



# Infinion

## BIOPHARMA

### INFINION BIOPHARMA LIMITED

CIN: U51909GJ2018PLC100571

Our Company was incorporated as Glia Biopharmaceuticals Private Limited pursuant to a certificate of incorporation dated January 16, 2018 issued by the Registrar of Companies ("RoC") bearing registration number 100571. The name of our Company was changed from Glia Biopharmaceuticals Private Limited to Infinion Biopharma Private Limited vide Special Resolution dated February 22, 2018, consequently a fresh Certificate of Incorporation was issued on March 07, 2018. Subsequently, the status of our company was changed from Private Limited to Public Limited and the name of our company was changed to Infinion Biopharma Limited vide Special Resolution dated March 13, 2018. The fresh Certificate of Incorporation consequent to conversion of Company to Public Limited was issued by Registrar of Companies on April 6, 2018. For further details, please refer to the chapter "History and Certain Corporate Matters" beginning on page no. 128 of this Draft Red Herring Prospectus.

**Registered Office:** 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054.

**Tel No.:** +91 – 7948495060; **Email:** info@infinionbiopharma.com; **Website:** www.infinionbiopharma.com

**Contact Person:** Ram Shah, Company Secretary and Compliance Officer.

#### OUR PROMOTERS: GAUTAM BALL, VISHAL JAIN & GOVINDSINH CHAVADA

**INITIAL PUBLIC ISSUE OF UPTO 45,00,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF INFINION BIOPHARMA LIMITED ("IBL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] THOUSANDS ("THE ISSUE"). THE ISSUE WILL CONSTITUTE 30.10% OF THE FULLY DILUTED POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM"), CONSIDER A PRE-IPO PLACEMENT OF UP TO 7,00,000 EQUITY SHARES FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ [●] THOUSANDS ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE UNDERTAKEN PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE NUMBER OF EQUITY SHARES ISSUED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE ISSUE, SUBJECT TO THE MINIMUM ISSUE SIZE CONSTITUTING AT LEAST 25% OF THE POST-ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] AND AHMEDABAD EDITION OF THE GUJARATI DAILY NEWSPAPER [●] (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to Designated Intermediaries.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the "SEBI ICDR Regulations") and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, where in [●]% (not less than 75%) of the Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"), provided that our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. 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 (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, [●]% (not more than 15%) of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and [●]% (not more than 10%) of the Issue 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 Issue Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, on a proportionate basis, subject to applicable law. All potential Bidders other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RBIs using UPI Mechanism), in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For details, please see "Issue Procedure" on page no. 239 of this Draft Red Herring Prospectus.

#### RISK 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 and the Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price as determined and justified by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page no. 80 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor 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 the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (SEBI), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page no. 23 of this Draft Red Herring Prospectus.

#### COMPANY'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 Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinion or intentions, misleading in any material respect.

#### LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received an "in-principle" approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance under 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 up to the Bid/Issue Closing Date, please see "Material Contracts and Documents for Inspection" on page no. 272 of this Draft Red Herring Prospectus.

#### BOOK RUNNING LEAD MANAGER



**ARYAMAN FINANCIAL SERVICES LIMITED**  
60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg,  
Fort, Mumbai – 400 001  
**Tel:** +91 – 22 – 6216 6999  
**Email:** ipo@afsl.co.in  
**Website:** www.afsl.co.in  
**Investor Grievance Email:** feedback@afsl.co.in  
**Contact Person:** Vatsal Ganatra  
**SEBI Registration No.:** INM000011344

#### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED**  
1<sup>st</sup> Floor, Bharat Tin Works Building, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059  
**Tel:** +91 – 22 – 6263 8200;  
**Email:** ipo@bigshareonline.com;  
**Website:** www.bigshareonline.com  
**Investor Grievance Email:** investor@bigshareonline.com;  
**Contact Person:** Ashish Bhope  
**SEBI Registration No.:** INR000001385

#### BID / ISSUE PROGRAMME

**BID / ISSUE OPENING DATE : [●]**

**BID / ISSUE CLOSING DATE : [●]**

<sup>(1)</sup> Our Company may, in consultation with the BRLM, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with SEBI ICDR Regulations

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, directions, guidelines, circulars, notifications, clarifications or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.*

*The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, and the Depositories Act and the rules and regulations made thereunder.*

*The terms not defined herein but used in “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “Basis of Issue Price”, “History and Certain Corporate Matters”, “Our Group Companies”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Main Provisions of Articles of Association” and “Issue Procedure” beginning on pages 83,85, 122,80,128,154,158,212,259 and 239, respectively, shall have the meanings ascribed to such terms in these respective sections.*

#### General Terms

Term	Description
The Company / our Company / The Issuer	Infinion Biopharma Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054.
“we”, “us” or “our”	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries, on a consolidated basis.

#### Company related Terms

Term	Description
AoA/ Articles / Articles of Association	The articles of association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted on June 29, 2021 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), 2015
Auditors / Statutory Auditors	M/s Mahendra N Shah & Co, Chartered Accountants, being the current Statutory Auditors of our Company.
Board of Directors / Board	The Board of Directors of Infinion Biopharma Limited, including all duly constituted Committees thereof.
Chief Financial Officer	Chief financial officer of our Company is Lalit Bharati.
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ram Shah.
Director(s)	Director(s) of Infinion Biopharma Industries Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Companies	Companies (other than our Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “Our Group Companies” on page 154 of this Draft Red Herring Prospectus.
Independent Director(s)	The non-executive, independent director(s) on our Board appointed pursuant to the provisions of the Companies Act and the SEBI Listing Regulations. For details of our Independent Directors, see “Our Management” on page no. 133 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE040301017
Key Management	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI

<b>Term</b>	<b>Description</b>
Personnel / KMP	ICDR Regulations as disclosed in “ <i>Our Management</i> ” on page no. 133 of this Draft Red Herring Prospectus.
Materiality Policy	Policy adopted by our Company, in its Board meeting held on August 04, 2021, for identification of group companies, material creditors and material litigations.
MOA / Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on June 29, 2021 as our Company’s Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Promoter(s) / Core Promoter	The promoter of our Company are Gautam Bali, Vishal Jain & Govindsinh Chavada
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in “ <i>Our Promoter and Promoter Group</i> ” on page no. 149 of this Draft Red Herring Prospectus.
Registered Office	The Registered Office of our Company situated at 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054.
Registrar of Companies / RoC	Registrar of Companies, Ahmedabad at Gujarat situated at ROC Bhavan , Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013..
Restated Financial Statements	Restated Consolidated Financial Statements of our Company for the Financial Year ended March 31, 2021, 2020 and 2019 which comprises the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with Ind AS read with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted on June 29, 2021 as our Company’s Stakeholders’ Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
Subsidiaries	The subsidiaries of our Company as described in “ <i>History and Certain Corporate Matters – Our Subsidiaries</i> ” beginning on page 128

#### Issue Related Term

<b>Term</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Application Form.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue to successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottees	The successful Bidder to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period	One Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with

Term	Description
	the Book Running Lead Manager.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/ Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion Equity Shares which may be allocated by our Company in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidder to make a Bid authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism.
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an RII which is blocked upon acceptance of a UPI Mandate Request made by the RIIs using the UPI Mechanism.
ASBA Bid / Bid	An indication to make an offer during the Bid / Issue Period by a Bidder pursuant to submission of the Bid-cum-Application Form to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, 2018 and in terms of the Red Herring Prospectus and the Bid cum Application Form.
ASBA Bidder / Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form unless stated or implied otherwise.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “General Information” on page no. 53 of this Draft Red Herring Prospectus.
Banker(s) to the Issue	Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be, which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the chapter titled “Issue Procedure” beginning on page no. 239 of this Draft Red Herring Prospectus
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of Retail Individual Bidders Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investor and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Issue.
Bid cum Application Form / ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Bidders and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid / Issue Closing Date	Except in relation to any Bids received from the Anchor Investor, the date after which the Designated Intermediaries will not accept any Bids, and which shall be notified in all



Term	Description
	editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and the regional edition of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of the State of Gujarat, where the Registered Office of our Company is situated) and in case of any revision, the extended Bid Closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations, 2018 and also intimated to SCSBs, the Sponsor Bank and the Designated Intermediaries.
Bid / Issue Opening Date	Except in relation to any Bids received from the Anchor Investor, the date on which the Designated Intermediaries shall start accepting Bids, and which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and the regional edition of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of the State of Gujarat, where the Registered Office of our Company is situated).
Bid / Issue Period	Except in relation to any Bids received from the Anchor Investor, the period between the Bid / Issue Opening Date and the Bid / Issue Closing Date (inclusive of both days) during which prospective Bidders can submit their Bids, inclusive of any revision thereof in accordance with the SEBI ICDR Regulations 2018 and the terms of the Red Herring Prospectus. Provided however that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	Centers at which Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for CRTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centre	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA 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 ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue 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.
Collecting Depository Participant” or “CDP	A depository participant as defined under the Depositories Act, 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 Agents / CRTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI
Cut-off Price	The Issue Price, finalised by our Company in consultation with the Book Running Lead Manager, which shall be any price within the Price Band.  Only Retail Individual Bidders bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidders’ address, name of the Bidders’ father/husband, investor status, occupation and bank account details and UPI ID wherever applicable.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at

<b>Term</b>	<b>Description</b>
	<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml d=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml d=35</a> , or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ) and updated from time to time
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which funds are transferred from the Escrow Account and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, and the instructions are issued to the SCSBs (in case of RIBs using the UPI Mechanism, instructions issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated Stock Exchange	[•]
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated August 30, 2020 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda and corrigenda thereto
Eligible FPI(s)	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account	Account(s) opened with the Escrow Collection Bank(s) pursuant to the Escrow and Sponsor Bank Agreement
Escrow and Sponsor Bank Agreement	The agreement to be entered amongst our Company, the Book Running Lead Manager, the Bankers to the Issue and the Registrar to the Issue, in accordance with the 2018 Circular on Streamlining of Public Issues), for the appointment of the Sponsor Bank, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
First or Sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of join Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 the UPI Circulars and SEBI

Term	Description
	circular(SEBI/HO/CFD/DIL1/CIR/P/2021/47) dated March 31, 2021. The General Information Document shall be available on the websites of the Stock Exchanges, Global Coordinators and Book Running Lead Manager and the Book Running Lead Manager.
Issue	The initial public issue of up to 45,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each (including a securities premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Thousands. The Issue shall constitute 30.10% of the post-Issue paid-up Equity Share capital of our Company Our Company, in consultation with the BRLM, may consider the Pre-IPO Placement. If the Pre-IPO Placement is completed, the size of the Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Issue constituting at least 25% of the post-Issue paid up Equity Share capital of our Company.
Issue Agreement	The agreement dated August 04, 2021, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the Book Running Lead Manager on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Issue Proceeds	The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page no. 70 of this Draft Red Herring Prospectus.
Maximum RII Allottees	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, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Proceeds / Net Issue Proceeds	Proceeds of the Issue less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” beginning on page no. 70 of this Draft Red Herring Prospectus.
Non-Institutional Bidders	All Bidders including FPIs that are not Qualified Institutional Buyers or Retail Individual Bidders and who have Bid for Equity Shares for a cumulative amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs, QFIs other than Eligible QFIs)
Non-Institutional Portion	The portion of the Issue being not more than 15% of the Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FVCIs and FPIs
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/Issue Opening Date, in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●], and [●] edition of the Gujarati daily newspaper [●] (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the Book Running Lead Manager, will finalise the Issue Price.



Term	Description
Prospectus	The prospectus to be filed with the RoC after the Pricing Date in accordance with section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	A bank account to be opened under section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Issue Bank	The bank with which the Public Issue Account is opened for collection of Bid Amounts from Escrow Account and ASBA Account on the Designated Date, in this case being [●]
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not less than 75 % of the Issue consisting of [●] Equity Shares which shall be Allotted to QIBs (including Anchor Investors)
Qualified Institutional Buyers or QIBs or QIB Bidders	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	The bank which is a clearing member and registered with SEBI as a banker to an issue and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Book Running Lead Manager and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated August 04, 2021 entered amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Company	Purva Sharegistry India Private Limited.
Registrar to the Issue	Bigshare Services Private Limited
Retail Individual Investor(s) / RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Issue being not more than 10% of the Issue consisting of [●] Equity Shares which 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 Issue Price.
Revision Form	The form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can withdraw or revise their Bids until Bid/Issue Closing Date.
Self-Certified Syndicate Bank(s) or “SCSB(s)	The banks registered with SEBI, which offer services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the “list of mobile applications for

Term	Description
	using UPI in public issues” displayed on the SEBI website. The said list shall be updated on the SEBI website
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms From relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Sponsor Bank	The Banker(s) to the Issue registered with SEBI which is appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the sponsor bank in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited
Syndicate Agreement	Agreement to be entered into amongst our Company, the BRLM and the Syndicate Members, in relation to collection of Bids by the Syndicate
Syndicate Members	Intermediaries registered with SEBI who is permitted to carry out activities as an underwriter, namely, [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
UPI	Unified Payments Interface, a payment mechanism developed by the NPCI that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person’s bank account
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by an RII to make a Bid in the Issue in accordance the UPI Circulars to make an ASBA Bid in the Issue.
UPI PIN	Password to authenticate UPI transaction
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(zn) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

#### Technical / Industry related Terms

Term	Description
ABL	Aurum Biosciences Limited
ABLE	Association of Biotechnology Led Enterprises
ATI	Ansella Therapeutics Inc.
BIRAC	Biotechnology Industry Research Assistance Council
CMIE	Centre for Monitoring Indian Economy
CT scan	Computed Tomography scan
DBT	Department of Biotechnology
DSIR	Dept. of Scientific and Industrial Research

<b>Term</b>	<b>Description</b>
DST	Department of Science and Technology
EPO	European Patent Office
EPT	Estrogen Progesterone/Progestin Hormone Therapy
EU	European Union
FDA	Food & Drug Administrator
FRP	Financial, Real Estate and Professional services
Gm	Grams
GMP	Good Manufacturing Practice
GRAS ingredients	Generally Recognized As Safe ingredients
GVA	Gross Value Added
ICMR	Indian Council of Medical Research
IIP	Index of Industrial Production
IMF	International Monetary Fund
ISA	Indian Stroke Association
IUCSP	Indo-US Collaborative Stroke Program
MBI	Mobius Biomedical Inc.
Mg	Milligram
ml	Millilitre
MoHFW	Ministry of Health and Family Welfare
MoSPI	Ministry of Statistics and Programme Implementation
MRI	Magnetic Resonance Imaging
MRP	Maximum Retail Price
NIV	National Institute of Virology
OTC	Over-The-Counter
pH	Potential of Hydrogen
PLI	Production Linked Incentive
THTCB	Trade, Hotels, Transport and Communication services
tPA	tissue Plasminogen Activator
TRIPS	Trade Related Aspects of Intellectual Property Rights
UF/DF	Ultra-filtration / Di-filtration
USP	United States Pharmacopeia
USPTO	United States Patent and Trademark Office
VVA	Vulvovaginal Atrophy
WHO	Worlds Health Organisation

#### Conventional Terms / General Terms / Abbreviations

<b>Term</b>	<b>Description</b>
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Company Auditor's Report Order, 2016
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations,

Term	Description
	2012
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
De novo	From the beginning
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNI	High Networth Individuals

Term	Description
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering
ISIN	International Securities Identification Number
IST	Indian Standard Time
KM / Km / km	Kilo Meter
MCLR	Marginal cost of funds based on lending rate
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
No.	Number
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NR	Non Resident
NRE Account	Non Resident External Account
NRIs	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹ / INR	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time



<b>Term</b>	<b>Description</b>
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative 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, 2019, 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	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

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## CERTAIN CONVENTIONS AND PRESENTATION OF FINANCIAL

### Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India. In this Draft Red Herring Prospectus, our Company has presented numerical information in “Thousands” units. One Thousand represents 1,000.

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

### Financial Data

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. Certain additional financial information pertaining to our Group Companies is derived from their respective financial statements. The Restated Financial Statements included in this Draft Red Herring Prospectus are as at and for the Fiscals ended March 31, 2021, 2020, 2019 and have been prepared in accordance with Ind AS as prescribed under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 and the guidance notes issued by ICAI. For further information, see “*Financial Information*” beginning on page no. 158 of this Draft Red Herring Prospectus.

In this Draft Red Herring Prospectus, any discrepancies in any table between the 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.

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

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on page nos. 23, 108 and 202 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to the Indian Rupee, the official currency of India;
- “USD” or “US\$” are to the United States Dollar, the official currency of the United States; and
- “GBP” or “£” are to Pound Sterling, the official currency of the United Kingdom.

### Exchange rates

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

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

Currency	Exchange Rates as on March 31,		
	2021	2020	2019
1 USD	73.5047	75.3859	69.1713
1 GBP	100.9509	93.076	90.4756

(Source: RBI reference rate [www.fbil.org.in](http://www.fbil.org.in))

Note: In the event that March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.

## Definitions

For definitions, please refer the Chapter titled “*Definitions and Abbreviations*” on page no. 3 of this Draft Red Herring Prospectus. In the Section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page no. 259 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## Industry and Market Data

The chapter titled “Industry Overview” quotes and otherwise includes information from a commissioned report, prepared by CARE Advisory Research & Training Limited for purposes of this Draft Red Herring Prospectus (“Industry Report”). We have not commissioned any report for purposes of this Draft Red Herring Prospectus other than the one mentioned above. We commissioned CARE Advisory Research & Training Limited to provide an independent assessment of the opportunities, dynamics and competitive landscape of the markets in India for the business we are engaged in. Except for the Industry Report, market and industry related data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the chapter “*Risk Factors*” on page no. 23 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made based on such information.

In accordance with the SEBI ICDR Regulations, the chapter “Basis for Issue Price” on page no. 80 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. The Industry Report is subject to the following disclaimer:

“This report is prepared by CARE Advisory Research and Training Limited (CART). CART 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. CART 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. The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

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 CART.”

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## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and 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.

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.

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 industry in India in which our Company operates 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 overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify the new premises may adversely affect the operations, finances and profitability of the Company;
- Uncertainty regarding the Pharmaceutical market and prices, economic conditions and other factors beyond our control;
- Inability to identify or effectively respond to consumer needs, expectations or trends in a timely manner;
- Our ability to successfully implement our growth strategy and plans, and to successfully launch and implement various projects;
- Volatility of Loan interest rates and inflation;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities; and
- Failure to successfully upgrade our products and service portfolio, from time to time.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 23, 108 and 202 of this Draft Red Herring Prospectus, respectively.

Neither our Company, our Directors, our Promoters, the BRLM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.



## SECTION II – OFFER DOCUMENT SUMMARY

### A. a. Summary of Business

Infinion Biopharma is an innovation driven life sciences company that combines biophysics and engineering with traditional pharmacology and biochemistry to produce high-value, innovative products across a range of therapeutic areas. We have created a global scientific ecosystem with some of the best scientific minds in the world from multiple disciplines

Our vision is to introduce innovative treatment solutions in India at the same time as they are introduced to the developed world

We are engaged in the business of pharmaceutical licensing and commercialization of high-value, innovative products across a range of therapeutic areas, including:

- Formulation Technology
- Biotechnology
- Process Technology

For further details, please see “*Our Business*” on page no. 108 of this Draft Red Herring Prospectus.

### b. Summary of Industry

Biopharmaceuticals (Biopharma) are medicines produced in, extracted from, or semi synthesized from living organisms unlike traditional medicines which are produced through chemical synthesis. The biopharmaceuticals are very complex drugs which have enabled therapeutic treatments where there was no cure available.

Biopharma is the largest and one of the fastest growing segments of Indian Biotechnology industry. The Indian biotechnology industry which comprises of Bio-pharmaceuticals, Bio-agriculture, Bio-industrial and Contract Research/Bio-IT/Research is estimated to have a value of USD 70 billion in 2020.

For further details, please see “*Industry Overview*” on page no. 85 of this Draft Red Herring Prospectus.

### B. Our Promoters

The Promoters of our Company are Gautam Bali, Vishal Jain & Govindsinh Chavada.

### C. Size of the Issue

The Issue is an initial public offer of up to 45,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] per share aggregating up to ₹ [●] Thousands.

### D. Object of the Issue

Our Company intends to utilise the Net Proceeds of the Issue (“Net Proceeds”) of ₹ [●] Thousands for financing the objects as set forth below:

(₹ in Thousands)		
Sr. No.	Particulars	Amount
1.	Investment in Mobius Biomedical Inc.	1,10,000.00
2.	Acquisition of Licenses for Product Development of Skin Care and Women’s Health Products	2,75,000.00
3.	Working Capital Requirements	45,300.00
4.	Sales, Marketing and Distribution Expenses for setting up our geographical reach	16,860.00
5.	General Corporate Purposes <sup>(1)</sup>	[●]
<b>Total</b>		[●]

<sup>(1)</sup> To be determined on finalisation of the Issue Price and updated in the Prospectus. The amount utilised for General Corporate Purposes shall not exceed 25% of the Net Proceeds of the Issue.

#### E. Pre-Issue Shareholding of our Promoters and Promoter Group

The equity shareholding of our Promoters and the Promoter Group as on the date of this Draft Red Herring Prospectus and the percentage of pre-Issue equity share capital is set forth below:

Category of Promoters	Pre Issue	
	No. of Shares	As a % of Pre- Issued Equity
<b>1. Promoters</b>		
Gautam Bali	30,00,000	28.71%
Vishal Jain	23,84,995	22.82%
Govindsinh Chavada	3,39,995	3.25%
<b>Sub-Total (A)</b>	<b>57,24,990</b>	<b>54.78%</b>
<b>2. Promoter Group</b>		
Axon Healthcare Investment Limited	22,47,500	21.51%
<b>Sub-Total (B)</b>	<b>22,47,500</b>	<b>21.51%</b>
<b>Total Promoters &amp; Promoter Group Holding (A+B)</b>	<b>79,72,490</b>	<b>76.29%</b>

#### F. Summary of Restated Financial Statement

(₹ in Thousands)

Particulars	As at and for the years ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
Share Capital	1,04,505.00	99,905.00	75,475.00
Net Worth	1,70,090.56	82,572.39	69,740.50
Revenue (including Other Income)	68,987.06	-	-
Profit after Tax attributable to the owners of the Company	64,518.173	(13,697.46)	(3,635.15)
Basic and Diluted EPS	6.24	(1.71)	(0.66)
Net Asset Value Per Share (₹)	16.28	8.26	9.24
Total Borrowings	-	2,996.72	3,744.73

G. The Special Purpose Restated Financial Information does not contain any auditor qualifications requiring adjustments.

#### H. Summary of Outstanding Litigation are as follows

Summary of outstanding litigations where our Company, Promoters, Directors and our Subsidiaries are parties to certain legal proceedings:-

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in 000)
<b>I.</b>	<b>Litigations filed by our Directors</b>		
(a)	Direct Tax Matter	1	7,288,686

For further details, please see “*Outstanding Litigation and Material Developments*” on page no. 212 of this Draft Red Herring Prospectus.

I. In relation to risks involving our Company, please see “*Risk Factors*” on page no. 23 of this Draft Red Herring Prospectus.

#### J. Summary of contingent liabilities

The following is a summary table of our contingent liabilities as of March 31, 2021:

(₹ in 000)

Particulars	As at March 31, 2021
Nil	-
<b>Total</b>	-

For further information, please see “*Financial Information*” beginning on page no. 158 of this Draft Red Herring Prospectus.

#### K. Summary of related party transactions

The details of related party transaction as indicated in our Restated Financial Statements and also certified by our statutory auditors were as follows:

(₹ in '000)

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ins AS	
Investments	74,999.00	49.00	-
Consultancy Fees	-	4,000.00	-
Expenses / Reimbursement of Expenses	120.10	-	-
Salary paid or payable to Company Secretary	195.80	120.00	-
Advances / Loan Given	8,922.63	17,944.44	-
Repayment of Advances / Loan Given	23,967.07	400.00	-
Loan Taken	-	301.99	4,294.73
Repayment of Loan Taken	496.72	3,550.00	550.00

For further information, please see “*Annexure VI – Note 20 – Related Party Transactions*” beginning on page no. 192 of this Draft Red Herring Prospectus.

L. There have been no financing arrangements whereby our Promoters, Promoter Group, our Directors and their relatives (as defined in the Companies Act, 2013), have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

M. The weighted average price of acquisition of Equity Shares by our Promoters in last one year:

No Equity Shares have been acquired by any of our Promoters, in the one year preceding the date of this Draft Red Herring Prospectus.

N. The average cost of acquisition of Equity Shares by our Promoters is:

Name of the Promoter	Average cost (₹)
Gautam Bali	10
Vishal Jain	10
Govindsinh Chavada	10

#### O. Details of Pre-IPO Placement

Our Company may, in consultation with the Book Running Lead Manager (“BRLM”), consider a Pre-IPO Placement of up to 7,00,000 Equity Shares for an aggregate amount not exceeding ₹ [●] Thousands (“Pre-IPO Placement”). The Pre-IPO Placement will be at a price to be decided by our Company in consultation with the BRLM and will be undertaken prior to the filing of the Red Herring Prospectus with the ROC. If the Pre-IPO Placement is undertaken, the number of equity shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to the minimum Issue Size constituting at least 25% of the post-Issue paid up Equity Share Capital of our Company.

P. Other than as disclosed in “*Capital Structure*” on page no. 60 of this Draft Red Herring Prospectus, no Equity Shares have been issued by our Company for consideration other than cash as on the date of this Draft Red Herring Prospectus.

**Q. Split or consolidation of Equity Shares in the last one (1) year**

Our Company has not made any split or consolidation of its Equity Shares during the one (1) year preceding from the date of this Draft Red Herring Prospectus.

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page nos. 108 and 202 of this Draft Red Herring Prospectus respectively as well as other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Red Herring Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

#### **Materiality**

The Risk factors have been determined and disclosed on the basis of their materiality. The following factors have been considered for determining the materiality:

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

#### **Internal Risk Factors**

1. ***If we do not successfully develop or commercialise our new products in a timely manner, or if the products that we commercialise do not perform as expected, our business, results of operations and financial condition may be adversely affected.***

Our success depends significantly on our ability to develop and commercialise new products in a timely manner. The development and commercialisation processes are both time consuming and costly and involve a high degree of business risk. During these periods, our competitors may be developing similar products which we may be unaware of that could compete directly or indirectly with our products under development. Due to the prolonged period of time for developing a new product and delays associated with regulatory approval process, we may invest resources in developing products that will face competition of which we are currently unaware. Such unforeseen competition may hinder our ability to effectively plan the timing of our product development, which could have an adverse impact on our results of operations and financial condition.

Commercialisation requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards in the jurisdiction we supply to. Further, developing and commercializing a new product is time consuming, costly and subject to numerous factors, including: the ability to develop new products in a timely manner in compliance with regulatory requirements, the ability to correctly anticipate customer needs, delays or unanticipated costs, ability to scale up manufacturing methods to successfully manufacture commercial quantities of products in compliance with regulatory requirements, and sourcing of, or captive production, of key raw materials.



Our products currently under development, if and when fully developed and tested, may not perform as we expect, or necessary regulatory approvals may not be obtained in a timely manner, or at all, and we may not be able to successfully and profitably produce and market such products. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all. To develop our product pipeline, we commit substantial time, efforts, funds and other resources for R&D. Our investments in new product launches and R&D for future products could result in higher costs without a proportionate increase in revenues or profits, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

**2. *We have a history of net losses in our previous financials, we anticipate increased expenses in the future, and we may not be able to achieve and maintain profitability.***

We have incurred net losses for the last two out of three years, including a restated total comprehensive income/(loss) of ₹ (13,697.46) thousands and ₹ (3,635.15) thousands in FY 2020 and FY 2019, respectively. Though we have achieved profitability in the FY 2021, we may not achieve or maintain profitability in the future. Because the market for our products and services is evolving, it is difficult for us to predict our future results of operations or the limits of our market opportunity. We expect our operating expenses to increase as we hire new marketing personnel, incur expense on product development and also in acquiring offices in various regional locations to aid in our marketing endeavours and make new investments in global technology and R&D companies. These initiatives may be more costly than we expect and may not result in increased net revenue. In addition, when we become a listed company, we will incur additional significant legal, accounting, and other expenses that we did not incur as an unlisted company. Any failure to increase and generate further our net revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving or maintaining profitability or positive cash flow on a consistent basis in future periods. If we fail to achieve or maintain profitability, our business, results of operations, cash flows and financial condition could be adversely affected. We cannot assure you that we will ever achieve or sustain profitability and may continue to incur significant losses going forward. Any failure by us to achieve or sustain profitability on a consistent basis could cause the value of our Equity Shares to decline.

Further, our subsidiaries have also incurred losses for the past few fiscal years. To continue their operations, they may need financial support in the form of debt or equity from their shareholders, including our Company. There is no certainty that they will become profitable, or be able to raise adequate capital to continue their operations or meet their obligations. If these subsidiaries or associates do not become profitable, and are not able to raise capital either through debt or equity, their operations may be affected.

