer.
- (c) The following details (as applicable) should be quoted while making any queries -
 - (i) full name of the sole or First Bidder/ Applicant, Bid cum Application Form number, Applicants'/ Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
 - (ii) name and address of the member of the Syndicate, Registered Broker RTA/DP or the Designated Branch, as the case may be, where the Bid was submitted or
 - (iii) In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/ Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/ Offer Period, any Bidder/ Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- (b) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/ Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/ Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/ Applicant had placed the original Bid. Bidders/ Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

Revision Form

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various

fields of the Revision Form are provided below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : Contact Details: CIN No.	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN :
		Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER	
		Mr./Ms.	
		Address	
		Tel. No (with STD code) / Mobile	
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER	
		
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	
	 NSDL CDSL	
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID			

PLEASE CHANGE MY BID									
4. FROM (AS PER LAST BID OR REVISION)									
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								
	(In Figures)								
	8	7	6	5	4	3	2	1	
Option 1									
(OR) Option 2									
(OR) Option 3									
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")									
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								
	(In Figures)								
	8	7	6	5	4	3	2	1	
Option 1									
(OR) Option 2									
(OR) Option 3									

6. PAYMENT DETAILS									
Additional Amount Paid (₹ in figures) (₹ in words)									
PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>									
ASBA Bank A/c No.									
Bank Name & Branch									
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONSENT THE BROKERS UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING UP THE BID REVISION FORM GIVEN OVERLEAF.									
7A. SIGNATURE OF SOLE / FIRST BIDDER			7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)				BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)		
Date :			I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue						
			1)						
			2)						
			3)						

LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.
DPID / CLID		PAN of Sole / First Bidder	
Additional Amount Paid (₹)		Bank & Branch	
ASBA Bank A/c No.		Stamp & Signature of SCSB Branch	
Received from Mr./Ms.			
Telephone / Mobile			
		Email	

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No.</td> <td colspan="3"></td> </tr> <tr> <td>Bank & Branch</td> <td colspan="3"></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Paid (₹)				ASBA Bank A/c No.				Bank & Branch				<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">Stamp & Signature of Broker / SCSB / DP / RTA</td> </tr> <tr> <td colspan="2" style="text-align: center;">Name of Sole / First Bidder</td> </tr> <tr> <td colspan="2" style="text-align: center;">.....</td> </tr> <tr> <td colspan="2" style="text-align: center;">Acknowledgement Slip for Bidder</td> </tr> <tr> <td colspan="2" style="text-align: center;">Bid cum Application Form No.</td> </tr> </table>	Stamp & Signature of Broker / SCSB / DP / RTA		Name of Sole / First Bidder			Acknowledgement Slip for Bidder		Bid cum Application Form No.	
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Acknowledgement Slip for Bidder																																				
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Application Form – For Non Residents

Kindly note that this will be included prior to filing of the RHP.

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT

Bidders/ Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised options in the Revision Form, the Bidder/ Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/ Applicant has Bid for 3 (three) options in the Bid cum Application Form and such Bidder/ Applicant is changing only one of the options in the Revision Form, the Bidder/ Applicant must still fill the details of the other 2 (two) options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers RTAs, DPs and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- (b) In case of revision, Bid options should be provided by Bidders/ Applicants in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/ Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/ Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. bid price less discount offered, if any.
- (b) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same member of the Syndicate/Registered Broker/RTA/DP or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (c) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹2,00,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate /Registered Broker/RTAs/DPs to whom the original Bid was submitted.
- (d) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of bidding may be unblocked.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Bidders/ Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/ FIRST BIDDER/ APPLICANT, PAN OF SOLE/ FIRST BIDDER/ APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/ APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT

- (a) The Company may mention Price or Price band in the Draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- (b) **Minimum Application Value and Bid Lot:** The Company in consultation with the Lead Manager to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by a Company on basis of such minimum application value.
- (c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Company, as the case may be.
- (e) An application cannot be submitted for more than the Offer size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only 1 (one) Application Form. Submission of a second Application Form to either the same or to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/ Applicant and may be rejected.
 - ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (i) The following applications may not be treated as multiple Bids:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Offer portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than 1 (one) scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 FIELD NUMBER 5: CATEGORY OF APPLICANTS

- (a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding,

allocation and allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

- (b) A Company can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Offer, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 FIELD NUMBER 6: INVESTOR STATUS

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 Payment instructions for ASBA Applicants

- (a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.
- (b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From 1 (one) ASBA Account, a maximum of 5 (five) Bids cum Application Forms can be submitted.
- (f) ASBA Applicants bidding directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Application, as the case may be.

- (l) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Offer may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 5 (five) Working Days of the Offer Closing Date.

4.3.5.2 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms,
- (b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Offer, applicants may refer to the Prospectus.
- (c) (The Applicants entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/ APPLICATION FORM

4.4.1 Bidders/Applicants may submit completed Bid cum Application form / Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
ASBA Application	<p>(i) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres;</p> <p>(ii) To the Designated branches of the SCSBs where the ASBA Account is maintained:</p> <ol style="list-style-type: none"> 1. Depository Participant; 2. Stock Brokers registered with a recognised stock exchange; 3. Registrar to the Offer and share transfer agent.

- (a) Bidders/ Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection bank. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.
- (b) Bidders/ Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker RTAs or DPs or the SCSB through which such Bidder/ Applicant had placed the original Bid.
- (c) Upon submission of the Bid cum Application Form, the Bidder/ Applicant will be deemed to have authorized the Company to make the necessary changes in the RHP and the Bid cum Application Form as would be

required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/ Applicant.

- (d) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- (a) During the Bid/ Offer Period, Bidders/ Applicants may approach the members of the Syndicate at the Specified Cities, any of the Registered Brokers or the Designated Branches, a stock broker registered with a recognised stock exchange, a depository participant, or the registrar and share transfer agent to register their Bids.
- (b) In case of ASBA Bidders/ Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/ Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/ Applicants may approach the members of the Syndicate, any of the Registered Brokers RTAs or DPs or the Designated Branches a stock broker registered with a recognised stock exchange, the Registrar and share transfer agent to register their Bids.
- (c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/ Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- (a) The Syndicate, the Registered Brokers RTAs or DPs and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers RTAs or DPs and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
- (b) On the Bid/ Offer Closing Date, the Syndicate, the Registered Broker RTAs or DPs and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers RTAs or DPs and the SCSBs are given upto 1 (one) day after 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 for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

- (a) Bids received from various Bidders/ Applicants through the Syndicate, Registered Brokers RTAs or DPs and the SCSBs may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer Period.
- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/ Offer Period.

5.4 WITHDRAWAL OF BIDS

- (a) RIIs can withdraw their Bids until finalization of Basis of Allotment. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned SCSB or the Syndicate member(s) or the Registered Broker, RTAs or DPs as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

- (b) In case a RII wishes to withdraw the Bid after the Bid/ Offer Period, the same can be done by submitting a withdrawal request to the Registrar to the Offer until finalization of Basis of Allotment. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- (a) The members of the Syndicate, the Registered Broker RTAs or DPs and/ or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to
 - (i) the Bids accepted by the members of the Syndicate, the Registered Broker RTAs or DPs and the SCSBs,
 - (ii) the Bids uploaded by the members of the Syndicate, the Registered Broker RTAs or DPs and the SCSBs,
 - (iii) the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker RTAs or DPs and the SCSBs, or
 - (iv) With respect to Bids by ASBA Bidders/ Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.
- (b) The BRLM and their affiliate syndicate member(s), as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- (d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate syndicate member(s) (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- (e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/ Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the (i) authorised agents of the BRLM, (ii) Registered Brokers, or (iii) SCSBs, or (iv) RTAs or (v)DPs or at the time of finalisation of the Basis of Allotment. Bidders/ Applicants are advised to note that the Bids/ Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- (a) Bid/ Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Bids/ Applications by OCBs;
- (c) In case of partnership firms, Bid/ Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (d) In case of Bids/ Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/ Application Form;
- (e) Bids/ Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Bids/ Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) DP ID and Client ID not mentioned in the Bid cum Application Form/ Application Form;
- (h) PAN not mentioned in the Bid cum Application Form/ Application Form except for Bids/ Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

- (j) Bids/ Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (k) Bids/ Applications at a price less than the Floor Price & Bids/ Applications at a price more than the Cap Price;
- (l) Bids/ Applications at Cut-off Price by NIIs and QIBs;
- (m) The amounts mentioned in the Bid cum Application Form/ Application Form does not tally with the amount payable for the value of the Equity Shares Bid/ Applied for;
- (n) Bids/ Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (o) Submission of more than 5 (five) Bid cum Application Forms/ Application Form as per ASBA Account;
- (p) Bids/ Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- (q) Multiple Bids/ Applications as defined in this GID and the RHP/ Prospectus;
- (r) Bid cum Application Forms/ Application Forms are not delivered by the Bidders/ Applicants within the time prescribed as per the Bid cum Application Forms/ Application Form, Bid/ Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;
- (s) Inadequate funds in the bank account to block the Bid/ Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/ Application Amount in the bank account;
- (t) Where no confirmation is received from SCSB for blocking of funds;
- (u) Bids/ Applications by Bidders (other than Anchor Investors) not submitted through ASBA process or accompanied with cheque(s) or demand draft(s);
- (v) Bids/Applications submitted to the BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, to the Selling Shareholder or the Registrar to the Offer;
- (w) Bids/ Applications not uploaded on the terminals of the Stock Exchanges;
- (x) Bids/ Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/ Application Form.

5.6 BASIS OF ALLOCATION

- (a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/ Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/ Applicant may refer to the RHP / Prospectus.
- (b) Under-subscription in Retail Portion is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Company and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Portion is not available for subscription to other categories.
- (c) In case of under subscription in the Net Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Offer. For allocation in the event of an under-subscription applicable to the Company, Bidders/ Applicants may refer to the RHP.

Illustration of the Book Building and Price Discovery Process.

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Offer size of 3,000 Equity Shares and receipt of 5 (five) Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Company at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Company is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.0 in the above example. The Company, in consultation with the Selling Shareholder and the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹22.0. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) Alternate Method of Book Building

In case of FPOs, companies may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding (“**Alternate Book Building Process**”).

The company may specify the Floor Price in the RHP or advertise the Floor Price at least 1 (one) Working Day prior to the Bid/ Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the company may place a cap either in terms of number of specified securities or percentage of issued capital of the Company that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/ or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Syndicate member(s)/ SCSB and/ or Registered Broker or RTAs or DPs.

Applicants may submit an Application Form either in physical form to the Syndicate member(s) or Registered Brokers or RTAs or DPs or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least 1 (one) day prior to the Bid/ Offer Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/ Applicants may refer to the relevant chapter of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/ Applicants other than Retail Individual Investors and Anchor

Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to RHP/ Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The company is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Portion at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Portion at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (“Maximum RII Allottees”). The Allotment to the RIIs will then be made in the following manner:

- (a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- (b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, allotment may be made on a proportionate basis upto a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/ Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Portion (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Portion may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for upto 5% of the QIB Portion may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for upto 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;
- (b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Portion, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for upto 95% of the QIB Portion; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Portion, if any,

from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the company subject to compliance with the following requirements:
- (i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - (ii) Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
 - (iii) Allocation to the Anchor Investors shall be on a discretionary basis, and subject to:
 - where allocation in the Anchor Investor Portion is upto ₹10 crores, maximum of 2 (two) Anchor Investors;
 - where the allocation under the Anchor Investor Portion is more than ₹10 crores but upto ₹250 crores, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹5 crores per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹250 crores: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹250 crores; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹250 crores or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 5 crores per Anchor Investor.
- (b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the company in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (c) In the event that the Offer Price is higher than the Anchor Investor Offer Price: Anchor Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors
- (d) In the event the Offer Price is lower than the Anchor Investor Offer Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Company may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- (a) Bidders may be categorized according to the number of Equity Shares applied for;
- (b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

- (c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- (d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Company;
- (e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Offer Account with the Banker to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Company shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/ Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/ Applicants who have been Allotted Equity Shares in the Offer.

- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

Company will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/ Applicants Depository Account will be completed within 6 (six) Working Days of the Bid/ Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Bid/ Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 (six) Working Days of the Bid/ Offer Closing

Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

A Company makes an application to the Stock Exchange(s) for permission to deal in/ list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/ Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/ Prospectus with which the Basis of Allotment may be finalised.

If the Company fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Company may be punishable with a fine which shall not be less than ₹0.5 million but which may extend to ₹5 million and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to 1 (one) year or with fine which shall not be less than ₹50,000 but which may extend to ₹3,00,000 , or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Company may forthwith repay, without interest, all moneys received from the Bidders/ Applicants in pursuance of the RHP/ Prospectus.

If such money is not repaid within the prescribed time after the Company becomes liable to repay it, then the Company and every director of the Company who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/ Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. 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 time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Company may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING – Not applicable

In case an Company not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- (a) **In case of ASBA Bids/ Applications:** Within 6 (six) Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on

unsuccessful Bid/ Application and also for any excess amount blocked on Bidding/ Application.

