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C H E M I C A L S

# J.G.CHEMICALS LIMITED



(Please scan the QR code to view the Red Herring Prospectus)

Our Company was initially formed as a partnership firm on March 15, 1975 under the name "J.G. Chemicals" at West Bengal as a partnership at will which was registered under the Indian Partnership Act, 1932 with the Registrar of Firms, West Bengal in 1983. Subsequently, the partnership firm was converted into a joint stock company and was registered as a private limited company in the name and style "J.G. Chemicals Private Limited" pursuant to a certificate of incorporation dated June 28, 2001, issued by RoC, in accordance with provisions of the Companies Act, 1956. Thereafter, pursuant to a resolution passed at the meeting of the Board of Directors held on March 16, 2022, and a special resolution of the Shareholders at the EGM held on April 30, 2022, the name of our Company was changed to J.G. Chemicals Limited, pursuant to its conversion into a public limited company. A fresh certificate of incorporation dated May 24, 2022, consequent upon conversion, was issued by the RoC. For details relating to changes in the name and registered office of our Company, please see section titled "History and Certain Corporate Matters" on page 203 of the red herring prospectus dated February 27, 2024 ("RHP" or "Red Herring Prospectus") filed with RoC.

Corporate Identity Number: U24100WB2001PLC093380  
Registered Office: Adventz Infinity @ 5, 15th Floor, Unit 1511, Plot 5 Block - BN, Sector - V, Salt Lake Electronics Complex, Bidhan Nagar CK Market, North 24 Parganas, Saltlake, West Bengal, 700 091, India;  
Tel: +91 33 4014 0100; Contact Person: Swali Poddar; Website: www.jgchem.com; E-mail: corporate@jgchem.com

## OUR PROMOTERS: SURESH JHUNJHUNWALA, ANIRUDH JHUNJHUNWALA AND ANUJ JHUNJHUNWALA

INITIAL PUBLIC OFFER OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF J.G.CHEMICALS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [•] MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 1,650.00 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,900,000 EQUITY SHARES AGGREGATING UP TO [•] BY THE SELLING SHAREHOLDERS ("OFFER FOR SALE") COMPRISING UP TO 2,028,900 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY VISION PROJECTS & FINVEST PRIVATE LIMITED, UP TO 1,100 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY JAYANTI COMMERCIAL LIMITED, UP TO 1,260,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY SURESH KUMAR JHUNJHUNWALA (HUF), AND UP TO 610,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY ANIRUDH JHUNJHUNWALA (HUF) (COLLECTIVELY, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [•]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS			
NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF OFFERED SHARES/AMOUNT (IN ₹)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)
Vision Projects & Finvest Private Limited	Promoter Group	Up to 2,028,900 Equity Shares aggregating up to ₹ [•] million	0.38 <sup>A</sup>
Jayanti Commercial Limited	Promoter Group	Up to 1,100 Equity Shares aggregating up to ₹ [•] million	0.38 <sup>A</sup>
Suresh Kumar Jhunjunwala (HUF)	Promoter Group	Up to 1,260,000 Equity Shares aggregating up to ₹ [•] million	0.38 <sup>A</sup>
Anirudh Jhunjunwala (HUF)	Promoter Group	Up to 610,000 Equity Shares aggregating up to ₹ [•] million	0.38 <sup>A</sup>

<sup>A</sup> As certified by S. Jaykishan, Chartered Accountants by way of their certificate dated February 26, 2024

We are the largest manufacturer of zinc oxides in India and among the top ten manufacturers of zinc oxides globally (Source: CARE Report)

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

• QIB Portion: Not more than 50% of the Offer • Non-Institutional Portion: Not less than 15% of the Offer • Retail Portion: Not less than 35% of the Offer

PRICE BAND: ₹210 TO ₹221 PER EQUITY SHARE OF FACE VALUE OF ₹10/- EACH

THE FLOOR PRICE IS 21 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 22 TIMES THE FACE VALUE OF THE EQUITY SHARES

THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 AT THE LOWER END OF THE PRICE BAND (I.E. FLOOR PRICE) IS 12.12 TIMES AND AT THE UPPER END OF THE PRICE BAND (I.E. CAP PRICE) IS 12.76 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP PRICE/EARNINGS RATIO OF 31.48 TIMES. BIDS CAN BE MADE FOR A MINIMUM OF 67 EQUITY SHARES AND IN MULTIPLES OF 67 EQUITY SHARES THEREAFTER

In accordance with the recommendation of Committee of Independent Directors of our Company, pursuant to their resolution dated February 28, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transactions, as applicable, disclosed in the 'Basis for Offer Price' section on page 122 of the RHP.