**3. *We are significantly dependent upon third party contract manufacturers for the product development as well as further manufacture of our licensed products.***

The technology licenses for product development acquired from Ansell consists of an innovative formulation which needs to be developed into a cream which can be available to the consumers through pharmacies and other general stores. The product development is an important stage for any pharmaceutical innovation as its aim is to design a quality product and its manufacturing process to consistently deliver the intended performance. We have entered into a Supply Agreement dated July 22, 2021 (“Supply Agreement”) with Axcentria Pharmaceutical LLC, a USA based contract manufacturer for the product development and manufacturing of the skin care related Diaper Rash product. Similarly, we have entered into a Master Development and Manufacturing Services Agreement dated July 01, 2021 (Development Agreement) with Encube Ethicals Pvt. Ltd. for the product development and manufacturing of the women’s health related VVA product. According to the Supply Agreement and the Development Agreement, the entire process of product development and thereafter the manufacturing of the product, will be carried out by the respective third party contract manufacturers.

We cannot guarantee that we can monitor the product development and the manufacturing processes of our product with 100% satisfaction and thus we face the risk of lack of control over our product to the extent of the production strategies, manpower, materials, etc. Though the respective agreements lay down specific points for production processes, manpower, liability, material quality, etc, we cannot guarantee that we will be able to control the adherence of the same at all times. Through their actions, we may be liable for the quality of our products for the entire duration of the shelf life of the product and are exposed to claims resulting from quality control issues including manufacturing defects or negligence in storage or handling, which may lead to the deterioration of our products. The products that are manufactured by our third party contract manufacturers are also subject to risks such as contamination, adulteration and product tampering during their production, transportation or storage. Defects, if any, in our products could lead to rejection of supplied products and consequential financial claims. We cannot control the quality of our products if the contract manufacturers do not follow the proper procedures as laid

down by the respective agreements. If the product quality is compromised due to any lack on part of the contract manufacturer, or due to an unwilling error, the quality and efficacy of the product may be diminished, leading to bad reputation, loss of customer base and also may lead to legal proceedings. We also face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. Further, while we seek to conform our products to meet a variety of contractual specifications and regulatory requirements, there can be no assurance that product liability claims against us will not arise, whether due to manufacturing lacks, product malfunctions, defects or other causes. The existence, or even threat, of a major product liability claim could damage our reputation, which may adversely affect our business, results of operations and financial condition.

Further, the contract manufacturers are required to meet stringent quality standards and specifications for manufacturing and storage of our products. The contract manufacturers are required to obtain a host of government and regulatory approvals for the production activity and also periodically renew them in order to maintain a continuity of their operations. If they are unable to obtain any approvals vital for the production of our products or inability to renew such approvals / licenses upon its expiration may significantly impact their ability to manufacture our products. We may have to stop our marketing activities and/ or lose our customers due to lack of availability of our products. We cannot guarantee that in case of the aforesaid event, we will be able to find a replacement for our manufacturing activity in a timely manner or at all, or on terms and conditions, including pricing criteria, as acceptable to us. Any change in terms, costs, pricing, etc. may impact our overall cost of production and we may not be able to pass on such increased cost to our customers, resulting in reduced margins or losses, adversely affecting our financial condition.

Ideally the contract manufacturers undertake similar projects for various pharmaceutical companies and once a new technology or innovative product is developed by a third party, we face the risk of data leak to competitors. Though our agreements with Axcentria and Encube have stringent clauses for protection of intellectual property and its dissemination, we cannot guarantee that on a micro level, there will not be any leaks. If the patented formulations are leaked, then the product licenses acquired by us will no longer be a unique product in the market and we may have to face direct competition. Further, our third party manufacturers may also favour our competitors due to better terms and our manufacturing activity may be significantly impacted, including the quality issues discussed above.

The product development and contract manufacturing of our products under the aforementioned agreements signify that we need to maintain cordial relations with our contract manufacturers. If there is any disagreement between us, it may impact our business relations, trust and manufacturing activity. Any dispute may result in halting or termination of the agreements and we may not be able to replace such manufacturers' in a timely manner, or at all. Also, in maintaining cordial relations, we have to agree to various terms proposed by our contract manufacturers, some of which may not be in our best interests, which may lead to unwanted expenses, costs and compromise, thus adversely affecting our business operations, reputation and financial condition.

**4. *Our business is working capital intensive. If we are unable to generate sufficient cash flows to allow us to make required payments for creditors and expenses, there may be an adverse effect on our results of operations.***

We are currently developing a skin care product and a women's health product which we intend to commercialise in the Indian market. The developed products will be manufactured on a contractual basis by third party contract manufacturers. According to the agreed terms of manufacture and supply with such contract manufacturers requires us to make a significant amount of advance payment to these contract manufacturers for materials, utilities, manpower, etc. Also, the remaining payment to the contract manufacturer will be required to be made immediately upon delivery of goods. Conversely, our products being in the nature of OTC pharmaceutical products will be distributed to a large number of wholesalers and retail pharmacies, wherein, we expect to extend a sufficient credit period. Considering the above, we believe that a major portion of our working capital will be utilised towards debtors and inventory. As per our management estimate, our debtors turnover period is expected to be approximately 90 days whereas, our creditors for outsourced manufacturing and expenses is expected to approximately 15 days.

Further, the results of operations of our business are also dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate consumer demand for our product, its lifecycle and the supply requirements. If our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Our inventory is also subject to expiry and any occurrence of expired unsold inventory will render our inventory worthless, which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers including small dealers, stockists & retailers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in working capital borrowings and, consequently, incurring finance cost which will adversely impact our profitability.

**5. *If our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.***

Our revenue generation is significantly dependant on our ability to accurately predict market acceptance of our innovative skin care treatment & women's health treatment products. Even if we are able gauge the market for our products with a degree of certainty, our ability to capitalise on such market opportunity depends, among others, on our execution capability, our ability to retain, maintain & enter into distribution arrangements, our ability to maintain customer satisfaction, our ability to mobilise sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, availability of cheaper imported / domestic products / brands, competition within each product category from players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in executing our business strategies.

Our development and commercialisation strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures and may subject us to new or increased risks. We may not be able to efficiently or effectively implement our growth strategies or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business. For e.g. our strategy to invest in new technology based companies across the globe and also leveraging the product licenses from such investee companies is dependent on our ability to identify, evaluate and negotiate with the potential companies having promising research and executable product plan. Pharmaceutical and biotech companies may not always be successful in their R&D efforts and the investment made by such company in their R&D activities may not reap the desired outcome. Our strategy to augment our capital appreciation and also be part of commercialising the new product in India may not materialise in the manner we intend to, resulting in losses, reduced revenue & profitability which may further affect our future growth and financial performance.

Further, if the estimates or assumptions used in developing our strategic plan vary significantly from actual conditions, our sales, margins and profitability could be impacted. For instance, our estimate of Indian women suffering and seeking treatment for post-menopausal problems may not materialise in the same numbers mainly due to reservation of the Indian culture to come out with these issues. This may result in wrong estimation of the target market, regional targets, revenue targets, etc. and these wrong estimations may affect our contract manufacturing batches, its cost and production schedules. Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

**6. *We are bound by the terms of the License Purchase agreement for our proposed products due to which we may face limitations in our ability to commercialise the same to its full potential and also face issues with pricing limitations and renewal terms***

We are a research and development focused life sciences company engaged in marketing high-value, innovative products across a range of therapeutic areas. We currently have acquired the rights to commercialise two products developed by Ansella Therapeutics Inc. ("ATI"), a USA based R&D and Technologies Company. Our Company has entered into a license purchase agreement dated July 01, 2021 with ATI for acquiring the license for its skin care and women's health product in the Indian market. Further, our Company, under the aforesaid license agreement has agreed to develop the product according to the Indian markets and introduce the same in the Indian markets as pioneer products due to their unique formulations. Accordingly, we are bound by the terms of this agreement in relation to the product development, manufacture, royalty, pricing and other related matters.

Though, the terms of the agreement provide us with an exclusive license for the Indian market for a period of 10 years, the agreement can be terminated on any default on our part of any of its agreed terms. The terms of the agreement require payment of Royalty for the duration of the agreement and any failure to do so in the stipulated time, might result in termination of the agreement. Also, under the terms of the agreement, we are subject to a periodic reporting and audit submission to ATI regarding the products obtained on license. Any failure to do the above may result in a termination of the agreement and we may lose the right to market the products in India, adversely affecting our business operations and financial results.

Also, during the product development stage and the manufacturing thereafter, we are bound by the agreement to maintain the product quality and the innovative properties consistent in the product. Any error / deviation in the development of the product from the original patent obtained by Ansella, may render the agreement void and we may not be able to commercialise the product under the said agreement. Further, we are also bound by the confidentiality clause under the said agreement for a period of six (6) years after the duration of the agreement, which if violated, may result in early termination.

There can be no assurance that there none of the above mentioned terms will not be violated or misinterpreted and that we will be able to continue to enjoy the rights as a licensee of the products for the duration of the agreement. Further, if Ansella does not renew the agreement after the expiry of the initial terms, we may have to abruptly cease marketing of such products, adversely affecting our business operations and financial results.

**7. *The property used by the Company for the purpose of its operations is not owned by us. Any termination of the relevant lease or leave and license agreement in connection with such property or our failure to renew the same could adversely affect our operations.***

We currently operate for a single location, which serves as our registered office, located at 407 Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380 054 and the same is not owned by us. This office is owned by one of our Directors and his relative and has been acquired by us on a short to medium term rental basis. Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Any termination of the lease and/or rental deed in connection with this property or our failure to renew the same, and upon favourable conditions, in a timely manner or at all could adversely affect our operations. For details regarding properties taken on lease refer the Section titled “*Properties - Our Business*” beginning on page no. 108 of this Draft Red Herring Prospectus.

Also, the owners of the above property have also leased part of the office to other Companies including our promoter group entities. A shared office presents certain issues like lack of privacy and space constraints. If the owners decide to allot bigger space to other entities, we may not be able to operate freely and conveniently causing operational hindrances. Also, if the owners decide to rent the entire office to other entities, due to better rent offer or any other reason, we may not be able to find a replacement office in a reasonable timeframe, on terms favourable to us or at all.

Further, as we intend to have a PAN India marketing network for our licensed products, we will be required to have additional offices in some of the major locations across the Country. We cannot guarantee that we will be able to obtain the offices in geographically important locations and on favourable terms, or at all. Inability to obtain the offices may delay / hinder the marketing of our products in specific regions, resulting in loss of a customer base, stoppage of our business operations and will also adversely affect our financial results.

**8. *Our product development may not be as successful as we expect or at all, resulting in failure to commercialise the products.***

We are engaged in the business of pharmaceutical licensing and commercialisation of products which have acquired licenses for from Ansella Therapeutics Inc. (“ATI”). ATI has patented new technology and also created an innovative formulation for cream, which are used in skin care treatment for Diaper Rash and for women’s health problem pertaining to VVA. These patented formulations need to be developed to create a stable formulation and a consistent manufacturing process, such that the product manufactured in each batch delivers the same and intended performance. We cannot guarantee that the product development will be successful and that we will be able to create a marketable product. The successful development of our products involves various parameters that need to be in the perfect combination and concentration like the pH levels, the patented formulation, preservative content, residual solvent content and viscosity, to name a few. If any of these and other factors are not formulated in its intended manner, the product might not be able to sustain or provide treatment for the intended problem or cause side-effects harmful for the consumer.

Further, we will be incurring substantial cost, the amount for which is being proposed to be raised from the proceeds of this Net Issue. If the development process is unsuccessful, the expenses incurred will be unrecoverable as the products will be commercialised. We may have to shelve the product or arrange for additional funding for further research and development process. Our revenue generation from these products is dependent on the success of the product development.

Also, the product development process may take more time than our initial estimate and the resultant delay may result in emergence of direct competition or a loss of a market opportunity. We will not be able to capture our intended market share and due to competitor products claiming similar benefits from their products. Any delay in or inability to successfully develop the product may adversely affect our business operations, results of operations and financial condition.

9. ***Our Company has entered into Related Party Transactions and may continue to do so in future also, which may adversely affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins. Further, these related party transactions also include that of license purchase or investment in the normal course of business.***

Our Company has entered into related party transactions with our Promoters, Directors and Group Companies aggregating ₹ 66,910.67 thousands for the year ended March 31, 2021 as per the Consolidated Restated Financial Information. Further, the details such transactions for the last three (3) years are as given below:

(₹ in '000)

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ins AS	
Investments	74,999.00	49.00	-
Consultancy Fees	-	4,000.00	-
Expenses / Reimbursement of Expenses	120.10	-	-
Salary paid or payable to Company Secretary	195.80	120.00	-
Advances / Loan Given	8,922.63	17,944.44	-
Repayment of Advances / Loan Given	23,967.07	400.00	-
Loan Taken	-	301.99	4,294.73
Repayment of Loan Taken	496.72	3,550.00	550.00

We have entered into a License Purchase Agreement with our Group Company for marketing their innovative pharmaceutical products in India and also have entered into Stock Purchase Agreements with our Group Companies for investment and funding their biopharmaceutical & pharmaceutical technology research. We believe that we may continue to do so in case of lucrative opportunities and innovative products. We cannot be assured that we shall be able to adopt necessary measures for mitigating any conflicts arising and hence the same if not managed well, could adversely affect our results of operations and financial condition.

While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will continue to be at arm's length basis and will not have an adverse effect on our financial condition and results of operation. For details, please refer to "Annexure VI – Note 20 - Related Party Transactions" on page no. 192 of this Draft Red Herring Prospectus.

10. ***There is an outstanding litigation proceeding filed by one of our Directors.***

There is an outstanding litigation proceeding filed by one of our Directors in relation to a certain taxation matter. The summary of the outstanding litigation proceeding involving our Director is set out below.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in 000)
<b>I.</b>	<b>Litigations filed by our Directors</b>		
(a)	Direct Tax Matter	1	7,288,686



*\*To the extent quantifiable excluding interest and penalty thereon*

For further information, see “*Outstanding Litigations and Material Developments*” beginning on page 212.

There can be no assurance that the litigation will be decided in favour of our Director and consequently it may divert the attention of our management and there could be a material adverse effect on our business and results of operations.

- 11. *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 our Company has either received, applied for or is in the process of application or will be applied at the relevant time. Further, in the future, we may also be required to obtain new licenses, registrations and approvals for any proposed or upcoming products or projects, including any expansion of existing projects. There can be no assurance that the relevant authorities will approve and/or 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 we cannot assure that we will 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. Failure by us 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 operations and may have a material adverse effect on our business. Further, as on date of this DRHP, our Company has not applied for License to sell, stock, exhibit or offer for sale or distribute drugs other than those specified in Schedules C, C (1) and X under the Drugs and Cosmetics Rules, 1945 framed under the Drugs and Cosmetics Act, 1940, as in the view of the Company, the products proposed to be sold and marketed are still in the development stage, and the requirement for making such application will only be attracted once the Company reaches commercialization of the product stage. However, there can be no assurance that the relevant authority may hold that such license ought to have been obtained at the product development stage itself and the Company may be subjected penal action under the Drugs and Cosmetics Act, 1940 and the rules framed thereunder and the same may have an adverse impact on the Company’s prospects and business plans. For further details on the licenses obtained by us and licenses for which renewal and other applications have been made, please see the chapter titled “*Government and Other Key Approvals*” beginning on page 218.

- 12. *Our funding requirements and deployment of the Issue Proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company’s management will have flexibility in utilizing the Proceeds from the Issue.***

Our Company intends to primarily use the Net Proceeds from the Issue towards the objects described in detail in the chapter, “*Objects of the Issue*” on page no. 70 of this Draft Red Herring Prospectus. The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates and have not been appraised by any bank, financial institution or any other external agency. Also, in terms of Regulation 41 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Fresh Issue size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company’s management regarding the application of the Net Proceeds from the Issue.

Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management. The deployment of the funds towards the objects of the Issue is entirely at the discretion of the Board and our Board will monitor the utilisation of Net Proceeds through its Audit Committee. Our Company will disclose the utilisation of the Net Proceeds under a separate head along with details in its balance sheet until the Net Proceeds remain unutilised, clearly specifying the purpose for which the Net Proceeds have been utilised. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our operational and financial performance. Additionally, various risks and uncertainties, including those set forth in this section “*Risk Factors*”, may limit or delay our Company’s efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.



Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the Objects of the Issue, at a price and manner as specified in the SEBI ICDR Regulations. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoters or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

***13. Any adverse change in regulatory requirements governing the products proposed to be marketed by us, may adversely impact our business, prospects, results of operations and financial condition.***

The products proposed to be contract manufactured by a contract manufacturer and thereafter, marketed and sold by us are presently falling under the category of the over-the-counter (OTC) or non-prescription products in respect of which no prescribed prescription is required under the Drugs and Cosmetics Act, 1940 and the rules framed thereunder or any other applicable regulation and therefore, can be marketed and sold without a prescription. Regulatory requirements with respect to our OTC products maybe subject to change. An adverse change in the laws governing the nature of our products, or laws governing the products categorised as OTC products, may have an adverse impact on our operations. We may be required to alter our distribution channel and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our such OTC products. The reach of our products may also be restricted owing to our products no longer being easily accessible in the OTC marketplace in the event they are no longer categorised as OTC products and consequently distribution channels available to OTC products may no longer be available to our products. We cannot assure you that we will be able to comply with such changes or additional regulatory requirements. There is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, loss of operations, loss of demand by our consumer which may adversely impact our business, prospects, results of operations and financial condition.

***14. Any delay in production at, disruption or shutdown of our manufacturing facility of our contract manufacturers could adversely affect our business, results of operations and financial condition.***

Our business operations are significantly dependent on our contract manufacturers' facilities. The facility for Axcatria Pharmaceuticals LLC is located at Bucks County, Pennsylvania, USA, while the facility for Encube Ethicals Pvt. Ltd. is located at Goa, India. The success of the manufacturing activities of our contract manufacturers depends on, among other things, the continued functioning of their manufacturing processes and machinery, the productivity of their workforce and compliance with regulatory requirements. Any interruption at their manufacturing facility, including on account of natural or man- made disasters, workforce disruptions, industrial accidents, fire, failure of plants and machinery and cancellation, revocation, non-renewal or non-grant of regulatory approvals, could delay the production schedules of our product or require them to shut down the affected manufacturing facility. The shutdown of their facility could result in stoppage of production of our product leading to us being unable to meet the supply commitments to wholesalers and retail pharmacies, which will have an adverse effect on our business, results of operation and financial condition. In addition, the contract manufacturing business operates in a highly regulated industry and may also be subject to manufacturing disruptions due to delays in receipt or renewal of regulatory approvals, which are country-specific and may require their manufacturing facility to limit or cease production until the required approvals are received or renewed, as the case may be, or disputes concerning these approvals are resolved, eventually resulting in halting production of our products.

Further, any significant malfunction or breakdown of their machinery may entail significant repair and maintenance and cause delays in their scheduled operations. They may also be required to carry out planned shutdowns of their facilities for maintenance, statutory inspections, and testing, or may shut down certain facilities for their capacity expansion and equipment upgrades. Any material interruption at these manufacturing facilities could reduce our ability to procure and supply our products in a timely manner, which could affect our business, prospects, results of operations and financial condition.

Also, any significant social, political or economic disruption or natural calamities or civil disruptions in the locations where the respective manufacturing facilities are situated, or changes in the policies by the Government of the respective Countries or that of the particular State, could require them to alter the production schedules and the terms of our agreement which would disrupt our product's production timeline. Inability to maintain a regular supply of our products, may lead to pharmacies promoting competitor products and loss of market share, which would in turn affect our results of operations and financial condition.

**15. *Our investment business may not always prove to be successful and we may incur losses of part or full extent of our investment. Also, the investments made by us may not provide the intended leverage for our pharmaceutical marketing business which would in turn affect our operations and financial conditions.***

Our Company pursues new technology in pharmaceutical & biotechnology globally and has invested substantially in such technological developments. These investments are made at the base level with an intention to gain a large capital appreciation upon success of the R&D efforts of such company. Though, in the past one of our investments has proven to be successful, we cannot guarantee that we will continue to have successful investments in future. Our investment in UK biopharmaceutical based company, Aurum Biosciences Limited (“ABL”) has given us more than 250% (unrealised) gains as on March 31, 2021 within a period of 6 months. This was mainly due to the success that ABL achieved in its research on a novel oxygen carrier and proprietary software for use with MRI, initially for Acute Ischaemic Stroke. As per valuation report dated July 13, 2021 issued by Jainam P. Shah, Registered Valuer (Reg. No. - IBBI/RV/06/2019/11722), the fair value of our investment had a market value of approximately ₹ 90,023.15 thousands. We cannot guarantee that our other investments in Ansell Therapeutics Inc. (“ATI”) will reap us similar benefits.

Further, we are also proposing to invest in Mobius Biomedical Inc., which is currently working on developing proprietary equipment & a de novo, end-to-end process for biopharmaceutical manufacturing. The R&D activities of these companies may not be successful as intended and hence on account of the delay and increased cost, their valuations may decline or if the respective companies decide to abandon their R&D activities, we may lose our entire investment.

With the above investment, we intend to not only reap benefits of our investments but also be a stakeholder in the new technology. Due to our stake in ATI, we have been able to acquire the license for marketing their patented and innovative products in the India, giving us a definitive first mover advantage. We expect to acquire similar licenses and / or marketing rights for the technologies being researched by the other companies where we have or are proposing investments. If our investments decline due to unsuccessful R&D outcome, besides, losing our invested funds, we may also not be able to acquire product / technology licenses, all of which may adversely affect our future business operations and financial condition.

**16. *We can not guarantee that our past, current and Future endeavours in commercialising business proposals will be successful.***

We are a research and development focused life sciences company engaged in marketing high-value, innovative products across a range of therapeutic areas and we also pursue new technologies in pharmaceutical & biotechnology for investment and other business strategies. We cannot assure you that we will be able to execute the envisaged strategy successfully and that we will be able to commercialise the product for which licenses are acquired. For e.g. In the FY 2019-20, our Company had planned to contract with a USA based medical technology company. However, due to unforeseen pandemic related nationwide shutdown we did not pursue the transaction further and did not incur any costs related to this transaction. We cannot guarantee that our future investment and business agreements will be executed in its entirety. We may continue to incur substantial costs for evaluating, valuing and other expenses including incentives and commissions, for pursuing new business avenues, which in the absence of successful execution, result in sunk costs and adversely affect our profitability and financial condition.

**17. *Termination or non-renewal of Supply / Development Agreements or any material modification to the existing terms under such agreements adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.***

We have entered into a Supply Agreement dated July 22, 2021 (“Supply Agreement”) with Axcentria Pharmaceutical LLC, a USA based contract manufacturer for the product development and manufacturing of the skin care related Diaper Rash product; and have also entered into a Master Development and Manufacturing

Services Agreement dated July 01, 2021 (Development Agreement) with Encube Ethicals Pvt. Ltd. for the product development and manufacturing of the women's health related VVA product. Pursuant to these agreements, Axcentria and Encube will carry out the development of the products and also manufacture these products on batch scale thereafter. Both these agreements are for a fixed term and may be renewed, at the discretion of the manufacturers, for successive terms as mentioned in respective agreements.

Under the Agreements entered, the manufacturers are entitled to terminate such agreements by providing written notices. Additionally, under circumstances of any material breach, the manufacturers have the right to unilaterally terminate such agreements with immediate effect or a very short notice period. In the event that our manufacturers exercise their right to terminate these agreements whether on the occurrence of any such aforesaid events or otherwise, or, on expiry of the term of such agreements, or in the event the manufacturers are unwilling to renew such agreements or imposes terms less favourable to us than existing terms, it may materially and adversely affect our ability to carry on our business operations and our future financial performance.

**18. *Any recall of our products could adversely affect our business, prospects, reputation and results of operations.***

Defects, if any, in our products could require us to undertake product recalls whether voluntary or in compliance with order of a regulatory authority. We may be required to expend considerable resources in undertaking such recalls and the demand for our products could be adversely affected. We have ongoing obligations to the regulatory authorities in the markets we operate, both before and after a product's development, approval and commercial release. These regulatory authorities may at any time audit the manufacturing facility of our contract manufacturer or the efficacy of our final products based on newly developed scientific knowledge or other factors. Such assessments may result in such regulatory authorities amending or withdrawing our existing approvals, if any, to manufacture and market our products in certain jurisdictions, which may also entail us having to recall our products from the relevant markets. We cannot assure you that we will not experience any product recalls for the products being developed by us through our contract manufacturers and if such an event occurs, our business, prospects, reputation and results of operations will be negatively affected.

**19. *Name of one of our Promoter and our non executive independent director has mismatch in Government identification documents this anomalously could affect our ability to raise funds.***

Name of one of our Promoters Non-Executive Director Govindsinh Chavada and our Non – Executive Independent Director Nirali Solanki has been different in different Government Identification Documents, this anomalously could delay the process of Due Diligence of the future investor/landor hence delay our ability to raise funds.

Govindsinh Chavada's name is spelled as "Govindsingh Chavada" in PAN and in UK Driving License, Adhaar Card and Passport issued by the Government of United Kingdom of Great Britain and Northern Ireland it is spelled as "Govindsinh Chavada", We have mentioned his name as "Govindsingh Chavada" for the purpose of disclosure in this Draft Red Herring Prospectus and he is process of applying for rectification of such anomalously in PAN.

Nirali Solanki's name is spelled as "Niraliben Solanki" on MCA website and in all other Government identification documents such as Aadhar Card and PAN it is spelled as "Nirali Solanki", We have mentioned her name as "Nirali Solanki" for the purpose of disclosure in this Draft Red Herring Prospectus and she is process of applying for rectification of such anomalously on MCA Website.

However, the above mentioned anomalously could delay the process of Due Diligence of the future investor/landor hence delay our ability to raise funds.

**20. *Our success depends heavily upon our Promoters and Senior Management for their continuing services, strategic guidance and financial support.***

Our success depends heavily upon the continuing services of Vishal Jain, Govindsinh Chavada and Gautam Bali who are the natural person in control of our Company. Vishal Jain currently serves as our Non-Executive Director and his experience and vision has played a key role in negotiating and obtaining investments and product licenses of innovative pharmaceutical technology products. Govindsinh Chavada, being a medical professional and our Non-Executive Director, has played a pivotal role in evaluating and interpreting new biopharmaceutical and pharmaceutical technology so as to enable us to make an informed business strategy. Further, Gautam Bali is our Chairman and Non-Executive director and plays an important role in advising us regarding our marketing and distribution network. We believe that our relation with our Promoters, who have rich experience in setting up businesses, developing biopharmaceutical and related technology based products, managing customers and

handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the setting up and growth of our business and is closely involved in the overall strategy, direction and management of our business. Further, our Promoters have also promoted other companies / firms / ventures and may continue to do so. If they divert their attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our Promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

Further, we also depend significantly on our Executive Director and our Key Managerial Persons for executing their day to day activities. If our Promoters / Directors or any member of the senior management team is unable or unwilling to continue in his present position, we may not be able to replace him easily or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

In addition, we depend on our Directors / Promoters in establishing business relations mainly with our contract manufacturers on favourable terms from time to time. We rely on our Directors and Promoters, in relation to continued outsourcing of our product development activity and manufacturing activity from a recognised entity. We cannot assure you that any future investment and product licenses we obtain will be on terms which are equal to or more favourable than the terms of our past transactions.

**21. *In addition to normal remuneration, other benefits and reimbursement of expenses our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (including our Promoters) and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, Promoters & our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Promoters and Directors may take up or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or investments or acquisitions. We cannot assure you that our Promoters and Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects. For further details of our transactions or interests of our Promoters / Promoter Group, please refer the chapters titled “*Our Business*” and “*Our Promoters, Promoter Group*” and “*Our Group Companies*”, “*Related Party Transactions*” and “*Financial Information*” beginning on page nos. 108, 149, 154, 192 and 158 respectively, of this Draft Red Herring Prospectus.

**22. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern in January 2020, and a global pandemic in March 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. Most of the jurisdictions, including where we have business operations, have reacted by instituting restrictive measures including invoking lock-downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing “shelter-in-place” rules and “stay-at-home” orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be further relaxed or expire, or whether or when further restrictions will be



announced. Although, depending on how well COVID-19 situation is under control, some government authorities are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective lockdown and shutdown of large segments of the global economy remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations subsequent to the introduction of the lockdown in India, subject to certain safety protocols and adjustments in working patterns. With the decrease in number of COVID-19 cases, the lockdown was slowly eased during the end of 2020 and early 2021. However, with gradual increase in number of COVID-19 cases from February 2021 and steep increase from March 2021, various States in India have imposed stricter lockdown, which is presently continuing. There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled and that further restrictions will not be introduced. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our office, which could have an adverse effect on our business operations.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the impact on the capital expenditure and drug development projects undertaken by our contract manufacturers; disruptions or restrictions on our employees' ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or business continuity plans, and resultant operational risk. The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

**23. *The acquisition of other companies or businesses in the future could result in operating difficulties, integration issues and other adverse consequences due to our limited past experience in acquiring businesses.***

We have incorporated two Subsidiary Companies i.e. Diabeato Healthcare Private Limited (“DHPL”) on February 21, 2020, currently having 99.99% shareholding and Amphina Therapeutics Private Limited (“ATPL”) on February 24, 2020, currently having 50.01%. Our Company along with its subsidiaries is engaged in investment and marketing of innovative pharmaceutical & biopharmaceutical technologies. In future we may consider making additional acquisitions based on the opportunity available in the market.