- (b) In the case of Bids from Eligible NRIs, FIIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder/ Applicant on account of conversion of foreign currency.
- (c) In case of Anchor Investors: Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories, the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants (Anchor Investors)

The payment of refund, if any, may be done through various modes as mentioned below:

- (a) **NECS** - Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centres specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;
- (b) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (c) **Direct Credit** - Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (d) **RTGS** - Bidders/Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Anchor Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders/Applicants account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Bidders/Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in despatch/ credit of refunds to Bidders/Applicants at their sole risk and neither the BRLM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and
- (e) Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the

Offer, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/ Applicants

In case of ASBA Bidders/ Applicants, the Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Offer.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/Offer Closing Date, if Allotment is not made

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allotted	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholder pursuant to the Offer for Sale to successful Bidders..
Allottee	A Bidder/Applicant to whom the Equity Shares are Allotted.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder after the Basis of Allotment has been approved by the Designated Stock Exchange.
Anchor Investor	A QIB, applying under the Anchor Investor Portion, who has Bid for an amount of at least ₹100.00 Million.
Anchor Investor Portion	Upto 60% of the QIB Portion which may be allocated by the Issuer in consultation with Selling Shareholder and the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Offer.
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB.
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder/Applicant	Any Bidder, other than Anchor Investors, in the Offer who Bids through ASBA.
Banker(s) to the Offer / Escrow Collection Bank(s)/ Collecting Banker	The banks which are Clearing Members and registered with SEBI as Banker to an Offer with whom the Public Offer Accounts, the Anchor Investor Escrow Account(s) and Refund Account will be opened and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer.
Bid	An indication to make an offer during the Bidding/ Offer Period by a Bidder (other than an Anchor Investor) or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of an ASBA Form to subscribe for Equity Shares, at a price within the Price Band, including all revisions and modifications thereto.
Bid /Issue Closing Date	Except in relation to Anchor Investors, the date after which the Syndicate, the SCSBs and the Registered Brokers will not accept any Bids, and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of [●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a [●] daily newspaper, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. Further, our Company and the Selling Shareholder may, in consultation with the BRLM, decide to close Bidding by QIBs one Working Day prior to the Bid/Offer Closing Date subject to the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to Anchor Investors, the date on which the Syndicate, the SCSBs and the Registered Brokers shall start accepting Bids, and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of

	[●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a [●] daily newspaper,...
Bid/ Offer Period	The period between the Bid/Offer Opening Date and the Bid/Offer Closing Date or the QIB Bid/Offer Closing Date, as the case may be (in either case inclusive of such date and the Bid/Offer Opening Date) during which Bidders, other than Anchor Investors, can submit their Bids. Provided however that the Bidding/Offer Period shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Bid Amount	In relation to each Bid shall mean the highest value of optional Bids indicated in the Bid cum Application Form blocked in the ASBA Account upon submission of the Bid, which shall be net of Employee Discount for Eligible Employees. However, for Eligible Employees applying in the Employee Reservation Portion and the Retail Individual Investors applying at the Cut-Off, the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employees / Retail Individual Bidders and mentioned in the Bid cum Application Form net of EmployeeDiscount/ Retail Discount, as the case may be.
Bid cum Application Form	The ASBA Form where the context so requires, in terms of which a Bidder makes a Bid in terms of the Red Herring Prospectus which will be considered as an application for Allotment.
Bidder/Applicant	A prospective investor in the Offer, and unless otherwise stated or implied, includes an ASBA Bidders and Anchor Investor.
Book Built Process/ Book Building Process/ Book Building Method	The book building process as described in Part A of Schedule XI of the SEBI ICDR Regulations in terms of which the Offer is being made.
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Manager(s)/Lead Manager/ LM	Book Running Lead Manager to the Offer, being Pantomath Capital Advisors Private Limited.
Business Day	Monday to Friday (except public holidays).
CAN/Confirmation of Allotment Note	Confirmation of Allotment notice i.e. a note or advice or intimation of Allotment of Equity Shares sent to the Bidders to whom Equity Shares have been Allotted. In the case of Anchor Investor's CAN shall mean the note or advice or intimation of Allotment of Equity Shares sent to the Anchor Investors to whom Equity Shares have been Allotted.
Cap Price	The higher end of the Price Band, in this case being ₹[●], and any revisions thereof, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Cut-off Price	The Offer Price, [●] per Equity Share as finalised by our Company and the Selling Shareholder in consultation with the BRLM. Only Retail Individual Investors, Eligible Employees Bidding under Employee Reservation Portion are entitled to Bid at the Cut-off Price.
DP	Depository Participant.
DP ID	Depository Participant's Identification Number.
Depositories	A depository registered with SEBI under the Depositories Act.
Demographic Details	The address, PAN, the bank account details, MICR code, names of Bidder's father/husband, investor status and occupation of a Bidder.
Designated Branches	Such branches of the SCSBs with which an ASBA Bidder, not Bidding through Syndicate/ Sub Syndicate or through a Registered Broker, may submit the Bid cum Application Forms, a list of which is available on the website of the SEBI at

	http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other websites as may be prescribed by SEBI from time to time.
Designated Date	The date on which the funds from the Anchor Escrow Accounts and the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the ASBA Bidders to the Public Offer Account and/or Refund Account and /or are unblocked, as applicable, in terms of RHP.
Designated Stock Exchange	The Designated Stock Exchange as disclosed in the RHP/Prospectus of the Company
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Red Herring Prospectus	This DRHP dated September 25, 2018 filed with SEBI, prepared and issued by our Company in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which our Equity Shares will be allotted and the size of the Offer, including any addendum or corrigendum thereto.
Employees	<p>A permanent and full time employee of our Company, (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines and the Promoters and their immediate relatives) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be an employee of our Company, as the case may be, until the submission of the Bid cum Application Form and is based, working in India as on the date of submission of the Bid cum Application Form.</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (which will be less the Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (which will be less Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).</p>
Equity Shares	The ordinary shares of our Company having a face value of ₹10/-, unless otherwise specified in the context thereof.
Escrow Account	Account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Offeror, the Registrar to the Offer the Book Running Lead Manager, the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (Anchor Investor) on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account(s) will be opened, in this case being [●]
FCNR Account	Foreign Currency Non-Resident Account.
First Bidder/Applicant	The Bidder whose name appears first in the Bid-cum-Application Form or Revision Form or the ASBA Form or the ASBA Revision Form.
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made.
Floor Price	The lower end of the Price Band below which no Bids will be accepted, in this case being ₹ [●], and any revisions thereof.
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India

	(Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering.
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000.
IPO	Initial public offering.
Offer	Public Offer of Equity Shares of the Issuer including the Offer for Sale if applicable.
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the Net QIB Portion or [●] Equity Shares available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
NECS	National Electronic Clearing Service.
NEFT	National Electronic Fund Transfer.
NRE Account	Non-Resident External Account.
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares.
NRO Account	Non-Resident Ordinary Account.
Net Offer	The Offer less reservation portion.
Non-Institutional Investors or NIIs	All Bidders (including Category III FPIs which are foreign corporates or foreign individuals but not including NRIs, other than Eligible NRIs) that are not QIBs (including Anchor Investor) or Retail Individual Bidders or Eligible Employees Bidding under the Employee Reservation Portion, who have Bid for an amount more than ₹200,000.
Non-Institutional Category	The portion of the Issue being not less than 15% of the Net Issue consisting of [●] Equity Shares, available for allocation to Non-Institutional Bidders, on a proportionate basis.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs, QFIs and FVCIs.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCB are not allowed to invest in this Issue.
Offer Price	The price at which Allotment will be made, as determined by our Company and the Selling Shareholder in consultation with the BRLM. Unless otherwise stated or the context otherwise implies, the term Offer Price refers to the Offer Price applicable to investors other than Anchor Investors, and with respect to Eligible Employees, shall mean the Offer Price net of the Employee Discount.
Offer for Sale	The offer for sale of upto 18,00,000 Equity Shares by the Selling Shareholder aggregating upto ₹[●] million, pursuant to the terms of the DRHP
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961.
Price Band	The price band as determined by our Company and the Selling Shareholder, in consultation with the the BRLM with minimum price being the Floor Price and the maximum price being the Cap Price, including any revisions thereof and advertised in and which shall be notified in [●] editions of [●] a widely circulated English national daily newspaper, in [●] editions of [●] a widely circulated Hindi national daily newspaper and in [●] editions of [●] a widely circulated a [●] daily newspaper, at least five Working Days prior to the Bid/Offer Opening Date.

Pricing Date	The date on which the Issuer in consultation with the Selling Shareholder and the Book Running Lead Manager(s), finalise the Offer Price.
Prospectus	The Prospectus to be filed with the Register of Companies after the Pricing Date in accordance with Section 26 and Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Public Offer Account Bank(s) by our Company under Section 40 of the Companies Act, 2013, to receive monies from the ASBA Accounts and from the Escrow Accounts, in case of Anchor Investor(s), on the Designated Date.
Qualified Foreign Investors or QFIs	<p>Non-Resident investors, other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI.</p> <p>Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/ combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies</p>
QIB Portion	The portion of the Offer being [●]% of the Net Offer or [●] Equity Shares available for allocation to QIBs (including Anchor Investors) on a proportionate basis.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(zd) of the SEBI Regulations.
RTGS	Real Time Gross Settlement.
Red Herring Prospectus/ RHP	The red herring prospectus proposed to be issued by our Company in accordance with Sections 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which could not contain, <i>inter-alia</i> , complete particulars of the price at which the Equity Shares would be offered.
Refund Account(s)	The Account opened with the Refund Bank(s) from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to ASBA Bidders) shall be made to Anchor Investors.
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Offeror.
Refunds through electronic transfer of funds	Refunds through ASBA, as applicable.
Registered Broker	Stock brokers registered with the stock exchange having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 14, 2012, issue by SEBI.
Registrar to the Offer/RTI	Karvy Computershare Private Limited
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion.
Reservation Portion	The portion of the Offer reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations.
Retail Individual Investors / RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.

Retail Category	The portion of the Offer being not less than 35% of the Net Offer, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid-cum-Application Forms or any previous Revision Form(s), as applicable.
RoC	The Registrar of Companies.
RTAs	Registrars to an Offer and Share Transfer Agents.
RTAs/DPs Bidding Centres	RTAs/DPs bidding centres, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to Registrars to an Offer and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI. The details of such RTAs/DPs bidding centres, along with their names and contact details are available on the websites of the Stock Exchanges.
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offer the facility of ASBA and the list of which is available on the SEBI website at the link http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries , and at such other websites as may be prescribed by SEBI from time to time. For details of the Designated Branches with which ASBA Forms can be physically submitted, please refer to the above-mentioned link.
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form.
Stock Exchanges/ SE	The stock exchanges as disclosed in the DRHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed.
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member.
Syndicate Agreement	The agreement dated [●] between our Company, Selling Shareholder and members of the Syndicate, in relation to the collection of Bids (excluding Bids from ASBA Bidders procured directly by SCSBs).
Syndicate Member(s)/SM	Intermediaries registered with the SEBI and permitted to carry out activities as an underwriter, in this case being [●]
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s).
Underwriting Agreement	The agreement to be entered into between the Underwriters, the Selling Shareholder and our Company on or immediately after the Pricing Date.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; (b) Bid/Offer Period, 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 the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA and various regulations made thereunder. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”) makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy (“**FDI Policy**”) from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

India’s current FDI Policy issued by the DIPP with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments.

FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Foreign investment is allowed up to 100% under automatic route in our Company subject to certain conditions. For further details kindly refer the chapter titled “*Key Industry Regulations and Policies*” beginning on page 139 of this Draft Red Herring Prospectus.

RBI has also issued Master Direction - Foreign Investment in India dated January 4, 2018 (“**Master Directions**”). In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment limit is allowed up to 100% under automatic route in our Company, subject to appropriate approvals of the shareholders in general meeting. SEBI registered FPIs have been permitted to purchase shares of an Indian company through the Issue, subject to total FPI investment being within the individual FPI/sub account investment limit of 10% subject to the total sectoral cap of all FPIs/sub accounts put together being 24% of the paid-up capital of the Indian Company. Further, eligible NRIs and OCIs investing on repatriation basis are subject to individual investment limit of 5% subject to the aggregate paid-value of the shares purchased by all NRIs and OCIs put together on repatriation basis not exceeding 10%. The aggregate limit of 24% in case of FPIs may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing of a special resolution to that effect by its Shareholders. The aggregate limit of 10% in case of NRIs and OCIs together may be raised to 24 % if a special resolution to that effect is passed by the Shareholders of the Indian company concerned. Currently, vide the Shareholders’ Resolution dated July 31, 2018 the investment by FPIs in our Company have been increased from 24% to 100% of the paid-up equity share capital, and the investment by NRIs and OCIs on repatriation basis in our Company have been increased from 10% to 24% of the paid-up equity share capital.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (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. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended

(the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this DRHP. Bidders are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extra Ordinary General Meeting held on, 31st July, 2018 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.

Table 'F' Not to Apply

1. (a) The regulations contained in the Table marked "F" in Schedule I of the Companies Act, 2013 (hereinafter called the Act or the said Act) shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

Company to Be Governed by These Articles

- (b) The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by Section 14 of the Act, be such as are contained in these Articles.

INTERPRETATION

Headings Not Authoritative

2. (A)(a) The headings used in these Articles shall not affect the construction hereof.

Interpretation Clause

- (b) In the Interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:

"The Company" or "This Company"

- (c) "The Company" or "This Company" means Narmada Bio-chem Limited, Public Company incorporated under the Companies Act, 1956.

"The Act" or "The said Act"

- (d) "The Act" or "The said Act" means the Companies Act, 2013 (Act 18 of 2013) the rules, notifications, clarifications, circulars and orders issued thereunder and subsequent amendments thereto or any statutory modifications or re-enactments thereto or any statutory modifications or re-enactments thereof for the time being in force.

"Affiliate"

- (e) "Affiliate" means, in relation to any Person, any entity Controlled, directly or indirectly, by that Person, or any entity that Controls, directly or indirectly, that Person, or any entity under common Control with that Person;

"Annual Business Plan"

- (f) "Annual Business Plan" means the region-wise annual revenue plan and the annual project plan comprising, *inter alia*, the projected growth plan and the detailed expenditure and investment plan for the relevant Financial Year;

"Applicable Law"

- (g) "Applicable Law" means all applicable laws, bye-laws, statutes, rules, regulations, orders,

ordinances, notifications, protocols, treaties, codes, guidelines, policies, notices, directions, writs, orders, decisions, injunctions, judgments, awards, decrees or other requirements or official directive of any court of competent authority or of any competent Governmental Authority, including any International Trade Governmental Authority, the Securities and Exchange Board of India, or Person acting under the authority of any competent Governmental Authority of the Republic of India, including any International Trade Governmental Authority, rules of any stock exchanges and Indian GAAP or any other generally accepted accounting principles.

“Alter” And “Alteration”

- (h) “Alter” and “Alteration” shall include the making of additions and omissions;

“Annual General Meeting”

- (i) “Annual General Meeting” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act and adjourned holding thereof;

“Articles”

- (j) “Articles” mean the Articles of Association of the Company as originally framed or as altered from time to time;

“Auditors”

- (k) “Auditors” means and includes those persons appointed as such for the time being by the Company;

“Beneficial Owner”

- (l) “Beneficial Owner” shall mean the beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

“Board” or “Board of Directors”

- (m) “Board” or “Board of Directors” mean a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board either in person or through electronic mode, or the requisite number of Directors assembled at a Board either in person or through electronic mode, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles, or the Directors of the Company collectively;

“Body Corporate” or “Corporation”

- (n) “Body Corporate” or “Corporation” includes a Company incorporated outside India but does not include:
- (i) a co-operative society registered under any law relating to co-operative societies; and
 - (ii) any other body corporate (not being a Company as defined in the Act) which the Central Government may, by notification in the Official Gazette, specify in this behalf;

“Capital”

- (o) “Capital” means the Share Capital for the time being raised or authorized to be raised, for the purpose of the Company;

“Charter Documents”

- (p) “Charter Documents” means the Memorandum of Association and the Articles of Association of the Company;

“Company”

- (q) “The Company” or “This Company” means Narmada Bio-chem Limited, Public Company incorporated under the Companies Act, 1956.