In making an investment decision, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the risks involved and not rely on any other external sources of information about the Offer available in any manner.

## RISKS TO INVESTORS:

- Complete Dependence on sale of single product, i.e. zinc oxide:** Our business is almost completely dependent on the sale of one principal product i.e. zinc oxide (in various grades) and any reduction in the demand of the same may have an adverse effect on our business and financial performance. Our revenue from operations contributed by the sale of all types/ grades of zinc oxide was ₹ 4,863.22 million, ₹ 7,842.31 million, ₹ 6,125.07 million and ₹ 4,339.90 million for the nine months period ended December 31, 2023 and Fiscals 2023, Fiscal 2022 and Fiscal 2021, which translates to 99.03%, 98.75%, 98.30% and 98.54%, of our total income, respectively.
- Significant Dependence on Material Subsidiary:** We are significantly dependent on the business operations of our material subsidiary i.e. BDJ Oxides Private Limited and any deterioration in the performance of our material subsidiary may adversely affect our business, financial condition and results of operations. Our Material Subsidiary contributes 63.83%, 57.60%, 58.20% and 57.63% for the nine months period ended December 31, 2023 and Fiscals 2023, Fiscal 2022 and Fiscal 2021, respectively to our Revenue from Operations on a consolidated basis.
- Customer Concentration:** We derive a significant part of our revenue from select customers. If one or more of such customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected. Our top 10 customers contributed ₹ 3,745.72 million, ₹ 5,969.78 million, ₹ 4,634.99 million and ₹ 3,337.20 million constituting 77.02%, 76.09%, 75.63% and 76.67% of our revenue from operations, as on nine months period ended December 31, 2023 and in Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively
- Unregistered Trademark:** Our logo is not registered as a trademark. If we are unable to protect our intellectual property rights, our business, financial condition and results of operations may be adversely affected.
- Competition Risk:** We operate in a competitive industry with a few organised manufacturers that produce competing products, both in India and internationally. Any inability to compete effectively may lead to a lower market share or reduced operating margins. Our foreign competitors may be able to supply similar products at lower prices due to proximity to our customers, larger scale of operations and export benefits provided in their respective countries.
- Dependence on Application Industries:** Rubber (tyre & other rubber products) contributes to 90.50%, 90.46%, 90.10% and 89.20% to our revenue from operations on a consolidated basis for the nine months period ended December 31, 2023 and Fiscals 2023, Fiscal 2022 and Fiscal 2021 respectively. Our operations are heavily dependent on the rubber and tyre industry and there is a lack of diversification in our business across other Application Industries.
- Dependence on Overseas Suppliers:** Our business is heavily dependent on procurement of raw materials from overseas suppliers. Since we do not usually enter into long-term supply contracts with our suppliers of Zinc Dross and typically, we source Zinc Dross from domestic and international third-party suppliers, including steel galvanizers by way of issuing purchase orders or by participating in online auctions and our business is heavily dependent on procurement of raw materials from overseas suppliers. The terms and production volumes of our raw material supplies are negotiated at the time of issuance of purchase order and the pricing is either determined on a spot basis or linked to a formula basis the LME pricing of zinc. Shortage of raw materials would lead to our estimates being adversely affected, resulting in loss of our business and an adverse impact on our results of operations, cash flows and financial condition.
- Risk from use of Hazardous Substance:** We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances.
- No prior experience in operating a R&D facility:** As a part of our Objects of the Offer, we intend to set up an R&D center at our Naidupeta Facility. Our Company has not incurred any identifiable expenses towards R&D in Fiscal 2023, Fiscal 2022 and Fiscal 2021 and the nine months period ended December 31, 2023.
- New Product Risk:** In accordance with our strategy to diversify our product offerings and enter into new verticals, we intend to gradually increase the production of pharmaceutical grade zinc oxide and also intend to cater to the demand for active zinc oxide grade, which is extensively used in electronics, high-end specialty chemicals and other niche applications, petroleum and environmental protection industries as well as other zinc based chemicals and nutrients which find application in agriculture, micro-nutrients and zinc based feeds & additives. If any new products that we may produce are not as successful as we anticipate, our business, cash flows, results of operations and financial conditions may be adversely affected.
- No Longterm agreements:** We do not have long term agreements with our customers and rely on purchase orders for delivery of our products. Loss of one or more of our customers or a reduction in their demand for our products could adversely affect our business, results of operations and financial condition.
- The Price/Earnings ratio based on diluted EPS for latest full financial year 2023 for the issuer at the upper end of the Price band is as high as 12.76 as compared to the average industry peer group PE ratio of 31.48.
- Average cost of acquisition of equity shares for the selling shareholders in IPO is 0.38 and offer price at upper end of the price band is ₹ 221.
- Weighted Average Return on Net Worth for Fiscal 2023, 2022 and 2021 is 26.38%.
- Weighted average cost of acquisition of all shares transacted (i) in the preceding three years, (ii) in the preceding one year, and (iii) in the preceding 18 months preceding the date of the Red Herring Prospectus:

Period	Weighted average cost of acquisition (₹)	Upper end of the price band (i.e. ₹221) is 'X' times the weighted average cost of acquisition	Range of acquisition price: Lowest price-Highest price (in ₹)
Last one year	0.39	566.67	0.39*
Last 18 months	0.39	566.67	0.39*
Last three years	0.07	3,157.14	Nil to 0.39

\*There was only 1 transaction during the last 1 year and 18 months. Accordingly, the range of acquisition price has not been provided.

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**16. Weighted average cost of acquisition, floor price and cap price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. ₹ 210)	Cap price* (i.e. ₹ 221)
Weighted average cost of acquisition of primary / new issue of equity shares or convertible securities during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days	NA <sup>^</sup>	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition of equity shares or any convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts) except 68,25,000 Equity Shares acquired by Vision Projects & Finvest Private Limited under a	0.39	566.67 times	566.67 times

scheme of merger\*, during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Weighted average cost of acquisition of last 5 primary transactions, not older than 3 years prior to the date of the Red Herring Prospectus irrespective of the size of transactions

Nil

Nil

Nil

\* Pursuant to a scheme of merger u/s 230 & 232 of the Companies Act, 2013, approved by Hon'ble National Company Law Tribunal dated. June 19, 2023, Alkan Fiscal Services Private Limited, BDJ Chemicals Private Limited, Prestige Towers Private Limited, Swarnim Complex Private Limited, Eeshwar Fiscal Services Private Limited, BDJ Speciality Chemicals Private Limited, (collectively, "Transferor Companies") has merged with Vision Projects & Finvest Private Limited ("Transferee Company") with effect from July 14, 2023, appointed date being April 01, 2021.

**17. The three Book Running Lead Managers associated with the Offer have handled 3 public Issues in the past three Financial Years, out of which 1 Issue closed below the IPO price on the listing date.**

Name of the BRLMs	Total public Issues	Issues closed below IPO price on listing date
Centrum Capital Limited	Nil	Nil
Emkay Global Financial Services Limited	01	01
Keynote Financial Services Limited	02	Nil
<b>Total</b>	<b>03</b>	<b>01</b>

**BID/OFFER PERIOD**

**ANCHOR INVESTOR BIDDING DATE MONDAY, 4 MARCH, 2024\***

**BID/OFFER OPENS ON TUESDAY, 5 MARCH, 2024\***

**BID/OFFER CLOSURES ON THURSDAY, 7 MARCH, 2024\*\***

\*Our Company in consultation with the Selling Shareholders and BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date i.e. Tuesday, 5 March, 2024.  
\*\*Our Company in consultation with the Selling Shareholders and BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. | UPI mandate end time and date shall be at 5.00 pm on the Bid/ Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Last date of Submission of Application Form (other than Anchor Investors) i.e. on Bid / Offer Closing Date	Thursday, 7 March, 2024
Finalisation of Basis of Allotment with the Designated Stock Exchange	Monday, 11 March, 2024
Initiation of Refunds for Anchor Investors/ Unblocking of Funds from ASBA Account	Tuesday, 12 March, 2024
Credit of Equity Shares to demat account of Allottees	Tuesday, 12 March, 2024
Commencement of Trading of the Equity Shares on the Stock Exchange	Wednesday, 13 March, 2024

**BASIS OF OFFER PRICE**

The Price Band, Floor Price and Offer Price will be determined by Our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares 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 21 times the Floor Price and 22 times the Cap Price of the Price Band. The financial information included herein is derived from our Restated Consolidated Financial Information.