At the time of acquiring businesses we may have to pay a certain amount of premium to the outgoing management / shareholders for synergic benefits that we may accrue compared to standalone valuations of those firms / businesses / companies. Our inability to identify suitable acquisition opportunities in the future, or adequately priced acquisitions, entering into agreement with such parties or obtaining the necessary financing to make such acquisitions could adversely affect our future growth. Moreover, the costs of identifying and consummating acquisitions may be significant. Also, acquired assets or businesses may not generate the financial results we expect. We may also have to obtain approvals and licenses from the relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, which could result in increased costs and delay. We cannot assure you that we will be able to achieve the strategic objective for such an acquisition. Furthermore, if an acquisition generates insufficient revenues or if we are unable to manage our expanded business operations efficiently, our consolidated results of operations could be materially and adversely affected.

**24. *We have not provided for decline in our investment and any decrease in its value in future may adversely impact our financial condition.***

As on March 31, 2021, we have total investment of ₹ 1,65,545.52 thousands as per our Consolidated Restated Financials which is in the nature of strategic investments in Indian and foreign unquoted equity and preferred shares as part of our business and strategy. Pursuant to option available under Ind AS 101, our Company has recorded the same at market value but has not made any provision for decline or diminution in the value of the same. Accordingly, if in future, we are required to re-value such investments, we may have to provide for a possible decrease in its value, which may have an adverse impact on our financial statements and profitability.

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

The pharmaceutical industry is a highly competitive market with several major pharmaceutical companies present, and therefore it is challenging to improve market share and profitability. Our business, prospects, results of operations and financial condition could be adversely affected if our competitors gain significant market share at our expense, particularly in areas in which we intend to focus such as western and northern India. Many of our competitors may have greater financial, manufacturing, R&D, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges or a stronger sales force. Our competitors may succeed in developing products that are more effective, popular or cheaper than ours, which may render our products uncompetitive and adversely affect our business, results of operations, cash flows and financial condition.

Further, some of our competitors may be consolidating and integrating, and the strength of combined companies could affect our competitive position in all of our business areas. Consolidated corporations may have greater financial, manufacturing, R&D, marketing and other resources, broader product ranges and larger, stronger sales forces, which may make them more competitive than us. Pricing pressure could also arise due to the consolidation in trade channels and the formation of large buying groups. Additionally, if one of our competitors or their customers acquires any of our customers or contract manufacturers, we may lose business from the customer or lose our contract manufacturer for our products, which may adversely affect our business, results of operations, cash flows and financial condition.

**26. Our Company has reported certain negative cash flows from its operating activity and investing activity, details of which are given below. Sustained negative cash flow could impact our growth and business**

Our Company had reported certain negative cash flows from our operating activities and investing activities in the current and previous year as per the restated financial statements and the same are summarised as under:

(₹ in '000)

Particulars	For the year ended		
	2021	2020	2019
Cash flow from Operating Activities	74,892.74	(14607.18)	(76085.14)
Cash flow from Investing Activities	(98610.93)	(49.00)	(41.98)
Cash flow from Financing Activities	32,469.97	14,381.60	79,218.92

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 our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

**27. Our success largely depends on our ability to attract and retain our Key Managerial Personnel and our ability to build a robust sales & marketing team. Inability to hire the desired sales force or any loss of our Key Managerial Personnel could adversely affect our business, operations and financial condition**

Our Company is depending on the expertise, experience and continued efforts of our Key Managerial Personnel, including our Executive Directors, CSA and CFO. If one or more members of our Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Further, we require sales and marketing personnel with specific skill and knowledge and experience for our proposed products, more particularly the skin care treatment and the women's health treatment products for which we have acquired exclusive license.

Competition for skilled sales & marketing personnel is high and we cannot be sure that we will be able to build the kind of team which will be able to market a high-value innovative OTC cream across the Country. We are proposing to use part of funds from the proceeds of the Net Issue to build and finance the hiring of such sales & marketing personnel from the objects of this Issue. For further details, please refer the chapter "Objects of the Issue" on page no. 70 of this Draft Red Herring Prospectus. If we are not able to build a robust, skilled & capable team, we may not be able to achieve an acceptance of our products, generate optimum sales and / or obtain the intended margins on our products. We will be incurring the cost of employing a large sales team which we cannot be sure will in turn be able to generate sufficient market share and revenues for our Company.

Also, the competition for Key Managerial Personnel in our industry is intense and it is possible that our Company may not be able to retain existing Key Managerial Personnel or may fail to attract / retain new employees at



equivalent positions in the future. As such, loss of Key Managerial Personnel could adversely affect our business, results of operations and financial condition. For further details on the Key Managerial Personnel of our Company, please refer to the chapter titled “*Our Management*” beginning on page no. 133 of this Draft Red Herring Prospectus.

**28. *We are required to incur substantial expenditure for our business operations and if we are not able to manage our financial requirements in the future, we may be required to obtain additional financing which may not be on terms commercially acceptable to us.***

We are required to incur substantial expenditure for conducting our business operations primarily in relation to making advance payments to our contract manufacturers for the product development, material cost, manpower cost and other manufacturing costs. Also, besides the day to day miscellaneous expenses, substantial expenditure is incurred for building and maintaining a marketing team across India in terms of their salary, expenses and incentives, if any. The actual amount and timing of our future capital requirements may differ from estimated requirements as a result of, amongst other things, unforeseen delays in product development, obtaining necessary regulatory approvals, manufacturing schedule and payment terms of our contract manufacturers, low-priced competition, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes in the regions of our intended market. If we are not able to manage our financial requirements from our internal accruals in the future, we may be required to seek debt or additional equity financing. Debt financing could advent interest costs and require us to comply with various restrictive covenants that are generally part of such financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact the price of our Equity Share.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all which could adversely impact our planned capital expenditure and our business.

**29. *Intellectual property rights are important to our business and we may be unable to protect them from being infringed by others which may adversely affect our business value, financial condition and results of operations***

As on the date of this Draft Red Herring Prospectus, we have not yet obtained registration for our corporate logo and hence, we do not enjoy the statutory protection accorded to a registered trademark. While we are in the process of making an application for our corporate logo, there can be no assurance that, if and when our application is made, it will succeed. Grounds for refusal of registration may include the validity or scope of the application or pre-existing application/registration of the identical or similar trademark. If we are unable to obtain a registration, 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. 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 or licensed technology will not be copied, infringed or obtained by third parties. There can be no assurance that the licensed technology obtained by us is not pre-existing technology belonging to a third party, nor can we assure that there will not be a claim for infringement of the technology belonging to a third party. 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 108 of this Draft Red Herring Prospectus.

**30. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of non-performance of our product on the intended treatment or any major side-effects in our products, which in turn could adversely affect the value of our product, and our sales could be diminished if we are associated with negative publicity.***

Any failure by our product to heal, treat or cause relief to the intended skin care or women’s health problem, or any minor / major side effect caused by the application of our cream could result in a claim against us for damages, regardless of our responsibility for such a failure or side-effect. Although our terms with our contract manufacturers emphasise on maintaining stringent quality standards, we cannot monitor and regulate each process

undertaken by our contract manufacturers, which may lead to deviation in the development of the product or in a particular manufactured batch. Despite not being involved directly in the manufacturing process, we may be held directly liable for the quality, effects and side-effects, if any, and we may not be able to pass on the responsibility to our manufacturers. We may have to bear the cost of recall, damages, suits and other penalties levied by various authorities or we may face a complete withdrawal of our product, leading to large scale negative publicity and adverse impact on our business operations and financial conditions.

Any negative publicity regarding our Company or products, including those arising from a drop in quality of manufacturing, side-effects resulting from the use of our products, or any other unforeseen events could also affect our ability to evaluate and negotiate future investment and license opportunities and global R&D companies may choose to collaborate with our competitors. Any inability to execute our business strategies on account of loss of reputation or legal suits, etc., may adversely impact our business operations, results from operations and financial condition.

**31. Conflicts of interest may arise out of common business undertaken by our Company, Subsidiaries, Promoters and our Group Companies.**

Our subsidiaries Diabeato Healthcare Private Limited and Amphina Therapeutics Private Limited are also authorized by their memorandum to carry similar activities as those conducted by our Company. Though, our subsidiaries have no current operations and hence do not engage in activities exactly similar to ours, however they are authorised by Memorandum of Association to carry the same business. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company, and our subsidiaries in circumstances where our respective interests diverge. Further, our Group Company, Ansell Therapeutics Inc. is authorised by its respective charter in its country of incorporation to conduct business similar to that of ours. Though, currently our Group Companies are involved with R&D activities, we cannot assure you that a conflict of interest will not arise in case our Group Companies decide to market their own products or conduct any activity similar to ours.

In cases of conflict, our Promoters may favour subsidiaries / other Companies in which our Promoters have interests. There can be no assurance that our Promoters or subsidiaries or our Group Company or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

**32. One of our Group Companies has incurred losses during the last three financial years**

One of our Group Companies, viz, US based Ansell Therapeutics Inc., has incurred losses in the last three financial years, details of which are as under:

(\$ in '000)

Name of the Company	December 31, 2020	December 31, 2019	December 31, 2018
Ansell Therapeutics Inc.	(242.65)	(259.37)	(114.04)

**33. Our Promoters together with our Promoter Group will continue to retain majority shareholding in our Company subsequent to the Issue, which will allow them to exercise significant influence over our Company. We cannot assure you that our Promoters and/or our Promoter Group will always act in our Company's or your best interest.**

The majority of our issued and outstanding Equity Shares are currently beneficially owned by our Promoters and our Promoter Group. Upon completion of the Issue, our Promoters and Promoter Group will own 79,72,490 Equity Shares, or 53.33% of our post-Issue Equity Share capital. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our memorandum and articles of association, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of the Promoters and Promoter Group as our Company's controlling shareholders could conflict with our Company's interests or the interests of its other shareholders. We cannot assure you that the Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or the shareholders favour.

**34. *The nature of development and approval procedures in our pharmaceutical business may result in us lacking adequate information about our competitors' activities.***

The development of a pharmaceutical product involves lengthy development and approval periods before a product may be commercialised. During these periods, our competitors may be developing similar products of which we are unaware of that could compete directly or indirectly with our products in development. Because of these extensive periods of internal development and regulatory approval required before a product may be commercialised, we may invest substantial efforts and resources in developing products that will face competition of which we are currently unaware. Such unforeseen competition may hinder our ability to effectively plan the timing and order of our product development, which could have an adverse impact on our financial condition and results of operations.

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

Our industry rapidly changes due to technological advances and scientific discoveries. These changes result in the frequent introduction of new products and significant price competition. If the pharmaceutical technologies licensed by us and delivery systems become obsolete, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected.

Further we may also be impacted by any obsolete technology being used by our contract manufacturers which may render the manufacturing process of our product outdated and unviable. Although, as per the terms of our agreement with our contract manufacturers, they agree to strive to keep their technology, facilities and machinery current with the latest standards, the technologies, facilities and machinery they currently employ may become less competitive or even obsolete due to advancement in technology or changes in market demand, which may require substantial new capital expenditure. The cost of implementing new technologies and upgrading their manufacturing facilities could result in increased cost for us, which we may not be able to pass on to our customers due to pricing pressure of competition and consumer affordability. Also, if our competitors introduce superior technology and we cannot make enhancements to ours to remain competitive, either because we do not have the resources to continually improve our technology by investing in R&D or for any other reason, our competitive position, and in turn our business, financial condition and results of operations could be adversely affected.

**36. *Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations and financial condition.***

Our business depends on our estimate of the long-term demand for our products from our customers / end users. As is typical in the pharmaceutical industry, we intend to place orders with our contract manufacturers based on our internal estimates and maintain a reasonable level of inventory of finished goods. If we underestimate demand for our products due to which we are unable to meet the demand for our products, we may place orders for manufacturing fewer quantities of products than required with our contract manufacturers, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our orders for production volumes, any error in our forecast could result in surplus stock, which may not be sold in a timely manner and will be subject to expiration. At times when we have overestimated demand, we may have incurred costs to manufacture more products than required. Also, both our products will have a shelf life of a specified number of years and if not sold prior to expiry, may lead to losses or if consumed after expiry, may lead to health hazards. Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

**37. *Some of our agreements are governed by the laws of other countries and disputes arising from such arrangements may be subject to the exclusive jurisdiction of courts situated in such countries.***

We have entered into various agreements with the other party being resident / incorporated in countries other than India. Our license purchase agreement is entered into with Ansell Therapeutics Inc. and our Stock Purchase agreement has been entered into with Mobius Biomedical Inc., both of which are companies incorporated and situated in USA. Similarly, the Investment agreement entered into with Aurum Biosciences Limited is a UK based company, operating from Glasgow, Scotland. These agreements are primarily governed by the laws of the country in which the other party is located. Further, any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries. Any lawsuits with respect to such disputes must be instituted in a court having jurisdiction over the contract, which may cause difficulty for our Company to manage such suits and to obtain enforcement of awards and may also lead to greater costs for managing such litigation.

**38. *Exchange rate fluctuations may adversely affect our results of operations as our export sales and sales outside India and a portion of our expenditures are denominated in foreign currencies.***

Our financial statements are prepared in Indian Rupees. However, many of our transactions, including our investments are made in companies situated outside India and generally done in foreign currencies, mainly US Dollars (USD) or Sterling Pounds (GBP). Also our proposed expenses for product development and for manufacture of our skin care related diaper rash product will be done by Axcentria Phamaceutical LLC, which is situated in US and all our payments to Axcentria will be in USD. With our Investments and expenses being denominated in foreign currencies, and our intended revenue generating market being India, we are open to fluctuations in exchange rates. Exchange rate fluctuations could affect the amount of income and expenditure we recognise. In addition, the policies of the Reserve Bank of India may also change from time to time, which may limit our ability to transact in foreign currency and may have an adverse effect on our business operations and results of operations.

Further, our future capital expenditures, including our investment in Mobius Biomedical Inc., for which we are proposing to raise funds from the Net Proceeds of this Issue, will be denominated in foreign currency. Consequently, a decline in the value of the Indian Rupee against such other currencies could increase the Indian Rupee cost of capital or decrease the investment value itself. The exchange rates between the Indian Rupee and the USD and the GBP have varied substantially in recent years and may continue to fluctuate significantly in the future.

**39. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

**40. *Our Company has not taken any insurance coverage to adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.***

We have not taken any insurance coverage for a number of the risks associated with our business, such as insurance cover against loss or damage by fire, explosion, burglary, theft and robbery for our office, inventory or personnel. Our business and assets could suffer damage from fire, natural calamities and the goods transported to our customers by our supplier could suffer from damage, misappropriation or other causes, resulting in losses, which may not be compensated due to our lack of insurance. Legal proceedings or other actions may be initiated against us or any of our employees for acts and conduct of our employees which may occur due to various reasons including misconduct with customers. In the event of personal injuries, damage or other accidents suffered by our employees or our customers or other people, we could face claims alleging that we were negligent, provided inadequate supervision or be otherwise liable for the injuries. Any loss due to any of the above factors or any other loss or damage, which is not covered by us due to our lack of insurance, our business and results of operations, could be adversely affected. We are working towards taking insurance coverage to such amounts that will be sufficient to cover all normal risks associated with its operations and are in accordance with the industry standards. However, obtaining insurance involves financial outflow with no certainty of benefit in the hour of need. The additional financial outflow may affect our profitability and our ability to deploy these funds elsewhere.

Further, we cannot guarantee that we will be able to obtain such insurance in a timely manner and on the terms favourable to us, in terms of premiums and risk coverage, or at all. The insurance policies we obtain may not provide adequate coverage in certain circumstances. Also, there can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. A successful assertion of one or more large claims

against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, prospects, financial condition and results of operations

- 41. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. 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 Issue. Over the period of time, we have met our capital requirements through various means including equity funds of our Promoters and unsecured loans from our Promoters / Promoter Group. 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 Net Issue Proceeds may delay the implementation schedule and could adversely affect our strategies and growth plans. For further details please refer “*Objects of the Issue*” on page no. 70 of this Draft Red Herring Prospectus.

- 42. *We have commissioned an industry report from CARE for an agreed fee and third party database which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us.***

We commissioned CARE in June 2021 for an agreed fee, to produce reports on the biopharmaceutical industry. CARE has provided us with the requested report dated July 28, 2021, which has been used for industry related data that has been disclosed in this Draft Red Herring Prospectus. We have not independently verified such data and information from third party database, disclosed in this Draft Red Herring Prospectus, and therefore we are unable to confirm the accuracy of such data. Such information may be inconsistent with the facts and statistics compiled by other studies within or outside India. We are also unable to assure you that that such data is complete or accurate. Moreover, the industry report referred to in this Draft Red Herring Prospectus includes projections that by their very nature are estimations. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate, intend to operate and their growth prospects, in this Draft Red Herring Prospectus, are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete and are speculative. For further details, please refer the chapter “*Industry Overview*” on page no. 85 of this Draft Red Herring Prospectus.

- 43. *Certain agreements may not be or may be inadequately stamped and may not have been registered as a result of which our operations may be adversely affected.***

We have entered into various agreements with Companies in India and abroad. Due to prevailing business culture in foreign countries like US and UK, the agreements entered into with companies in these regions are not stamped and registered. Though, some of these agreements have jurisdictional prevalence in their respective countries, some agreements may have a jurisdiction of India in case of any dispute. We cannot guarantee that we will be able to defend the terms of such agreements in a court of law in India and that such an agreement will be acknowledged as valid. Further, we have no experience of the legal process and manners in foreign countries and in the event of a dispute arising under an agreement having a foreign jurisdiction, we might not be able to represent, bear costs and / or legally enforce our rights under such agreement.

Further, some of our agreements with Indian parties also may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of foreign or local laws relating to stamp duty and registration may adversely impact the operations of our Company.

- 44. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange(s)



which require us to file unaudited financial results on a quarterly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

## **RISKS RELATING TO OUR EQUITY SHARES**

### ***45. The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares.***

Prior to the Issue, there has been no public market for the Equity Shares and an active public market for the Equity Shares may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a trading market for the Equity Shares will develop or, if a market does develop, the liquidity of that market for the Equity Shares. Although we currently intend that the Equity Shares will remain listed on the Stock Exchanges, there is no guarantee of the continued listing of the Equity Shares. Failure to maintain our listing on the Stock Exchanges or other securities markets could adversely affect the market value of the Equity Shares.

The Issue Price of the Equity Shares is proposed to be determined following a book-building process by agreement between the BRLM and the Company on the Pricing Date and may not be indicative of prices that will prevail in the trading market. You may not be able to resell your Equity Shares at a price that is attractive to you.

### ***46. The price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in the Issue.***

The market price of the Equity Shares may be volatile and could fluctuate significantly and rapidly in response to, among others, the following factors, some of which are beyond our control:

- volatility in the Indian and global securities market or in the value of the Rupee relative to the U.S. Dollar, the Euro and other foreign currencies;
- our profitability and performance;
- changes in financial analysts' estimates of our performance or recommendations;
- perceptions about our future performance or the performance of Indian companies in general;
- performance of our competitors and the perception in the market about investments in the pharmaceutical sector;
- adverse media reports about us or the Indian pharmaceutical sector;
- significant developments in India's economic liberalisation and deregulation policies;
- significant developments in India's fiscal and environmental regulations;
- economic developments in India and in other countries; and
- any other political or economic factors.

These fluctuations may be exaggerated if the trading volume of the Equity Shares is low. Volatility in the price of the Equity Shares may be unrelated or disproportionate to our results of operations. It may be difficult to assess our performance against either domestic or international benchmarks.

### ***47. Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares. Recently, the Finance Act, 2018 levies taxes on such long term capital gains exceeding ₹ 100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares.***

Under current Indian tax laws, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. However, any gain realized on the sale of listed equity shares on or before March 31, 2018 on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("STT") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares on or after October 1, 2004, except in the case of such acquisitions of equity shares which are not subject to STT, as notified by the Central Government under notification no. 43/2017/F. No. 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, has



now levied taxes on such long term capital gains exceeding ₹ 100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

**48. *Future issuances or sales of the Equity Shares could dilute your shareholding and significantly affect the trading price of the Equity Shares.***

The future issuance of Equity Shares by us, the disposal of Equity Shares by any of our major shareholders or the perception that such issuance or sales may occur, may lead to the dilution of your shareholding in the Company or significantly affect the trading price of the Equity Shares. These sales could also impair our ability to raise additional capital through the sale of our equity securities in the future.

Furthermore, under the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), listed companies are required to maintain public shareholding of at least 25% of their issued share capital. Failure to comply with the minimum public shareholding provision would require a listed company to delist its shares and may result in penal action being taken against the listed company pursuant to the SEBI Act. This may require us to issue additional Equity Shares or require our Promoter or Promoter Group to sell their Equity Shares, which may adversely affect our trading price.

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

We are a real estate development company. Our future ability to pay dividends will depend on the earnings, financial condition and capital requirements of our Company. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. We cannot assure you that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all.

Our business is capital intensive and we may plan to make additional capital expenditures to complete the real estate that we are developing. Our ability to pay dividends could also be restricted under certain financing arrangements that we may enter into. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements for the real estate projects, financial condition and results of operations.

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

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

**51. *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. RIBs can revise or withdraw their Bids during the Bid/Issue Period. While our Company is required to complete Allotment pursuant to the Issue within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the

Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

## **EXTERNAL RISK FACTORS**

### ***52. A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares. India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

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

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

### ***53. 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, and 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.

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

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India or countries to whom we export our products could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed

cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 virus or a similar contagious disease could adversely affect the Indian economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Following the United Kingdom's exit from the European Union ("**Brexit**"), there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. For example, Brexit could give rise to increased volatility in foreign exchange rate movements and the value of equity and debt investments.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. In particular, sub-prime mortgage loans in the United States have experienced increased rates of delinquency, foreclosure and loss. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. financial institutions.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

**56. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in

which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

**57. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Manager or any of their directors and executive officers in India respectively, except by way of a law suit in India.***

Our Company is a company incorporated under the laws of India. Two (2) of our Company's Directors / Promoters and one (1) of our Independent Directors, are non-residents / citizens of another country and assets of such persons are located outside India. As a result, it may not be possible for investors to effect service of process upon our Company in jurisdictions outside India, or to enforce judgments obtained against such parties outside India or such persons' assets in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

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

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 34.94% to approximately 25.17%. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017.

Further, the Government of India has notified the Finance Act, 2021 ("Finance Act") which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment

laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

**59. *Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as “systemic risk”, may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

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

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

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

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

**61. *Changes in interest rates in India could adversely affect our business and the market for our real estate developments.***

Our results of operations, and the purchasing power of our real estate customers, are substantially affected by prevailing interest rates and the availability of credit in the Indian economy. Interest rates in India have fluctuated over the last few years. Our ability to borrow funds for the development of our real estate projects is affected in part by the prevailing interest rates available to us from leading Indian banks. Changes in prevailing interest rates affect our interest expense in respect of our borrowings, and our interest income in respect of our interest on short-term deposits with banks and loans to associates. Significantly, the interest rate at which we may borrow funds, and the availability of capital to us for development purposes, affects our results of operations by limiting or facilitating the number of projects we may undertake and determining the return which we must obtain from each project to meet our obligations under our borrowings.

Changes in interest rates also affect the ability and willingness of our prospective real estate customers, particularly the customers for our residential properties, to obtain financing for their purchases of our completed developments. The interest rate at which our real estate customers may borrow funds for the purchase of our properties affects the affordability and purchasing power of, and hence the demand for, our real estate developments.



There can be no assurance that variations in interest rates and interest rate policy by the RBI will not adversely affect our financial condition and results of operations.

***62. A third party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.***

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.



## SECTION IV – INTRODUCTION

### THE ISSUE

<b>Equity Shares Offered<sup>(1)</sup>:</b> Present Issue of Equity Shares by our Company	Upto 45,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] Thousands
<i>The Issue consists of:</i>	
<b>A) QIB Portion<sup>(2)(3)</sup></b>	Upto [●] Equity Shares (not less than 75%)
<i>of which:</i>	
Anchor Investor Portion	Upto [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares
<i>of which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Portion, excluding the Anchor Investor Portion)	Upto [●] Equity Shares
Balance for all QIBs including Mutual Funds	Upto [●] Equity Shares
<b>B) Non-Institutional Portion<sup>(3)</sup></b>	Upto [●] Equity Shares (not more than 15%)
<b>C) Retail Portion<sup>(3)</sup></b>	Upto [●] Equity Shares (not more than 10%)
<b>Pre and post Issue Equity Shares</b>	
Equity shares outstanding prior to the Issue	1,04,50,500 Equity Shares of face value of ₹ 10 each
Equity shares outstanding after the Issue <sup>(4)</sup>	Upto 1,49,50,500 Equity Shares of face value of ₹ 10 each
<b>Use of Net Proceeds</b>	Please refer to the section titled " <i>Objects of the Issue</i> " beginning on page no. 70 of this Draft Red Herring Prospectus.

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. For further details, please refer the chapter "*Issue Procedure*" on page no. 239 of this Draft Red Herring Prospectus.

<sup>(1)</sup> The present Issue has been authorised by a resolution of the Board of Directors, dated June 29, 2021 and by a resolution of the shareholders of our Company in the Extra Ordinary General Meeting held on July 1, 2021 with shorter notice consent.

Further, our Company, in consultation with the BRLM, is considering a Pre-IPO placement of up to 7,00,000 Equity Shares for an aggregate amount not exceeding ₹ [●] Thousands. The Pre-IPO Placement will be at a price to be decided by our Company in consultation with the BRLM and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to the minimum Issue Size constituting at least 25% of the Post-Issue paid-up Equity Share capital of our Company.