“Controlling”, “Controlled by” or “Control”

- (r) “Controlling”, “Controlled by” or “Control” with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person whether through the ownership of voting securities, by agreement or otherwise, or the power to elect more than one-half of the directors, partners or other individuals exercising similar authority with respect to such Person;

“Corporation”

- (s) “Corporation” shall include a Company whether incorporated and formed under the Act or not;

“Debentures”

- (t) “Debentures” include debenture-stock, bonds and other instruments of the Company evidencing debt, whether constituting a charge on the assets of the Company or not;

“Depository”

- (u) “Depository” shall mean a depository as defined in Clause (e) of the Sub-section (I) of Section of the Depository Act, 1996;

“Directors”

- (v) “Directors” means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a meeting of the Board either in person or through electronic mode or acting by Circular Resolution under the Articles;

“Dividend”

- (w) “Dividend” includes any interim dividend;

“Document”

- (x) “Document” includes summons, notice, requisition order, declaration form and registers, whether issued, sent or kept in pursuance of this or any other law for the time being in force or otherwise, maintained on paper or in electronic form;

“Equity Shares”

- (y) “Equity Shares” mean the equity shares of the Company, having a face value of Rs. 10 (Rupees Ten) each;

“Extraordinary General Meeting”

- (z) “Extraordinary General Meeting” means general meeting of the members other than Annual General Meeting duly called and constituted and any adjourned holding thereof;

“Financial Year”

- (aa) “Financial Year” shall mean a period of Twelve Months commencing from 1st April of any Calendar Year and ending on 31st March of the Next Calendar Year;

“Financial Statements”

- (ab) “Financial Statements” shall mean, the financial statements of the Company prepared in accordance with Applicable Law and shall include without limitation, the balance sheet as at the end of the financial year and profit and loss account for the financial year, the cash flow statement for the financial year, the notes to the financial statements, directors report, the auditor’s report and all disclosures as prescribed in Schedule II of the Act, a statement of changes in equity; and any explanatory note annexed to, or forming part of any of these documents;

“GDRs”

- (ac) “GDRs” means global depository receipts issued by the Company by whatever name called created by foreign depository outside India and authorized by the Company making an issue of such GDRs;

“Gender”

- (ad) Words importing the masculine gender also include, where the context requires or admits, the feminine gender;

“INR or Rs”

- (ae) “INR or Rs” means the Indian Rupees;

“Independent Director”

- (af) “Independent Director” shall mean an independent director as defined in Section 2 (47) of the Companies Act 2013 read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ag) “**Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Key Managerial Personnel”

- (ah) “Key Managerial Personnel” means the Chief Executive Officer or the Managing Director; the Company Secretary; Whole-Time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.

“Managing Director”

- (ai) “Managing Director” means a Director who by virtue of an Agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management;

“Meeting” or “General Meeting”

- (aj) “Meeting” or “General Meeting” means a meeting of Members;

“Member”

- (ak) “Member” means (i) the subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of members; (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;

“Memorandum”

- (al) “Memorandum” means the Memorandum of Association of the Company as originally framed or as altered from time to time;

“Month”

- (am) “Month” means a calendar month;

“National Holiday”

- (an) “National Holiday” means and includes a day declared as national holiday by the Central

Government;

“Office”

- (ao) “Office” means the Registered Office for the time being of the Company;

“Ordinary Resolutions”

- (ap) A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands or on a poll, as the case may be in favor of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting;

“Paid-Up Share Capital “or “Share Capital Paid-Up”

- (aq) “Paid-Up Share Capital “or “Share Capital Paid-Up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called;

“Person”

- (ar) “Person” includes any individual, partnership, corporation, company, Governmental Authority, unincorporated organization, association, trust or other entity (whether or not having a separate legal entity);

“Plural Number”

- (as) Words importing the plural number also include, where the context requires or admits, the singular number, and vice-versa;

“Proxy”

- (at) “Proxy” include attorney duly constituted under the power of attorney;

“Register of Members”

- (au) “Register of Members” means the Register of Members to be kept, pursuant to the Act maintained on paper or in electronic form;

“Registrar”

- (av) “Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated;

“Regulations” or “The Company’s Regulations”

- (aw) “Regulations” or the Company’s Regulations means the regulations for the time being for the management of the Company;

“Seal”

- (ax) “Seal” means the Common Seal of the Company for the time being;

- (ay) **“SEBI”**

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

“Secretary”

- (az) “Secretary” means a Company Secretary within the meaning of Section 2(1) (c) of the Companies Secretaries Act, 1980, and includes any individual possessing the prescribed qualifications and appointed as Secretary of the Company to perform the duties which may be performed by the Secretary under the “Act” and other ministerial or administrative duties;

“Section” or “Sections”

- (ba) “Section” or “Sections” means a Section of the Act for the time being in force;

“Share”

“Share” means share in the Share Capital of the Company, and includes stock except where a distinction between stock and share is expressed or implied;

“Special Resolution”

- (bb) A Resolution shall be a Special Resolution when –
- (i) the intention to propose the resolution as a special resolution has been duly specific in the notice calling the general meeting or other intimation given to the members of the resolution;
 - (ii) the notice required under the Act has been duly given of the general meeting; and
 - (iii) the vote cast in favor of the resolution (whether on a show of hands, or no a poll, as the case may be) by members who, being entitled so to do vote in person, or where proxies are allowed by proxy, are not less than three times the numbers of the votes, if any, cast against the resolution by members so entitled and voting.

“These Presents”

- (bc) “These Presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time;

“Variation” and “Vary”

- (bd) “Variation” shall include abrogation and “Vary” shall include abrogate;

“Written” and “In Writing”

- (be) “Written” and “In Writing” include printing, lithography and any other mode or modes of representing or reproducing words in a visible form or partly one and partly the other;

“Year” and “Financial Year”

- (bf) “Year” means a calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act;

“Expression in the Act to bear the same meaning in Articles”

- (B) Save as aforesaid, any words or expressions defined in the Act shall, where the subject or context bids, bear the same meaning in these Articles.

Copies of Memorandum and Articles to be Furnished by the Company

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the applicable Rules, a copy of each of the following documents, as in force for the time being:

The Memorandum;

The Articles, if any;

Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

Company's Funds may not be Applied in Purchase of or Lent for Shares of the Company

4. (a) The Company shall not have the power to buy its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance Section 66 of the Companies Act, 2013 at the time of application.
- (b) 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 a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company.

Provided that nothing in this clause shall be taken to prohibit:

- (i) the provision by the Company, in accordance with any scheme approved by the Company through special resolution for the time being in force, of money for the purchase of, or subscription for fully paid shares in the Company or its holding company, being a purchase or subscription by trustees of, or for shares to be held by or for the benefit of employees of the Company, including any Director holding a salaried office or employment in the Company; or
- (ii) the making by the Company of loans, within the limit laid down in Sub-Section (3)(c) of Section 67 of the Act, to persons (other than Directors or Key Managerial Personnel) bonafide in the employment of the Company, with a view to enabling those persons to purchase or subscribe for fully paid shares in the Company or its holding Company to be held by themselves by way of beneficial ownership.
- (c) No loan made to any person in pursuance of clause (b) of the foregoing proviso shall exceed in amount, his salary or wages at that time for a period of six months.
- (d) Nothing in this Article shall affect the right of the Company to redeem any shares issued under this Act or under any previous Company Law.

5. Notwithstanding anything contained in the Articles, but subject to the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Act as amended from time to time and subject to such regulations, conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own securities, whether or not there is any consequent reduction of capital. If and to the extent permitted by law, the Company shall have the power to re-issue the securities so bought back.

Share Capital and Variation of Rights

6. (a) The Authorised 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 the Memorandum each with power to consolidate, increase, reduce, subdivide the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.
- (b) Subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up.
- (c) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up,

be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

Increase of Capital

7. The Company may from time to time in general meeting increase its share capital by the issue of new shares of such amounts as it thinks expedient.

On what Conditions the New Shares may be Issued

- (a). Subject to the provisions of Section 43 to 47, 55 and 62 of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto by the general meeting creating the same as shall be directed and if no direction be given then as the Directors shall determine and in particular such shares may be issued subject to the provisions of the said Sections with a preferential or qualified right to dividends and in distribution of assets of the Company and subject to the provisions of Companies Act with special right of voting and subject to provisions of Section 55 of the Act any preference shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.

Further Issue of Capital

- (b) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital.
- (i) such further shares shall be offered to the person who at the date of offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - (ii) the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
 - (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice shall contain a statement of this right.
 - (iv) After the expiry of the time specified in notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company and members.
 - (v) Notwithstanding anything contained in the preceding sub-clause, the Company may:
 - (a) by a special resolution offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the equity shares of the Company or to employees of the Company under the Scheme of employees' stock option; or
 - (b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to section 62(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.

Directors may Allot Shares otherwise than for cash

- (c) Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or, machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares as the case may be.

Same as Original Capital

- (d) Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered as part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfers, transmission, forfeiture, lien, surrender voting and otherwise.

Power to Issue Redeemable Preference Shares

- 8. (a) Subject to the provisions of Section 55 of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed:

Provided that :

- (i) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;
 - (ii) no such shares shall be redeemed unless they are fully paid;
 - (iii) the premium, if any, payable on redemption shall have been provided for out of the profits of the company or out of the Company's securities premium account before the shares are redeemed;
 - (iv) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the capital redemption reserve account were paid up share capital of the Company.
- (b) Subject to the provisions of Section 55 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
 - (c) The redemption of preference shares under these provisions by the Company shall not be taken as reducing the amount of its authorized share capital.
 - (d) Where in pursuance of this Article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly, the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 403 of the Act, be deemed to be increased by the issue of shares in pursuance of this clause.

Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relate to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.

- (e) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.

- 9. **Provision in Case of Redemption of Preference Shares**

The Company shall be at liberty at any time, either at one time or from time to time as the Company shall think fit, by giving not less than six months' previous notice in writing to the

holders of the preference shares to redeem at par the whole or part of the preference shares for the time being outstanding by payment of the nominal amount thereof with dividend calculated up to the date or dates notified for payment (and for this purpose the dividend shall be deemed to accrue and due from day to day) and in case of redemption of part of the preference shares the following provisions shall take effect :

- (a) The shares to be redeemed shall be determined by drawing of lots which the company shall cause to be made at its registered office or at such other place as the Directors may decide, in the presence of one Director at least; and
- (b) Forthwith after every such drawing, the Company shall notify to the shareholder whose shares have been drawn for redemption its intention to redeem such shares by payment at the registered office of the Company or at such other place as the directors may decide at the time and on the date to be named against surrender of the Certificates in respect of the Shares to be redeemed and at the time and date so notified each such shareholder shall be bound to surrender and thereupon the Company shall pay the amount payable to such shareholders in respect of such redemption. The Shares to be redeemed shall cease to carry dividend from the date named for payment as aforesaid. Where any such certificate comprises any shares, which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefore.
- (c) Subject to the provisions of the Articles, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects *pari passu* with the preference shares then outstanding. PROVIDED in the event of its creating and/or issuing further preference shares ranking *pari passu* with the Preference Shares then outstanding the Company would do so only with the consent of the holders of not less than three-fourths of the preference shares then outstanding.
- (d) The Redeemable Preference Shares shall not confer upon the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47 of the Act.
- (e) The rights, privileges and conditions for the time being attached to the Redeemable Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.

Convertible Preference Shares

10. Subject to the provisions of the Act and the guidelines issued by the Central Government from time to time under the Provisions of the Act, the Company may issue Convertible Preference Shares (CPS) in such manner as the Board of Directors of the Company may decide and specifically provide for:

- (i) the Quantum of issue;
- (ii) the terms of the issue with particular reference to the conversion of CPS into the equity shares of the company;
- (iii) the rate of cumulative preferential dividend payable on CPS, the voting rights to be attached to CPS and any other terms and conditions which may be attached to the issue of CPS as permissible in law

Reduction of Capital

11. The Company may from time to time by special resolution, subject to confirmation by the Court or Tribunal as applicable and subject to the provision of Sections 52, 55 and 66 of the Act at the relevant time reduce its share capital and any Capital Redemption Reserve Account or Premium

Account in any manner for the time being authorized by law in particular without prejudice to the generality of the power may be:

- (a) extinguishing or reducing the liability on any of its shares in respect of shares capital not paid up;
- (b) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or
- (c) either with or without extinguishing or reducing liability on any of its shares, pay off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

Division, Sub-division, consolidation, Conversion and Cancellation of Shares

12. Subject to the provisions of Section 61 of the Act, the Company in general meeting may alter the conditions of its Memorandum as follows, that is to say, it may:

- (a) increase its authorized share capital by such amount as it think appropriate;
- (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares. Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall have effect unless it is approved by the Court or Tribunal as applicable
- (c) sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf and so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and so that as between the holders of the shares resulting from such sub-division one or more of such shares may, subject to the provisions of the Act, be given any preference or advantage over the others or any other such shares;
- (d) convert, all or any of its fully paid up shares into stock, and re-convert that stock into fully paid up shares of any denomination;
- (e) cancel, shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Modification of Rights

13. If at any time the share capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the share of that class) may, subject to the provisions of Section Sections 106 and 107 of the Companies Act, 1956 or Section 48 of the Act (as applicable) and whether or not the Company is being wound up, be varied, modified, commuted, affected or abrogated with the consent in writing of the holders of three-fourth in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at separate general meeting of the holders of the shares of that class. This Article shall not derogate from any power which the Company would have if this Article were omitted. The Provisions of these Articles relating to general meeting shall *mutates mutandis* apply to every such separate meeting but so that if at any adjourned meeting of such holders a quorum as defined in Article 101 is not present, those persons who are present shall be the quorum.

14.

CONVERSION OF SHARES INTO STOCK

The Board may, pursuant to Section 61 of Act, with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, power nevertheless at their discretion to waive such rules in any particular case. Notice of such conversion of shares into stock or reconversion of stock into shares shall be filed with the Registrar of Companies as provided in the said Act.

15.

RIGHTS OF STOCK-HOLDERS

The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but no such privileges or advantages, except the participation in profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of, consolidated stock as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special holders of the share and authenticated by such evidence (if any) as the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares and the words “share” and “shareholder” in these presents shall include “stock” and “stock-holder”.

SHARES AND CERTIFICATES

Issue of Further Shares not to Affect Right of Existing Shareholders

16.

The right or privileges conferred upon the holders of the shares of any class issued with preference 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 or modified or affected by the creation or issue of further shares ranking *pari passu* therewith.

Provisions of Section 43, 45, 46 and 47 of the Act to apply

17.

The provisions of Section 43, 45, 46 and 47 of the Act in so far as the same may, be applicable shall be observed by the Company.

Register of Members and Debenture holders

18.

- (a) In accordance of Section 88 of the Act, the Company shall cause to keep a Register of Members and an Index of Members, a Register and Index of Debenture holders and may also keep foreign Register of Members and Debenture holders.
- (b) The Company shall also comply with the provisions of Sections 92 of the Act as to filing of Annual Returns.
- (c) The Company shall duly comply with the provisions of Section 94 of the Act with regards to keeping of the Registers, indexes, copies of Annual Returns and giving inspections thereof and furnishing copies thereof.