Investors should read the below mentioned information along with the sections titled "Our Business", "Risk Factors", "Management Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 179, 33, 296 and 241, respectively, to have an informed view before making an investment decision.

**Qualitative Factors**

Some of the qualitative factors and our strengths which form the basis for computing the Offer price are as follows:

- Leading market position with a diversified customer base, being supplier to 9 out of top 10 global tyre manufacturers and to all of the top 11 Indian tyre manufacturers;
- High entry barriers in key end-use industries;
- Strong and consistent financial performance with growth of revenue from operations and profit after tax growth at a CAGR 34.2825% and 40.43%, respectively, from FY21 to FY23;
- Long-term relationships with customers and suppliers & having robust supply chain with more than 250 customers in last 3 years;
- Experienced and dedicated management team; and
- Focus on long term sustainability with environmental initiatives and safety standards

For further details, please see section titled "Our Business – Competitive Strengths" on page 181 of the RHP.

**Quantitative Factors**

Certain information presented in this chapter is derived from the Restated Consolidated Financial Information. For further details, please see the section titled "Restated Consolidated Financial Information" and "Other Financial Information" on pages 241 and 293, respectively.

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

**1. Basic and Diluted Earnings per Share:**

As derived from the Restated Consolidated Financial Information:

Fiscal / period ended	Basic Earnings per Share (₹)	Diluted Earnings per Share (₹)	Weight
Nine months period ended December 31, 2023*	5.60	5.60	-
March 31, 2023	17.32	17.32	3
March 31, 2022	12.61	12.61	2
March 31, 2021	7.39	7.39	1
Weighted Average**	14.10	14.10	-

\*Not annualised

\*\*As on March 31, 2022, the Company's paid-up equity share capital was ₹ 12,20,00,000 comprising 1,22,00,000 Equity Shares of face value of ₹ 10/- each. Subsequently, the Company issued 30,50,00,000 Equity Shares of face value of ₹ 10/- each pursuant to a bonus issue on June 21, 2022 in the ratio of 25 Equity Shares for 1 Equity Share held. Accordingly, the aforesaid bonus issue is retrospectively considered for the computation of weighted average number of equity shares outstanding during the period, in accordance with IndAS 33.

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

**2. Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ 210 to ₹ 221 per Equity Share:**

Particulars	P/E at lower end of the Price Band	P/E at higher end of the Price Band	P/E at Offer Price (no. of times)*
Based on basic EPS of ₹ 17.32/- as per the Restated Consolidated Financial Information for the year ended March 31, 2023	12.12	12.76	[•]
Based on diluted EPS of ₹ 17.32/- as per the Restated Consolidated Financial Information for the year ended March 31, 2023	12.12	12.76	[•]

\* To be updated in the Prospectus.

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

**3. Industry P/E Ratio**

Particulars	P/E Ratio
Highest	33.43
Lowest	30.03
Average	31.48

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

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

As derived from the Restated Consolidated Financial Information:

Fiscal/period ended	RoNW (%)	Weight
Nine months period ended December 31, 2023#	8.16	-
March 31, 2023	27.49	3
March 31, 2022	27.09	2
March 31, 2021	21.61	1
<b>Weighted Average**</b>	<b>26.38</b>	

\*Not annualised

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

**6. Comparison of accounting ratios with listed industry peers**

Following is the comparison with our peer group companies i.e. near-similar listed companies in product application, in India:

Name of the company	Total Income (in ₹ Million) <sup>(i)</sup>	Closing price on Feb 22, 2024 (in ₹) <sup>(ii)</sup>	EPS (Basic) <sup>(iii)</sup>	EPS (Diluted) <sup>(iv)</sup>	P/E Ratio as on Feb 22, 2024	Return on Net Worth (in %) <sup>(v)</sup>	Net Asset Value (in ₹ per share) <sup>(vi)</sup>
J.G.Chemicals Limited <sup>(vii)</sup>	7,941.88	[•]	17.32	17.32	[•]	27.49	63.02
<b>Listed Peers</b>							
Rajratan Global Wire Limited	8,986.80	659.20	19.72	19.72	33.43	22.79	86.54
NOCIL Limited	16,228.10	277.15	8.95	8.92	30.97	9.61	93.14
Yasho Industries Limited	6,825.95	1,787.90	59.54	59.54	30.03	28.52	208.75

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

**7. Key Operational and Financial Performance Indicators:**

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated February 14, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by S. Jaykishan, Chartered Accountants, by their certificate dated February 26, 2024.