<sup>(2)</sup> Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. In case of non-Allotment in the Anchor Investor Portion, 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to

*the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please see “Issue Procedure” on page no. 239 of this Draft Red Herring Prospectus.*

*<sup>(3)</sup> Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange. In the event of under-subscription in the Issue, Equity Shares shall be allocated in the manner specified in the section “Terms of the Issue” beginning on page no. 230 of this Draft Red Herring Prospectus*

*<sup>(4)</sup> Assuming full subscription of the Issue.*

*For further details please refer to the chapter titled “Issue Structure” beginning on page no. 236 of this Draft Red Herring Prospectus.*

**SUMMARY OF FINANCIAL INFORMATION**
**Annexure I – Consolidated Restated Statement of Assets and Liabilities**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	Note No.	As at March 31,		
		2021	2020	2019
			Proforma Ind AS	
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Property, Plant and Equipments	1	121.52	25.00	34.70
Intangible Assets		-	-	-
Financial Assets:				
Investments	2	1,65,545.52	23.88	-
<b>Total Non – Current Assets</b>		<b>1,65,667.05</b>	<b>48.88</b>	<b>34.70</b>
<b>CURRENT ASSETS</b>				
Financial assets:				
i. Cash & Cash Equivalents	3	4,068.99	2,817.22	3,091.79
ii. Bank balances other than (i) above	4	7,500.00	-	-
iii. Loans	5	4,833.46	82,723.29	70,200.56
Other Current Assets	6	930.68	1,284.01	2,521.94
<b>Total Current Assets</b>		<b>17,333.13</b>	<b>86,824.52</b>	<b>75,814.30</b>
<b>TOTAL ASSETS</b>		<b>1,83,000.17</b>	<b>86,873.38</b>	<b>75,849.00</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholder's Funds</b>				
Equity Share Capital	7	1,04,505.00	99,905.00	75,475.00
Other Equity	8	65,585.56	(17,332.61)	(3,635.15)
<b>Equity Attributable to shareholders of the Company</b>		<b>1,70,088.76</b>	<b>82,572.41</b>	<b>71, 839.85</b>
Non- Controlling Interest		12,222.10	0.02	-
<b>Total Equity</b>		<b>1,82,312.66</b>	<b>82,572.41</b>	<b>71,839.85</b>
<b>Non-Current Liabilities</b>		-	-	-
Financial Liabilities:				
i. Borrowings	9	-	2,996.72	3,744.73
Deferred Tax Liabilities (Net)	10	4.80	0.64	1.16
<b>Total Non-Current Liabilities</b>		<b>4.80</b>	<b>2,997.37</b>	<b>3,745.90</b>
<b>Current Liabilities</b>				
Financial Liabilities:				
i. Trade Payables	11	364.31	-	-
ii. Other Financial Liabilities	12	168.78	225.28	132.09
Other Current Liabilities	13	149.63	1,078.33	131.17
<b>Total Current Liabilities</b>		<b>682.71</b>	<b>1,303.61</b>	<b>263.26</b>
<b>TOTAL LIABILITIES</b>		<b>1,83,000.17</b>	<b>86,873.38</b>	<b>75,849.00</b>

**Annexure II: Consolidated Restated Statement of Profit and Loss Account**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	Note No.	For the year ended March 31,		
		2021	2020	2019
			Proforma Ind AS	
<b>INCOME</b>				
Revenue from Operations		-	-	-
Other Income	14	68,987.06	-	-
<b>Total Income</b>		<b>68,987.06</b>	-	-
<b>EXPENDITURE</b>				
Employee Benefit Expenses	15	482.85	175.00	30.00
Finance Costs	16	33.29	0.41	0.81
Depreciation & Amortisation	1	9.77	9.71	7.28
Other Expenses	17	4,216.73	13,487.74	3,595.89
<b>Total Expenses</b>		<b>4,742.64</b>	<b>13,672.86</b>	<b>3,633.98</b>
Add / (Less): Profit / (Loss) of Associates		-	(25.12)	-
<b>Profit / (Loss) Before Tax</b>		<b>64,244.42</b>	<b>(13,697.98)</b>	<b>(3,633.98)</b>
Tax Expenses:				
- Current Tax		-	-	-
- Deferred Tax Charge/(Credit)	18	4.16	(0.52)	1.16
<b>Total Tax Expenses</b>		<b>4.16</b>	<b>(0.52)</b>	<b>1.16</b>
<b>Profit / (Loss) After Tax</b>		<b>64,240.27</b>	<b>(13,697.46)</b>	<b>(3,635.15)</b>
<b>Profit After Tax attributable to:</b>				
Owners of the Company		64,518.17	-	-
Non-controlling interests		(277.90)	-	-
<b>Other Comprehensive Income</b>				
i. Items that will not be reclassified to Profit or loss		-	-	-
ii. Income tax relating to items that will not be reclassified to Profit or loss		-	-	-
<b>Total Other Comprehensive Income</b>		-	-	-
<b>Total Comprehensive Income for the period</b>		<b>64,240.27</b>	<b>(13,697.46)</b>	<b>(3,635.15)</b>
<b>Total Comprehensive Income attributable to:</b>				
Owners of the Company		64,518.17	-	-
Non-controlling interests		(277.90)	-	-
<b>Earnings Per Share (in ₹)</b>				
Basic and Diluted	19	6.24	(1.71)	(0.66)

**Annexure III: Consolidated Restated Statement of Cash Flows**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Cash flow from operating activities:</b>			
Net Profit before tax	64,244.42	(13,697.99)	(3,633.96)
Adjusted for:			
Depreciation & Amortisation	9.77	9.71	7.28
Interest & Finance Cost	33.29	0.41	0.81
Interest Income	(411.76)	-	-
Balance Written Back	(60.00)	-	-
Preliminary Expense Written Off	-	2,099.35	-
Gain on sale of investment in Associate	(17.43)	-	-
Net gain(losses) on fair value changes through P & L	(66,587.82)	-	-
(Profit)/Loss from Associate		25.12	
<b>Operating Profit Before Working Capital Changes</b>	<b>(2,789.53)</b>	<b>(11,563.40)</b>	<b>(3,625.87)</b>
Adjusted for (Increase)/ Decrease in:			
Financial Loan	77,889.83	(12,522.73)	(70,200.56)
Other Current Asset	353.34	(861.41)	(2,521.95)
Trade Payable	364.31	-	-
Other Financial Liabilities	3.50	93.19	132.09
Other Current Liabilities	(928.71)	10,247.17	131.17
<b>Cash Generated From Operations</b>	<b>74892.74</b>	<b>(14,607.18)</b>	<b>(76085.14)</b>
Direct Tax Paid	-	-	-
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>74892.74</b>	<b>(14,607.18)</b>	<b>(76085.14)</b>
<b>Cash Flow from Investing Activities:</b>			
Purchase/Sale of Fixed Assets	(106.30)	-	(41.98)
Other Investments	(98,916.39)	(49.00)	
Interest Income	411.76	-	-
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(98,610.93)</b>	<b>(49.00)</b>	<b>(41.98)</b>
<b>Cash Flow from Financing Activities:</b>			
Proceeds from fresh capital / issue of equity shares	23,000.00	15,130.00	75,475.00
Proceeds from Issue of Share Capital to Non-Controlling Interest	12,499.98	0.02	-
Proceeds / (Repayment) from non-current borrowings	(2,996.72)	(748.01)	3,744.73
Finance cost	(33.29)	(0.41)	(0.81)
<b>Net Cash Flow from/(used in) Financing Activities: (C)</b>	<b>32,469.97</b>	<b>14,381.60</b>	<b>79,218.92</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>8,751.78</b>	<b>(274.58)</b>	<b>3,091.82</b>
<b>Cash &amp; Cash Equivalents As At Beginning of the Year</b>	<b>2,817.22</b>	<b>3,091.79</b>	<b>-</b>
<b>Cash &amp; Cash Equivalents As At end of the Year</b>	<b>11,568.99</b>	<b>2,817.22</b>	<b>3,091.82</b>

## Reconciliation of Cash &amp; Cash Equivalents

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Cash &amp; Cash Equivalents as per Cash flow Statement</b>	<b>11,568.99</b>	<b>2,817.22</b>	<b>3,091.79</b>
Earmarked Balance with Banks	7,500.00	-	-
<b>Cash &amp; Cash Equivalents as per Statement of Assets &amp; Liabilities</b>	<b>4,068.99</b>	<b>2,817.22</b>	<b>3,091.79</b>



## GENERAL INFORMATION

Our Company was incorporated as Glia Biopharmaceuticals Private Limited pursuant to a certificate of incorporation dated January 16, 2018 issued by the Registrar of Companies (“RoC”) bearing registration number 100571. The name of our Company was changed from Glia Biopharmaceuticals Private Limited to Infinion Biopharma Private Limited vide Special Resolution dated February 22, 2018, consequently a fresh Certificate of Incorporation was issued on March 07, 2018. Subsequently, the status of our company was changed from Private Limited to Public Limited and the name of our company was changed to Infinion Biopharma Limited vide Special Resolution dated March 13, 2018. The fresh Certificate of Incorporation consequent to conversion of Company to Public Limited was issued by Registrar of Companies on April 6, 2018. For further details, please refer to the chapter “*History and Certain Corporate Matters*” beginning on page no. 128 of this Draft Red Herring Prospectus.

### REGISTERED OFFICE

#### INFINION BIOPHARMA LIMITED

407, Silver Radiance, Pakwan Char Rasta,  
 Sindhu Bhavan Road,  
 Bodakdev, Ahmedabad - 380054  
**Tel:** +91 – 7948495060  
**Email id:** info@infinionbiopharma.com  
**Website:** www.infinionbiopharma.com  
**CIN:** U51909GJ2018PLC100571  
**Registration No.:** 100571

### ADDRESS OF THE ROC

#### REGISTRAR OF COMPANIES

ROC Bhavan, Opp. Rupal Park Society,  
 Behind Ankur Bus Stop, Naranpura,  
 Ahmedabad, Gujarat – 380013.  
**Tel:** +91 079-27438531  
**Email:** roc.ahmedabad@mca.gov.in  
**Website:** www.mca.gov.in

### Board of Directors

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Gautam Bali	Chairperson and Non Executive Director	00481587	EC-16, Apartment No-3, Inderpuri, Delhi-110012
Vishal Jain	Vice – Chairperson and Non Executive Director	08082565	100 W 57 <sup>Th</sup> ST, Apt 3N, New York, USA -10019
Narendrasinh Devda	Whole - Time Director	00344604	Unit 9, Pearl 36 Apartments, Behind Rajpath club, Near Sindhu Bhavan Road, Off S.G Road, Ahmedabad, Gujarat- 380054
Govindsinh Chavada	Non Executive Director	07931885	8, Hillfield Drive, Newton Mearns, Glasgow, United Kingdom - G776GD
Pankaj Singh	Non - Executive Independent Director	03540913	15 Bedgebury Place, Kents Hill, Milton, Keynes, MK76JQ
Dinesh Singh	Non - Executive Independent Director	02726133	D7-203, Kunal Icon, Pimple Saudagar, Aundh Camp, Pune, Maharashtra - 411027
Jayantilal Patel	Non - Executive Independent Director	01726061	2, tejas Appartement, Ambawadi, 38 azad Society, Ambawadi, Vistar, Ahmedabad, Gujarat - 380015
Nirali Solanki	Non - Executive Independent Director	09186038	Ramnagar, Pimpan, Pipan, Sanand Ahmedabad, Gujarat-382110

For further details of our Directors, see “*Our Management*” on page no. 133 of this Draft Red Herring Prospectus.

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**COMPANY SECRETARY AND COMPLIANCE OFFICER****Ram Shah**

407, Silver Radiance, Pakwan Char Rasta,  
Sindhu Bhavan Road,  
Bodakdev, Ahmedabad - 380054

**Tel:** +91 – 7948495060

**Email id:** ramshah@infinionbiopharma.com

**Investor Grievances**

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

All Issue related grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

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 of the Anchor Investors may be addressed to the Registrar to the Issue giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the relevant Designated Intermediary, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

**BOOK RUNNING LEAD MANAGER****ARYAMAN FINANCIAL SERVICES LIMITED**

60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Opp. P. J. Towers (BSE Building),  
Fort, Mumbai – 400 001

**Tel No.:** +91 – 22 – 6216 6999

**Email:** ipo@afsl.co.in

**For Investor Grievances:** feedback@afsl.co.in

**Website:** www.afsl.co.in

**Contact Person:** Vatsal Ganatra

**SEBI Registration No.:** INM000011344

**REGISTRAR TO THE COMPANY****Purva Shareregistry India Pvt. Ltd.**

Unit No. 9, Ground Floor,  
Shiv Shakti Ind. Estt, J. R. Boricha Marg,

Lower Parel East,  
 Mumbai, Maharashtra 400011  
**Tel:** +91 – 022 2301 8261  
**Email:** support@purvashare.com  
**Website:** www.purvashare.com  
**Investor Grievance Email:** support@purvashare.com  
**Contact Person:** Deepali Dhuri  
**SEBI Registration No.:** INR000001112

#### REGISTRAR TO THE ISSUE

##### **BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building,  
 Opp. Vasant Oasis, Makwana Road,  
 Marol, Andheri East, Mumbai – 400 059  
**Tel:** +91 – 22 – 6263 8200  
**Email:** ipo@bigshareonline.com  
**Website:** www.bigshareonline.com  
**Investor Grievance Email:** investor@bigshareonline.com;  
**Contact Person:** Ashish Bhope  
**SEBI Registration No.:** INR000001385

#### LEGAL COUNSEL TO THE ISSUE

##### **M/S. KANGA & COMPANY (ADVOCATES & SOLICITORS)**

Readymoney Mansion,  
 43, Veer Nariman Road,  
 Mumbai – 400 001  
**Tel No.:** +91 – 22 – 6623 0000, +91 – 22 – 6633 2288  
**Fax No.:** +91 – 22 – 6633 9656 / 57  
**Contact Person:** Chetan Thakkar  
**Email:** chetan.thakkar@kangacompany.com  
**Website:** www.kangacompany.com

#### STATUTORY AUDITORS TO OUR COMPANY

##### **M/S. MAHENDRA N SHAH & CO., CHARTERED ACCOUNTANTS**

201, Pinnacle Business Park, Corporate Road,  
 opp Royal Orchid Flats, Prahladnagar, Ahmedabad - 380015  
**Tel:** + 91 079-29705151 / 52  
**Email:** mnshahoffice@gmail.com  
**Website:** www.mnshahca.com  
**Contact Person:** Chirag M. Shah  
**Membership No.:** 045706  
**Firm Registration No.:** 105775W  
**Peer Review No:** 013057

#### Changes in the Auditors

Other than as disclosed below, there has been no change in our Statutory Auditors during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Date of Change	From	To	Reason for change
July 1, 2021	<b>M/s. Dharmendra &amp; Khajanchi, Chartered Accountants</b> 8/B, Vardhan Exclusive, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad -380009 <b>Tel:</b> +91- 079 – 26465584	<b>M/S. MAHENDRA N SHAH &amp; CO., CHARTERED ACCOUNTANTS</b> 201, Pinnacle Business Park, Corporate Road, opp Royal Orchid Flats, Prahladnagar, Ahmedabad - 380015	Appointment of Peer Review Certified Auditor

Date of Change	From	To	Reason for change
	<b>Email:</b> <a href="mailto:dharmendra@dkoutsourcing.com">dharmendra@dkoutsourcing.com</a> <b>Contact Person:</b> Dharmendra Solanki <b>Peer Review No.:</b> N. A. <b>Membership No.:</b> 042412 <b>Firm Registration No.:</b> 102472W	<b>Tel:</b> + 91 079-29705151 / 52 <b>Email:</b> mnshahoffice@gmail.com <b>Webiste:</b> www.mnshahca.com <b>Contact Person:</b> Chirag M. Shah <b>Membership No.:</b> 045706 <b>Firm Registration No.:</b> 105775W <b>Peer Review No:</b> 013057	

#### **BANKERS TO OUR COMPANY**

[•]

#### **BANKER(S) TO THE ISSUE**

[•]

#### **SPONSOR BANK(S)**

[•]

#### **SYNDICATE MEMBER(S)**

[•]

#### **Designated Intermediaries**

#### **Self-Certified Syndicate Banks**

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder, (other than an RII using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at the above mentioned link, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form of Bidders is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time

Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the “*list of mobile applications for using UPI in public issues*” displayed on the SEBI website. The said list shall be updated on the SEBI website.

#### **Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investors) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at <https://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 at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> 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 website of BSE and the NSE at <http://www.bseindia.com> and <https://www.nseindia.com>, respectively, as updated from time to time.

### **Collecting Registrar and Share Transfer Agents**

The list of the CRTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> And [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), respectively, as updated from time to time

### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?> and on the website of NSE at [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), as updated from time to time.

### **Monitoring Agency**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,00,000 Thousands in terms of Regulation 41 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

### **Experts**

Our Company has received written consent dated August 12, 2021 from **M/s Mahendra N Shah & Co., Chartered Accountants**, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated August 12, 2021 on our Restated Financial Statements; and (ii) their report dated August 12, 2021 on the Statement of Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Appraising Entity**

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

### **Credit Rating**

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

### **IPO Grading**

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

### **Trustees**

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

### **Green Shoe Option**

No green shoe option is applicable for the Issue



## **Filing of Draft Red Herring Prospectus**

A copy of this Draft Red Herring Prospectus has been filed electronically on the platform provided by SEBI in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to “Easing of Operational Procedure – Division of Issues and Listing – CFD”, and has also been uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of the Red Herring Prospectus, along with the material contract and documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC at the office of the Registrar of Companies located at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Ahmedabad, Gujarat – 380013. Further a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 shall be electronically filed with the Registrar of Companies.

## **BOOK BUILDING PROCESS**

Book Building Process, in the context of the Issuer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum bid lot size will be decided by our Company in consultation with the BRLM, and advertised in all editions of the English National Daily Newspaper [●], all editions of the Hindi National Daily Newspaper [●] and Ahmedabad edition of the Gujarati Daily Newspaper [●] (Gujarati being the regional language of Ahmedabad, where the Registered Office of our Company is located), each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the BRLM after the Bid/Issue Closing Date.

**All Bidders except Anchor Investors shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. In addition to this, the Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion may participate through the ASBA process by either; (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or; (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.**

**In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors (subject to the Bid Amount being up to ₹ 200,000) can revise their Bids during the Bid/Issue Period and withdraw their Bids on or before the Bid/Issue Closing Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Buyers will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Buyers will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis.**

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Issue

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

For further details on the method and procedure for Bidding, please see “*Issue Procedure*” on page no. 239 of this Draft Red Herring Prospectus.

## **Illustration of Book Building and Price Discovery Process**

For an illustration of the Book Building Process and the price discovery process, see “*Issue Procedure*” on page no. 239 of this Draft Red Herring Prospectus.

## Underwriting Agreement

After the determination of the Issue Price, but prior to the filing of the Prospectus with the RoC, our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be 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 completed before filing the Prospectus with the RoC).*

<b>Name, Address, Telephone Number and Email Address of the Underwriters</b>	<b>Indicative Number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (in ₹ Thousands)</b>
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them in accordance with the Underwriting Agreement.

Subject to applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLM will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfill their underwriting obligations.

## CAPITAL STRUCTURE

The Equity Share Capital of the Company as on the date of this Draft Red Herring Prospectus and after giving effect to the Issue is set forth below:

(₹ in thousands, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price *
<b>A</b>	<b>Authorised Share Capital<sup>(1)</sup></b>		
	1,75,00,000 Equity Shares of face value of ₹ 10 each	1,75,000.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	1,04,50,500 Equity Shares of face value of ₹ 10 each	1,04,505.00	-
<b>C</b>	<b>Present Issue in terms of this Draft Red Herring Prospectus<sup>(2)</sup></b>		
	Public Issue of up to 45,00,000 Equity Shares of face value of ₹ 10 each	45,000.00	[●]
<b>D</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	Up to 1,49,50,500 Equity Shares of face value of ₹ 10 each		1,49,505.00
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue		18,400.00
	After the Issue <sup>(3)</sup>		[●]

\* To be updated upon finalization of the Issue Price.

<sup>(1)</sup> For details in relation to the changes in the authorised share capital of our Company, see “History and Certain Corporate Matters- Amendments to the Memorandum of Association” on page 128.

<sup>(2)</sup> The present Issue has been authorised by a resolution of the Board of Directors dated June 29, 2021 and by a resolution of the shareholders of our Company in the Extra Ordinary General Meeting held on July 1, 2021.

Further, our Company, in consultation with the BRLM, is considering a Pre-IPO placement of up to 7,00,000 Equity Shares for an aggregate amount not exceeding ₹ [●] Thousands. The Pre-IPO Placement will be at a price to be decided by our Company in consultation with the BRLM and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC.

If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to the minimum Issue Size constituting at least 25% of the Post-Issue paid-up Equity Share capital of our Company.

<sup>(3)</sup> To be finalized upon determination of the Issue Price.

### NOTES TO CAPITAL STRUCTURE

#### 1. Share Capital History of our Company

The following table sets forth the history of the equity share capital of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)
On Incorporation	10,000	10	10	Subscription to MoA <sup>(1)</sup>	Cash	10,000	1,00,000
June 20, 2018	50,00,000	10	10	Private Placement <sup>(2)</sup>	Cash	50,10,000	5,01,00,000
July 25, 2018	22,00,000	10	10	Private Placement <sup>(3)</sup>	Cash	72,10,000	7,21,00,000

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)
September 12, 2018	1,90,000	10	10	Private Placement <sup>(4)</sup>	Cash	74,00,000	7,40,00,000
February 25, 2019	1,47,500	10	10	Private Placement <sup>(5)</sup>	Cash	75,47,500	7,54,75,000
January 22, 2020	15,13,000	10	10	Private Placement <sup>(6)</sup>	Cash	90,60,500	9,06,05,000
January 22, 2020	4,00,000	10	10	Sweat Equity <sup>(7)</sup>	Other than Cash	94,60,500	9,46,05,000
January 22, 2020	3,50,000	10	10	Private Placement <sup>(8)</sup>	Other than Cash	98,10,500	9,81,05,000
January 31, 2020	1,80,000	10	10	Private Placement <sup>(9)</sup>	Other than Cash	99,90,500	9,99,05,000
June 29, 2020	2,30,000	10	50	Private Placement <sup>(10)</sup>	Cash	1,02,20,500	10,22,05,000
July 7, 2020	2,30,000	10	50	Private Placement <sup>(11)</sup>	Cash	1,04,50,500	10,45,05,000

<sup>(1)</sup> Allotted 5,000 Equity Shares each to Narendrasinh Devda and Govindsinh Chavada pursuant to their subscription to MoA.

<sup>(2)</sup> Allotted 20,00,000 Equity Shares to Vishal Jain and 30,00,000 Equity Shares to Gautam Bali.

<sup>(3)</sup> Allotted 22,00,000 Equity Shares to Axon Healthcare Investments Limited.

<sup>(4)</sup> Allotted 1,90,000 Equity Shares to Quality Life Sciences Private Limited.

<sup>(5)</sup> Allotted 1,00,000 Equity Shares to Rajiv Gulati and 47,500 Equity Shares Axon Healthcare Investments Limited.

<sup>(6)</sup> Allotted 2,48,000 Equity Shares to Narendrasinh Devda, 1,35,000 Equity Shares to Govindsinh Chavada, 1,80,000 Equity Shares to Vishal Jain, 3,00,000 Equity Shares to Pooja Vaghela, 2,00,000 Equity Shares to Neetaben Devda, 2,00,000 Equity Shares to Jaydipsinh Devda, 1,50,000 Equity Shares to Priyanka Vaghela and 1,00,000 Equity Shares to Ishita Sapara.

<sup>(7)</sup> Allotted 2,00,000 Equity Shares to Govindsinh Chavada and Vishal Jain each.

<sup>(8)</sup> Allotted 75,000 Equity Shares to Ismail Kola, 75,000 Equity Shares to Mark Goldtone and 2,00,000 Equity Shares to Hemrajsinh Vaghela.

<sup>(9)</sup> Allotted 90,000 Equity Shares each to Anubhav Bharill and Shuddhatm Bharill.

<sup>(10)</sup> Allotted 80,000 Equity Shares to Quality Life Sciences Private Limited, 1,30,000 Equity Shares to Haveli Marble Private Limited and 20,000 Equity Shares to Hitesh Patel.

<sup>(11)</sup> Allotted 70,000 Equity Shares to Haveli Marble Private Limited and 1,60,000 Equity Shares to Dhruv Desai.

## 2. Shares issued for consideration other than cash or out of revaluation reserves

Our Company has not revalued its assets since incorporation and accordingly has not issued any Equity Shares, including any bonus shares, out of revaluation of reserves at any time.

Except as set out below, we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Name of the Allottees	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment	Benefits accrued to our Company
January 22, 2020	Govindsinh Chavada	2,00,000	10	10	Sweat Equity Shares	Consultancy Services
	Vishal Jain	2,00,000				
	Ismail Kola	75,000			Private Placement - Other than Cash	Technical Know – How
	Mark Goldstone	75,000				
	Hemrajsinh Vaghela	2,00,000				
January 31, 2020	Anubhav Bharill	90,000	10	10	Private Placement - Other than Cash	Consultancy Services
	Shuddhatm Bharill	90,000				
	<b>Total</b>	<b>9,30,000</b>				

3. As on the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under the provisions of Sections 230 to 240 of the Companies Act, 2013.
4. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
5. Our Company has not issued any Equity Shares at a price that may be lower than the Issue Price during a period of one year preceding the date of this Draft Red Herring Prospectus.



## 6. Shareholding Pattern of our Company

a) The following is the shareholding pattern of the Company as on the date of this Draft Red Herring Prospectus

Category (I)	Category of Share- holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of diluted Share Capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Class	Total								
A	Promoter & Promoter Group	4	79,72,490	-	-	79,72,490	76.29%	79,72,490	-	79,72,490	76.29%	-	76.29%	4,00,000	3.83%	-	-	79,72,490
B	Public	17	24,78,010	-	-	24,78,010	23.71%	24,78,010	-	24,78,010	23.71%	-	23.71%	3,50,000	3.35%	-	-	24,78,06
C	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>21</b>	<b>1,04,50,500</b>	<b>-</b>	<b>-</b>	<b>1,04,50,500</b>	<b>100.00%</b>	<b>1,04,50,500</b>	<b>-</b>	<b>1,04,50,500</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>7,50,000</b>	<b>7.18%</b>	<b>-</b>	<b>-</b>	<b>1,04,50,496</b>

- b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of Pre-Issue Share Capital (%)
1.	Gautam Bali	30,00,000	28.71%
2.	Vishal Jain	23,84,995	22.82%
3.	Axon Healthcare Investments Limited	22,47,500	21.51%
4.	Govindsinh Chavada	3,39,995	3.25%
5.	Pooja Vaghela	3,00,002	2.87%
6.	Quality Life Sciences Private Limited	2,70,000	2.58%
7.	Narendrasinh Devda	2,48,002	2.37%
8.	Neetaben Devda	2,00,000	1.91%
9.	Jaydipsinh Devda	2,00,000	1.91%
10.	Hemrajsinh Vaghela	2,00,000	1.91%
11.	Haveli Marble Private Limited	2,00,000	1.91%
12.	Dhruv Desai	1,60,000	1.53%
13.	Priyanka Vaghela	1,50,000	1.44%
<b>Total</b>		<b>99,00,494</b>	<b>94.74%</b>

- c) Our Company has not issued any warrants, convertible debentures, loan or any other instrument which would entitle the shareholders to equity shares upon exercise or conversion.

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

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of Pre-Issue Share Capital (%)
1.	Vishal Jain	20,04,995	26.57%
2.	Gautam Bali	30,00,000	39.75%
3.	Axon Healthcare Investments limited	22,47,500	29.78%
4.	Quality Life Sciences Private Limited	1,90,000	2.52%
5.	Rajiv Gulati	1,00,000	1.32%
<b>Total</b>		<b>75,42,495</b>	<b>99.93%</b>

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

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of Pre-Issue Share Capital (%)
1.	Gautam Bali	30,00,000	28.71%
2.	Vishal Jain	23,84,995	22.82%
3.	Axon Healthcare Investments limited	22,47,500	21.51%
4.	Govindsinh Chavada	3,39,995	3.25%
5.	Pooja Vaghela	3,00,002	2.87%
6.	Quality Life Sciences Private Limited	2,70,000	2.58%
7.	Narendrasinh Devda	2,48,002	2.37%
8.	Neetaben Devda	2,00,000	1.91%
9.	Jaydipsinh Devda	2,00,000	1.91%
10.	Hemrajsinh Vaghela	2,00,000	1.91%
11.	Haveli Marble Private Limited	2,00,000	1.91%
12.	Dhruv Desai	1,60,000	1.53%
13.	Priyanka Vaghela	1,50,000	1.44%
<b>Total</b>		<b>99,00,494</b>	<b>94.74%</b>

- f) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of ten days prior to the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of Pre-Issue Share Capital (%)
1.	Gautam Bali	30,00,000	28.71%
2.	Vishal Jain	23,84,995	22.82%
3.	Axon Healthcare Investments limited	22,47,500	21.51%
4.	Govindsinh Chavada	3,39,995	3.25%
5.	Pooja Vaghela	3,00,002	2.87%
6.	Quality Life Sciences Private Limited	2,70,000	2.58%
7.	Narendrasinh Devda	2,48,002	2.37%
8.	Neetaben Devda	2,00,000	1.91%
9.	Jaydipsinh Devda	2,00,000	1.91%
10.	Hemrajsinh Vaghela	2,00,000	1.91%
11.	Haveli Marble Private Limited	2,00,000	1.91%
12.	Dhruv Desai	1,60,000	1.53%
13.	Priyanka Vaghela	1,50,000	1.44%
<b>Total</b>		<b>99,00,494</b>	<b>94.74%</b>

g) Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

7. Except as disclosed in this Draft Red Herring Prospectus, our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, this foregoing restriction will not apply to issuance of shares pursuant to Pre-IPO Placement and our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue 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.

## 8. Shareholding of our Promoters

a) Build-up of the shareholding of our Promoters

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	F V (₹)	Acquisition / Transfer Price (₹)	Cumulative No. of shares	% of Pre Issue Equity Share Capital	% of Post Issue Share Capital	Lock-in Period
<b>Gautam Bali</b>									
June 20, 2018	Private Placement	Cash	16,20,000	10	10	30,00,000	15.50%	10.84%	18 Months
			13,80,000				13.21%	9.23%	6 Months
<b>Vishal Jain</b>									
March 12, 2018 <sup>(1)</sup>	Transfer	Cash	4,995	10	10	4,995	0.05%	0.03%	18 Months
June 20, 2018	Private Placement	Cash	13,00,000	10	10	20,04,995	12.44%	8.70%	18 Months
			7,00,000				6.70%	4.68%	6 Months
January 22, 2020	Private Placement	Cash	1,80,000	10	10	21,84,995	1.72%	1.20%	6 Months
January 22, 2020 <sup>(2)</sup>	Sweat Equity	Other than Cash	2,00,000	10	10	23,84,995	1.91%	1.34%	6 Months

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	F V (₹)	Acquisition / Transfer Price (₹)	Cumulative No. of shares	% of Pre Issue Equity Share Capital	% of Post Issue Share Capital	Lock-in Period
<b>Govindsinh Chavada</b>									
On Incorporation	Subscription to MOA	Cash	4,995	10	10	5,000	0.05%	0.03%	18 Months
			5				Negligible	Negligible	-
March 12, 2018 <sup>(3)</sup>	Transfer	Cash	(5)	10	10	4,995	Negligible	Negligible	-
January 22, 2020	Private Placement	Cash	1,25,005	10	10	1,39,995	1.196%	0.84%	18 Months
			9,995				0.096%	0.07%	6 Months
January 22, 2020 <sup>(2)</sup>	Sweat Equity	Other than Cash	2,00,000	10	10	3,39,995	1.91%	1.34%	6 Months

<sup>(1)</sup>Vide transfer dated March 12, 2018 Narendrasinh Devda Transferred 4,995 Equity Shares to Vishal Jain.