Commencement of Business

19.

The Company shall comply with the provisions of Section 11 of the Act.

Restriction on Allotment

20. The Board shall observe the restriction as to allotment of shares to the public contained in Section 39 of the Act and shall cause to be made the return as to allotment provided for in Section 39 of the Act.

Shares to be numbered progressively and no share to be subdivided

21. The shares in the capital shall be numbered progressively accordingly to the several denominations and except in the manner herein before mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

Dematerialised Shares

22. Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

Shares at the Disposal of the Directors

23. Subject to the provisions of Section 62 of the Act and these Articles the shares in the Capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons. In such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 53 of the Act) at a discount and at such time as they may from time think fit and with the sanction of the Company in General Meeting to give to any person the option to all for any shares either at par or at a premium during such time and for such consideration as the Directors may think, fit, and may issue and allot shares in the Capital of the Company on payment in full or part for any property sold and transferred or for services rendered to the Company in the conduct of its business, and any shares which may be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

Every Shares Transferable etc.

24. (i) The shares or other interest of any member in the Company shall be movable property, transferable in the manner provided by these Articles.
- (ii) Each share in the Company shall be distinguished by its appropriate number.
- (iii) A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be, *prima facie*, evidence of the title of the member of such shares.

Application of Premium Received on Issue of Shares

25. (a) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of value of the premium on these shares shall be transferred to an account to be called "the securities premium account", and the provisions of the Act relating to the reduction of the Share Capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.
- (b) The securities premium account may, notwithstanding, anything in clause (a) above, be applied by the Company:
- (i) In paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;
- (ii) In writing off the preliminary expenses of the Company;
- (iii) In writing off the expenses of, or the commission paid or discount allowed on, any issue of

- shares or debentures of the Company; or
- (iv) In providing for the premium payable on the redemption of any redeemable preference shares or any debentures of the Company;
- (v) For the purchase of its own shares or other securities as provided under Section 68 of the Act.

Sale of Fractional Shares

26. (i) If and wherever, as the result of issue of new or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst to members entitled to such shares in due proportion, the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see the applications of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (ii) The Board shall have power to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions.

Acceptance of Shares

27. An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose names is on the Register of Members shall for the purpose of these Articles be a member. The Directors shall comply with the provisions of Section 39 and 40 of the Act in so far as they are applicable.

Deposits and Calls etc. to be a Debt Payable immediately

28. The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, immediately, on the insertion of the name of the holder of such shares, become a debt, due to and recoverable by the Company from the Allottee thereof, and shall be paid by him accordingly.

Company not Bound to Recognize any Interest in Shares other than of Registered Holder

29. Save as herein provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami, or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof and the provision of Section 88 of the Act shall apply.

Declarations of Person Not Holding Interest in Shares

30. When any declaration is filed with the Company under the provisions of Section 89 of the Act by any holder of shares who does not hold beneficial interest in such shares specifying the particulars of the person holding beneficial interest in such shares or by a person who holds beneficial interest in any shares of the Company but is not the registered holder thereof, the Company shall make a note of such declaration in its register of members and file, within 30 days from the date of receipt of the declaration by it, a return with the registrar with regard to such declaration.

Issue of Certificates of Shares to be Governed by Section 46 of the Act etc.

31. (a) The issue of certificates of shares or of duplicate or renewal of certificates of shares and/or

advices/certificates issued upon sub-division, split, consolidation and exchanges shall be governed by the provisions of Section 46 and other provisions of the Act, as may be applicable and by the Rules or notifications or orders, if any, which may be prescribed or made by competent authority under the Act or Rules or the as well as the Listing Regulations, as may be applicable or any other law. The Directors may also comply with the provisions of such rules or regulations of any stock exchange where the shares of the Company may be listed from the time being.

- (b) The Certificate of title of shares shall be issued under the Seal of the Company and shall be signed by such Directors or Officers or other authorized persons as may be prescribed by Rules made under the Act from time to time and subject thereto shall be signed in such manner and by such persons as the Directors may determine from time to time.
- (c) The Company shall comply with all rules and regulations and other directions which may be made by any competent authority under Section 46 of the Act and the Listing Regulations.

Limitation of Time of Issue of Certificate

- 32. (a) Every member shall be entitled, without payment, to one Certificate for all the shares of each class or denomination registered in his name, or after payment of such fees as the Board may approve, to several certificates, each for one or more of such shares and the Company shall complete and deliver such Certificates within the time provided by Section 56 of the Act or the Listing Regulations, as may be applicable, unless the conditions of issue thereof otherwise provide. Every Certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be in such form as the Directors shall prescribe or approve provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holders.
- (b) The Company may not entertain any application for split of share/debenture certificate for less than 100 shares/debentures (all relating to the same series) or marketable lots whichever is lower.
- (c) Notwithstanding anything contained in Clause (a) above the Directors shall, however, comply with such requirements of the Stock Exchange where shares of the Company may be listed or such requirements of any rules made under the Act or such requirements of the Securities Contracts (Regulation) Act, 1956 as may be applicable.

Issue of new Certificates in Place of one defaced Lost or Destroyed

- 33. If any certificate be worn out, defaced, mutilated or torn if there be no, further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu, thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Company and on; execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under this Article shall be issued without payment of fees. Out of pocket expenses incurred by the Company in investing the evidence as to the loss or destruction shall be paid to the Company if demanded by the directors.

Provided that notwithstanding what is stated above the directors shall comply with such Rules or Regulation or requirements of any stock Exchange including the Listing Regulations or the Rules made under the Act or the Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, on Rules applicable in this behalf.

The provisions of the Article under this heading shall *mutatis mutandis* apply to debentures of the Company.

34.

Unclaimed Securities

The Company shall comply with the provisions of the Listing Regulations while dealing with securities that remain unclaimed and the corporate benefits attached thereto. The Company shall maintain appropriate unclaimed suspense accounts and demat suspense accounts, as may be required to hold unclaimed securities on behalf of allottees and issue such reminders to the allottees as may be required under the Listing Regulations. However, shares in respect of which unpaid or unclaimed dividend has been transferred to the account of the Company in terms of Section 124(5) of the Act shall also be transferred to the Company as per the provisions of Section 124(6) of the Act.

UNDERWRITING COMMISSION AND BROKERAGE

Power to pay Certain Commission and Prohibition of Payment of All Other Commission, Discounts etc.

35. (A). The company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -
- (a) the payment of such commission shall be authorized in the company's articles of association;
 - (b) the commission may be paid out of proceeds of the issue or the profit of the company or both;
 - (c) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
 - (d) the prospectus of the company shall disclose—
 - (i) the name of the underwriters;
 - (ii) the rate and amount of the commission payable to the underwriter; and
 - (iii) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally. Lieu of Prospectus and filed before the payment of the commission with the Registrar and where a circular or notice not being a prospectus inviting subscription for the shares or debentures is issued is also disclosed in that circular or notice;
 - (e) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
- (B) Save as aforesaid and save as provided in Section 53 of the Act, the Company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly, in payment of any commission, discount or allowance, to any person in consideration of:
- (i) his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in, or debentures of the Company or;
 - (ii) his procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in, or debentures of the Company whether the shares, debentures or money be so allotted or applied by, being added to the purchase money of any property acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid by as the nominal purchase money or contract price, or otherwise.

- (C) Nothing in this Article shall affect the power of the Company to pay such brokerage as it has hereto before been lawful for the Company to pay.
- (D) The commission may be paid or satisfied (subject to the provisions of the Act and these articles) in cash, or in shares, debentures or debenture-stocks of the Company.

CALLS

Directors May Make Calls

36. The Directors may from time to time and subject to Section 49 of the Act and subject to the terms on which any shares/debentures may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as they think fit upon the members/debenture-holders in respect of all moneys unpaid on the shares/debenture held by them respectively and each member/debenture holder shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments as may be decided by the Board. A call may be postponed/revoked as the Board may determine.

Calls To Date From Resolution

37. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by members/debenture-holders on a subsequent date to be specified by the Directors.

Notice of Call

38. 15 (fifteen) days' notice in writing shall be given by the Company of every call made payable otherwise than on allotment specifying the time and place of payment provided that before the time of payment of such call, the Directors may by notice in writing to the members/debenture-holders inform to revoke the same.

Directors may Extend Time

39. The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members/debenture-holders who on account of residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member/debenture holder shall be entitled to such extension, save as a matter of grace and favor.

Sums Deemed to be Calls

40. Any sum, which by the terms of issue of a share/debenture becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share/debenture or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, 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.

Installments on Shares to be Duly Paid

41. If by the condition of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time, shall be the registered holder of the share or his legal representative.

Calls on Shares of the Same Class to be made on Uniform Basis

42. Where any calls for further Share Capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: For the purpose of this provision, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

Liability of Joint Holders of Shares

43. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.

When Interest on Call or Installment Payable

44. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof or any such extension thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due, shall pay interest at ten per cent per annum or at such lower rate as shall be fixed by the Board from the day appointed for the payment thereof or any such extension thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

Partial Payment not to Preclude forfeiture

45. Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of any such payment preclude the forfeiture of such shares as herein provided.

Proof on Trial of Suit for Money due on Shares

46. On the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears in the Register of Members as the holder or one of the holders, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered and that the resolution making the call is duly recorded in the Minutes Book; and that the notice of such call was duly given to the member of his representatives, sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such calls nor that a quorum of directors was present at the Board at which any call was made, nor that the meeting of which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payment in Anticipation of Calls May Carry Interest

47. (a) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the money due upon the shares held by him, beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, to the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividends . The Directors may at any time repay the amount so advanced.
- (b) The member shall not however be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provision of these Articles shall apply *mutatis mutandis* to the calls on debenture of the Company.

LIEN

Company's Lien on Shares/Debentures

48. The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or debenture holder (whether held singly or jointly with others) in respect of all moneys called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and shall extend to all dividends, interest right and bonuses from time to time declared in respect of such shares and/or debentures. The registration of transfer of shares and/or debentures shall not operate as a waiver of the Company's lien, if any, on such shares and/or debentures, unless otherwise agreed by the Board. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article.

As to Enforcing Lien by sale

49. For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and/or debenture and may authorize one of their members or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Application of Proceeds of Sale

50. (a) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares and/or debentures at the date of the sale.
- (b) The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute or Applicable Law required) be bound to recognize equitable or other claim to, or equitable, contingent, future or partial interest in, such shares (including the fractional part of a shares) or debentures on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.

FORFEITURE

If Call or Installment Not Paid Notice must be given

51. (a) If any member or debenture holder fails to pay the whole or any part of any call or installment or any money due in respect of any share or debentures either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Directors may at any time thereafter, during such time as the call or any installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or debenture holder or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

- (b) The notice shall name a day not being less than fourteen days from the date of the services of the notice and a place or places, on and which such call, or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call amount with interest at or before the time and at the place appointed, the shares or debentures in respect of which the call was made or installment or such part or other moneys is or are payable will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

In Default of Payment Shares or Debentures to be Forfeited

52. If the requirements of any such notice as aforesaid are not complied with any share/debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses or other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company. In respect of the payment of any such money, shall preclude, the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or interest paid or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.

Entry of Forfeiture in Register of Member/Debenture holders

53. When any shares / debentures shall have been so forfeited, notice of the forfeiture shall be given to the member or debenture holder in whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members of debenture holders but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

Forfeited Share/Debenture to be Property of Company and may be sold

54. Any share or debenture so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of either to the original holder or to any other person upon such terms and in such manner as the Directors shall think fit.

Power to Annul Forfeiture

55. The Directors may, at any time, before any shares or debentures so forfeited shall have been sold, re-allotted or otherwise disposed of, annul forfeiture thereof upon such conditions as they think fit.

56. **Shareholders or Debenture Holders Still Liable to pay Money Owed, at Time of Forfeiture and Interest.**

Any member or debenture holder whose shares of debentures have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, all calls, installments, Interest, expenses and other money owing upon or in respect of such shares or debentures at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof, if they think fit, but shall not be under any obligation to do so. The liability of the member or debenture holder shall cease if and when the Company receives payment in full of all such monies in respect of the shares or debentures.

Effect of Forfeiture

57. The forfeiture of a share or a debenture 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 or debenture and all other rights incidental to the share or debenture, except only such of these rights as by these Articles are expressly saved.

Declaration of Forfeiture

58. A Declaration in writing under the hand of one Director, the manager or the Secretary, of the company; that the call in respect of a share or debenture was made and notice thereof given and that default in payment of the call was made and that a share or debenture 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 shall be conclusive evidence of the facts stated therein as against all persons entitled to such share or debenture.

Validity of Sales under Article 49 and 54

59. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers here in above given, the Directors may, if necessary, appoint some person to execute an instrument of transfer of the shares or debentures sold and cause the purchaser's name to be entered in the Register of members or Register of debenture holders in respect of the shares or debentures sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money and after his name has been entered in the Register of member or debenture holders in respect of such shares or debenture the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be for damages only and against the Company exclusively.

Cancellation of Share/Debenture Certificate in Respect of Forfeited Shares/Debentures

60. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate/s originally issued in respect of the relative shares or debentures shall (unless the same shall on demand by the relative shares or debentures surrendered to it by the defaulting member or debenture holder) stand cancelled and become null and void and be of no effect, and the directors shall be entitled to issue a duplicate certificate/s in respect of the said share or debentures to the person/s entitled thereto.

Title of Purchaser and Allottee of Forfeited Shares/Debentures

61. The Company may receive the consideration, if any, given for the share or debenture on any sale, re-allotment or other disposition thereof, and the person to whom such share or debenture is sold, re-allotted or disposed of may be registered as the holder of the share or debenture and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share or debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share or debenture.

Surrender of Shares or Debenture

62. The Directors may, subject to the provisions of the Act, accept a surrender of any share or debenture from or by any member or debenture holder desirous of surrendering them on such terms as they think fit.

TRANSFER AND TRANSMISSION OF SHARES AND DEBENTURES

Register of Share Transfer

63. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Form of Transfer

64. The Instrument of transfer shall be in writing and all the provisions of Section 56 of the Act, 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

65. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

Directors may Refuse to Register Transfer.

66. (a) Subject to the provision of Section 58 of the Act and subject to the provisions of Securities Contract (Regulations) Act, 1956 and the rules and regulations made there under, the Directors may, at their own absolute and uncontrolled discretion, decline by giving reasons to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases Directors shall within 15 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration 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 except when the Company has a lien on the shares. Moreover, the Directors shall not register a transfer if any statutory prohibition or order prohibits a transfer or when a transferor objects to the transfer. In the event the Company does not effect transfer of securities within the stipulated 15 days or fails to communicate the refusal of the transfer/valid objection to the transfer within 15 days to the transferee, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of delay as specified under the Listing Regulations.
- (b) Nothing in Section 56 of the Act shall prejudice this power to refuse to register the transfer of, or the transmission by operation of law of the rights to, any shares or interest of a member in, or debentures of the Company.