The KPIs of our Company have been disclosed in the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on pages 179 and 301, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 2.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

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## Financial Key Performance Indicators of the Group

Key Financial Performance	(in ₹ million except percentages and ratios)			
	December 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from operations <sup>1</sup>	4,863.22	7,845.76	6,128.30	4,352.98
Total Income <sup>2</sup>	4,910.99	7,941.88	6,230.47	4,404.05
EBITDA <sup>3</sup>	329.42	851.17	663.78	486.07
EBITDA Margin (%) <sup>4</sup>	6.77%	10.85%	10.83%	11.17%
PAT	185.10	567.93	431.26	287.99
PAT Margin (%) <sup>5</sup>	3.81%	7.24%	7.04%	6.62%
Operating Cash Flows	671.13	311.66	67.52	(73.46)
Net Worth <sup>6</sup>	2,178.56	1,998.86	1,476.58	1,084.77
Net Debt <sup>7</sup>	(709.07)	(421.51)	(39.59)	(136.22)
Debt Equity Ratio <sup>8</sup>	0.11	0.34	0.62	0.69
ROCE (%) <sup>9</sup>	11.86%	29.38%	25.83%	25.27%
ROE (%) <sup>10</sup>	8.20%	30.50%	30.64%	24.23%

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

## 8. Set forth below are the details of comparison of Key Performance Indicators:

Parameters	J.G.Chemicals Limited			Rajratan Global Wire Limited			NOCIL Limited			Yasho Industries Limited		
	FY21	FY22	FY23	FY21	FY22	FY23	FY21	FY22	FY23	FY21	FY22	FY23
Revenue from operations <sup>1</sup>	4,352.98	6,128.30	7,845.76	5,465.40	8,928.70	8,953.70	9,246.60	15,713.10	16,165.70	3,594.36	6,126.61	6,715.52
Total Income <sup>2</sup>	4,404.05	6,230.47	7,941.88	5,481.70	8,948.70	8,986.80	9,393.80	15,751.90	16,228.10	3,695.21	6,229.87	6,825.95
EBITDA <sup>3</sup>	486.07	663.78	851.17	937.40	1,835.90	1,652.60	1,455.30	2,900.50	2,589.70	590.86	1,032.95	1,260.23
EBITDA Margin (%) <sup>4</sup>	11.17%	10.83%	10.85%	17.15%	20.56%	18.46%	15.74%	18.46%	16.02%	16.44%	16.86%	18.77%
PAT	287.99	431.26	567.93	531.30	1,243.30	1,001.20	884.10	1,761.10	1,491.50	214.77	522.86	678.68
PAT Margin (%) <sup>5</sup>	6.62%	7.04%	7.24%	9.72%	13.92%	11.18%	9.56%	11.21%	9.23%	5.98%	8.53%	10.11%
Operating Cash Flows	(73.46)	67.52	311.66	387.10	1,217.90	1,615.30	935.60	(302.20)	2,819.80	346.27	157.21	327.44
Net Worth <sup>6</sup>	1,084.77	1,476.58	1,998.86	2,265.40	3,409.70	4,393.80	12,847.30	14,452.10	15,521.30	789.31	1,730.51	2,379.56
Net Debt <sup>7</sup>	(136.22)	(39.59)	(421.51)	672.70	637.80	1,152.00	(2,188.60)	(2,507.10)	(2,761.10)	1,106.50	1,426.57	2,713.09
Debt Equity Ratio <sup>8</sup>	0.69	0.62	0.34	0.63	0.40	0.39	NM	NM	NM	2.03	1.02	1.33
ROCE (%) <sup>9</sup>	25.27%	25.83%	29.38%	25.58%	38.18%	24.10%	8.41%	16.72%	13.10%	20.48%	24.23%	19.16%
ROE (%) <sup>10</sup>	24.23%	30.64%	30.50%	23.45%	43.82%	25.66%	6.88%	12.90%	9.95%	27.21%	41.50%	33.03%

NM : Not Measurable

For notes, please see chapter titled "Basis for Offer Price" on page 122 of the RHP.