<sup>(2)</sup>Allotted Sweat Equity against the Consultancy service provided in their Professional Capacity

<sup>(3)</sup>Vide transfer dated March 12, 2018, Govindsinh Chavada Transferred 1 Equity share to Ismail Kola, 2 Equity Share to Ajit Sowami, 2 Equity Share to Mark Goldtone.

#### Notes:

- None of the shares belonging to our Promoter have been pledged till date.
  - The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
  - Our Promoter have confirmed to the Company and the BRLM that the Equity Shares held by our Promoter have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
  - All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.
- b) Pre- Issue and Post- Issue Shareholding of our Promoter and Promoter Group

Provided below are details of Equity Shares held by our Promoters and the members of our Promoter Group as on the date of this Draft Red Herring Prospectus:

Sr. No.	Category of Promoter	Pre-Issue		Post- Issue	
		No. of Equity Shares	Percentage of pre- issue capital (%)	No. of Equity Shares	Percentage of post- issue capital (%)
<b>A. Promoter</b>					
1	Gautam Bali	30,00,000	28.71%	30,00,000	20.07%
2	Vishal Jain	23,84,995	22.82%	23,84,995	15.95%
3	Govindsinh Chavada	3,39,995	3.25%	3,39,995	2.27%
<b>Sub-Total (A)</b>		<b>57,24,990</b>	<b>54.78%</b>	<b>57,24,990</b>	<b>38.29%</b>
<b>B. Promoter Group</b>					
1	Axon Healthcare Investment Limited	22,47,500	21.51%	22,47,500	15.03%
<b>Sub-Total (B)</b>		<b>22,47,500</b>	<b>21.51%</b>	<b>22,47,500</b>	<b>15.03%</b>
<b>TOTAL (A+B)</b>		<b>79,72,490</b>	<b>76.29%</b>	<b>79,72,490</b>	<b>53.33%</b>

9. Our Company has Twenty- One (21) shareholders, as on the date of this Draft Red Herring Prospectus.

10. We hereby confirm that:

- a. None of the members of the Promoter, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Draft Red Herring Prospectus except as disclosed above in this chapter.
- b. None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

#### 11. Promoter's Contribution and other Lock-in details

a) *Details of Promoter's Contribution locked-in for eighteen (18) months*

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Issue Equity Share capital of our Company held by the Promoter, shall be locked in for a period of eighteen months as minimum Promoter's contribution from the date of Allotment and the shareholding of the Promoter in excess of 20% of the fully diluted post- Issue Equity Share capital shall be locked in for a period of six months from the date of Allotment.

The details of the Equity Shares held by our Promoter, which shall be locked-in for a period of eighteen months from the date of allotment, are set out in the following table:

Name of Promoter	No. of Equity Shares Locked-in <sup>(1)</sup>	% of the post- Issue equity share capital
Gautam Bali	16,20,000	10.84%
Vishal Jain	13,00,000	8.70%
Govindsinh Chavada	1,30,000	0.87 %
<b>Total</b>	<b>30,50,000</b>	<b>20.40%</b>

<sup>(1)</sup> All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares, as the case may be. For details regarding allotment of the above Equity Shares, please refer Note no. 8 under "Notes to Capital Structure" on page no. 65 of this Draft Red Herring Prospectus.

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

The minimum Promoter' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- i. The Equity Shares offered for Promoter's Contribution do not include equity shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of equity shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against equity shares, which are otherwise ineligible for computation of Promoter's Contribution;
- ii. The Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;



- iii. Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company.
- iv. The Equity Shares forming part of the promoter's contribution are not subject to any pledge and all Equity Shares held by our Promoter & members of our Promoter Group are dematerialized.

**We further confirm that our Promoter' Contribution of 20% of the Post-Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.**

**b) Other Lock-in requirements**

- i. In addition to the 20% of the post-Issue shareholding of our Company held by the Promoter and locked in for eighteen months as specified above, and pursuant to Regulation 17 of the SEBI ICDR Regulations the entire pre-Issue Equity Share capital of our Company will be locked-in for a period of Six Months from the date of Allotment.
- ii. Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by the Promoter, which are locked-in for a period of eighteen months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans;
- iii. Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoter which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans;
- iv. Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by the Promoter, which are locked-in may be transferred to and among the members of the Promoter Group or to any new Promoter 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, as applicable and (b) the Equity Shares held by persons other than the Promoter and locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations; and

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

In terms of Schedule XIII of the SEBI ICDR Regulations, Equity Shares allotted to Anchor Investors, if any, pursuant to the Issue under the Anchor Investor Portion, if applicable, shall be locked-in for a period of 30 days from the date of Allotment.

12. Our Company, our Promoter our Directors and the BRLM have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
13. All the Equity Shares are fully paid up and there are no partly paid up Equity Shares as on date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Bidders will be issued fully paid-up Equity Shares
14. As on the date of this Draft Red Herring Prospectus, the BRLM and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company.

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The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

15. Our Company has no outstanding ESOP's, warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares nor has the company ever allotted any equity shares pursuant to conversion of ESOP's as on the date of this Draft Red Herring Prospectus.
16. As on the date of this Draft Red Herring Prospectus, all the Equity Shares held by our Promoters, Promoter Group, Directors and KMPs are held in dematerialized form.
17. Over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest multiple of the minimum Allotment lot while finalising the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased, if required, so as to ensure that 20% of the post-Issue paid-up capital is locked in.
18. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories except the QIB Portion, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
19. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Issue under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.
20. No person connected with the Issue, including, but not limited to, the members of the Syndicate, our Company, our Subsidiaries, our Directors, our Promoter or the members of our Promoter Group and Group Company, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.
21. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
22. Our Company shall ensure that any transaction in the Equity Shares by the Promoter and the Promoter Group during the period between the date of filing of this Draft Red Herring Prospectus with the SEBI and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.
23. Our Promoter and Promoter Group will not participate in the Issue.
24. Except as disclosed in "*Our Management*" on page 133, none of our Directors or Key Managerial Personnel of our Company holds any Equity Shares as on the date of this Draft Red Herring Prospectus.
25. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### Issue Proceeds and Net Issue Proceeds

The details of the proceeds of the Issue are set forth in the table below:

(₹ in '000)

Sr. No.	Particulars	Amount
1.	Gross Proceeds of the Issue	[●]
2.	Less: Issue related Expenses <sup>(1)</sup>	[●]
	<b>Net Proceeds of the Issue</b>	[●]

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

#### Net Issue

Our Company intends to utilize the Net Proceeds for the following Objects (“Objects of the Issue”):

- a) Investment in Mobius Biomedical Inc.
- b) Acquisition of License for Product Development of Skin Care and Women’s Health Product;
- c) Working Capital Requirements;
- d) Sales, Marketing and Distribution Expenses for setting up our geographical reach
- e) General Corporate Purposes.

In addition to the aforementioned objects, our Company intends to strengthen its capital base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our Company among our existing and potential customers.

The Main Objects and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised as well as the activities towards which the loans proposed to be repaid from the Net Proceeds were utilized.

#### Utilisation of Net Proceeds

We intend to utilise the Net Proceeds of the Issue (“Net Proceeds”) of ₹ [●] thousands for financing the objects as set forth below:

(₹ in '000)

Sr. No.	Particulars	Amount
1.	Investment in Mobius Biomedical Inc.	1,10,000.00
2.	Acquisition of Licenses for Product Development of Skin Care and Women’s Health Products	2,75,000.00
3.	Working Capital Requirements	45,300.00
4.	Sales, Marketing and Distribution Expenses for setting up our geographical reach	16,860.00
5.	General Corporate Purposes <sup>(1)</sup>	[●]
	<b>Total</b>	[●]

<sup>(1)</sup> To be determined on finalisation of the Issue Price and updated in the Prospectus. The amount utilised for General Corporate Purposes shall not exceed 25% of the Net Proceeds of the Issue.

#### Year wise Deployment of Funds / Schedule of Implementation

The following table details the schedule of utilisation of the proceeds of the Issue:

(₹ in '000)

Sr. No	Particulars	Total Estimated Expenditure	Amount proposed to be funded from the Net Proceeds	Estimated utilisation in Fiscal 2022	Estimated utilisation in Fiscal 2023	Estimated utilisation in Fiscal 2024
1.	Investment in Mobius Biomedical Inc.	1,10,000.00	1,10,000.00	1,10,000.00	-	-
2.	Acquisition of Licenses for Product Development of Skin Care and Women's Health Products	2,75,000.00	2,75,000.00	1,92,100.00	59,100.00	23,800.00
3.	Working Capital Requirements	45,300.00	45,300.00	-	45,300.00	-
4.	Sales, Marketing and Distribution Expenses for setting up our geographical reach	16,860.00	16,860.00	1,500.00	15,360.00	-
5.	General corporate purposes	[●]	[●]	[●]	[●]	[●]
	<b>Total</b>	[●]	[●]	[●]	[●]	[●]

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects of the Issue, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Fiscals towards the aforementioned objects.

### Means of Finance

We confirm that firm arrangements of finance through verifiable means towards more than 75% of the stated means of finance, excluding the amount to be raised through the proposed Issue, have been made in compliance with the Regulation 7(1)(e) of SEBI ICDR Regulations.

The fund requirements and the proposed deployment of funds are based on internal management estimates, based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Given the nature of our business, we may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details, see Risk Factors – *“Our funding requirements and deployment of the Issue Proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company’s management will have flexibility in utilizing the Proceeds from the Issue.”* on page no. 29 of this Draft Red Herring Prospectus.

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 availability and compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds, our management may explore a range of options including utilising our internal accruals.

If the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purpose will not exceed 25% of the Issue proceeds in accordance with applicable law.

### DETAILS OF THE FUND REQUIREMENTS

#### 1. Investment in Mobius Biomedical Inc.

The pharmaceutical research segment is highly dependent on investment at each stage of a research development project. Also, as the research on any new molecule / technology advances to higher levels, the value of that researched molecule / technology increases along with the valuation of such a researching entity. Such increase is based on the speed of development and likelihood of success perceived by the researcher and the investing entity. Accordingly, an

investment in the initial stages of development of any molecule / technology has the highest potential of capital appreciation. Our Company continuously pursues such new technology in pharmaceutical & biotechnology and has invested substantially in technological developments at the base level. Our Company has currently invested in two biotechnology companies; Ansella Therapeutics Inc., situated in Lowell, USA and Aurum Biosciences Limited, situated in Glasgow, UK. These companies are developing new technology in the field of pharmaceuticals, biotechnology and biosciences and have obtained and / or applied for various patents for their respective technologies.

After our successful investment in Aurum Biosciences Limited and Ansella Therapeutics Inc., our Company has identified and proposes to invest an amount of ₹ 1,10,000.00 thousands in a US based pharmaceutical technology development company, Mobius Biomedical Inc. (“MBI”).

MBI is an innovative research and development company developing proprietary equipment modules and a flexible, continuous end-to-end process to enable the commercial-scale manufacturing of monoclonal antibodies (mAb) and other classes of biological therapeutics. MBI has developed proprietary downstream filtration and purification technologies designed to replace the traditional centrifugation, depth filtration, and chromatography process steps utilized in commercial scale mAb production with significantly smaller equipment capable of comparable product throughput.

The modular downstream purification process flow is designed to seamlessly interface with traditional chemostat or perfusion bioreactor upstream processes and to terminally interface with traditional, semi-continuous ultrafiltration/diafiltration (UF/DF) processes to prepare the product for fill-finish and ultimately provide a continuous, end-to-end process. MBI has filed multiple provisional patent applications through which it intends to protect and develop its proprietary equipment modules and its end-to-end bioprocess, including, U.S. Provisional Application No. 63/077,766 (filed on September 14, 2020), U.S. Provisional Patent Application No. 63/154,108 (filed on February 26, 2021), and U.S. Provisional Patent Application No. 63/154,109 (filed on February 26, 2021).

For further details of MBI’s technology and research, please refer the chapter “*Our Business*” on page no. 108 of this Draft Red Herring Prospectus.

We have entered into a Preferred Stock Purchase Agreement dated June 01, 2020 for acquiring 34,71,415 Series B preferred stock at a price of Rs. 31.76<sup>(1)</sup> per preferred stock for an aggregate amount of ₹ 1,10,000.00 thousands constituting 11.80% of the total dilutive capital of MBI.

<sup>(1)</sup> The price being \$0.4321 per share, converted to INR as on March 31, 2021

Our Company intends to make this investment for an aggregate amount of ₹ 1,10,000.00 thousands and the same is proposed to be funded from the Net Proceeds of this Issue. This proposed investment is approved by our Board & Shareholders via Resolution dated June 29, 2021 & July 1, 2021 respectively.

We believe that such investment will provide not only an opportunity for capital appreciation but will also allow us to acquire the license for their under-development technology to make biologics and biosimilars for commercialising in the Indian market.

## 2. Acquisition of Licenses for Product Development of Skin Care and Women’s Health Products

Our Company has entered into a license purchase agreement dated July 01, 2021 with ATI for acquiring the technology licenses for its skin care and women’s health products in the Indian market. Further, our Company, under the aforesaid license agreement has agreed to develop the product according to the Indian markets.

The costs involved in the acquisition of licenses and their product development are detailed as below:

(₹ in ‘000)

Sr. No.	Particulars	Amount
a.	Acquisition of Licenses for product Development	1,10,000.00
a.	Product Development of Skin Care Product	46,000.00
b.	Product Development of Women’s health Product	1,19,000.00
	<b>Total</b>	<b>2,75,000.00</b>

*a. Acquisition of Licenses for Product Development*

Our Company (including its subsidiary) has an aggregate Equity shareholding of 17.71% on fully diluted basis in Ansell Therapeutics Inc. (“ATI”), which has obtained a patent ‘Compositions and Methods for Preventing and Treating Conditions’ for Vulvovaginal atrophy (VVA) vide patent dated June 02, 2020 bearing no. US 10,668,046 B2 and is also developing an innovative formulation for skin care problems caused by Diaper Rash treatment. Our stake in ATI has enabled us to bid for and acquire the licenses for commercializing the above technology based products in India.

Our Company intends to acquire the licenses for developing and marketing the skin care and the women’s health products in the Indian markets. Our Company has entered into a License Purchase Agreement dated July 01, 2021 for the purchase of such license for a one-time cost of ₹ 1,10,000.00 thousands<sup>(1)</sup>. This license will give an exclusive right to market these products in the Indian market for the duration of 10 years., subject to the expiry of their patent. Being an innovative formulation, we believe that it will give us a distinctive edge over other similar products in the current market.

<sup>(1)</sup> The agreement price being \$1.5 million converted to INR as on March 31, 2021)

Our Company intends to acquire this license based on the terms of the aforementioned License Purchase Agreement and the one-time cost of ₹ 1,10,000.00 thousands for this purchase is proposed to be funded from the Net Proceeds of this Issue. This proposed acquisition of License for Product Development is approved by our Board & Shareholders via Resolution dated June 29, 2021 & July 1, 2021 respectively.

*b. Product Development of Skin Care Product*

Ansell Therapeutics Inc. has developed a new technology to address skin related issues caused by diaper rash and our Company is acquiring the license for development and marketing the said product. For details of the skin care product, please refer the chapter “*Our Business*” on page no. 108 of this Draft Red Herring Prospectus. The licensed technology shall enable the development of products that consist of an emulsified silicone-based cream designed as a skin protectant which can be available to the consumers through pharmacies and other general stores. Besides the various factors for the Indian markets, including demographics and weather, the aim of product development of any pharmaceutical product is to design a quality product and manufacturing process to consistently deliver the intended performance. The development of our product will ensure that a standardised formulation process is arrived at, such that each batch of the cream has the same performance on the intended skin issue. Further, once the product is developed and sample batches are approved, the final saleable products will be manufactured in specific batch sizes for commercial sale.

To carry out the product development activity and for manufacturing the product we have entered into a Supply Agreement (“Supply Agreement”) dated July 22, 2021 with a USA based contract manufacturer, Axcentria Pharmaceuticals LLC (“Axcentria”). The product development will entail finalising the formulation process and manufacturing a qualification batch of 250 units of the product.

*c. Product Development of Women’s Health Product*

Ansell Therapeutics Inc. has obtained a patent for compositions comprising a stable water-in-silicone emulsion, and methods and kits comprising the compositions for treating conditions pertaining to VVA dated June 02, 2020 bearing no. US 10,668,046 B2 based on which, it has developed a new technology to address issues faced by pre-, peri- and post-menopausal women and our Company is acquiring license for development and marketing of the said product in India. For details of the women’s health product, please refer the chapter “*Our Business*” on page no. 108 of this Draft Red Herring Prospectus. The licensed product consists of a patented biomimetic cream which can be available to the consumers through pharmacies and other general stores.

The product development of any new pharmaceutical product involves detailed analysis of the formulation. The designing and process requires a comprehensive study as there are no similar products to provide an initial basis. Our Company has entered into a Master Development and Manufacturing Services Agreement (“Development Agreement”) dated July 01, 2021 with Encube Ethicals Pvt. Ltd., a well established product development contract manufacturer company, for the product development process of the women’s health product.

This proposed transaction with Encube Ethicals Pvt. Ltd. is approved by our Board & Shareholders via Resolution dated June 29, 2021 & July 1, 2021 respectively.



## Funding Details

The amount for the purchase of the License for the skin care and women's health product and its respective product development aggregating to ₹ 2,75,000.00 thousands, is proposed to be raised through the proceeds of this Net Issue and will be utilised as detailed in the section "Year wise Deployment of Funds / Schedule of Implementation" forming part of this chapter. Further, pending the receipt of IPO Proceeds, any amount that may be deployed for the purchase of the said License from internal accruals or other sources, shall be recouped / repaid upon receipt of the IPO Proceeds.

### 3. Working Capital Requirements

We propose to launch anemulsified silicone-based cream designed as a skin protectantfor diaper rash treatment among infants and adults and a women's healthcare related cream for addressingpre, peri and post-menopausal issues, for which we have recently signed a License Purchase agreement. These products would be manufactured by a contract manufacturer and we would have the exclusive rights for developing and marketing these products in India for a minimum period of 10 years.

According to the agreed terms of manufacture and supply with our contract manufacturers, the above mentioned Supply Agreement and Development Agreement requires us to make a significant amount of advance payment to these contract manufacturers for materials, utilities, manpower, etc. The cost for the manufacture of the diaper rash cream includes costs related to ingredients & packaging components, manufacturing and testing. As per the terms of the said Supply Agreement, our Company will make payments to the contract manufacturers for the finished products as per our design and formulation. Also, we expect to incur additional costs for shipping the products to India, which will be required to be paid immediately upon receipt of the shipment. Further, being a new and innovative product, we will need to offer higher credit period to our debtors, since we target to market our products across pharmacies and stores PAN India. We estimate that the realisation of revenue proceeds from our debtors (direct or through an agency) will take approximately 80-90 days.

Accordingly, our Company has estimated an amount of ₹ 45,300.00 thousands as our working capital requirement for the manufacturing of the skin care related diaper rash product.

#### Basis of estimation of working capital requirement

The details of our Company's expected working capital requirements for the Fiscal 2022-23 and funding of the same are as set out in the table below:

Particulars	Fiscal 2023 (E)
<b>Current Assets</b>	
Inventories	2,500.00
Trade Receivables	46,000.00
Other Current Assets	300.00
<b>Total (A)</b>	<b>48,800.00</b>
<b>Current Liabilities</b>	
Trade payables	1,000.00
Other Current Liabilities	2,500.00
<b>Total (B)</b>	<b>3,500.00</b>
<b>Net working capital requirement (A - B)</b>	<b>45,300.00</b>
<b>Funding Pattern</b>	
Amount proposed to be utilised from Net Proceeds	<b>45,300.00</b>

M/s. J R Thaker & Associates, Chartered Accountants, (FRN:153087W) pursuant to a certificate dated August 16, 2021, certified the working capital requirements of our Company for the Fiscal 2023.

## Assumptions for Working Capital requirements

### *Holding Levels & Justification*

Particulars	Holding days	Justification for Holding Days Assumption
<b>Current Assets</b>		
Inventories	7	As a marketing company we do not intend to hold substantial inventory with us. Also, considering that our products have a shorter expiry period, we will be optimising our order flow from the contract manufacturer to match the end demand of the products. Accordingly, our Company has estimated an Inventory holding period of 7 days the cost of goods sold for the Financial Year 2022-23.
Trade Receivables	75	Our sales involve local pharmacies who make retail sales to consumers. In order to capture the consumer base, and as an incentive to pharmacies to promote our product, our Company has estimated the holding level for Trade Receivable as 75 days of revenue from operations for the Financial Year 2022-23.
Other Current Assets	0.5	Other Current Assets include day-to-day advances, receivables and deposits and our Company has estimated the holding level for Other Current Assets as 0.50 day of revenue from operations for the Financial Year 2022-23.
<b>Current Liabilities</b>		
Trade payables	3	Trade Payables mainly include payment for manufacturing to Axcentria and miscellaneous expenses payable for marketing / distribution of the product. Our Company estimates the same to be an average of 3 days of the cost of goods sold for the Financial Year 2022-23.
Other Current Liabilities	7	Other Current Liabilities denote various payables including shipping, salary, rent, government dues, etc. Our Company has estimated the holding level of Other Current Liabilities at 7 days of the cost of goods sold for the Financial Year 2022-23.

Our Company intends to raise the working capital amount of ₹ 45,300.00 thousands for the working capital, from the proceeds of the Net Issue.

#### **4. Sales, Marketing and Distribution Expenses for setting up our geographical reach**

Our Company is engaged in the business of pharmaceutical licensing and commercialisation, including the products licensed from Ansell Therapeutics Inc. i.e. a cream for skin protection caused by Diaper Rash and a biomimetic cream for pre, peri and post menopausal women's health problem caused by VVA. Our Company is evaluating potential technologically advanced breakthroughs in the pharmaceutical field and has also invested in companies pursuing these technologies at an early stage. We intend to introduce in the Indian markets a well-researched product and further develop a niche market for an advanced product offering better treatment with lower after – effects.

Recognizing that the OTC pharmaceutical industry in India is quite competitive and also that our products, being advanced formulations are intended as a premium product, marketing these products is one of our key focus areas. The primary aim of our marketing activities will be to build product awareness, brand awareness and manage brand recall for our products. Our Company believes that the initial marketing of any new product involves higher fund requirement, as it may entail distribution of free samples to pharmacies and doctors, advertisement through hoardings, pamphlets, etc. and also a significant amount of marketing is also done via digital and social media channels.

Further, the company has planned various initiatives including appointment of a marketing agency which has a network of pharmacies to which they distribute our products. The agency will primarily nurture a vast range of super-stockists, local distributors and retail network in order to build a product loyalty through various schemes, volume discounts and other innovative engagement models unique to the Company.

We also intend to focus on building a dedicated marketing team of our own, in order to ensure that our products are available to consumers PAN India. We intend to create an initial marketing budget, which includes hiring a sales force in various regions of the Country, from the funds raised by the fresh issue proceeds.

To achieve above mentioned objectives we require funds towards payment of expenses to be incurred for the sales, marketing and distribution initiatives of our Company. The requirements of such funds are as entailed below:

Sr. No.	Particulars	Amount (₹ in '000)
(i)	Advertising / marketing / Sampling – Budget	6,600.00
(ii)	Cost of Sales team	10,260.00
<b>Totals</b>		<b>16,860.00</b>

**(i) Advertising / Marketing / Sampling**

Our management has estimated an amount of ₹ 6,600.00 thousands to be expensed towards advertising, marketing and sampling, which may be either borne by us directly or through a marketing agency. Based on discussions with industry related PR agencies and other internal management sources we estimated these costs as explained below:

Sr. No.	Marketing Head	Amount (₹ in '000)
1.	Sampling and Activations	4,500.00
2.	Digital & Social Media	1,200.00
3.	Marketing Agency Fee	900.00
<b>TOTAL</b>		<b>6,600.00</b>

Considering the dynamic nature of markets and demand for pharmaceutical products, we have estimated the marketing expenses to be incurred in various states across India. However, based on actual response from each market region, our continual market research findings and other marketing related factors such as tie-ups with pharmacy chains, wholesalers, agents, etc., we may have to shift our marketing spending pattern. Accordingly, we may have to increase or decrease expenditure in certain regions and also we may have to alter our expenditure on the advertising mediums based on factors including but not limited to the factors mentioned above.

**(ii) Cost of Sales team**

As on the date of this Draft Red Herring Prospectus, our Company has 4 employees, out of which none of them are involved in sales and marketing. We believe that we will have to invest in setting up a sales team as we develop our products for introduction in the Indian markets. The sales team will include a marketing head, regional marketing In-charge for the broad five regions in the Country and local marketing professionals in each region. The costs of such sales team for the first year of our marketing campaign is proposed to be funded from the Net Proceeds of the Issue. We have estimated that the IPO proceeds would be used for paying salary of the increased marketing personnel once we initiate the above marketing plan and hence we have estimated costs thereon for the funding requirements as entailed below:

(₹ in '000)

Particulars	Month 1-2	Month 3-4	Month 5-12	Total
No. of Marketing Head Required	1	1	1	
No. of Regional Marketing In-charge required	5	5	5	
No. of Marketing Professionals required	10	12	14	
Marketing Head estimated salary including expenses	100.00	100.00	100.00	
Regional Marketing In-charge estimated salary including expenses	60.00	60.00	60.00	
Marketing Professionals estimated salary including expenses	35.00	35.00	35.00	
Number of Months	2	2	8	

<b>Total</b>	<b>1,500.00</b>	<b>1,640.00</b>	<b>7,120.00</b>	<b>10,260.00</b>
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The above salary structure is based on management estimates and the same may vary based on actual allocation of sales force in each region during the year.

The above expenses are estimated to begin within a period of 1-2 months from the receipt of the IPO Proceeds.

### 5. General Corporate Purposes

We propose to deploy ₹ [●] thousands, aggregating to [●]% of the Proceeds of the Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, reduce consolidated debt levels, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, including excess amount, if any, as mentioned in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

#### ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ [●] thousands, which is [●]% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in thousands)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	[●]	[●]%	[●]%
2	Brokerage and selling commission <sup>(1)(2)(3)(4)</sup>	[●]	[●]%	[●]%
3	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]%	[●]%
4	Advertisement and Marketing Expenses	[●]	[●]%	[●]%
5	Stock Exchange Fees, Regulatory and other Expenses	[●]	[●]%	[●]%
<b>Total</b>		[●]	[●]%	[●]%

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

Portion for Retail Individual Bidders <sup>#</sup>	[●] % of the Amount Allotted (plus GST)
Portion for Non-Institutional Bidders <sup>#</sup>	[●] % of the Amount Allotted (plus GST)

<sup>#</sup> Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

No additional uploading/processing charges shall be payable by the Company to the SCSBs on the Bid cum Application Forms directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

- 2) Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by the members of the Syndicate / sub-Syndicate / Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking, would be as follows.

Portion for Retail Individual Bidders <sup>#</sup>	[●] /- per ASBA Form (plus GST)
Portion for Non-Institutional Bidders <sup>#</sup>	[●] /- per ASBA Form (plus GST)

<sup>#</sup> Based on valid Bid cum Application Forms.

- 3) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by members of the Syndicate (including their sub-Syndicate members), RTAs and CDPs would be as follows:

Portion for Retail Individual Bidders <sup>#</sup>	[●]% of the Amount Allotted (plus GST)
Portion for Non-Institutional Bidders <sup>#</sup>	[●]% of the Amount Allotted (plus GST)

<sup>#</sup> Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

- 4) Bidding/uploading Charges payable to members of the Syndicate (including their Sub-Syndicate Members), Registered Brokers, CRTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are procured by them and submitted to SCSB for blocking, would be [●] per valid application. The selling commission and Bidding Charges payable to the Registered Brokers, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

### Appraisal and Bridge Loans

The Objects have not been appraised by any banks, financial institutions or agency. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be utilised from the Net Issue Proceeds.

### Monitoring of Utilization of Funds

Since the proceeds from the Fresh Issue do not exceed ₹ 10,00,000.00 thousands, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Issue Proceeds. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Issue Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the Objects of the Issue as stated above.