Transfer of Share

67. (a) An application of registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and subject to the provisions of Clause (a) of this Article, the Company shall unless object is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- (b) For the purpose of clause (a) above notice to the transferee shall be deemed to have been duly given if sent by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered to him in the ordinary course of post.
- (c) It shall not be lawful for the Company to register a transfer of any shares unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the Certificate relating to the shares and if no such Certificate is in existence, along with the letter of allotment of shares. The Directors may also call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnify as the Directors may think fit.

- (d) Nothing in clause (c) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.
- (e) Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.

Custody of Instrument of Transfer

- 68. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register; shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine in compliance with the applicable law.

Transfer Books and Register of Members when Closed

- 69. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

Transfer to Minors etc.

- 70. Only fully paid shares or debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, shares or debentures be transferred to any insolvent or a person of unsound mind.

Title to Share of Deceased Holder

- 71. The executors or administrators of a deceased member (not being one or two or more joint holders) or the holder of a Succession Certificate or the legal representative of a deceased member (not being one or two or more joint holders) shall be the only persons whom the Company will be bound to recognize as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or the legal representatives unless they shall first obtained probate or Letters of Administration or a Succession Certificate, as the case may be, from a duly constituted competent court in India, provided that in any case where the Directors in their absolute discretion think fit, the Directors may dispense with the production of probate or Letters of Administration or a Succession Certificate upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may think necessary and under Article 67 register the name of any person who claims to be absolutely entitled to the shares standing in the name of deceased member, as a member.

72. Nomination by securities holders

- (1) Any holder of securities of a company may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the securities shall vest in the event of his death.
- (2) On the receipt of the nomination form, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under section 88.
- (3) Where the nomination is made in respect of the securities held by more than one person jointly, all joint holders shall together nominate in Form No.SH.13 any person as nominee.
- (4) The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form.
- (5) In the event of death of the holder of securities or where the securities are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-

- (a) to register himself as holder of the securities; or
- (b) to transfer the securities, as the deceased holder could have done.
- (6) If the person being a nominee, so becoming entitled, elects to be registered as holder of the securities himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased share or debenture holder(s).
- (7) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death of the share or debenture holder had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.
- (8) A person, being a nominee, becoming entitled to any securities by reason of the death of the holder shall be entitled to the same dividends or interests and other advantages to which he would have been entitled to if he were the registered holder of the securities except that he shall not, before being registered as a holder in respect of such securities, be entitled in respect of these securities to exercise any right conferred by the 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 securities, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends or interests, bonuses or other moneys payable in respect of the securities, as the case may be, until the requirements of the notice have been complied with.
- (9) A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH.14.
- (10) The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the company.
- (11) Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form No. SH. 14 specified under sub-rule (1), who shall become entitled to the securities of the company, in the event of death of the nominee during his minority.

73.

Dematerialisation of Securities

- i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
- a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
- b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form: -
 - o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
 - o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

d. Rights of Depositories & Beneficial Owners: -

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

Nothing contained in Section 56 of the Companies Act, 2013 shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

Registration of Persons Entitled to Share Otherwise than by Transfer

74. (a) Subject to the provisions of Article 80 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

- (b) A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

Claimant to be Entitled to Same Advantage

- 75. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within ninety days , the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

Persons Entitled May Receive Dividend without being Registered as Member

- 76. (a) A person entitled to a share by transmission shall, subject to the rights of the Directors to retain such dividends, bonuses or moneys as hereinafter provided be entitled to receive, and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share/debenture.
- (b) This Article shall not prejudice the provisions of Article of 49 and 60.

Refusal to Register Nominee

- 77. Subject to the provisions of Section 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, The Directors shall have the same right to refuse on legal grounds to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. However, the Company must ensure that the transmission requests for processed within 7 days and 21 days for dematerialized and physical securities, respectively.

Directors may require Evidence of Transmission

- 78. Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified or until or unless an Indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

No Fees on Transfer or Transmission

- 79. No fee shall be charged for registration of transfer, probate, succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

The Company not liable for Disregard of a Notice Prohibiting Registration of Transfer

- 80. The Company shall incur no liability, or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner there or (as shown or appearing in the Register of members) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard

or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

Not more than Four Persons as Joint Holders

81. The Company shall be entitled to decline to register more than four persons as the holder of any shares.

The provisions of these Articles shall *mutatis mutandis* apply to the transfer or transmission by operation of law of debenture of the Company.

JOINT HOLDERS

Joint Holders

82. Where two or more persons are registered as the holders of any share /debenture, 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.

- (i) In the case of a transfer of share/ debenture held by joint holders, the transfer will be effective only if it is made by all the joint holders.
- (ii) The Joint holder of any share/debenture shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share/debenture.
- (iii) On the death of anyone 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/debenture, but the Directors 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 share/debentures held by him jointly with any other person.
- (iv) Any one of such joint holders may give effectual receipts of any dividends, interest or other moneys payable in respect of such share/debenture.
- (v) Only the person whose name stands first in the Register of Members/Debenture holders as one of the joint holders of any share/debentures shall be entitled to the delivery of the certificate relating to such share/debenture or to receive notice (which expression shall be deemed to include all documents as defined in Article (2) (A) hereof and any document served on or sent to such person shall be deemed service on all the joint holders.
- (vi) Any one or 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 than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by Attorney or proxy although the name of such joint holder present by an Attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.

(b) Several executors or administrators of a deceased member in whose (i.e. the deceased member's) sole name, any share stands, shall for the purpose of this clause, be deemed joint holders.

Borrowing Powers

83. Subject to the provisions of Section 73, 179, 180 of the Act and of these Articles and subject to any restriction imposed by Reserve Bank of India, Board of Directors, may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company, its free reserves and securities premium (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time the Board of Directors shall not borrow such moneys without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be paid or effectual unless the tenderor proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

Bonds, Debentures etc. to be subject to control of Directors.

84. Any bonds, debentures, debenture-stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

Power to issue shares at Discount

85. The Company can only issue sweat equity shares at Discount as per Section 54 of the Act.

Debentures with voting rights not to be issued

86. (a) The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of particular classes of business.
- (b) Certain charges mentioned in Section 77 of the Act shall be void against the liquidators or creditors unless registered as provided in Section 77 of the Act.
- (c) The term 'charge' shall include mortgage in these Articles.
- (d) A contract with the Company to take up and pay for any debentures of the Company may be enforced by a decree or specific performance.

Limitation of Time for Issue of Certificate

87. The Company shall, within six months after the allotment of any of its debentures or debenture-stock, and within one month after the application for the registration of the transfer of any such debentures or debenture stocks have complete and deliver the Certificate of all the debentures and the Certificate of all debenture stocks allotted or transferred unless the conditions of issue of the debentures or debenture-stocks otherwise provide.

The expression 'transfer' for the purpose of this clause means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled

to refuse to register and does not register.

Right to Obtain Copies of and Inspect Trust Deed

88. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment of Rs. 10/- (Rupees Ten) for each Page of the copy of any Trust Deed.
- (ii) The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.
- (iii)

Mortgage of Uncalled Capital

89. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.

Indemnity May be given

90. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

Registration of Charges

91. (a) The provisions of the Act relating to registration of charges shall be complied with.
- (b) In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.
- (c) Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.
- (d) Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.
- (e) Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges

- (f) specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly

comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Trust not Recognized

92. No notice of any trust, express or implied or constructive, shall be entered on the register of *Debenture* holders.

GENERAL MEETINGS

Annual General Meeting

93. Subject to the provisions contained in Section 96 and 129 of the Act, as far as applicable, the Company shall in each year hold, in addition to any other meetings, a general meeting as its annual general meeting, and shall specify, the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Time and Place of Annual General Meeting

94. Every annual general meeting shall be called at any time during business hours that is between 9 am to 6 pm, on a day that is not a National Holiday, and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, and the notice calling the meeting shall specify it as the annual general meeting.

Section 101 to 109 of the Act shall apply to Meeting

95. Sections 101 to 109 of the Act with such adaptation and modifications, if any as may be prescribed, shall apply with respect to meeting of any class of members or debenture holders of the Company in like manner as they would with respect to general meetings of the Company.

Powers of Directors to Call Extraordinary General Meeting

96. The Directors may call an extraordinary general meeting of the Company whenever they think fit. If at any time Directors capable of acting who are sufficient in number to form a quorum, are not within India, any Director or any two (2) members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board of Directors.

Calling of Extra Ordinary General Meeting on requisition

97. (a) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (d) of this Article, forthwith proceed duly to call an Extraordinary general meeting of the Company.
- (b) The requisition shall set out the matters for the considerations of which the meeting is to be called, shall be signed by requisitionists, and shall be deposited at the registered office of the company.
- (c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- (d) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carried the right of voting in regard to that matter.

- (e) Where two or more distinct matters are specified in the requisition the provisions of clause (a) above, shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
- (f) If the Board does not, within twenty-one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters then on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.

Explanation: For the purpose of this clause, the Board shall in the case of a meeting at which Resolution is to be proposed as a special Resolution, be deemed not have duly convened the meeting if they do not give such notice thereof as is required by Section 114 of the Act.

- (g) A meeting, called under Clause (f) above, by the requisitionists or any of them:
 - (i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board; but
 - (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition.

Explanation: Nothing in Clause (g) (ii) above, shall be deemed to prevent a meeting only commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (h) Where two or more persons hold any shares or interest in the Company jointly, requisition, or a notice calling a meeting, signed by one or some of them shall, for the purpose of this Article, have the same force and effect as if it had been signed by all of them.
- (i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

Length of Notice for Calling Meeting

- 98. (a) A general Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode in such manner as may be prescribed by the Central Government.
- (b) A General Meeting of the Company may be called after giving shorter notice than that specified in clause(a) if consent is accorded thereto by not less than ninety-five per cent of the members entitled to vote at such meeting;

Provided that where any members of the Company are entitled to vote only on such resolution or resolution to be moved at the meeting and not on the others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Contents and Manner of Service of Notice and Persons on whom it is to be served.

- 99. (a) Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted there at.

(b) Notice of every meeting of the Company shall be given:

- (i) to every member of the Company, in any manner authorized by Section 20 of the Act;
- (ii) to the persons entitled to a share in consequence of a death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred;
- (iii) to the auditor or Auditors for the time being of the Company in any manner authorized by Section 20 of the Act in the case of any member or members of the Company; and
- (iv) to all the Directors of the Company,

Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Registered Office of the Company under Section 20 of the Act, the statement of the material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

(c) The accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the Meeting.

Explanatory Statement to be Annexed to Notice

100.

(A) For the purpose of this Article:

- (i) in the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to-
 - (a) the consideration of the financial statements and the reports of the Board of Directors and auditors.
 - (b) the declaration of a dividend.
 - (c) the appointment of directors in the place of those retiring, and
 - (d) the appointment of, and the fixing of the remuneration of, the auditors, and
- (ii) in the case of any other meetings, all business shall be deemed special.

(B) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including in particular the nature of the concern of interest, if any, therein of every promoter, Director, the manager, if any, and of every other Key Managerial Personnel as required under Section 102 of the Act.

Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other Company, the extent of shareholding interest in that other Company of any such person shall be set out in circumstances specified in the provision

to sub-section (2) of section 102 of the Act.

- (C) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.

Quorum for Meeting

101. (a) In accordance with Section 103, the quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand;
 - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - (iii) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
- (b) (i) If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon by requisition of members, shall stand cancelled.
- (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.
- (c) No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

Adjourned Meeting to Transact Business

102. (a) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum.
- (b) where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Chairman of General Meeting

103. (a) No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.
- (b) (i) The Chairman of the Board of Directors shall be entitled to take the Chair at every general meeting, if there be no Chairman or if at any meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Director present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall be willing to take the Chair, the members present shall choose one of themselves to be the Chairman.
- (ii) If at any meeting a quorum of members shall be present, and the Chair shall not be taken by the Chairman or Vice-Chairman of the Board or by a Director at the expiration of 15 minutes from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the Chair, the members present shall choose one of their members to be the Chairman of the meeting.

Chairman with Consent may adjourn the Meeting

104. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place in the city, town or village where the registered office of the Company is situated.

Business at the Adjourned Meeting

105. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of Adjourned Meeting

106. In case of adjournment of a meeting or of a change of day, time or place of meeting under, the Company shall give not less than three days' notice to the members.

PROXIES

Proxies

107. (a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself. A member (and in case of joint holder, all holders) shall not appoint more than one person as proxy. A proxy so appointed shall not have any right to speak at the meeting.
- (b) A proxy shall not be entitled to vote except on a poll.
- (c) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights:
- Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- (d) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and ` is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member.
- (e) The instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy shall be lodged with the Company not less than 48 (forty-eight) hours before the meeting in order that the appointment may be effective thereat.
- (f) The instrument appointing a proxy shall:
- (i) be in writing, and
- (ii) Be signed by an appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, by under its seal or be signed by an officer or any attorney duly authorized by it.
- (g) Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in usual common form or in such other form as the Directors may approve from time to time.
- (h) An instrument appointing a proxy, if in any of the forms set out in to the Companies (Management and Administration) Rules 2014 shall not be questioned on the ground that it fails to comply with any special requirement specified for such instrument by these Articles.

- (i) Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 (three) days' notice in writing of the intention so to inspect is given to the Company.
- (j) 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.

E-VOTING

108. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014 or any other Law, if applicable to the Company.

VOTES OF MEMBERS

109. Subject to any rights or restrictions for the time being attached to any class or classes of shares and in the manner prescribed under the Act and the rules made thereunder:
- (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 the member's share in the paid-up equity share capital of the Company.

110. **Voting by Poll**

- (a) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf. The Company shall comply with the procedure as regards voting by poll as may be prescribed under the Act and rules and regulations made thereunder.
- (b) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Restrictions on Exercise of Rights of Members who have not paid Calls etc.

111. (a) No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.
- (b) Where the shares of the Company are held in trust, the voting power in respect of such shares shall be regulated by the provisions of Section 89 of the Act.

Restriction on Exercise of Voting Right in Other cases to be void

112. A member is not prohibited from exercising his voting right 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 Article 111.

Equal Rights of Share Holders

113. Any shareholder 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 shareholders of the same class.

Service of Notice, Reports, Documents and other communications by electronic mode.

114. Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of general meeting, annual report etc. to any persons by electronic mode as may be permitted under applicable laws. (iv)

Voting rights of members of unsound mind and minors

115. 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 poll vote by proxy; if any member be a minor the vote in respect of his share or shares shall be by his guardians or any one of his guardians or, any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting.

Votes in respect of Shares of Deceased or Insolvent Members etc.

116. 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 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.