## 9. Weighted average cost of acquisition

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

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

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

There have been no secondary sale/acquisition of Equity Shares or any convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts) except 68,25,000 Equity Shares acquired by Vision Projects & Finvest Private Limited under a scheme of merger<sup>1</sup>, during the 18 months preceding the date of the Red Herring Prospectus, where

For further details, please see the chapter titled "BASIS FOR OFFER PRICE" beginning on page 122 of the RHP.

## THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

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

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"), provided that our Company in consultation with the Selling Shareholders and the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ten lakh rupees and up to ten lakh rupees; and (b) two third of such portion shall be reserved for applicants with application size of more than ten lakh rupees, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of non-institutional investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Banks under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, please see section titled "Offer Procedure" on page 367 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID and UPI ID (for UPI Bidders bidding through UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID and UPI ID available (for UPI Bidders bidding through the UPI Mechanism) in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs and Nils bidding through the UPI mechanism) as provided in the Bid cum 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 Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. 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 will be at the Bidders/Applicants' sole risk.

## ASBA\* Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund in the bank account. For further details, check section on ASBA. Mandatory in public issues. No cheque will be accepted.



UPI

UNIFIED PAYMENTS INTERFACE

ASBA has to be available by all the investors except Anchor Investors. UPI may be used by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 367 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as the Sponsor Bank for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail to: ipo.upi@npci.org.in.

UPI-Now available in ASBA for Retail Individual Investors and Non Institutional Investor applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be available by all the investors except Anchor Investors. UPI may be used by (i) Retail Individual Bidders in the Retail Portion; (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Offer Procedure" on page 367 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited has been appointed as the Sponsor Bank for the Offer, in accordance with the requirements of SEBI circular dated November 1, 2018 as amended. For Offer related queries, please contact the Book Running Lead Managers ("BRLMs") on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail to: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
<b>C-NTRUM</b> Centrum Capital Limited Level 9, Centrum House, C.S.T. Road, Vidyannagar Marg, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India Telephone: +91 22 4215 9000 E-mail: jgci ipo@centrum.co.in Investor Grievance E-mail: igmbd@centrum.co.in Website: www.centrum.co.in Contact Person: Sooraj Bhatia / Pooja Sanghvi SEBI registration number: INM00010445	<b>KEYNOTE</b> Keynote Financial Services Limited The Ruby, 7th Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400 028, Maharashtra, India Telephone: +91 22 6826 6000 E-mail: jgci.ipo@emkayglobal.com Investor Grievance E-mail: igmbd@emkayglobal.com Website: www.emkayglobal.com Contact Person: Pranav Nagar / Pooja Saravankar SEBI registration number: INM00011229	<b>KFINTECH</b> KFin Technologies Limited Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddy 500 032, Telangana, India Telephone: +91 40 6716 2222; Toll Free No.: 18003094001 E-mail: jgchemicals.ipo@kfintech.com Website: www.kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI registration number: INR000000221