### Interim Use of Funds

Pending utilization of the Net Issue Proceeds for the purposes described above, our Company will deposit the Net Issue Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Issue Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

Apart from the purchase of product license from Ansell Therapeutics Inc. by our Company, no part of the Net Proceeds of the Issue will be paid by our Company as consideration to our Promoters, Promoter Group our Board of Directors, our Key Management Personnel or Group Companies except in the normal course of business and in compliance with applicable law. Further, our promoter Vishal Jain is interested in the capacity of President in Mobius Biomedical Inc. in which we shall be making a fresh investment using net proceeds of the Issue.



## BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLM, on the basis of the assessment of market demand for the offered Equity Shares by 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 Issue Price is [●] times of 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 chapters titled “*Our Business*”, “*Risk Factors*” and “*Financial Information*” on page nos. 108, 23 and 158 respectively, of this Draft Red Herring Prospectus 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 the Issue Price are:

- Experienced Promoters with Extensive Domain Knowledge
- Global Patented Licensed Technology
- Tie-ups with recognised manufacturing partners
- First mover advantage
- Our proven execution track record

For more details on qualitative factors, refer to chapter “*Our Business*” on page no. 108 of this Draft Red Herring Prospectus.

### Quantitative Factors

The information presented in this section for the Fiscals ended March 31, 2021, March 31, 2020 and March 31, 2019 is derived from our Special Purpose Restated Financial Information. For more details on financial information, investors please refer the chapter titled “*Financial Information*” on page no. 158 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

#### 1) Basic and Diluted Earnings / Loss Per Share (“EPS”)

Year ended March 31,	Basic & Diluted	
	EPS (in ₹)	Weights
2021 <sup>(1)</sup>	6.24	3
2020 <sup>(1)</sup>	(1.71)	2
2019 <sup>(1)</sup>	(0.66)	1
<b>Weighted Average</b>	<b>2.44</b>	

<sup>(1)</sup> Based on the Consolidated Restated Financials of our Company

#### Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year / period}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit / (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year / period}}$$

- c. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 (Ind AS 33) “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014

- d. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Special Purpose Restated Financial Information as appearing in “Annexure V & VI” of the “Consolidated Restated Financial Statements” beginning on page no. 158 of this Draft Red Herring Prospectus.

**2) Price Earnings Ratio (“P/E”) in relation to the Price Band of ₹ [●] to ₹ [●] per share of ₹ 10 each**

Particulars	P / E Ratio
P/E ratio based on basic and diluted EPS for the year ended March 31, 2021 at the Lower end of the price band	[●]
P/E ratio based on weighted average EPS for the year ended March 31, 2021 at the Lower end of the price band	[●]
P/E ratio based on basic and diluted EPS for the year ended March 31, 2021 at the Higher end of the price band	[●]
P/E ratio based on weighted average EPS for the year ended March 31, 2021 at the Higher end of the price band	[●]

**Industry Peer Group P/E ratio**

Not applicable as there are no listed companies in India that engage in a business similar to that of our Company.

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

Year ended March 31,	RoNW (%)	Weight
2021 <sup>(1)</sup>	37.93%	3
2020 <sup>(1)</sup>	-16.59%	2
2019 <sup>(1)</sup>	-5.21%	1
<b>Weighted Average</b>	<b>12.57%</b>	

<sup>(1)</sup> Based on the Consolidated Restated Financials of our Company

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit /loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

**4) Net Asset Value (NAV)**

Financial Year	NAV (₹)
NAV as at March 31, 2021 <sup>(1)</sup>	16.28
Issue Price (₹)	[●]
NAV after Issue <sup>(2)</sup>	[●]

<sup>(1)</sup> Based on the Consolidated Restated Financials of our Company

**Note:** Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

**5) Comparison with Industry Peers**

There are no listed companies in India that engage in a business similar to that of our Company. Hence, it is not possible to provide an industry comparison in relation to our Company.

- 6) The Floor Price of ₹ [●] and the Cap Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand from investors for the Equity Shares determined through the Book Building Process and is justified based on the above qualitative and quantitative parameters. Investor should read the above mentioned information along with the section titled “Risk Factors” on page no. 23 of this Draft Red Herring Prospectus and the financials of our Company

including important profitability and return ratios, as set out in the section titled “*Financial Information*” on page no. 158 of this Draft Red Herring Prospectus. The trading price of the Equity Shares could decline due to the factors mentioned in section titled “*Risk Factors*” on page no. 23 of this Draft Red Herring Prospectus and an investor may lose all or part of his investment.

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**STATEMENT OF TAX BENEFITS**

To,  
The Board of Directors  
**Infinion Biopharma Limited**  
407, Silver Radiance, Pakwan Char Rasta,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380 054

Dear Sirs,

**Subject: Statement of Possible Special Tax Benefits available to Infinion Biopharma Limited (“the Company”), its shareholders and its material subsidiaries, prepared in accordance with the requirements under Para 9 (L) of Part A under Schedule VI of the SEBI ICDR Regulations**

We refer to the proposed offering of the shares of the Company. We enclose herewith the statement showing the current position of special tax benefits available to Infinion Biopharma Limited (‘the Company’), the shareholders of the Company and its material subsidiary under the Income Tax Act, 1961 (‘Act’) and applicable indirect taxes, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company, the Shareholders and its material subsidiaries and do not cover any general tax benefits available to the Company and the Shareholders. 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.

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

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and our interpretation of the existing tax laws in force in India.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its Issue, which may have a material effect on the discussions herein.

This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus or any other Offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**Chirag M. Shah**  
**Partner**  
Membership No: 045706  
**UDIN:** 21045706AAAAKF1419  
**Date:** August 12, 2021  
**Place:** Ahmedabad

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

**You should consult your own tax advisors concerning the Indian Tax implications and consequences of purchasing, owning and disposing of Equity Shares in your particular situation.**

### **A. SPECIAL TAX BENEFITS TO THE COMPANY AND ITS MATERIAL SUBSIDIARY**

NIL

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

NIL

#### **Note:**

1. The statement of tax benefits enumerated above is as per the Income Tax Act 1961 including amendments as set out in the Finance Act 2021.
2. 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, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.
3. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

## SECTION VI – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section has been obtained or derived from “CARE Advisory Research and Training Limited (CARE research)” vide their Report dated July 28, 2021. Neither the Company nor the BRLM or any other person connected with the Issue has independently verified this Information, their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. CARE Research has taken due care and caution in preparing this Report based on the information obtained by CARE Research from sources which it considers reliable (Data). However, CARE Research does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest/ disinvest in any company covered in the Report and no part of this Report should be construed as on expert advice or investment advice or any form of investment banking within the meaning of any law or regulations. CARE Research especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CARE Research providing or intending to provide any services in jurisdictions where CARE Research does not have the necessary permission and/or registration to carry out its business activities in this regard. The Company will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. No part of this Report may be published / reproduced in any form without CARE Research’s prior written approval.

### GLOBAL ECONOMY

The global economy is estimated to have contracted by 3.3% in the year 2020 amid pandemic situation. The same is projected to grow at 6% in 2021 due to low base effect and fading impact of pandemic, further growing to 4.4% in 2022 as per the World Economic Outlook April 2021 by International Monetary Fund. Growths for advanced economies are projected at 5.1% in 2021 and at 3.6% in 2022. Emerging market and developing economies are projected to experience similar trend of growth at 6.7% in 2021 and 5% in 2022.

Particulars	2020	2021p	2022p
World	-3.3	6.0	4.4
Advanced Economies	-4.7	5.1	3.6
United States	-3.5	6.4	3.5
Euro Area	-6.6	4.4	3.8
Japan	-4.8	3.3	2.5
United Kingdom	-9.9	5.3	5.1
Canada	-5.4	5.0	4.7
Other Advanced Economies*	-2.1	4.4	3.4
Emerging market and developing economies (EMDEs)	-2.2	6.7	5.0
Emerging and Developing Asia	-1.0	8.6	6.0
China	2.3	8.4	5.6
India**	-8.0	12.5	6.9
ASEAN-5***	-3.4	4.9	6.1
Emerging and Developing Europe	-2.0	4.4	3.9
Latin America and Caribbean	-7.0	4.6	3.1
Middle East and Central Asia	-2.9	3.7	3.8
Sub-Saharan Africa	-1.9	3.4	4.0

Note: p- Projections

\* Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries

\*\* For India, data and forecasts are presented on a fiscal year basis and GDP from 2011 onward is based on GDP at market prices with FY 11-12 as a base year.

\*\*\* Indonesia, Malaysia, Philippines, Thailand, Vietnam

(Source: World Economic Outlook April 2021 as published by IMF)

Growth in the advanced economies will pick-up with the resumption of economic activities as vaccination drive advances and pent-up demand gets released. However, there could be regional restrictions which may restrict the growth. Different economies will follow different recovery path within the advanced economy group. For Instance, US



is expected to return to 2019 end activity level in the first half of 2021 while in the Euro and UK, the activity level is expected to remain lower till 2022. The variations can be attributed to differences in spread of pandemic, government policy and public health responses to infections, adaptability of economy to restricted mobility, etc.

In emerging market and developing economies, the vaccination protection is expected to remain unavailable for most of the population in 2021. This may trigger the need for more lockdown and containment measures in 2021 as compared to advanced economies. There will be variations in recovery profiles among countries due to differences in severity of pandemic, policy response, economic structure including employment & dependence on vulnerable sectors, etc. For instance, tourism-based economies such as Fiji, Seychelles and Thailand may witness slower recovery due to restricted cross border movement. Economies such as China with effective containment measures, central bank liquidity support is expected to recover faster.

Recovery in advanced economies is expected to be faster than emerging market economies owing to their earlier & faster vaccination drive and greater room to maintain supportive macroeconomic policies. Any sharp variations in the recovery trajectories between the advanced and emerging economies leading to different monetary policy stance can complicate the situation for emerging markets. The Central banks in advanced economy have adopted aggressive policy easing since the outbreak of Covid-19 which has provided relief to the financial markets in emerging economies. The future policy stance of the central banks in advanced economies will be a key factor affecting the stability of financial markets in emerging economies.

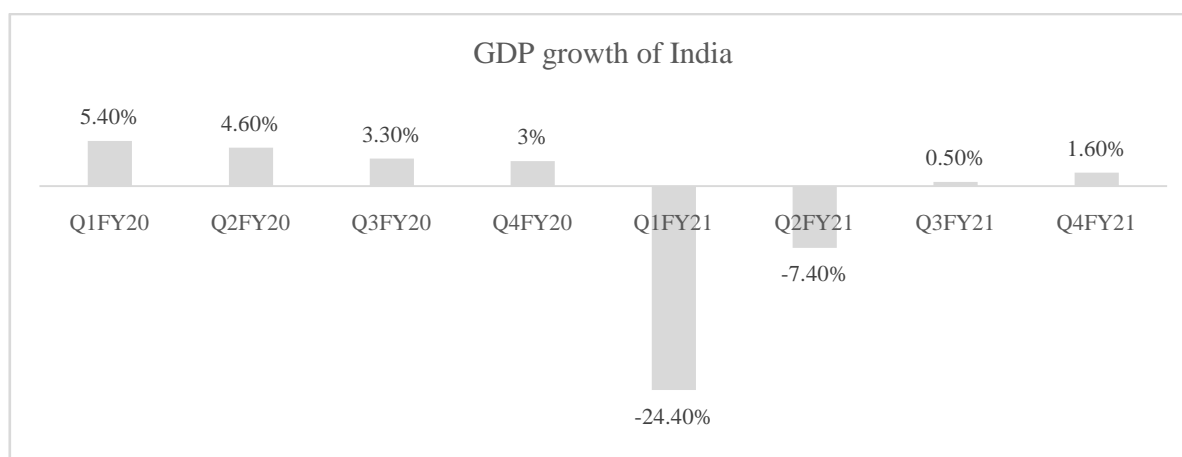
The future growth will depend largely on the path of the health crisis including the ability of vaccines to fight with emerging variants of virus, the effectiveness of policy actions to restrict economic damage and the evolution of financial conditions. Besides proactive fiscal and monetary support by governments in respective countries, strong international cooperation will also be vital. This will be important for ensuring that the gap in living standard between low income and high income economies narrows down. This would especially require adequate worldwide vaccine production and universal distribution at affordable prices so that all countries can recover from this pandemic crisis. The international community also needs to work together to ensure that financially constrained economies have adequate access to international liquidity which could support them in developing their health care systems, infrastructure and overall economic growth.

## INDIAN ECONOMY

### Gross Domestic Product (GDP)

India's GDP started showing a decline since FY2020 impacted by the consumption slowdown. This slowdown was exacerbated by the outbreak of pandemic and stringent lockdown restrictions in the early part of FY2021. These pandemic induced restrictions had led to a contraction in the Indian economy by 7.3% in FY2021. The H1FY21 saw a major downturn in GDP with contraction of -24.4% and -7.4% in Q1 and Q2 respectively. With the easing of lockdown restriction and due to pent-up demand, the remaining FY21 year witnessed growth at 0.5% in Q3 and 1.6% in Q4.

The trend of GDP growth in the past two years is depicted below:



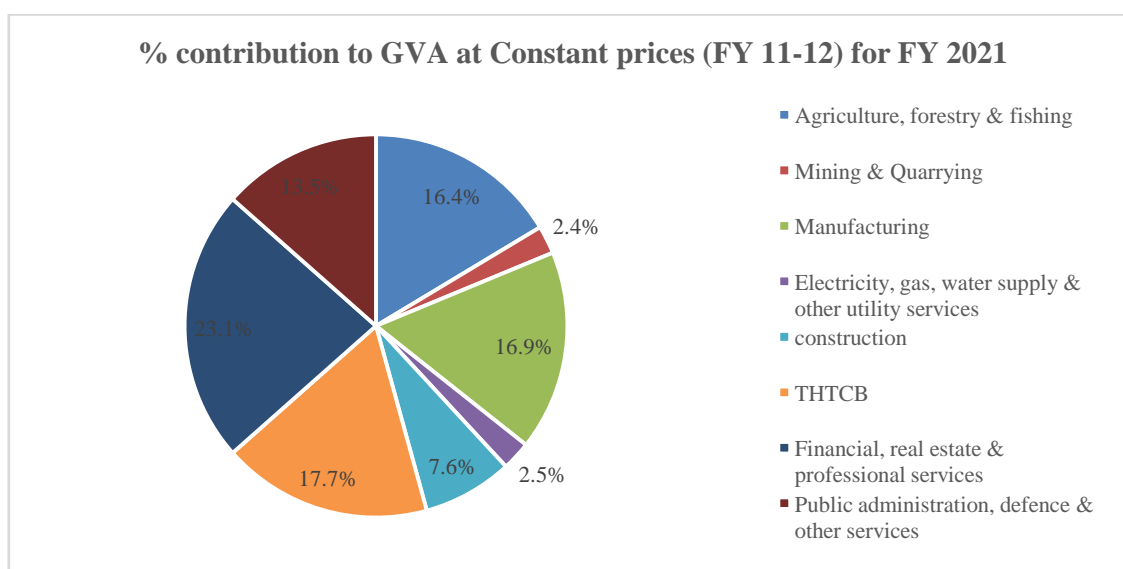
(Source: MoSPI)

The higher economic activity in the last quarter of FY21 was broad-based across sectors. Consumption (private and government) and investments too witnessed an improvement in the last quarter of FY21. Agriculture, industry and services sector witnessed positive year-on-year growth during the quarter. The industrial sector grew by 8% in Q4FY21 as compared to Q4 FY20 aided by the higher output in manufacturing (6.9%), electricity, gas, water & utility services (9.1%) and construction (14.5%). The manufacturing and construction segments benefited from the unlock process which gathered pace during the last two quarters. The favourable base effect (low growth in Q4 FY20) has also aided the growth in these segments. Only the mining and quarrying sector recorded negative growth during the quarter (-5.7%).

### Gross Value Added (GVA)

Gross value added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives picture of supply side where as GDP represents consumption. It may be observed from the above figure that Financial, Real Estate and Professional services (FRP) contribute the highest followed by contribution from Trade, Hotels, Transport and Communication services (THTCB). Share of Manufacturing and Agriculture sector was 3<sup>rd</sup> and 4<sup>th</sup> largest respectively.

The Sector wise contribution to GVA in FY21 is presented below:

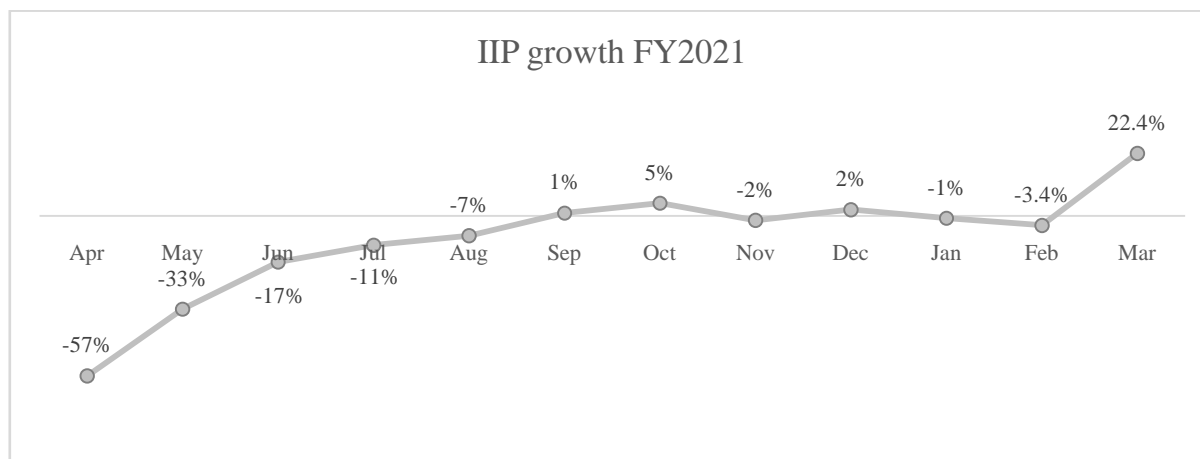


(Source: MoSPI)

The THTCB was adversely impacted during FY21 with its share in total GVA decreasing from 20.3% in FY20 to 17.7% in FY21. It was on account of mobility restrictions amid pandemic.

### Industrial Growth

The monthly trend of IIP growth in FY2021 is depicted below:

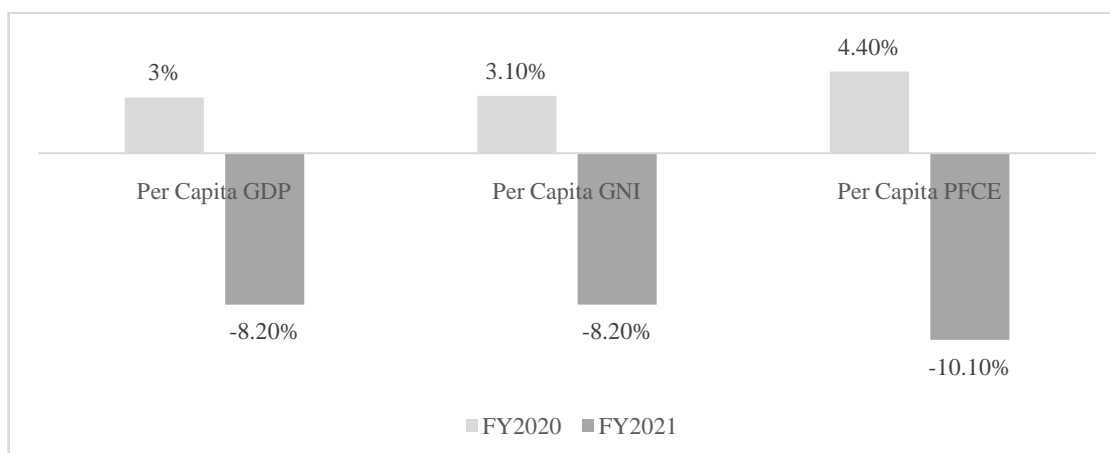


(Source: MoSPI)

The outbreak of Covid-19 and subsequent stringent lockdown restrictions had derailed the industrial growth leading to negative industrial growth in the period April 2020-August 2020. The IIP growth gradually turned marginally positive with the easing of lockdown restrictions. However, for most of the financial year, it remained either in the contraction zone or only marginal expansion before significantly expanding in March 2021 which was partially due to low base effect.

### Growth in Per Capita GDP, Income and Final Consumption

During the year FY 20-21, per capita GDP, income and final consumption saw significant contraction in line with the overall contraction observed in the economy.



(Source: MoSPI)

### Indian Economy Outlook

The Indian economy had contracted by 7.3% in FY2021. While H1FY2021 was impacted by the lockdowns and mobility restrictions amid the outbreak of Covid-19, the unlocking of economy in H2FY2021 boosted consumption and industrial activity across sectors.

However, the outbreak of second wave of Covid-19 in March 2021 has hindered the growth prospects. The first two months of FY22 witnessed huge spike in infection leading to lockdown restrictions imposed by most of the states to varying extent. The impact of second wave of Covid-19 is visible in the core sector data for the month of April 2021. The core sector output has been lower by 15.1% in April, 2021 over the March, 2021 level with a broad-based contraction across all segments on a month-on-month basis. (However, the eight core sectors have registered a double-digit output growth of 56.1% y-o-y in April 2021, following 11.4% growth in March 2021. This is on account of low base effect as the nation-wide lockdown imposed last year disrupted the production activities resulting in very low output. The expansion in April has been led by an exponential growth in output of steel and cement. All sectors except

*crude oil have witnessed positive growth during the month. Due to statistical base effect, this trend of expansion is expected to continue in the coming months given the contraction observed in the corresponding period last year. )*

Also, in FY2022, the corporate tax collections will be impacted to an extent especially for the smaller companies which have been under pressure. This coupled with the slower than expected pace of vaccination has led to a cut in economic growth forecasts of India for FY22. CARE Ratings downward revised its GDP estimates to 8.8-9% for FY2021-22, 0.2% to 0.4% lower than its earlier estimate. It cited the impact of the second wave of the Covid-19 pandemic as the reason behind a slowdown in the economic growth.

The lowering economic growth estimates would also have adverse implications on the fiscal math of the government. Following the sharp widening in fiscal deficit to 9.4% of GDP in FY21, the central government with the aim of gradually bringing down the fiscal deficit to less than 4.5% of GDP by FY26, budgeted a fiscal deficit of 6.8% for FY22. Given the prevailing and evolving situation, this target is unlikely to be met. The increase in infections would lower the income of the government while increase the expenditure towards controlling the pandemic and alleviating the impact of the same on the most vulnerable sections. There is a threat to the farm sector, which was largely unaffected during the first outbreak of the pandemic last year, this time because the infections are spreading to the interiors in most states. It has also affected workers in businesses with considerable disruption in supply chain.

Domestic economic growth prospects hinges on the effective control of pandemic and the relaxation of the restrictions that are in place across the various parts of the country. The restrictions are expected to ease further from July onwards. At the same time there is optimism that with higher proportion of the population getting vaccinated, there could be a turnaround in the economic activity as has been witnessed in other parts of the world.

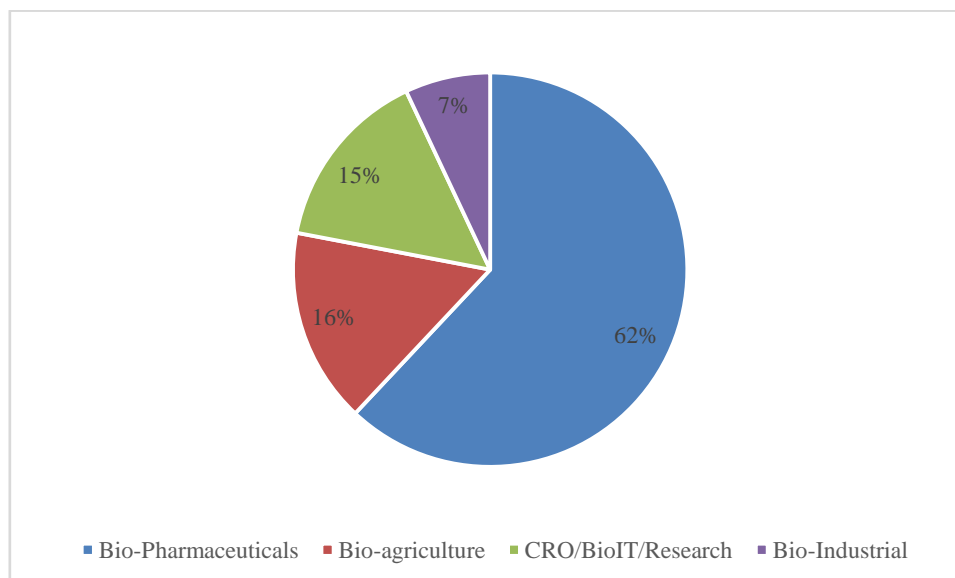
Significant monetary and liquidity measures taken by the Reserve Bank of India and fiscal measures by the government would mitigate the adverse impact on domestic demand and help spur economic activity once normalcy is restored. Still, the government would have to play a critical role for the revival of the economy mainly through investments which could to an extent address the dire employment situation and also prompt consumption.

## **OVERVIEW OF BIOPHARMA INDUSTRY**

### **Emergence & Current status of Biopharma in India**

Biopharmaceuticals (Biopharma) are medicines produced in, extracted from, or semi synthesized from living organisms unlike traditional medicines which are produced through chemical synthesis. The biopharmaceuticals are very complex drugs which have enabled therapeutic treatments where there was no cure available.

Biopharma is the largest and one of the fastest growing segments of Indian Biotechnology industry. The Indian biotechnology industry which comprises of Bio-pharmaceuticals, Bio-agriculture, Bio-industrial and Contract Research/Bio-IT/Research is estimated to have a value of USD 70 billion in 2020. The share of different segment of biotechnology industry in India is depicted below:



(Source: CART's compilation from secondary sources)

There have been some favourable developments in the past few decades which placed the stepping stones for Biopharma sector to grow in India. One of the key developments was setting up of the Department of Biotechnology (DBT) under the Ministry of Science and Technology in 1986. In the 1990s, the DBT's role was instrumental in funding vaccine and other biotech research in India. Some of the significant contributions of DBT included grants & loans to Indian companies to cover international patent & other R&D costs and establishment of biotech industrial parks with special economic zone privileges.

India's growing trade partnership from 1960s to 1980's with Soviet Union, subsequently with Europe and US by 1991 spurred India to make its industries including pharma industries globally competitive.

Another development was India's agreement to the World Trade Organization's TRIPS (Trade Related Aspects of Intellectual Property Rights) regime in 1995 committing itself to a reform of its patent law. In 2005, its patent law was extended to cover product patents, including those for new drug molecules. This gradually shifted the focus of India's pharmaceutical companies away from generics and process optimization towards innovative drug research, including R&D on biopharmaceuticals.

The government has also supported the industry with tax incentives including tax deductions in R&D expenditures, export incentives, favourable schemes including Bio-pharma mission, etc.

These favourable developments coupled with friendly tax regime, large & skilled labour force, focus towards building a robust Biopharma industry attracted foreign investment. This has enabled many Indian companies to conduct contract research and manufacturing for major multinationals and use the earnings to fund their R&D efforts. The Indian biopharmaceuticals has emerged as a major market with a favourable ecosystem comprising of skilled & huge manpower, faster market entry, large consumption demand backed by rising population, government's support, etc. The major bio-pharmaceutical clusters of India are located in Haridwar, Vishakhapatnam, Chennai, Sikkim, Hyderabad, Mumbai, Ahmedabad, Pondicherry, Mysore, Delhi NCR, etc.

The government is very keen to develop the Biopharma industry in India and has supported the industry through various initiatives. One of the major initiatives include "Innovate in India (I3)" program under National Biopharma Mission which is an industry-academia collaborative mission of Department of Biotechnology (DBT) in collaboration with World Bank. The program was launched in 2017 at a cost of Rs. 1500 crore and is being implemented by Biotechnology Industry Research Assistance Council (BIRAC). The mission is aimed at enabling and nurturing a favourable ecosystem to make Indian Biopharma industry globally competitive. The program has a focus on the development of new vaccines, bio-therapeutics, diagnostics and medical devices to address the rising burden of diseases in the country.

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## Key Operating Segments

The major segments in the Biopharma market include - vaccines, diagnostics, therapeutic drugs, insulin, animal biologics and statins. Therapeutics, vaccines and diagnostics are the major segments contributing to a significant share of overall Biopharma industry. Vaccines are the largest contributor to the Biopharma segment, followed by diagnostics and biotherapeutics.

### *Vaccines*

The global vaccines market is expected to increase at a CAGR of 5.2% from USD 41.7 billion in 2019 to USD 62.20 billion by 2027 on back of rising cases of infectious diseases, growing R&D, government's support, etc. This has further been accelerated with the onset of the Covid-19 global pandemic which is expect to significantly increase the overall size of global vaccines market.