Custody of Instrument

117. If any such instrument of appointment be confirmed to the object of appointing proxy or substitute for voting at meeting of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; , a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.

Validity of Votes given by Proxy notwithstanding Death of Members etc.

118. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the votes is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the meeting or adjourned meeting.

Time for Objections for Vote

119. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purposes or such meeting or poll whatsoever.

Chairman of any Meeting to be the Judge of any Vote

120. (a) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
(b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose

decision thereon shall be final and conclusive.

Representation of Body Corporate

121. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Act authorize such person by a resolution of its Board of directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Representation of the President of India or Governors

122. (a) The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.
- (b) A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.
- (c) The Company shall observe the provisions of Section 112 of the Act, in regards to the Public Trustee.

123

PASSING RESOLUTIONS BY POSTAL BALLOT

- (a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

Circulation of Members Resolution

124. The Company shall comply with provisions of Section 111 of the Act, relating to circulation of members resolutions.

Special Notice

125. In pursuance of Section 115 of the Act, where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the

meeting.

Resolution Passed at Adjourned Meeting

126. The provisions of Section 116 of the Act shall apply to resolution passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolution shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

Registration of Resolutions and Agreements

127. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

Minutes of Proceedings of General Meeting and of Board and Other Meetings

128. (a) The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot, entries thereof in books for that purpose with their pages consecutively numbered.
- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:
- i. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
 - ii. In the case of minutes of proceedings of the general meetings by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (f) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes of the meeting.
- (i) the names of the Directors present at the meetings, and
 - (ii) In the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.
- (g) Nothing contained in Clause (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
- (i) is, or could reasonably be regarded, as defamatory of any person.

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusions of any matter in the minutes on the grounds specified in this clause.

(h) The minutes of meetings kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.

(i) The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Presumptions to be Drawn where Minutes duly drawn and Signed.

129. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

Inspection of Minutes Books of General Meetings.

130. (a) The books containing the minutes of the proceedings of any general meeting of the Company shall:

(i) be kept at the registered office of the Company, and

(ii) be open, during 11:00 am to 1:00 pm to the inspection of any member without charge and by any other person on payment of fee of Rupees 50/- for each inspection, subject to such reasonable restrictions as the Company may, in general meeting impose.

(b) Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- for each page.

Publication of Reports of Proceedings of General Meetings

131. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Report on annual general meeting.

132. The Company shall prepare a report on each annual general meeting including the confirmation to the effect that the meeting was convened, held and conducted as per the provisions of the Act and the rules made thereunder, and shall file the same with the Registrar within thirty days of the conclusion of the annual general meeting

Management of Subsidiaries and Group Companies

133. The Board shall be responsible for compliance with all applicable law, regulations, rules and guidelines as well as the Listing Regulations in relation to the obligation of the Company towards the governance and management of its subsidiaries and group companies.

MANAGERIAL PERSONNEL

Managerial Personnel

134. (a) Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (b) Any provision of the Act or these Articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
- (c) The Company shall duly observe the provisions of Section 196 and Section 203 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

Remuneration of key managerial personnel

135. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

Board of directors

136. Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen). The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act. The Board shall have the power of appoint the Chairman. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. (v)

Present Directors

137. The Present Directors of the Company (as on 31st July, 2018) are:

1. **Mr. Dineshbhai D. Patel**
2. **Mr. Sanjaybhai D. Kumbhani**
3. **Mrs. Bhavnaben D. Patel**
4. **Mr. Kanwal Nain Jaggi**
5. **Mr. Bavkubhai N. Undhad**
6. **Mr. Jignesh A. Dhaduk**

Debenture Directors

138. Any Trust Deed for securing debentures of debenture-stocks may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person or persons to be a Director or Directors of the Company and may empower such Trustees or holders of Debentures or debenture-stocks from time to time, to remove and reappoint any Director/s so appointed. The Director/s so appointed under this Article is herein referred to as “**Debenture Director**” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director(s) shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

Nominee Director

139. The Board may appoint any person as a director nominated by any institution, in pursuance of the provisions of any law for the time being in force or of any agreement to which the Company is a party or by the Central Government or the State Government(s) by virtue of its shareholding in the Company and such person or persons or Directors is / are hereinafter referred to as "Nominee Director/s", on the Board of the Company and such persons may be remove from such office any person or persons "so appointed and to appoint any person or persons" in his or their place/s. The Board may also agree that any such Nominee Director, or Nominee Directors may be removed from time to time by the institution/Central Government/State Government(s) entitled to appoint or nominate them and such institution/Central Government/State Government(s) may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever.

At the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of such institution/Central Government/State Government(s) such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to such institution or so long as such institution holds Debentures in the Company as a result of direct subscription or private placement or so long as such institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee the moneys owing by the Company to such institution is paid off.

The Nominee Director/s appointed under this Article will be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. Such institution/Central Government/State Government(s) shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to such institution/Central Government/State Government(s) and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s). Any expenses that may be incurred by such institution/Central Government/State Government(s) or such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to such institution/Central Government/State Government(s) or as the case may be to such Nominee Directors.

Provided that if any such Nominee Director is an officer of such institution/Central Government/State Government(s) the sitting fees, in relation to such Nominee Director shall also accrue to such institution and the same shall accordingly be paid by the Company directly to such institution/Central Government/State Government(s).

Special Director

140. (a) In connection with any collaboration arrangement with any company or corporation or firm or person for supply of technical know-how and/or machinery or technical advice, the Directors may authorize such Company, Corporation, firm or person (hereinafter in this clause referred to as "Collaborator") to appoint from time to time, any person or persons as Director or Directors

of the Company (hereinafter referred to as “Special Director”) and may agree that such Special Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however, that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or any time thereafter.

- (b) The Collaborator may at any time and from time to time remove any such Special Director appointer by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.
- (c) It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one or more such person or persons as a Director(s) and so that if more than one Collaborator is so entitled there may at any time be as many Special Director as the Collaborators eligible to make the appointment.

Limit on Number of Non-Retiring Directors

141. Subject to the provisions of Section 152 of the Act, the number of Directors appointed under Articles 138, 139 and 140 shall not exceed in the aggregate one-third of the total number of Directors, excluding Independent Directors, for the time being in office.

Appointment of Independent Director

142. Subject to the provisions of Section 149 (6) of the Act, Board of Directors shall have power at any time to appoint any person as an Independent Director to the Board. The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, such appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under Clause 49 of the listing agreement.

Appointment of Whole-Time Director

143. Subject to the provisions of Section 152 of the Act, Board of Directors shall have power at any time to appoint any person as an Whole-Time Director to the Board

Appointment of Alternate Director

144. The Board may appoint an alternate Director to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India. An alternative Director so appointed shall not hold office as such for a period longer than that permissible to the Original Director in whose place he had been appointed and shall vacate if and when the Original Director returns to India.

Appointment of Additional Director

145. Subject to the provisions of Section 161 of the Act, Board of Directors shall have power at any time to appoint any person as an additional Director to the Board, but so that the total number of Directors shall not exceed the maximum number fixed by the Articles. Any Director so appointed shall hold the office only up to the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and shall then be eligible for reappointment.

Appointment of Women Director

- 146.

The Company shall have such number of Woman Director on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable.

Appointment of Director to fill the Casual Vacancy.

147. Subject to the provisions 161 of the Act, the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the nominal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

Individual Resolution for Director Appointment

148. At a general meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. Resolution moved in contravention of this article shall be void whether or not objection was taken at the time of its being so moved. Provided that where a resolution so moved is passed no provision for the automatic reappointment of retiring director by virtue of these articles and the Act in default of another appointment shall apply.

Qualification of Director

149. A Director need not hold any shares in the Company to qualify him for the office of a Director of the Company.

Remuneration of Directors

150. (a) Subject to the provisions of Act, a Managing Director or a director who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by the other.
- (b) Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:
- (i) by way of monthly, quarterly or annual payment, or
- (ii) by way of commission if the Company by a special resolution has authorized such payment
- (c) Every Director shall be paid such amount of remuneration by way of fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time, as may be determined by the Board for each meeting of the Board or Committee thereof attended by him.
- (d) The Board shall recommend the fees/compensation to be paid to non-executive directors including independent directors. Such fees/compensation shall also be approved by the shareholders of the Company in a general meeting. However, such approval will not be required in case of sitting fees paid to non-executive directors which are within the limits prescribed under the Act and for which no Central Government approval is required.

Traveling and Other Expenses

151. The Board may allow and pay to any Director for the purpose of attending a meeting such sum either as fixed allowance and/or actual as the Board may consider fair compensation for traveling, board and lodging and incidental and/or actual out of pocket expenses incurred by

such Director in addition to his fees, for attending such meeting to and from the place at which the meetings to and from the place at which the meetings of the Board Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties.

Remuneration for Extra Services

152. If any Director, being willing shall be called upon to perform extra services or to take any special exertions for any of the purposes of the Company and in that event the Company may, subject to the provisions of the Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise, as may be determined by the Directors but not exceeding that permitted under Section 197 of the Act and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

Increase in Remuneration of Directors to require Government Sanction

153. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

Director Not to Act when Number Falls Below Minimum

154. When the number of Directors in Office falls below the minimum fixed above, the Directors, shall not act except in emergencies or for the purposes of filling up vacancies or for summoning a general meeting of the Company and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.

Eligibility

155. A person shall not be capable of being appointed a Director if he has the disqualifications referred to in Section 164 of the Act.

Directors Vacating Office

156. (a) The office of a Director shall be vacated if:
- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
 - (ii) he applied to be adjudicated an insolvent;
 - (iii) he is adjudicated an insolvent;
 - (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
 - (v) he fails to pay any call-in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

(b) **Resignation of Directors**

A Director who holds office or other employment in the company shall, when he resigns his office, provide a notice in writing to the company.

Removal of Directors

- 157.
- (a) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any director other than ex-officio directors or Special Directors or Debenture Directors or a Nominee Director or a director appointed by the Central Government in pursuance of Section 242 of the Act, before the expiry of his period of office.
 - (b) Special notice as provided by Section 115 of the Act shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
 - (c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
 - (d) Whether notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall unless the representations are received by it too late for it do so:
 - (i) In the notice of the resolution given to members of the Company state the fact of representations having been made, and
 - (ii) send a copy of the representation to every member of the Company whom notice of the meeting is sent (whether before or after receipt of the representations by the company), and if a copy of representations, is not sent as aforesaid because they were received too late or because of the company's default, the Director may (without prejudice to his right to be provided orally) require that the representations be read out at the meeting, provided that copies of the representations need not be sent or read out at the meeting if so directed by the Court.
 - (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been under clause (b) hereof. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
 - (f) if the vacancy is not filled under clause (e) above it may be filled as a casual vacancy in

accordance with the provisions, in so far as they may be applicable, of Section 161 of the Act, and all the provisions of that Section shall apply accordingly;

(g) Nothing contained in this Article shall be taken:

(i) as depriving a person removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as director; or

(ii) as derogating from any power to remove a Director which may exist apart from this Article.

(h) The Company shall take steps to fill the vacancy caused by the resignation/removal of an independent director by replacing such independent director with a new independent director within three months of the occurrence of such vacancy or at the immediate next meeting of the Board, whichever is later or as may otherwise be prescribed by the Listing Regulations.

Directors may Contract with Company

158. Subject to the restrictions imposed by these Articles and by Section 179, 180, 185, 186, 188, 189, 196 and any other provisions of the Act, no Director, Managing Director, or other officer or employee of the Company shall be disqualified from holding his office by contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director, managing director, Joint Managing Director, Executive Director other officer or employee shall be in any way interested, be avoided, nor shall be Director, Managing Director or any officer or employee so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director, officer or employee holding that office or of the fiduciary relation thereby established, but the nature of his or their interest must be disclosed by him or them in accordance with provisions or Section 184 of the Act where that section be applicable.

Disclosure of Directors' Interest

159. (1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern of interest at a meeting of the Board of Directors, in the manner provided in Section 184 of the Act.

(2) (a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested.

(b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(3) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one or two or more of Directors together holds or hold not more than two percent of the paid up share capital in other company.

Board Resolution necessary for Certain Contracts

160. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders as applicable, in terms of the provisions of Section 188 of the Act and the Companies (Meetings of

Board and its Powers) Rules, 2014, the Company, shall not enter into any contract with a Related Party

- a. for the sale, purchase or supply of any goods, materials or services; or
 - b. selling or otherwise disposing of, or buying, property of any kind;
 - c. leasing of property of any kind;
 - d. availing or rendering of any services;
 - e. appointment of any agent for purchase or sale of goods, materials, services or property;
 - f. such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
 - g. underwriting the subscription of any securities or derivatives thereof, of the Company;
- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis or affect transactions entered into between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the Shareholders at a Shareholders Meeting for approval
- (3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board or the approval of shareholders of the Company as required under the Act, into any contract with the Company; but in such a case the consent of the Board or the approval of shareholders of the Company as required under the Act as the case may be, shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act.
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be avoidable at the option of the Board.
- (6) The audit committee of the Board may provide for an omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed by applicable law.

Disclosure to the Members of Appointment of Manager, Whole-Time Directors, Managing Director or Secretaries and Treasures

161. (a) The company shall keep a copy of contract of service with managing or whole-time director in writing. Where the contract is not in writing, a written memorandum setting out terms of contract shall be kept.
- (b) The copies of the contract or the memorandum shall be open to inspection by any member of the company without payment of fee.

Loans to Director etc.

162. Save as otherwise provided in the Act, the Company shall not, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person except:-

- (a) give any loan to the managing or whole-time director—
 - (i) as a part of the conditions of service extended by the company to all its employees; or
 - (ii) pursuant to any scheme approved by the members by a special resolution; or
- (b) in the ordinary course of its business provide loans or gives guarantees or securities for the due repayment of any loan and in respect of such Loan an interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.

Loans to Companies

163. The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security directly or indirectly to the Companies or bodies corporate as provided in Section 186 of the Act, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Interested Director not to Participate or vote in Board's Proceedings

164. No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way whether directly or indirectly concerned, or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote on any contract of indemnity against any loss which it or any one of more of its number may suffer by reason of becoming or being sureties or surety for the Company. Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of one company or two or more of them together holds or hold not more than two percent of the paid up share capital of the other company

This Article is subject to the provisions of Section 184 of the Act.

Register of Contracts in which Directors are interested

165. The Company shall keep one or more Registers in which it shall be entered separately particulars of all contracts and arrangements to which Sections 184 and 188 of the Act apply.

ROTATION AND APPOINTMENT OF DIRECTORS

Director may be Director of Companies Promoted by the Company

166. A Director may be or become a Director of any Company or which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197) or Section 188 of the Act may be applicable.

Subject to provisions of Section 152 of the Act, not less than two thirds of the total number of Directors shall:

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation, and
- (b) save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.