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 33 of the RHP before applying in the Offer. A copy of the RHP has been made available on the website of SEBI at www.sebi.gov.in and is available on the website of the BRLMs, Centrum Capital Limited at www.centrum.co.in, Emkay Global Financial Services Limited at www.emkayglobal.com and Keynote Financial Services Limited at www.keynoteindia.net and the websites of the Stock Exchanges, for BSE at www.bseindia.com and for NSE at www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of our Company, J.G.CHEMICALS LIMITED. Telephone: +91 33 4014 0100. BRLMs: Centrum Capital Limited: www.centrum.co.in, Telephone: +91 22 4215 9000, Emkay Global Financial Services Limited: www.emkayglobal.com, Telephone: +91 22 6612 1212 and Keynote Financial Services Limited: www.keynoteindia.net, Telephone: +91 22 6826 6000 and Syndicate Members: Centrum Broking Limited: Tel: +91 22 4215 9000, Emkay Global Financial Services Limited: Telephone: +91 22 66121212 and Keynote Capital Limited: Tel: +91 22 6826 6000-3 and at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, SCSBs, Designated RTA Locations and Designated CDP Locations for participating in the Offer. Bid cum Application Forms will also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Anand Rathi Share & Stock Brokers Ltd; Almond Securities Ltd; Axis Capital Ltd, Dalal & Broacha Stock Broking Pvt Ltd; Finwizard Technology Pvt Ltd; HDFC Securities Limited, ICICI Securities Ltd, IDBI Capital Markets & Securities Limited; IIFL Securities Ltd, JM Financial Services Ltd, KJMC Capital Market Services Ltd; Kotak Securities Ltd, LKP Securities Limited, Mottal Oswal Financial Services Ltd, Nuvarma Wealth and Investment Limited (Edelweiss Broking Limited); Prabhudas Lilladher Pvt. Ltd; Pravin Rattal Share & Stock Brokers Ltd; Rikhav Securities Ltd; RR Equity Brokers Pvt. Ltd; SBICAP Securities Limited; Sharekhan Ltd, SMC Global Securities Ltd; SS Corporate Securities Limited; Yes Securities Ltd

ESCRROW COLLECTION BANK, PUBLIC OFFER BANK, REFUND BANK AND SPONSOR BANK: Axis Bank Limited and HDFC Bank Limited. | UPI: UPI Bidders can also Bid through UPI Mechanism.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Kolkata  
Date: February 28, 2024

J.G.CHEMICALS LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a red herring prospectus dated February 27, 2024 with the RoC. The RHP is made available on the website of the SEBI at www.sebi.gov.in as well as on the website of the BRLMs i.e., Centrum Capital Limited at www.centrum.co.in, Emkay Global Financial Services Limited at www.emkayglobal.com and Keynote Financial Services Limited at www.keynoteindia.net, the website of the NSE at www.nseindia.com and the website of the BSE at www.bseindia.com and the website of the Company at www.jgchem.com. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled "Risk Factors" beginning on page 33 of the RHP. Potential investors should not rely on the DRHP for making any investment decision and should only rely on the information included in the Red Herring Prospectus.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales are made. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. There will be no public offering of the Equity Securities in the United States.

For J.G.CHEMICALS LIMITED

On behalf of the Board of Directors

Sd/-

Swati Poddar

Company Secretary and Compliance Officer

## মোদির সভায় রাহুলের প্রচার

মুম্বই, ২৮ ফেব্রুয়ারি— বুধবার মহারাষ্ট্রের যবতমলের ভরি এলাকায় এক বিশাল জনসভা করলেন প্রধানমন্ত্রী নরেন্দ্র মোদি। স্বনির্ভর গোষ্ঠীর মহিলাদের সঙ্গে মিলিত হতেই প্রধানমন্ত্রীর এই সভা। স্থানীয় বিজেপি সূত্রে দাবি, দুই লক্ষেরও বেশি মহিলা এই সভায় যোগ দেন। এই উদ্দেশ্যে, এক বিশাল সভাস্থল তৈরি করা হয়েছে যবতমলে। এই সভা থেকেই বিদর্ভ এলাকার ১০টি লোকসভা কেন্দ্রের প্রচার করবেন প্রধানমন্ত্রী, এমনটাই মনে করা হচ্ছে। সভার আয়োজনে কোনও ক্রটি নেই। কিন্তু, মোদির সভায় এখন আলোচনার কেন্দ্রবিন্দু বিরোধী দলভাষা রাহুল গান্ধি। চারটি বিষয় এই সভাস্থল থেকেই রাহুলের প্রচার। তাও মোদির

সভায় থাকা চেয়ারের মাধ্যমে। এই সভায় এদিন প্রধানমন্ত্রী ছাড়াও উপস্থিত ছিলেন মহারাষ্ট্রের মুখ্যমন্ত্রী একনাথ শিন্ডে এবং দুই উপ-মুখ্যমন্ত্রী দেবেদ্র ফডণবীস ও অজিত পওয়ার। মন্ত্রিসভার আরও বেশ কয়েকজন সদস্যর এই সভায় উপস্থিত থাকতে দেখা যায়। ২০১৯ এবং ২০১৯ লোকসভা নির্বাচনের আগেও, যবতমলে বড় সভা করেছিলেন প্রধানমন্ত্রী মোদি। ২০২৪ লোকসভা নির্বাচনের আগেও সেই যবতমলেই সভা করতে আসছেন তিনি। প্রধানমন্ত্রী মোদির সভার জন্য ৯ লক্ষ ১০ হাজার বর্গফুট আয়তনের একটি সভাস্থল স্থাপন করা হয়েছিল। ওই জায়গায় প্রায় দুই লক্ষ চেয়ার ছিল। গল্প এই চেয়ারগুলিকে