India has been a leading manufacturer of vaccines in the world catering to around 60% of the world's vaccine demand. It exports more than two thirds of the total volume of the vaccines manufactured and consumes the rest domestically. It serves 40%-70% of the World Health Organization's (WHO's) demand for Tetanus (DPT), Diphtheria, Pertussis and Bacillus Calmette-Guérin (BCG) vaccines, and 90% of the WHO demand for the measles vaccine.

India has become a global vaccines hub, supplying vaccines to more than 150 countries. This has been driven by India's focus on R&D, investment in manufacturing facilities to produce low cost vaccines, incremental innovation in vaccines for some common diseases, etc.

India's vaccine market accounts to more than 33% of the global market. Indian vaccine market forms around 2% of the total domestic pharma market which includes consumption under Universal Immunisation Program (UIP) and private retail market.

The government has played an instrumental role in strengthening the vaccine market in India. This includes funding in R&D through agencies such as Department of Biotechnology (DBT), the Indian Council of Medical Research (ICMR), and the Ministry of Health and Family Welfare (MoHFW).

India, having a robust vaccine manufacturing capability will play a critical role in meeting the demand of the world for Covid-19 vaccines. Serum Institute of India which is the world's largest vaccine manufacturer has an agreement to manufacture one billion doses of COVID-19 vaccine developed in collaboration with AstraZeneca and Oxford. Further, Bharat Biotech, in collaboration with the Indian Council of Medical Research (ICMR) - National Institute of Virology (NIV) has developed India's first indigenous COVID-19 vaccine named Covaxin. This is an inactivated vaccine developed using dead virus, incapable of infecting people but still able to instruct the immune system to mount a defensive reaction against an infection.

### *Diagnostics*

Diagnostics is one of the major growing segments of biopharmaceuticals industry in India. It involves examining specimens derived from the human body, such as blood, tissues, and other body fluids, to detect diseases and infections.

The major factors that are driving the growth of this segment include the rising chronic diseases, increasing use of point-of-care (POC) diagnostics, rising awareness, growing acceptance of personalized medicine, etc. The diagnostics segment can be further classified into clinical chemistry, molecular diagnostics, immunodiagnostics, haematology, microbiology, etc. as mentioned below:

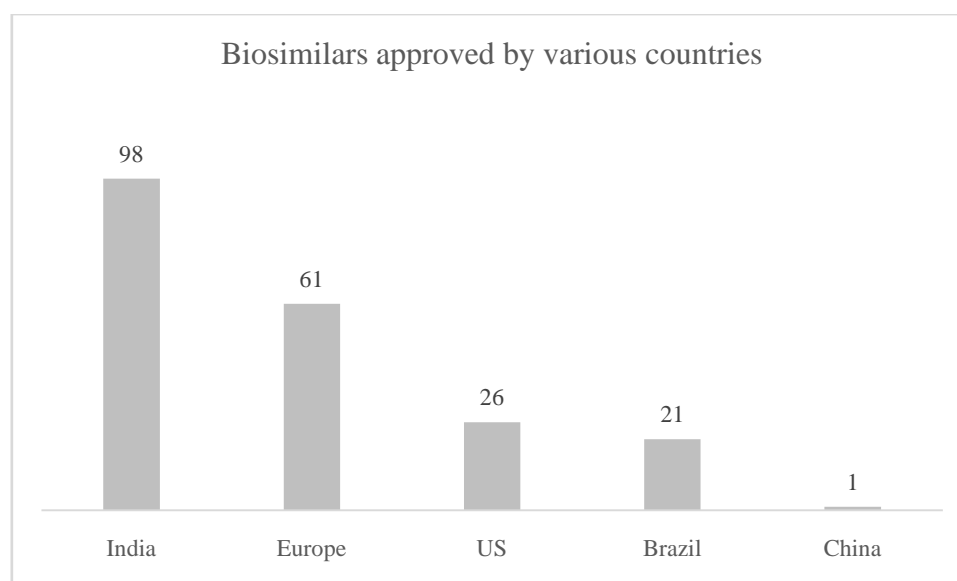
- Immunology involves use of an antibody to target and detect the presence of certain small molecules in a sample.
- Haematology involves diagnosis of blood and its components including haemoglobin, blood proteins, bone marrow, platelets, coagulation factors, etc.
- Clinical chemistry involves analysis of bodily fluids (usually blood or urine) for chemical components and proteins
- Molecular Diagnostics involves detection of genetic material or protein associated with a specific health condition
- Microbiology is the study of microscopic organisms like bacteria, fungi, parasites, and viruses

### *Biotherapeutics / Biologics*



This is one of the fastest growing segments of biopharmaceutical industry globally. Biologics and Biosimilars (simplified version of Biologics) have witnessed tremendous market traction in the recent years. The global biologics market is expected to grow from USD 253.4 billion in 2020 to USD 420.5 billion in 2025. The current market size of biosimilars in India is approximately USD 3 Billion and is expected to increase to USD 12 Billion by 2025. India has been leading globally in terms of launching biosimilars in the domestic market. Since approving its first biosimilar for Hepatitis B in year 2000, India has advanced significantly launching several biosimilars which were developed and marketed in India.

India is the leader in the world in terms of number of biosimilars approved till August 2019 followed by Europe and US. The biosimilars approved by various countries is depicted below:



(Source: Indian Pharmaceutical Industry Report 2021 by Federation of Indian Chambers of Commerce & industry, CART's compilation from secondary sources)

The biologics have demonstrated applications in various areas such as diabetes, oncology, immunology, dermatology, ophthalmology, neurology, rheumatology and inflammatory diseases. The oncology and immunology have been the major areas of applications.

The top biologics applications in autoimmune indications include rheumatoid arthritis, psoriasis, psoriatic arthritis, ankylosing spondylitis, Crohns disease and ulcerative colitis. Oncology applications include chronic lymphocytic leukaemia, metastatic breast cancer, breast tumour, metastatic colorectal cancer and non-Hodgkin lymphoma.

Some of the biosimilars and follow-on biologics launched by Indian pharmaceutical companies in India since year 2015 are depicted below:

Drug Name	Originator company	Active indications	First launched date
teriparatide	Zydus-Cadila Group	Osteoporosis	February 28, 2015
ranibizumab, Viropro	AxxiomInc	Age related macular degeneration	June 19, 2015
rituximab	Hetero Group	Chronic lymphocytic leukemia; non-hodgkin lymphoma; rheumatoid arthritis	August 5, 2015
erythropoietin	Serum Institute of India Ltd	Anemia	Dec. 17, 2015
trastuzumab	Zydus-Cadila Group	Breast tumor	January 9, 2016
adalimumab	Reliance Life Sciences Group	Ankylosing spondylitis; Inflammatory bowel	January 12, 2016

Drug Name	Originator company	Active indications	First launched date
		disease; psoriasis; psoriatic arthritis; rheumatoid arthritis; ulcerative colitis	
rituximab	Reliance Life Sciences Group	Non-hodgkin lymphoma; rheumatoid arthritis	January 12, 2016
bevacizumab	Hetero Group	Metastatic colorectal cancer	June 27, 2016
bevacizumab	Reliance Life Sciences Group	Cancer	Sept. 6, 2016
bevacizumab	Zydus-Cadila Group	Cancer; non-small-cell lung cancer	Sept. 30, 2017
bevacizumab	Biocon Ltd	Brain tumor; cancer; metastatic colorectal cancer; non-small-cell lung cancer; ovary tumor; renal tumor; uterine cervix tumor	Nov. 23, 2017
adalimumab	Hetero Group	Rheumatoid arthritis	January 3, 2018
pegfilgrastim	Biocon Ltd	Neutropenia	June 30, 2018
pegfilgrastim	Lupin Ltd	Neutropenia	July 25, 2018
trastuzumab	Dr Reddy's Laboratories Ltd	Breast tumor; metastatic breast cancer; metastatic stomach cancer	July 26, 2018
bevacizumab	Dr Reddy's Laboratories Ltd	Fallopian tube cancer; glioblastoma; metastatic breast cancer; metastatic colorectal cancer; metastatic non-small cell lung cancer; metastatic renal cell carcinoma; ovary tumor; peritoneal tumor; uterine cervix tumor	Aug. 19, 2019

(Source: CART's compilation from secondary sources)

## Demand Drivers

The major demand drivers for biopharmaceuticals in India are discussed below:

### *Increase in Chronic Lifestyle diseases*

There is a significant rise in chronic diseases including arthritis, asthma, cancer which is generating huge demand for biopharmaceuticals. The changing lifestyle of people including sedentary jobs coupled with long working hours, low physical activity, unhealthy diet, work stress, etc. is adversely impacting the health leading to an increase in diseases such as diabetes, blood pressure issues, etc. With transition towards digital economy, increasing urbanization, shifting eating preferences towards outside & unhealthy food, the lifestyle diseases are expected to increase, thus driving the demand for biopharmaceuticals.

### *Rising Income & Urbanization*

The biopharmaceuticals are typically expensive and therefore their affordability for the mass population has been a challenge. However, the rising per capita income on back of overall economic growth of country, increasing urbanization, etc. is expected to increase affordability and generate demand for Biopharma medicines.

### *Health Insurance*

The penetration of health insurance has been very low in India which coupled with low per capita income makes expensive Biopharma medicines unaffordable for a large section of population. However, the increasing penetration of

health insurance driven by growing awareness, availability of innovative & affordable health plans is expected to be a key demand driver for Biopharma. Also, Ayushman Bharat, government's Health Protection Scheme, which provides health coverage to over 10 crore poor and vulnerable families will be a major factor supporting the demand.'

#### *Covid-19 pandemic*

Though the pandemic has disrupted the Biopharma industry through disruption in supply chain, it has also offered new opportunities. There is a significant demand for pandemic related vaccines & therapeutics which offers an attractive opportunity to the Biopharma companies to invest in R&D and address this health emergency. Two Indian pharma companies including Bharat Biotech and Serum Institute of India in collaboration with foreign partners have already leveraged on this opportunity through launching vaccines for Covid-19 virus. There is still a huge demand for novel vaccines which can effectively fight with the emerging variants of Covid-19 virus.

#### *Demand for reduction in healthcare expenditure*

There is a growing demand for biosimilars which are cheaper version of biologics and therefore help in reducing healthcare expenditure burden on patients. With the upsurge in the number of patents nearing expiry for existing biological drugs, the demand for biosimilar drugs is expected to rise. India, with a significant portion of population being unable to afford expensive biologics, offers a huge consumption demand potential for biosimilars.

#### *Government Initiatives*

The government's focus on developing the Biopharma industry in India is a key growth driver for the industry. Its major initiatives include Production Linked Incentive scheme for pharma sector, Bio-pharma mission, subsidies to biosimilar manufacturers, etc.

#### **Availability & Accessibility**

Biopharmaceuticals are generally expensive owing to their complex development process and stringent regulatory requirements. The manufacturing of Biopharma drugs at scale requires huge capital investment for creating R&D infrastructure, assay development capabilities, high-quality cell lines & manufacturing facilities. The operational cost is also very high due to long process durations, expensive raw materials, low yields and involvement of highly skilled experts.

The affordability of biopharmaceuticals has been a challenge especially in developing countries including India. Many times, patients in India are unable to afford treatment or have to stop treatment when unable to bear the treatment cost. For Instance, it is estimated that seventy five percent of the Indian population suffering from cancer cannot afford treatment in early stage, and only less than a third of these patients have health insurance.

Given the affordability issue of biopharmaceuticals, India is focussing on the development of biosimilars which are cheaper version of patented biologics. The Department of Biotechnology along with the Ministry of Health have built a favourable ecosystem with a clear regulatory pathway for development of Biosimilars with the primary objective of being the most affordable in the world. Many of these biosimilars are also being supplied to the highly regulated and advanced markets of North America, Europe and Japan. Over the past decade, India has approved the largest number of biosimilars catering to needs of patients across the country.

India has taken various initiatives to enhance the availability & accessibility of biopharmaceuticals to the large section of population which are discussed below:

- **National Bio-pharma Mission**

This aims to enable and nurture an ecosystem for preparing India's technological and product development capabilities in biopharmaceuticals and transform the health standards of India's population through affordable product development. The government in collaboration with World Bank has approved a budget of Rs. 1500 crore for this mission. The mission is supporting the development of various vaccines, Biotherapeutics, medical devices & diagnostics, etc.

- **Ayushman Bharat**

Ayushman Bharat is a National Health Protection Scheme, which covers over 10 crore poor and vulnerable families (approximately 50 crore beneficiaries) providing coverage upto 5 lakh rupees per family per year for secondary and tertiary care hospitalization.

- **Production Linked Incentive**

The government has approved Production Linked Incentive (PLI) Scheme for Pharmaceuticals over a period of Financial Year 2020-21 to 2028-29. The objective of the scheme is to enhance India's manufacturing capabilities by increasing investment and production in the sector and contributing to product diversification to high value goods in the pharmaceutical sector. Biopharmaceuticals are also covered under this scheme which should drive their growth in the coming years.

The government's initiatives along with participation from Indian Biopharma companies have helped in increasing the availability of Biopharma medicines to the poorest patients in our country afflicted with cancer, diabetes and other immune mediated diseases. It is expected that the access and affordability of these drugs should enhance further with the growing expenditure in R&D, strong pipeline of biosimilars development by various companies, etc.

## **SKIN CARE TREATMENT**

### **Overview**

The adverse impacts of global warming and pollution has led to the increased cases of photosensitive skin disorders such as tanning, pigment darkening, sunburn, skin cancers and infectious diseases. The skin being the largest organ of the human body is the most exposed to environmental conditions. Therefore, the skin care market is one of the rapidly growing dynamic markets in India as increasing environmental impact has made the people very conscious about their skin care. Moreover, the growing awareness about the harmful effects of UV rays and other climatic factors on skin has enhanced the need for skin care treatment.

Chafing is one of the common skin problems that are usually caused by friction between skin-to-skin or clothing-to-skin contact. This leads to skin irritation, pain, stinging or burning sensation. This issue is common in people frequently involved in physical activities such as running, cycling owing to repetitive friction. Besides this, other major factors that cause chafing include heat & humidity, obesity, high sweat exposure and inappropriate sports gear such as tight shoes, ill-fitting clothes. The demand for medicines against these diseases has transformed the personal hygiene market which now includes anti-chafing creams, intimate care wipes & many other products from mainly including soaps & face wash products earlier.

Skin disorders are also very common in children worldwide. Some of the common skin conditions found in children include skin rashes, diaper dermatitis, atopic dermatitis, acne, and warts. Eczema is also emerging as a common skin problem among children owing to the rise in viruses, bacteria, and fungi. Therefore, the moisturizers for treatment of eczema are being manufactured on a large scale. Moreover, diaper rash is one of the most common skin problems among babies. It is an acute, episodic inflammatory condition characterized by erythema, papules, and pustules in the diapered area which creates discomfort in infants. This is caused by various factors including friction, skin overhydration, friction, frequent & extended exposure to urine or faeces. There is growing consciousness among young parents regarding adverse effects of diaper rash. This along with other factors such as increasing disposable income and product innovations is driving the demand for various dermatological products including medicated creams & moisturizers to treat diaper rash. The global Baby diaper rash cream market is expected to grow at a CAGR of 6.4% and reach USD 2.50 billion by 2027. Some of the major players in the global diaper rash cream market include Pigeon, Johnson and Johnson, Bepanthen, Beiersdorf AG and Mustela.

Besides infants, there is a growing demand for adult diapers owing to a significant rise in geriatric population across the globe, rise in prevalence of urinary incontinence, extreme looseness of the bowels in general population and growing awareness about improving hygiene. The global adult diaper market was valued at USD 9.8 billion in 2020 and is expected to grow at a CAGR of 8.90% during the period 2021-2026. The increasing usage of diapers in adults can cause skin rashes which usually begin as small, pink patches and progresses to larger red patches and painful bumps. This will drive the demand for adult diaper rash creams.

## Skin Care Market

The skin care market has shown a tremendous growth in the past few decades evolving from skin care diseases to including cosmetics and anti-aging treatments. Various factors including global warming, lifestyle related issues, demand for cosmetic surgeries, anti-aging solutions, new product developments, etc. are driving the market. The dermatology market in India comprising of medicinal and cosmetics products was estimated at around Rs. 8700 crore in 2019. The size of medicinal segment comprising of topical steroids, anti-fungal and anti-infectives stood at Rs. 6200 crore while the cosmetic category comprising of Sunscreens, anti-acne and the hair care or anti-dandruff range of products had an estimated size of Rs. 2500 crore.

The market for medicinal skin products can be classified into genetic skin diseases, cancers, allergic skin diseases, autoimmune skin disorders and infectious skin diseases which can be fungal, bacterial, or viral. The prevalence of fungal infections of the skin is common in India due to tropical climate. Increasing prevalence of skin diseases and growing awareness for diagnostics and treatment of skin diseases is the major driver for the growth. The major players in this segment include Glenmark Pharma, GSK Pharma, Sun Pharma, Macleods, Mankind and Abbott. Some of the top brands in the derma segment are Betadine (Win Medicare), Betnovate (GSK), Candid-B (Glenmark) and T Bact (GSK), among others. This market is still very underpenetrated and offers a huge potential for growth.

The diaper rash cream is one of the major growing segments of the skin care market in India. The list of some of the major baby diaper rash creams in India is depicted below:

Sr. No.	Diaper rash cream	Manufacturer/Marketer	Price (Rs.)
1	Destin Nappy Cream (136 gm)	Johnson & Johnson	1500
2	B4 Nappi Diaper Rash Cream (75 gm)	Curatio Health Care (I) Pvt Ltd	200
3	Sebamed Diaper Rash Cream (50 ml)	Sebamed	470
4	Palmer's Bottom Butter (250 ml)	Quadrant Consumer Products	520
5	Himalaya Diaper Rash Cream (50 gm)	The Himalaya Drug Company	120
6	The Moms Co. Natural Diaper Rash Cream (25 gm)	The Moms Co	199
7	Pigeon Baby Diaper Rash Cream (50 gm)	Pigeon India	179
8	Sudocrem Antiseptic Healing Cream (60 gm)	Maruti Enterprises	499
9	Cetaphil Baby Diaper Cream (70 gm)	Galderma India Pvt Ltd	380
10	Burtbees Diaper Ointment (85 gm)	Burt's Bees	2690
11	Triple Paste Medicated Ointment	Triple Paste	2347

(Sources: Secondary sources including Times of India, PharmEasy, Netmeds, Amazon and others (Prices mentioned are MRP))

Some of the diaper rash creams for adults include Vania Natural Anti Rashes Premium Gel (1000 g, MRP ₹ 799), manufactured by Vania and Balmex Adult Care Rash cream (340 g, MRP ₹ 6249) manufactured by Balmex.

## Biologics in Skin Treatment

The Biologics are becoming increasingly used in the treatment of many skin diseases, especially as an alternative to address medical needs unmet by conventional medicines. The advances made in the understanding of disease pathophysiology for skin diseases and in drug development have led to successful application of biologic therapies in dermatology.

The number of biological agents used in dermatology is growing with new developments. They have been effective in treating several skin diseases especially Psoriasis which has been one of the major areas for application of dermatological biologics. Increased understanding of the genetics of psoriasis has led to the development of highly effective therapies to clear psoriasis and its comorbidities including psoriatic arthritis, inflammatory bowel disease and cancers. Psoriasis is also associated with various lifestyle comorbidities, metabolic syndrome, diabetes, non-alcoholic steatohepatitis and cardiovascular disease in which use of biologics is effective. US Food and Drug Administration had approved the first biological agent, Alefacept for the treatment of chronic plaque psoriasis in 2003. Itolizumab, an Indian biologic was approved in 2013 for psoriasis.

The interest of clinicians in exploring biological therapy in various skin conditions has increased over the years. The increasing prevalence of psoriasis in children has led dermatological products manufacturers working towards

developing effective biologics for children with psoriasis. Since the biologics are quite expensive and not affordable by many patients, the production of biosimilars is likely to increase in dermatological products market.

## WOMEN'S HEALTH TREATMENT

### Menopause

Menopause, peri-menopause and post-menopause are stages in a woman's life when her monthly period stops and indicate the end of a woman's reproductive years. It's a normal part of aging and usually happens in the late 40s to early 50s.

Peri-menopause is the first stage in this process and can start eight to 10 years before menopause. Menopause is the point when a woman no longer has menstrual periods for at least 12 months. Post-menopause is the stage after menopause. However, women who get their ovaries removed surgically, undergo "sudden" surgical menopause.

As the women age, the reproductive cycle begins to slow down and prepares to stop. As menopause approaches, the ovaries release less estrogen hormone and the menstrual cycle starts to change, becoming irregular and gradually stops. The symptoms that are experienced during each stage of menopause (peri-menopause, menopause and post-menopause) reflects body's adjustment to these changes.

### Treatment

Since Menopause is a natural process, it doesn't require treatment in most cases. The treatment for menopause is usually about treating the symptoms of menopause that adversely impacts the women's life. There are many different types of treatments for the symptoms of menopause. The main types of treatment for menopause are Hormone therapy and Non-hormonal treatments.

#### *Hormonal Therapy*

The amount of hormones especially estrogen and progesterone released by ovaries gets reduced during menopause. Hormonal therapy is used as a supplement to enhance hormone levels and relieve some symptoms of menopause. There are two main types of hormone therapy:

- **Estrogen therapy:** In this treatment, estrogen is taken as a pill or patch usually in a low dose. This therapy can also be given as a cream, vaginal ring, gel or spray. This type of treatment is used after a hysterectomy. Estrogen alone can't be used if a woman still has a uterus.
- **Estrogen Progesterone/Progestin Hormone Therapy (EPT):** This treatment uses doses of both estrogen and progesterone. Progesterone is available in its natural form, or also as a progestin (a synthetic form of progesterone). This type of hormone therapy is used if woman still has a uterus.

Hormone therapy is useful to relieve many of the symptoms of menopause, including hot flashes & night sweats, vaginal dryness, irritability, mood swings, hair loss, etc. However, there are risks associated with hormonal therapy which include endometrial cancer, gallstones & gallbladder issues, blood clots, etc.

### Non-Hormonal Treatment

Non-hormonal treatments include changes to diet, lifestyle and using prescribed medicines. These treatments are useful for women who have other medical conditions or have recently been treated for breast cancer. The main non-hormonal treatments are discussed below:

#### *Diet*

Taking an appropriate diet can help in relieving menopause symptoms. This may include reducing the daily intake of caffeine, decreasing consumption of spicy foods which can reduce the severity of hot flashes, consuming more food that contain plant estrogen, etc. The recommended diet includes Soybeans, chickpeas, Lentils, Flaxseed, Grains, Beans, Fruits, Vegetables, etc. Also, identifying and working around certain triggers for hot flashes can be effective. This may include keeping bedroom cool at night, wearing layers of clothing, quitting smoking. Weight loss, etc.



### Exercising

Exercise can be an effective tool in dealing with certain symptoms of menopause especially in improving sleep patterns. Calm, tranquil types of exercise like yoga can help in relieving any fears or anxiety and improve mood.

### Taking prescribed medication

There are several non-hormonal medications that can be consumed after getting prescription from doctor such as prescription pills, creams and rings for vaginal dryness, low-dose antidepressants for hot flashes. These are typically used to treat hot flashes.

Some of the medicines used for the treatment of menopause symptoms in India are depicted below:

Sr. No.	Medicines	Manufacturer/Marketer	Price (₹)
1	Coedhea Plus Tablet (10' S)	Koye Pharmaceuticals	338
2	Depidra Capsule (10' S)	Macleods Pharmaceuticals	118
3	Divigel 0.1% Gel (1 gm)	Win Medicare	615
4	Estraderm MX 50 Transdermal Patch (6'S)	Novartis India Ltd	390
5	Suggest SR (300 mg) tablet (10'S)	Sanzyme Pvt Ltd	482
6	K-Y Lubricating Jelly (82 gm)	Reckitt Benckiser	286
7	Premarin Vaginal Cream (14gm)	Pfizer Limited	472
8	Estrafem 2mg Capsule(10'S)	Indiabulls Pharmaceutical ltd	150
9	Espauz 0.625 mg Tablet	Glenmark Pharmaceuticals Ltd	488
10	Evalon Cream (15gm)	Torrent Pharmaceuticals Ltd	337

(Source: Secondary sources including Medindia, PharmEasy, Netmeds, 1mg and others (Prices mentioned are MRP))

### Menopause in India

The average age of menopause globally is 51 years but it is just 46.2 years in India which poses an increased risk of various midlife diseases and problems.

The number of Indian women above 45 years of age is expected to increase substantially in the next few decades. As per 2011 census of India, there were about 96 million women with age 45 years & above and this number is currently estimated at around 177 million. This is expected to increase to 401 million in 2026. Since, the post-menopausal years are associated with health risks such as hypertension, heart disease, osteoporosis and decline in the overall quality of life, this section of population will have substantial healthcare needs.

Most of the menopausal women have to deal with the symptoms of menopause including hot flashes, cold sweats, high levels of stress, fatigue, headache, mood swings, insomnia and weight gain with the long-term effects becoming more worrisome. Moreover, these women are more vulnerable to cardiovascular diseases, osteoporosis, prolapse, urogenital atrophy and cancer. The lack of motivation, poor nutrition, improper physical activity and inadequate sunlight exposure all lead to increased incidence of cardiovascular and bone problems. The changing lifestyle & habits including smoking, tobacco and excessive alcohol also worsen the problem, lowering the levels of estrogens, weakening bones & increasing the risk of fractures in old age.

The menopausal women need a lot of counselling, emotional & social support and medical guidance. Many of these problems can be prevented & addressed by timely recognition and intervention through food and lifestyle modifications. However, these problems remain unaddressed largely because menstrual health is considered a taboo in India and also shrugged off as old-age symptoms. Lack of awareness is also one of the major factors leading to these health needs remaining unmet. Many women especially in rural areas are not well informed about menopause and readily believe in myths such as menopause is a disease rather than a natural phenomenon. The cultural and social attitudes influence women's behaviour and response towards this phenomenon. Moreover, busy schedule with household responsibilities, poverty, gender bias, unaffordable cost of medicines and lack of health facilities restrict them from seeking medical help. Our public health system is already overburdened with other problems of women including childbearing age, adolescent girls and infectious diseases. As a result, the specific health needs of older women are often neglected.

Though, the medical needs for menopause has been largely ignored in India, the situation is gradually improving and is expected to improve further in the coming years with the rise in female education and expansion of healthcare facilities especially in rural areas. The government's initiatives aimed at women empowerment including Beti Bachao Beti Padhao, Mahila-E-Haat, Mahila Shakti Kendra, will have a positive outcome on the education & financial independence of women.

### **Menopause Treatment Market in India**

The large women population estimated in menopausal stage in the next few decades, rising awareness & government's initiatives to promote women health and increased research by pharma companies are key growth drivers for menopause treatment market in India.

The treatment for menopause can be classified mainly into two categories – Menopause Hormonal Therapy (estrogen, progesterone and estrogen-progesterone combination) and Non-Hormonal Therapy (antidepressant and other non-hormonal treatments). The Hormonal Therapy is very effective in alleviating symptoms such as hot flashes, insomnia and mood swings along with reducing the risk of osteoporosis. Through supplementing the estrogen and progesterone levels, this therapy reduces the adverse symptoms of menopause. In spite of this, the Non-Hormonal therapy is more prescribed in India owing to its more acceptances by patients. This is because the Hormonal Therapy is believed to have increased risk of side-effects including breast cancer in women. Though, it is recommended that Hormonal therapy, if carefully prescribed with the right dose and right kind of hormone is safe and effective for patients who do not have contraindications to Hormonal therapy. However, given the treatment of menopause is complex and Hormonal therapy may not be suitable for all the patients, the non-hormonal treatment including OTC products to treat symptoms such as vaginal dryness continue to be predominant. But these non-hormonal treatments have not been very effective in treating the symptoms. Therefore, there is significant potential for new products to be developed that can effectively address the menopausal health needs and are safer also.

Innovative treatment options such as Bio-identical hormone therapies are gaining traction as they are considered safer than menopausal hormone therapy. Companies are launching new products and collaborating worldwide which are also accelerating the menopausal disorder treatment market.