The remaining Directors shall, in default of and subject to any regulations in the Articles of the Company, also be appointed by the Company, in general meeting.

Ascertainment of Directors Retiring by Rotation and Filling up Vacancy

167. (a) At every annual general meeting one-third of such directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearer to one-third, shall retire from office.

The Debenture Directors, Corporate Directors, Special Directors, Independent Directors, and Managing Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. Thus, Whole time Directors shall be liable to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.

- (b) The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot. A Retiring Director shall be eligible for re-election.
- (c) At the annual general meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
- (d) I. if the place of the retiring Director is not so filled up and that meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- II. if at the adjourned meeting also, the place of the retiring Director is not filled up and that the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless-
- (a) At that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
- (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;
- (c) He is not qualified or is disqualified for appointment;
- (c)
- (d) A resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of any provisions of the Act, or
- (e) The proviso to Section 162 of the Act is applicable to the case.

Consent of Candidates for Directorship to be Filed with the Registrar

168. Every person who is proposed as a candidature for the office of Director of the Company shall sign and file with the Company and with the Registrar, his consent in writing to act as a Director, if appointed, in accordance with the provisions of Section 152 of the Act in so far as they may be applicable.

Company may Increase or Reduce the Number of Directors or Remove any Director

169. Subject to the provisions of Sections 149, 151 and 152 of the Act, and these Articles the Company may, by special resolution, from time to time, increase or reduce the number of Directors and may prescribe or alter qualifications.

Appointment of Directors to be Voted individually.

- 170.
- (1) No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.
 - (2) A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided that for the automatic re-appointment of retiring Director in default of another appointment as hereinabove provided shall apply.
 - (3) For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.

Notice of Candidature for Office of Directors Except in Certain Cases

- 171.
- (1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be along with a deposit of One lakh Rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent of total votes cast.
 - (2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices on the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.
 - (3) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.
 - (4) A person, other than-
 - (a) a Director, re-appointed after retirement by rotation or immediately on the expiry of his term of office, or
 - (b) an additional or alternate Director or a person filling a casual vacancy in the office of a Director under Section 160 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director

Register of directors and Notification of Change to Registrar

- 172.
- (1) The Company shall keep at its Registered Office a Register containing the particulars of its Directors and key managerial personnel and other persons mentioned in Section 170 of the Act which shall include the detail of securities held by each of them in the Company or its holding, subsidiary of Company's holding company or company and shall send to the Registrar a Return containing the particulars specified in such Register and shall otherwise comply with the provisions of the said Section in all respects.
 - (2) Such Register shall be kept open for inspection by any member or debenture holder to the

Company as required by section 171 of the Act.

Disclosure by Director of Appointment to any other Body Corporate

173. Every Director (including a person deemed to be a Director of the Company Managing Director, Key Managerial Personnel, Manager or Secretary of the Company who is appointed to or relinquishes office of Director, Managing Director, Manager or Secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under Section 170 of the Act.

Disclosure by Directors of their Holdings of Shares and Debentures of the Company.

174. Every director and every person deemed to be a Director of the Company shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

Meeting of Directors

175. (a) The Directors may meet together as a Board for transaction of business from time to time and shall so meet at least four times in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board, which had been called in compliance with the terms herein mentioned, could not be held for want of quorum.
- (b) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

- (c) Every director present at any meeting of the Board of Directors or a committee there of shall sign his name in a book to be kept for that purpose, to show his attendance there at

When Meeting to be Convened

176. Any Director of the Company may and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.

Directors Entitled to Notice

177. Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.

Appointment of Chairman

178. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman of the Meeting, or if no Director has been so designated, the directors present may choose one of their number to be the Chairman of the meeting.

Board may Appoint Managing Director

179. (a) Pursuant to Section 203 of the Act, the Managing Director of the Company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
- (b) Any Managing Director or/s or whole time Director/s so appointed shall not be required to hold any qualification shares.
- (c) Subject to the provisions of Sections 196, 197, and 203 of the Act and also subject to the limitations, conditions and provisions of Schedule V to the Act, the appointment and payment of remuneration to the above Director/s shall be subject to approval of the members in general meeting and of the Central Government, if required.
- (d) Subject to the superintendence, control and direction of the Board, the day to day management of the Company shall be vested with the Managing Director/s or Whole-time Director/s Manager, if any, with Power to the Board to distribute such day to day management functions in any manner as deemed fit by the Board subject to the provisions of the Act and these Articles.

Meeting of Committee, how to be Governed

180. (a) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.
- (b) A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.

Resolution by Circular

181. No Resolution by circular shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless such Resolution has been circulated in draft form, together with necessary papers, if any, to all the Directors, or to all the members for the Committee, as the case may be, at the respective addresses registered with the Company or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution and has been approved by the majority of the Directors or Members of the Committee or by a majority of such of them as are entitled to vote on the Resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution by circular shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

Directors May Appoint Committees

182. The Board shall constitute such committees as may be required under the Act, applicable provisions of Law and the Listing Regulations. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. A director shall not be a member of more than ten committees or act as a chairperson of more than five committees across all listed entities in which he is a director as determined by the Listing Regulations. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the

Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.

Acts of Board or Committee Valid Notwithstanding Defect of Appointment

183. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. All acts done by any meeting of the Directors or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.

POWER OF DIRECTORS

Certain Powers to be Exercised by the Board

184. (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board –
- (i) to make calls on shareholders in respect of money unpaid on their shares;
 - (ii) to authorize buy-back of securities under Section 68 of the Act;
 - (iii) to issue securities, including debentures, whether in or outside India;
 - (iv) to borrow monies;
 - (v) to invest the funds of the Company;
 - (vi) to grant loans or give guarantee or provide security in respect of loans;
 - (vii) to approve financial statement and the Board's report;
 - (viii) to diversify the business of the Company;
 - (ix) to approve amalgamation, merger or reconstruction;
 - (x) to take over a company or acquire a controlling or substantial stake in another company;
 - (xi) to make political contributions;
 - (xii) to appoint or remove key managerial personnel (KMP);
 - (xiii) to appoint internal auditors and secretarial auditor;
 - (xiv) such other business as may be prescribed by the Act and rules made thereunder

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (iv) to (vi) to the extent specified in clauses (b), (c) and (d) respectively on such conditions as the Board may prescribe.

- (b) Every resolution delegating the power referred to sub-clause (iv) of clause (a) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate,
- (c) Every resolution delegating the power referred to in sub-clause (v) of clause (a) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

- (d) Every resolution delegating the power referred to in sub-clause (vi) of clause (a) shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual case.
- (e) Nothing in this article contained shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (i) to (x) of clause (a) above.

Restriction on Powers of Board

185. (a) The Board of Directors of the Company shall not except with the consent of the Company in general meeting:
- (i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company more than one undertaking of the whole or substantially the whole of any such undertaking;
 - (ii) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
 - (iii) borrow moneys, where the money to be borrowed, together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of its paid-up share capital and free reserves; or
 - (iv) remit, or give time for the repayment of, any debt due from a director;
 - (v) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amount, the aggregate of which in any financial year, exceed five percent of its average net profits as determined in accordance with the provisions of Section 198 of the Act during the three financial years, immediately preceding, whichever is greater.
- (b) Nothing contained in sub-clause (a) above shall affect:
- (i) the title of a buyer or other person who buys or takes a lease of any property, investment or undertaking as is referred to in that clause in good faith and after exercising due care and caution, or
 - (ii) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, comprises such selling or leasing.
- (c) Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (a) (i) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
- (d) No debt incurred by the Company in exercise of the limit imposed by sub-clause (iii) of clause (a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

- (e) Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in sub-section (1) Section 180 of the Act and in regard to the limitations on the power of the Company contained in Section 181 of the Act.

186. **Directors May Appoint Committees**

Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit. A director shall not be a member of more than ten committees or act as a chairperson of more than five committees across all listed entities in which he is a director as determined by the Listing Regulations. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.

187. **Acts of Board or Committee Valid Notwithstanding Defect of Appointment**

All acts done by any meeting of the Directors or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.

General Powers of the Company Vested in Directors

188. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the stature or otherwise directed or required to be exercise or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other and act and of the Memorandum of Association and these articles and to any regulations, but being inconsistent with the Memorandum of Association and these articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific Powers Given to Directors

189. Without prejudice to the general powers conferred by Article 188 and the other powers conferred by these presents and so as not in way to limit any or all of these powers, but subject however to provisions of the Act, it is hereby expressly declared that the Directors shall have following powers.

To pay Registration Expenses

- (i) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company;
- (ii) To pay and charge to the capital account of the Company any interest lawfully payable thereon under the provisions of Section 40 of the Act;

To Acquire Property

- (iii) Subject to the provisions of the Act and these articles to purchase or otherwise acquire any lands,

buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, or Company carrying on the business which this company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may deliver or may be advised to be reasonably satisfactory.

To Purchase Lands, Buildings, Etc.

- (iv) Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

To Construct Buildings

- (v) To effect, construct, enlarge, improve, alter, maintain, pull down rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purpose of the Company and to acquire lands for the purposes of the Company.

To Mortgage, Charge Property

- (vi) To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit.

To Pay for Property Etc.

- (vii) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture-stocks or other securities of the Company, and any such shares stock of other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

To Insure

- (viii) To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, store, produce and other movable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

To Open Accounts

- (ix) Subject to Section 179 of the Act, open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;

To Secure Contracts

- (x) To secure the fulfillments of any contracts of engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;

To Attach to Shares such Conditions

- (xi) To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;

To Accept, Surrender, of Shares

- (xii) To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof subject to the provisions of the Act;

To appoint Attorney

- (xiii) To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any property belonging to the Company or in which it is interested for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

To Bring and Defend Actions

- (xiv) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

To Refer to Arbitration

- (xv) To refer, subject to the provisions of Section 180 of the Act, any claims or demands by or against the Company to arbitration and observe and perform the awards;

To Act on Insolvency Matters

- (xvi) To act on behalf of the company in all matters relating to bankrupts and insolvents;

To Give Receipts

- (xvii) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Act;

To Authorize Acceptance

- (xviii) To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend/interest warrants, release, contracts and documents on the Company's behalf;

To Invest Moneys

- (xix) Subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such shares, securities, or investments (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or release such investments;

To Provide for Personal Liabilities

- (xx) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants' and provisions as shall be agreed on;

To Give to Directors Etc. An Interest in Business

- (xxi) Subject to such sanction as may be necessary under the Act or the articles, to give to any Director,

Officer, or other persons employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.

To Provide for Welfare of Employees

- (xxii) To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to payment by creating and from time to time subscribing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;

To Subscribe to Charitable and Other Funds

- (xxiii) To subscribe, or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes for any exhibition;

To Maintain Pension Funds

- (xxiv) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such Subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institutions, associations, clubs or funds collected to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
- (xxv) To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.

To Create Reserve Fund

- (xxvi) Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 179 and 180 and other provisions of the Act) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which the Capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of

the Company or in repayment or redemption of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.

To Appoint Officers Etc.

- (xxvii) The Board shall have specific power to appoint officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants.

To Authorize by Power of Attorney

- (xxviii) At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to the conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favor of any Company or the members, directors, nominees, or managers of any company or firm or otherwise in favor of an fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

To Authorize, Delegate

- (xxix) Subject to the provisions of the Act, generally and from time to time and at any time to authorize empower or delegate to (with or without powers of sub-delegation) and Director, Officer or Officers of Employee for the time for the time being of the Company and/or any other person, firm or Company all or any of the powers authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.

To Negotiate

- (xxx) To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

To make bye-laws

- (xxxi) From time to time to make vary any legal bye-laws for the regulations of the business of the Company, its officers and servants.

190. The Company shall provide the option to its shareholders to exercise their right to vote in meetings of the shareholders through electronic mode in accordance with Section 108 of the Act and shall vote only once'

Secretary

191. Subject to the provisions of Section 203 of the Act, the Directors may, from time to time appoint and, at their discretion remove any individual (hereinafter called 'the Secretary' who shall have such qualifications as the authority under the Act may prescribe to perform any functions, which by the Act or these Articles are to be performed, by the Secretary, and to execute any other

purely ministerial or administrative duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company.

Seal

192. (I) The Board of Directors shall provide a Common Seal for the purpose of the Company, shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for its safe custody for the time being under such regulations as the Board may prescribe.
- (II) The Seal shall never be used except by the authority, of the Directors or a committee of the Directors, previously given and every deed or other instrument to which a seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company or by an officer duly authorized in that behalf by resolution of the Board, be signed by one Directors at least in whose presence the seal shall have been affixed, provided nevertheless that the certificate of shares issued by the Company shall be sealed and signed as provided in the next following Article

Provided however that the certificates of shares shall be signed in the name manner as the certificates of the shares required to be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules 2014 and their statutory modification for the time being in force.

- (III) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence

Dividends Out of Profits Only

193. (i) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Central Government or State Government for the payment of dividend in pursuance of a Guarantee given by the Government and except after the transfer to the reserves of the Company of such percentage out of the profits for that year not exceeding ten per cent as may be prescribed or voluntarily such higher percentage in accordance with the rules as may be made by the Central Government in that behalf.

PROVIDED HOWEVER whether owing to inadequacy or absence of profits in any year, the Company propose to declare out of the accumulated profits by the Company in previous years and transferred by it to the reserve, such declaration of dividend shall not be made except in accordance with such rules as may be made by the Central Government in this behalf.

- (ii) The depreciation shall be provided to the extent specified in Schedule II to the Act.
- (iii) No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.

- (iv) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (v) No dividend shall bear interest against the Company.

Interim Dividend

194. The Board of Directors may from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company.

Debts May be Deducted

195. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Capital Paid Up in Advance and Interest Not to Earn Dividend

196. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to dividend or to participate in profits.

Dividends in Proportion to Amount Paid-Up

197. (a) Subject to the rights of the 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.
- (b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as having been paid on the share.
- (c) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividends is paid but if any share is issued in terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.

Right to Dividend, Right Shares and Bonus Shares to be held in Abeyance Pending Registration of Transfer of Shares

198. Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provision of this Act, shall -
- (a) transfer the dividend in relation to such shares to the special account referred to in Section 123 unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer; and
- (b) Keep in abeyance in relation to such shares any offer of rights shares under Section 62 and any issue of fully paid-up bonus shares in pursuance of Section 123.

No Member to receive Dividend whilst indebted to the Company and the Company's Right of Reimbursement Thereof

199. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

Effect of Transfer of Shares

200. A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.

Dividends How Remitted

201. The dividend payable in cash may be paid by cheque, direct credit to the beneficiaries bank account or warrant sent through post direct to the registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the holder or the joint holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost, to the member of person entitled thereto by forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.

Notice of Dividend

202. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner herein provided.