নিয়েই। এই চেয়ারগুলিতেই দেখা যায় রাহুল গান্ধির স্টিকার অঁটা। রাহুল গান্ধির ছবির পাশে আবার একটা কুইক রেসপন্স কোডও রয়েছে, যেটি স্ক্যান করে কয়েকসেক তহবিল প্রদান করা যাবে। আর মোদির সভায় না থেকেও রাহুল গান্ধির এই উপস্থিতির কারণে আলোচনার কেন্দ্রে মোদির এই সভা। মোদির সভায় রাহুলের প্রচারে ব্যবহৃত চেয়ার দেখে স্বভাবতই সকলের চোখ ছাড়াবড়া। আসলে গল্পের পেছনে রয়েছে এক টিকাদার সংস্থা। সূত্রের খবর, এর আসে নাগপুরে কংগ্রেসের এক সভা ছিল। রাহুল গান্ধির স্টিকার লাগানো চেয়ারগুলি সেই সভায় ব্যবহার করা



হয়েছিল। নাগপুরে কংগ্রেসের সভায় যে টিকাদার সংস্থা চেয়ার সরবরাহ করেছিল, সেই একই সংস্থাকে মোদির সভায় চেয়ার সরবরাহের বরাত দেওয়া হয়েছে। টিকাদার সংস্থাটি নাগপুরের সভায় ব্যবহৃত চেয়ারগুলিও যবতমলে নিয়ে এসেছে। চেয়ারগুলি আনার আগে, চেয়ারগুলির উপরে রাহুল গান্ধির ছবির যে স্টিকারগুলি লাগানো ছিল, তা সরান হয়নি। আর এই কারণেই মোদির সভায় প্রচার করতে দেখা গেল রাহুলকেও। যবতমলের সভা থেকে বিদর্ভের ১০ লোকসভা কেন্দ্রের জন্য নির্বাচনী প্রচার মূল লক্ষ্য হলেও সূত্রে বেশ কয়েকটি উদমনমূলক প্রকল্পের উদ্বোধন করেন প্রধানমন্ত্রী নরেন্দ্র মোদি। পিএম কিষাণ প্রকল্পের মতো বেশ কিছু সরকারি প্রকল্পের সুবিধা বটন করা হয়। রাষ্ট্রীয় স্বয়ং সেবক সংঘের প্রতিষ্ঠাতা সভাপতি, পণ্ডিত দীনদয়াল উপাধ্যায়ের স্মৃতিসৌধের উদ্বোধনও হয়।

## মৃত্যু রাজীব গান্ধি হত্যা মামলায় অভিযুক্তের

দিল্লি, ২৮ ফেব্রুয়ারি - রাজীব গান্ধি হত্যা মামলায় সম্প্রতি মাঝখানবনের সাজা থেকে মুক্তি পাওয়া সাহান ওরফে সুখেনবিহারের মৃত্যু হল। তাঁর শারীরিক অবস্থার অনতি হওয়ায় চেম্বারের একটি সরকারি হাসপাতালে ভর্তি করা হয়েছিল। বুধবার চিকিৎসাধীন থাকাকালীন মৃত্যু হয় তাঁর। দীর্ঘদিন ধরে লিভারের অসুখে ভুগছিলেন সাহান। সাহান ছিলেন শ্রীলঙ্কার নাগরিক। কয়েক দিন আগে তাঁকে রাজীব গান্ধি গডমেন্ট জেনারেল হাসপাতালে ভর্তি করা হয়েছিল। সকাল ৭টা ৫০ মিনিটে হৃদরোগে আক্রান্ত হয়ে হাসপাতালেই মৃত্যু হয় তাঁর। এই খবর জানিয়েছেন চিকিৎসক ড. ডি খোরানিাজন। মৃত্যুকালে তাঁর বয়স হয়েছিল ৫৫।

CONCEPT