Unpaid Dividend or Dividend Warrant Posted

203. (a) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in the name of the Company and transfer to the said Account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.
- (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund maintained by the Central Government under the Act. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholder to whom the money is due.

No unclaimed dividend shall be forfeited by the Board unless the claim becomes barred by law.

Dividend and call together

204. Any General Meeting declaring as dividend may on the recommendations of the Directors make a call on the Members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members be set off against the calls.

CAPITALISATION**Capitalization**

205. (a) Any general meeting may resolve that any amount standing to the credit of the Securities Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization and where permitted by law, form the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing

to the credit of the Securities Premium Account and/or the Capital redemption Reserve Account) may be capitalized:

The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—

- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);
 - (iv) for the purchase of its own shares or other securities subject to the provisions of Section 68 of the Act.
 - (v) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (b) Such issue and distribution under Sub-clause (a) (i) above and such payment to the credit of unpaid share capital sub-clause (a) (ii) above shall be made to, among and, in favor of the members of any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (a) (ii) above shall be made on the footing that such members become entitled thereto as capital;
- (c) The Directors shall give effect to any such resolution and apply portion of the profits, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed under sub-clause (a)(i) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause above provided that no such distribution or payment shall be made unless recommended by Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalized sum.
- (d) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates or coupons and fix the value for distribution of any specific assets and may determine that such payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, fractional certificates or coupons, debentures, debenture-stock; bonds or other obligations in trustees upon such trusts for the person entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debenture, debenture-stock, bonds or other obligations and fractional certificates or coupons or otherwise as they may think fit.
- (e) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and in respect of the partly paid shares the sums so applied in the extinguishments or diminution of the liability on the partly paid shares shall be so applied *prorata* in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (f) When deemed requisite a proper contract shall be filed with the Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

ACCOUNTS

Accounts

206. The provisions of Sections 128 to 138 of the Act and the relevant accounting standards shall be complied with in so far as the same is applicable to the Company.

Books of Accounts to be kept

207. (a) The Company shall keep at its Registered Office proper books of accounts as required by Section 128 of the Act with respect to :

- (i) All sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure take place;
- (ii) All sales and purchases of goods and services by the Company;
- (iii) The assets and liabilities of the Company; and
- (iv) The items of cost as may be prescribed under Section 148 of the Act and applicable to the Company.

Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors so decide, the Company shall, within seven days of the decision file with the Registrar a notice in writing giving full address of that other place.

- (b) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transaction effected at that office shall be kept at that office and proper summarized returns made up to date at intervals of not more than three months, shall be sent by the branch office to the Company at its Registered Office or other place in India, as the Board thinks fit, where the said books of the Company are kept.
- (c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office as the case may be with respect to the matters aforesaid and explain the transactions.
- (d) The books of account shall be open to inspection by any Director during business hours as provided by Section 128 of the Act.
- (e) The books of account of the Company relating to a period of not less than eight years immediately preceding the current year together with the vouchers relevant to any entry in such books of accounts shall be preserved in good order.

Inspection by Members

208. The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulation the account, books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorized by the Directors or by a resolution of the Company in general meeting.

Statement of Account to be furnished to General Meeting

209. The Board of Directors shall lay before each annual general meeting a Financial Statements for

the financial year of the Company which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar of Companies under the provisions of the Act.

Financial Statement

210. (a) Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit.
- (b) So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
- (c) If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

Authentication of Financial Statement

211. (a) The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.
- (b) The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon.

Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet.

212. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

Board's Report to be Attached to Financial Statement

213. (a) Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.
- (b) The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest.
- (c) The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.
- (d) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 211 and in accordance with the Listing Regulations, as applicable.
- (e) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with.

- (f) Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

Right of Members to copies of Financial Statement and Auditor's Report

214. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:

- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
- (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A copy of the Financial Statement etc. to be filed with Registrar

215. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

AUDIT

Financial Statement to be audited

216. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

Appointment of Auditors

217. The Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 148 of the Act, alongwith the Rules made thereunder.

Audit of Branch Office

218. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of branch offices of the Company, except to the extent to which any exemption may be granted by the Central Government, in that behalf.

Auditors to have access to the Books of the Company

219. (a) The Auditor/s of the Company shall have a right of access at all times to the books and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditor/s.
- (b) All notice of and other communications relating to, any general meeting of the Company which

any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends to any part of the business which concerns him as Auditor.

Financial Statement When Audited and Approved to be Conclusive

220. Every Financial Statement when audited and approved by a General Meeting shall be conclusive except where it appears to the directors that—

- (a) the financial statement of the Company; or
- (b) the report of the Board,

do not comply with the provisions of Section 129 or Section 134 they may prepare revised Financial Statement or a revised report in respect of any of the three preceding financial years after obtaining approval of the Court or Tribunal as applicable on an application made by the Company in such form and manner as may be prescribed by the Central Government and a copy of the order passed by the Court or the Tribunal as applicable shall be filed with the Registrar.

Authentication of Documents and Proceedings

221. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Key Managerial Personnel or an officer of the Company duly authorized by the Board in this behalf and need not be under its Seal.

DOCUMENTS AND NOTICES

Service of Documents on Members by the Company

222. (i) A document or notice may be served by the Company on any member thereof either personally or by sending it, by registered post or speed post or by courier service or electronic means or such other modes as may be prescribed under the Act from time to time, to him at his registered address or if he has no registered address in India, to the address if any, within India, supplied by him to the Company for serving documents or notices to him
- (ii) Where a document or notice is sent by post or courier service:
- (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him by specified manner and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be affected unless it is sent in the manner intimated by the members; and
 - (b) Such service shall be deemed to have been affected:
 - (i) In the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and
 - (ii) in any other case at the time at which the letter would be delivered in the ordinary course of post.
 - (iii) A document or notice advertised in a newspaper circulation in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no

registered address in India and has not supplied to the Company an address within India for the giving of notices to him.

- (iv) A document or notice may be served by the Company on the joint holders of a share by serving it to the joint holder named first in the Register in respect of the share.
- (iii) A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter, addressed to them by name, or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.
- (iv) The signature to any document or notice to be given by the Company may be written or printed or lithographed.

To Whom Documents must be Served or Given.

223. Document of notice of every general meeting shall be served or given in the same manner herein before authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, c) directors and (d) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulation in the neighborhoods of the office of the Company under Article 99, a statement of material facts, referred to in Article 100 need not be annexed to the notice as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members Bound by Documents or Notice Served on or Given to Previous Holders

224. Every person, who by operation of law, transfer or other means whatsoever, has become entitled to share shall be bound by every document or notice in respect of such share which prior to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derived his title to such share.

Service of Documents on Company

225. A document may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office of the Company by Registered Post or by speed post or by courier services or by electronic means or by leaving it at its Registered Office or such other modes as may be prescribed under the Act from time to time.

Service of Documents by Company on the Registrar of Companies

226. Subject to provisions in the Act, a document may be served on the Registrar of Companies by sending it to him at his office by Registered Post, or speed post or by courier services or by delivering it to or leaving it for him at his office or address or by such electronic or other mode as may be prescribed under the Act from time to time.

REGISTERS AND DOCUMENTS

Registers and Documents to be Maintained by the Company

227. The Company shall keep and maintain Registers, Books and documents as required by the Act or these Articles.

Maintenance and inspection of documents in electronic form

228. Without prejudice to any other provisions of this Act, any document, record, register, minutes,

etc., —

- (a) Required to be kept by a company; or
- (b) Allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by central government by the Central Government.

Inspection of Registers

229. Subject to provisions of the Act and the provisions in the Articles, the Registers maintained under the Act and the minutes of all proceedings of General Meetings shall be open to inspection during any working day during business hours and extracts may be taken there from and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company i.e., by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee of Rupees 50/- for each inspection. Subject to provisions of the Act and the provisions in the Articles, the copies of entries in the Registers maintained under the Act shall be furnished to the persons entitled to the same on payment of Rs. 10/- for each page. .

OPERATION OF BANK ACCOUNT

All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys 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 of Directors may, from time to time, by resolution determine.

WINDING UP

Distribution of Assets

230. (a) Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be less than sufficient to repay the whole of the paid up capital such assets shall be distributed so that, as nearly, as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.
- (b) But this clause will not prejudice the rights of the holders of shares issued upon special terms and conditions.

Distribution in Specie or Kind.

231. Subject to the provisions of the Act:

- (a) If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution and any other sanction required by the Act, divide amongst the contributories, in specie or kind the whole or any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.
- (b) If thought expedient, any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given (subject to the provisions of the Act) preferential or special rights or may be excluded

altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined or any contributory who would be prejudiced thereby shall have the right; if any to dissent and ancillary rights as if such determination were a special resolution, pursuant to Section 494 of the Companies Act, 1956 or Section 319 of the Companies Act, 2013 as applicable at the time of application.

- (c) In case any shares to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution but notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the Liquidators shall, if practicable act accordingly.

SECRECY CLAUSE

Secrecy Clause

232. (a) Every Director, Key Managerial Personnel, 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 Director, before entering upon his duties sign a declaration pleading himself to observe a strict secrecy respecting all transactions and affairs of the company with the customers and the state of the accountants with individuals and in matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (b) No Member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading, or any matter which may relate to the conduct of the business of the company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

INDEMNITY AND RESPONSIBILITY

Directors and Others Right to Indemnity

233. Every Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorised representative of the Company shall be indemnified by the Company and for this purpose may have relevant third party insurances procured by the Company in their favour, for all costs, fees, penalty, deposit, losses and expenses (including travelling expenses) which such Director, Manager, Secretary, Officer or employee or authorized representative may suffer or is likely to suffer in any way during the course of discharge of his duties including expenses and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims. Provided that no Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company shall be entitled to be indemnified by the Company or have insurance procured therefor in circumstances where any amounts directly or indirectly arise out of or in connection with any fraud, gross negligence, breach of trust or material and willful default on the part of such Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company.

Director and Other Officers Not Responsible for the Acts of Others

234. Subject to the provisions of the Act, no Director, Managing Director, Whole-time Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any

property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the nominees of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, within whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties or in relation thereto, unless the same happens through his own dishonesty.

An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.

SOCIAL OBJECTIVE

235.

Social Objective

The Company shall have among its objectives the promotion and growth of the national economy through increased productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.

SECTION IX –OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than 2 (two) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company on Working Days, from date of filing the Draft Red Herring Prospectus with RoC to Bid / Offer Closing Date.

MATERIAL CONTRACTS

1. Offer Agreement dated September 4, 2018 amongst our Company, the Selling Shareholder and the BRLM appointing them as the Book Running Lead Manager to the Offer.
2. Registrar Agreement dated September 4, 2018 amongst our Company, the Selling Shareholder and Karvy Computershare Private Limited appointing them as Registrar to this Offer.
3. Tripartite Agreement dated June 4, 2018 amongst our Company, NSDL and Karvy Computershare Private Limited.
4. Tripartite Agreement dated June 1, 2018 amongst our Company, CDSL and Karvy Computershare Private Limited.
5. Share Escrow Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLM and the Share Escrow Agent.
6. Escrow Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLM, Syndicate Member, Escrow Collection Banks and the Registrar to the Offer.
7. Syndicate Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLM and the Syndicate Members.
8. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLM and the Syndicate Members.

MATERIAL DOCUMENTS

9. The Memorandum and Articles of Association of our Company, as amended from time to time.
10. Copy of Certificates of Incorporation dated February 7, 2001 and October 23, 2015.
11. Extra-ordinary General Meeting resolution dated July 31, 2018, in relation to the Offer and other related matters.
12. Board resolution dated July 9, 2018, in relation to the Offer and other related matters.
13. Board Resolution dated August 20, 2018 of the Selling Shareholder, approving the offer for sale of Equity Shares offered by it in the Offer for Sale and Letter of Transmittal of the Selling Shareholder dated August 21, 2018.
14. Copy of Examination Reports and the Restated Financial Information, of our Company, for fiscal years 2018, 2017, 2016, 2015, 2014 by the statutory auditor, M/s Surana Maloo & Co., Chartered Accountants dated September 15, 2018 included in the Draft Red Herring Prospectus.
15. Copies of the Annual Reports of our Company for the fiscal years 2018, 2017, 2016, 2015 and 2014.
16. Statement of Tax Benefits dated September 15, 2018 issued by the statutory auditor of the Company, M/s

Surana Maloo & Co., Chartered Accountants.

17. Industry Report titled “Research Report on Indian Fertilizer Industry–July 2018” dated July 2018 prepared by CARE Advisory Research and Training Limited and consent of CARE Advisory Research and Training Limited to include their name and report in this DRHP.
18. Consents in writing from our Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Bankers to our Company, Bankers to the Offer, Book Running Lead Manager, Syndicate Member(s), if any, Underwriter(s), if any, Refund Banker, Escrow Collection Bank, Share Escrow Agent, Registrar of the Offer, Legal Counsel to the Offer, to act in their respective capacities.
19. Consent in writing dated August 22, 2018 from Chirag Shah and Associates, Company Secretaries.
20. Due Diligence Certificate dated September 25, 2018 to SEBI from Pantomath Capital Advisors Private Limited, the Book Running Lead Manager to the Offer.
21. SEBI observation letter no. [●] dated [●].
22. In-principle approval dated [●] from the BSE for listing of the Equity Shares issued by our Company pursuant to the Offer.
23. In-principle approval dated [●] from the NSE for listing of the Equity Shares issued by our Company pursuant to the Offer.

Any of the contracts or documents mentioned in the DRHP may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all the relevant provisions of the Companies Act and the guidelines issued by the Government of India or the regulations or guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the disclosures and statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY OF OUR COMPANY

Sd/-

Mr. DINESHBHAI DHIRUBHAI PATEL
Managing Director

Sd/-

Mr. SANJAY DHIRUBHAI KUMBHANI
Additional Executive Director

Sd/-

Mr. UNDHAD BAVKUBHAI NATHABHAI
Independent Director

Sd/-

Mr. ASHISH SOMANI
Chief Financial Officer

Sd/-

Ms. BHAVNABEN DINESHBHAI PATEL
Executive Director

Sd/-

Mr. KANWAL NAIN JAGGI
Independent Director

Sd/-

Mr. JIGNESH AMRUTLAL DHADUK
Independent Director

Sd/-

Ms. ARCHITA RAJENDRAKUMAR KABRA
Company Secretary & Compliance Officer

Date: September 25, 2018

Place: Ahmedabad

DECLARATION BY SELLING SHAREHOLDER

We, Narmada Organics Private Limited, certify that all statements and undertakings made by us in this Draft Red Herring Prospectus specifically in relation to ourselves or the Equity Shares offered by us in the Offer for Sale or in connection with the Offer, are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

Sd/-

Name: Dinesh Patel

Authorized signatory on behalf of

Narmada Organics Private Limited

Date: September 25, 2018