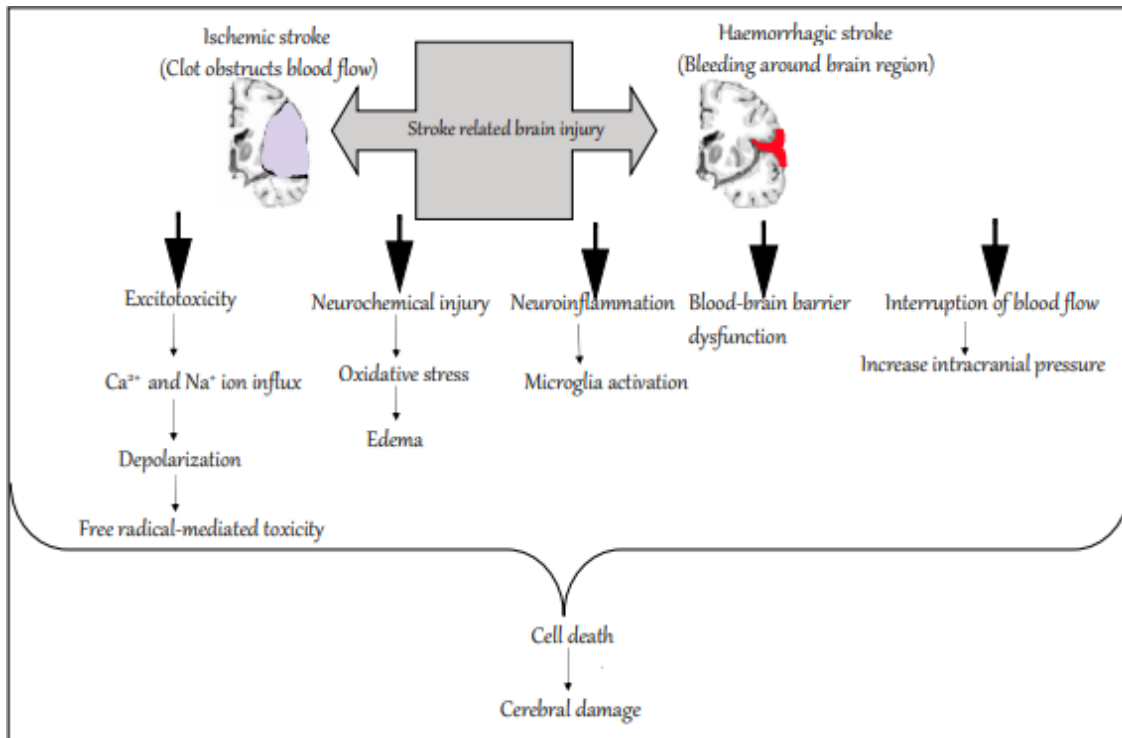
## **STROKE TREATMENT & MEDICATION**

### **Overview**

A stroke is caused when blood flow to the brain stops suddenly or there is bleeding inside the head. This leads to brain cells stop functioning or dying. The damage of nerve cells in the brain harm the functioning of body parts which they control. Depending on the part of the brain affected, stroke can cause loss of speech, feeling, muscle strength, vision, or memory. Some people recover completely from stroke while some get seriously disabled or die.

Recognizing the signs of stroke and getting immediate medical help can reduce the chances of death or disability. Quick medical attention & treatment can save life and also prevent serious health issues. Therefore, it is essential that people who suffer a stroke get immediate medical care through getting to a hospital within 60 minutes of the onset of a stroke.

There are mainly three types of strokes – Ischemic stroke, Hemorrhagic stroke and Transient ischemic attack. The ischemic stroke is caused when the artery that supplies oxygen-rich blood to the brain gets blocked, usually by blood clots. The Hemorrhagic stroke happens due to rupture or leakage of an artery in the brain. The transient ischemic attack which is also called mini stroke, happens when blood flow to the brain is blocked for only a short time usually less than 5 minutes.



(Source: *International Journal of Molecular Sciences*)

## Stroke Diagnosis

The diagnostic tests are performed to understand the patient's condition and determine the cause of stroke. Diagnostic tests to determine treatment can include:

- Neurologic exam
- Tests to determine blood flow and bleeding sites (carotid and transcranial ultrasound and angiography).
- Blood tests for bleeding or clotting disorders.
- Tests that measure mental function.
- Brain imaging tests (CT, or computerized tomography scan; MRI, or magnetic resonance imaging) to understand the type, location, and extent of the stroke.
- ECG (electrocardiogram) or an ultrasound examination (echocardiogram) of the heart to identify cardiac sources of blood clots that could travel to the brain.

## Stroke Treatment

The treatment for all the stroke patients is aimed at preventing further brain damage. Immediate medical care is essential and new treatments work only if given within a few hours from the onset of stroke. For instance, a clot-busting drug must be given within three hours.

On completion of the diagnostic tests, the treatment is chosen as per the cause of stroke.

A) If the stroke is caused by blocked blood flow to the brain, treatment could include:

- TPA (tissue plasminogen activator), a clot-busting drug
- Drugs that thin the blood, including anticoagulants (warfarin) and antiplatelet medications (aspirin or ticlopidine); a combination of aspirin and sustained release dipyridamole.
- Surgery that opens the insides of narrowed neck blood vessels (carotid endarterectomy).

B) If the cause of stroke is bleeding, treatment could include:

- Drugs that maintain normal blood clotting.
- Surgery to remove blood in the brain or decrease pressure on the brain.
- Surgery to fix the broken blood vessels.

- Blocking off bleeding vessels by inserting a coil.
- Drugs that prevent or reverse brain swelling.
- Inserting a tube into a hollow part of the brain to lower pressure.

### **Stroke Treatment Market in India**

The incidence of stroke in India has increased by almost 100 per cent in the past few decades as per Indian Stroke Association. The number of people suffering from a stroke every year is estimated at around 1.8 million people. As per the 2018 consensus statement of the Indian Stroke Association (ISA), it is the second leading cause of death in India and the most common cause of permanent disability in adults. Around 70-80% of the strokes occurring in India are ischemic which is caused when a clot or other blockage affects a brain artery. The balance strokes cases pertain to transient ischemic and haemorrhagic stroke.

Some of the major factors that are driving the incidence of stroke include rising cases of diabetes, high cholesterol, high blood pressure, obesity, carotid or other artery disease and lifestyle related issues such as physical inactivity and smoking. The rising proportion of population suffering from any of these diseases is at a risk of developing stroke. The increasing geriatric population which is more vulnerable to stroke is also one of the major factors of growing stroke incidences.

The increasing incidences of stroke in the recent years have generated huge demand for the stroke treatment in India. The stroke treatment market can be categorized into diagnostics and therapeutics. Diagnostics market accounts for the major share of market owing to increasing use of diagnostic tests such as CT scan and MRI. The diagnostics segment can be further classified into magnetic resonance imaging (MRI), computed tomography scan (CT scan), cerebral angiography, echocardiography, carotid ultrasound, electrocardiography, and others. The growing use of diagnostic tests such as CT scan and MRI is driving this market. The therapeutics segment can be classified into antiplatelet, tissue plasminogen activator, antihypertensive, and anticoagulant.

The thrombolysis therapy (intravenous tissue plasminogen activator, tPA) has been very effective in stroke treatment but it has to be administered within a short span of time, usually within 4.5 hours from the onset of stroke which along with other factors such as high cost restricts its application. Given that timely initiation of treatment for stroke patients is critical which often gets delayed in India, advanced technologies such as Mechanical Thrombectomy can be useful. Mechanical Thrombectomy is a type of minimally-invasive procedure in which specialized medical devices are used to remove a clot from a patient's artery in the brain. It is indicated for patients with acute ischemic stroke and can be treated within 24 hours of the stroke onset, thus enhancing the time window for treatment. However, there are only limited stroke centres in India that have sufficient resources and expertise to perform this therapy. Therefore, its limited availability along with high cost has restricted its use in India.

The incidences of strokes in India have been on an upward trajectory threatening the larger populace. In spite of this, stroke treatment infrastructure and rehabilitation remains inadequate in the country. The timely initiation of treatment on the onset of stroke is very crucial as it has much higher possibility of improvement in patient's health. Therefore, timely arrival of patient to the hospital and initiation of treatment is the first step required. However, inadequate transport facilities in rural areas and busy traffic in urban areas generally cause delays in treatment. Limited availability of ambulances is another barrier especially in rural areas. Moreover, an insufficient community awareness program is one of the major factors causing delay. A significant portion of patients usually visit their local or community doctor first instead of directly going to hospital.

The lack of necessary infrastructure in many hospitals in India restricts the efficient and immediate treatment of stroke patients. The major gaps prevalent in stroke treatment include a very low rate of thrombolysis, non-availability of 24X7 stroke physicians and absence of necessary resources such as stroke area maps, stroke care pathways, stroke units and stroke teams.

The stroke treatment facilities in the developed countries have established standardized processes for stroke management based on reliable, rapid team notification. It includes rapid evaluation and treatment of patients with acute stroke that has resulted in steep decline in door-to-treatment times.

The availability of Telestroke which is an integrated audio & visual remote assessment, providing acute stroke expertise to hospitals without full-time neurological service is an effective solution to meet diagnostic and consultative needs. ISRO had implemented telemedicine network in 2001 which extends to over 100 hospitals across India and is

currently used for diagnosing stroke patients, sub-typing stroke as ischemic or hemorrhagic, and treating accordingly. However, it is essential to have a dedicated telestroke system for providing acute stroke care.

The shortage of trained and skilled healthcare staff is another major challenge in stroke treatment in India. A large group of trained healthcare personnel is required for constant medical supervision in early detection of post stroke complications.

Overall, the lack of awareness, inadequate infrastructure including bedding & seating arrangements, limited access to tertiary stroke care, scarce use of tissue plasminogen activator, and poor affordability are major gaps in the stroke treatment in India. However, the need for effective stroke management in India has been realized and some initiatives have been taken for addressing the gaps. The Ministry of Health and Family Welfare, Government of India, and other health agencies, are focussing on stroke prevention and management and have funded local stroke registry development efforts. One of the initiatives include The Indo-US Collaborative Stroke Program (IUCSP) which is one of the programs developed to prospectively collect Indian stroke patient data for comparative analysis and to train a core group of stroke researchers within a network of Indian stroke centres. It also aims to create a robust infrastructure that will enable future stroke clinical and research trials and collaborative clinical, genetic and imaging studies.

### **Opportunities for Innovative Stroke Management Solutions**

Stroke has been a major cause of deaths along with contributor to disability and has significant economic costs. One of the major reasons for high number of deaths from stroke in India includes the low adoption of thrombolysis therapy. The thrombolysis therapy (intravenous tissue plasminogen activator, tPA) which has been a major treatment for stroke patients is underutilized in India with huge disparity between urban and rural India. The primary reason for low adoption is high cost of medication and its associated care besides other reasons such as failure to recognize stroke, lack of awareness, lack of neuro-imaging facility and transport problems. Therefore, more effective therapeutic interventions and improved post-stroke management are health priorities in India as well as globally. The Indian Council of Medical Research (ICMR), Department of Biotechnology (DBT) and Department of Science and Technology (DST) of the Government of India have been supporting basic and clinical stroke research. Though there has been some progress in stroke research with respect to animal experimental models, therapeutic drugs, clinical trials and post-stroke rehabilitation studies, there is still large gaps of knowledge remaining about stroke treatment. Therefore, investment in R&D of stroke treatment drugs and constant technological improvements will act as an opportunity for the players in the stroke management market.

## **BIOLOGICS / BIOSIMILARS MANUFACTURING**

### **Overview and current status in India**

Biologics are medicines that are produced from living organisms or contain components of living organisms through highly complex manufacturing processes. These medicines include a wide range of products derived from human, animal or microorganisms using biotechnology such as gene and cell therapies, therapeutic proteins, monoclonal antibodies, and vaccines.

Biosimilar is a biotherapeutics product that is similar in terms of quality, safety and efficacy to an already licensed reference biotherapeutics product. Biosimilars are highly like the reference product in terms of safety, purity and potency, but may have minor differences in clinically inactive components.

With the increase in people suffering from chronic diseases such as diabetes, cancer, etc. the market for biologics and biosimilars is gaining traction. There is a shift from chemical-based drugs to biologics and biosimilars in global life science industry. The current market size of biosimilars in India is approximately USD 3 Billion and is expected to increase to USD 12 Billion by 2025. India has been leading globally in terms of launching biosimilars in the domestic market. The total number of biosimilars approved by India stood at 98 in September 2019. The number of biologics and biosimilars approved in India in the recent years is depicted below:

<b>Particulars</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
Biologics (r-DNA derived drug product)	23	28	24	17	42	1
Biosimilars (r-DNA derived drug product)	12	15	8	5	18	3

*(Source: CART's compilation from secondary sources)*

The details of biologics / biosimilars (r-DNA origin) approved for manufacture and marketing in India for the Year 2020 is depicted below:

Sr. No.	Name of the drug	Name of Firm	Date of permission
1	Omalizumab powder for solution for Injection	Reliance Life Sciences Pvt. Ltd.	21-Feb-2020
2	Omalizumab (new bulk drug substance) (90.00 mg/ml to 110.00 mg/ml)	Reliance Life Sciences Pvt. Ltd.	26-Feb-2020
3	Ranibizumab Injection	Reliance Life Sciences Pvt. Ltd.	30-Mar-2020
4	Ranibizumab bulk drug Substance	Reliance Life Sciences Pvt. Ltd.	3-Apr-2020
5	Pegfilgrastim bulk drug substance	USV Private Limited	13-Apr-2020
6	Itolizumab Injection (r- DNA origin) 100 mg/vial lyophilized powder	Biocon Biologics India Limited	21-Sep-2020
7	Itolizumab bulk drug substance (r-DNA origin)	Biocon Biologics India Limited	22-Sep-2020

Source: Central Drugs Standard Control Organisation (CDSCO)

### Leading players in India

The leading Indian players in the biologics/biosimilars market include Reliance Life Sciences Group, Biocon Ltd., ZydusCadilla Group, Dr. Reddy's Laboratories, Serum Institute of India, etc.

#### **Reliance Life Sciences Group:**

The company has a strong market position in key products in biopharmaceutical segment and operates the largest mammalian cell culture manufacturing facility in India, which manufactures a wide range of biosimilars for global markets. The company's in-house R&D facility is recognized by the Dept. of Scientific and Industrial Research (DSIR).

#### **Biocon**

Biocon is one of the leading companies in biosimilars with several product launched in both regulated and semi-regulated markets. It has strong R&D capabilities with several biosimilars across diabetes, oncology, and autoimmune therapeutic segments under development. It has also partnered with global players such as Mylan and Sandoz for development, marketing & distribution of products in various markets.

#### **Zydus Cadila**

The company has a strong portfolio in biosimilars and has a healthy pipeline in the domestic & emerging markets. It had 21 biosimilars in its portfolio including products in pipeline as on January 2021.

#### **Serum Institute of India**

Serum Institute of India Pvt. Ltd. is the world's largest vaccine manufacturer by number of doses produced and sold globally (more than 1.5 billion doses). Its major vaccines portfolio include Polio vaccine as well as Diphtheria, Tetanus, Pertussis, Hib, BCG, r-Hepatitis B, Measles, Mumps, Rubella vaccines, etc. It is estimated that about 65% of the children in the world receive at least one vaccine manufactured by Serum Institute. Vaccines manufactured by the Serum Institute are accredited by the World Health Organization, Geneva and are being used in around 170 countries across the globe in their national immunization programs, saving millions of lives throughout the world.

#### **Dr. Reddy's Laboratories**

DRL is one of the major players in biosimilars market in India. It has a commercial portfolio of 6 products being marketed in India and Emerging markets. It also has a robust pipeline of products under development which includes Phase-3 trials for Rituximab (for EU & US), etc.



DRL's wholly owned subsidiary, Aurigene Discovery, is working on bringing novel therapeutics for the treatment of cancer and inflammation. They have fully integrated drug discovery and development infrastructure from hit generation to clinical development. They have customized models of drug discovery and development collaborations with large-pharmaceutical, mid-pharmaceutical companies and Biotechs.

### **Indian vs Global Scope**

The global biosimilars market size is estimated at USD 11.8 billion in 2020 and is expected to grow at a CAGR of 24.7% to reach \$35.7 billion by 2025 indicating huge scope for growth for various biopharmaceutical companies across the world. The major markets for biosimilars industry include – Europe, Asia Pacific and North America.

The presence of well-defined regulatory framework and a well-established healthcare infrastructure has provided a favourable ecosystem for leading pharmaceuticals in Europe. Europe had first approved a biosimilar in 2006, Omnitrope from Sandoz/Novartis – a biosimilar version of the human growth hormone somatropin. Though the acceptance of biosimilars was sluggish in the initial years, there has been a significant growth in the past five years.

Europe has been leading in the establishment of biosimilars regulatory landscape with European Medicines Agency setting stringent rules and regulations for biosimilars manufacturers. On the demand front, high proportion of ageing population, adequate level of awareness about biosimilars among doctors & pharmacists, incentives, favourable purchasing policies, robust distribution channels, etc. are some of the factors driving market growth.

The growth in Asia Pacific countries is driven by rising cases of chronic diseases owing to lifestyle changes, the low manufacturing cost, skilled labour force, increasing demand for less expensive therapeutic products, etc. There is also a growing focus on biosimilars products development by countries such as India, China, etc.

North America also offers substantial growth opportunities in the biosimilar industry owing to rising efforts from manufacturers to tap growth opportunities in the U.S. and Canada. The establishment of U.S. biosimilars regulatory pathway in March 2009 helped to drive this market. The U.S. FDA approved the first biosimilars product named Zarxio in March 2015.

India also has a strong potential for the development of biosimilars market. It already has made substantial progress with more than 20 biopharmaceutical companies actively working on biosimilars development. The major factors that have favoured the growth of this industry in India include the low cost infrastructure, increasing skilled forces, booming clinical trials and clinical research. This has enabled India to having a significant number of USFDA approved manufacturing plants outside the US. The increasing population, rising lifestyle chronic disease, substantial number of biosimilars approved, increasing investment in R&D and government's favourable policies offer good scope for growth of biosimilars in India.

### **Future Outlook**

The shift from chemical based traditional drugs to biologics and biosimilars has been well recognized in the global pharmaceutical industry including India. The rise in large molecules therapeutics has transformed the Indian pharmaceutical Industry which was earlier dominated by small molecule therapeutics.

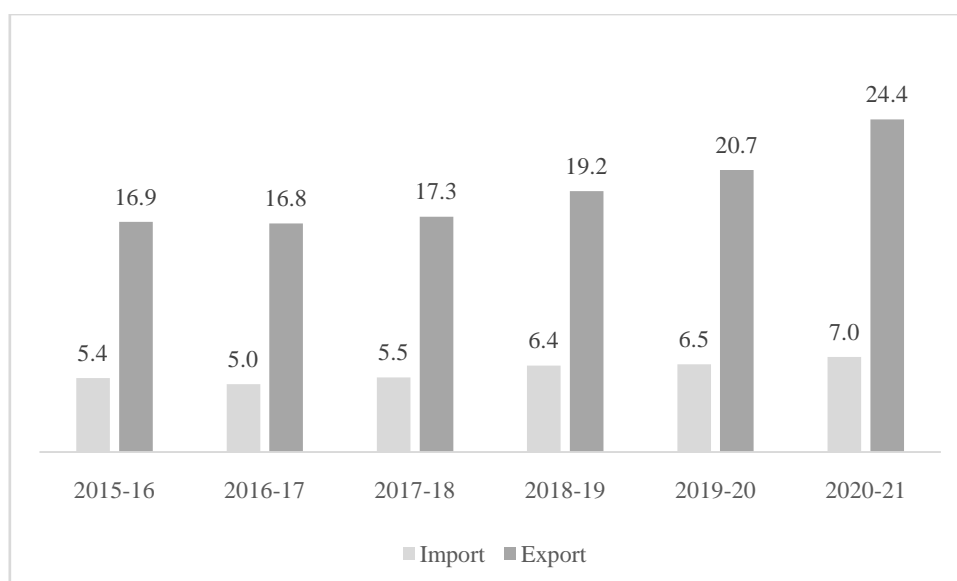
As per the Association of Biotechnology Led Enterprises (ABLE), the market for biologics, biosimilars and vaccines is expected to reach USD 12bn by 2025. Also, Contract research services in early discovery and clinical development for biologics and biosimilars in India is estimated to increase at a CAGR of 40%.

With a strong development pipeline for biosimilars, the Indian biosimilars industry is establishing itself in therapeutic areas such as cancer treatment, immunological disorders and diabetes. There is an active pipeline of biologics segment in the list of the top pharmaceutical firms namely Reliance Life Sciences, Biocon, ZydusCadila, Lupin Pharma, etc. According to a report from Biotechnology Industry Research Assistance Council (BIRAC), more than 52 Indian companies have over 200 biosimilars in pipeline. The Indian manufacturers are focussing on more biosimilars production as many biologics are going off patent in the coming years. This should increase the market share of biosimilars in the global biopharmaceutical market. As per a report of Associated Chambers of Commerce of India's 2017, the biosimilars market in India is expected to reach \$40bn by the year 2030.

## OVERVIEW OF GENERIC & SPECIALTY PHARMACEUTICALS

The current market size for pharmaceuticals in India is around USD 41 Billion which is expected to reach USD 130 Billion by 2030. The Indian pharma Industry has achieved tremendous growth in the past few decades with share of domestically manufactured medicines in total medicine consumption in India increasing from 5% in 1969 to 80% in 2020. India has become one of the prominent exporters of pharmaceuticals in the world. India has the highest number of FDA, US compliant pharma plants outside USA and has over 3000 pharma companies with over 10,500 manufacturing facilities.

The trend of export and import of pharmaceuticals in India is depicted below:



(Source: CMIE)

It can be observed that there has been a consistent growth in the exports of pharmaceuticals from India. One of the key factors contributing to this growth is the emergence of India as a leading country in the global generic pharmaceuticals landscape. The Indian pharma industry contributes to more than 20% by volume of the global generics market. India is the largest exporter of the generic drugs in the world and exports to more than 200 countries. It accounts for 40% of generic drugs demand in the US and 25% in UK. Indian pharma sector offers 60,000 generic brands across 60 therapeutic categories.

The generic drugs have around 70% revenue market share in total pharmaceutical industry in India. India's chemistry expertise, lower personnel costs and the ability to manufacture quality medicines in compliance with global regulatory standards are the key strengths that have enabled India to become a leading player in global generic market. The expiry of patents has also been a major growth driver for this sector. Moreover, the rising health expenditure has resulted in increased usage of generic pharmaceutical as they cost much lesser than their patented equivalents. The experience of Indian pharma companies in reverse engineering in the manufacturing of generics has helped them in streamlining the process and increasing production efficiency.

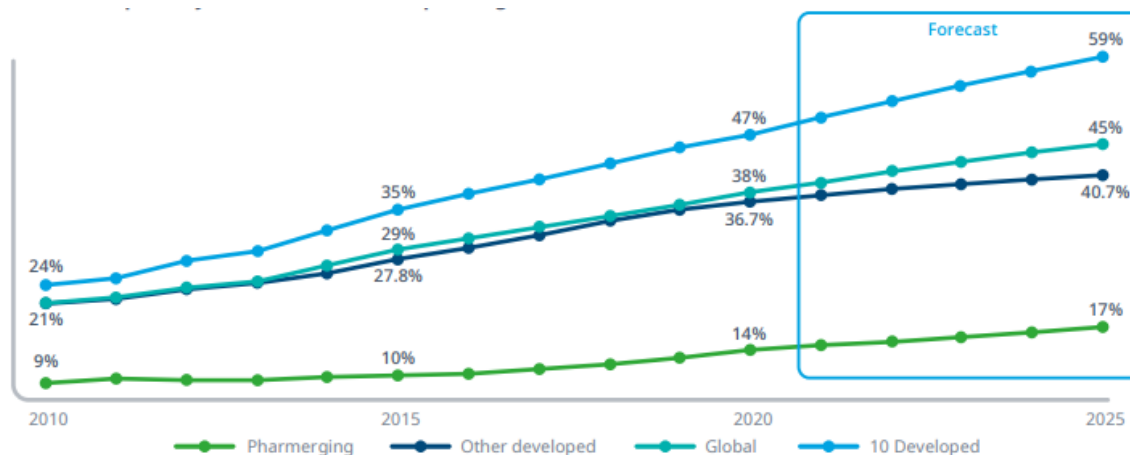
However, in the recent years, the generic market is facing certain challenges including commoditization, extensive reforms in both regulated and unregulated markets which are increasing the downward pressure on prices; product portfolio becoming more complex; stringent quality control requirements in manufacturing; intensifying competition, etc.

Specialty medicines are used in the treatment of chronic, life-threatening, complex or rare diseases such as cancer, rheumatoid arthritis, etc. These medicines require advanced research and innovation such as biologic drugs for chronic ailments, immunology drugs, orphan disease treatments, gene and cell therapy, etc. These drugs are often priced much higher than traditional drugs which therefore create an incentive for pharmaceutical companies to conduct research and develop products to address unmet medical needs.

There is a growing demand of specialty medicines which is a key driver for global pharmaceutical spending. The contribution of specialty products to the global pharmaceutical spending rose from 21% in 2009 to 38% in 2020. The share of specialty medicines in the 10 largest developed markets and other high & upper middle income countries is the highest at 47% and 37% respectively, followed by pharmerging markets at 14% in 2020. Inadequate prescription insurance coverage for the masses has led to a slower uptake in pharmerging markets.

The growth trend is expected to continue as more specialty products are developed and commercialised. Their contribution to global pharmaceutical spending is expected to rise to 45% by 2024, with the fastest growth expected to be in the developed markets, where contribution of specialty products is likely to cross 50% by 2024.

The specialty medicines share of spending is depicted below:



(Source: CART's compilation from secondary sources)

The main segments in the specialty pharmaceuticals space include Oncology, autoimmune, HIV and immunology which are the key growth drivers. Oncology and Immunology are the two leading global therapy areas which are expected to grow at 9-12% CAGR through 2025. Oncology spending is expected to be the largest contributor to specialty spending indicating faster innovation and rapid launch of new pipeline of drugs. According to IQVIA Institute, the treatment for autoimmune disorders is expected to exceed USD 170 billion globally by 2025, driven by steadily increasing numbers of treated patients and offset after 2023 due to biosimilars. Moreover, new therapies are contributing to acceleration of neurology markets including more use of novel migraine therapies and potential treatments for rare diseases.

## KEY CHALLENGES IN THE BIOPHARMA INDUSTRY

The major challenges faced by the Biopharma Industry are discussed below:

### Regulatory Environment & Geopolitical Uncertainty

The Biopharma industry is highly regulated to ensure that medicines are safe, effective with high quality level. Significant areas of regulatory policies are evolving which includes increased focus on transparency in data regarding level of evidence to support approval of claims for biosimilarity in labelling, standards for interchange ability & pharmaceutical substitution, etc. This is happening especially in US and Europe where global regulators are increasingly focussing on data transparency for regulatory decision making. On the other hand, India lacks adequate regulatory framework for the approval of biopharmaceutical with its regulatory guidelines not sufficiently aligned with the guidelines in developed markets. As a result, very few Indian companies have been able to penetrate the US and European markets. India had released its first biosimilars guidelines in 2012, with revised version in 2016 which have been widely appreciated in the global Biopharma community. However, more needs to be done in terms of improving animal testing, increasing the number of patients in clinical trials, tightening biosimilars testing requirements, etc.

The geopolitical uncertainties are also creating challenges for the industry which include disputes over healthcare policies in the United States, uncertainty over working of UK with Europe post expiry of the transition period after exit from Europe, relocation of the EMA from London to Amsterdam resulting in delays to regulatory processes, etc.

### **Pricing pressure**

The governments in various countries across the world are keeping a watch on pricing of biopharmaceutical products. There is increased focus on pricing controls and transparency in key markets including Europe, USA, China, etc. This is driven by growing demand for healthcare especially specialty drugs in the treatment of chronic diseases putting burden on patients, insurers and government. USA is considering legislative and regulatory efforts to lower drug prices and to implement transparency measures.

This would put pressure on drug manufacturers as lower pricing will decrease the incentive for investment in discovery & development of new drugs.

### **Delay in clinical trial approvals**

Clinical trials are critical in determining the safety & effectiveness of drugs and are required for regulatory approval. However, the Indian Biopharma industry has been facing regulatory delays in clinical trials which are dampening the growth of this industry. Moreover, it faces challenges related to ineffective regulatory oversight, inadequate safeguards for informed consent for vulnerable populations and compensation guidelines for patients for trial-related deaths, etc.

### **Reluctance in prescription of biosimilars**

Since the development of biosimilars involves use of a living system or genetics, there is a safety & efficacy concern associated with its use. Even a minor variation in process or formulation can change the final product vis-à-vis original biologic. Therefore, physicians have been reluctant to prescribe biosimilars unless very strong clinical data is presented. This poses a challenge to the growth of biosimilars.

### **Complexities in Production**

The complexities and cost involved in development of biopharmaceuticals is high especially for biosimilars which require exact copying of structure of original biologic. Therefore, the industry faces challenge of high cost, huge development time and risk in manufacturing the drugs.

### **Covid-19 pandemic**

The pandemic has brought new challenges for the industry including disruption in supply chain, delay in clinical trials, lack of access to physicians and other medical forums. There is increased hesitancy among patients to visit physicians resulting in reduced prescriptions, lesser medicines off take.

The launch of new products has also suffered owing to impediments in commercializing drugs. Moreover, there is sluggishness in demand for contract research organizations, funding for start-ups in Biopharma companies.

## **OUTLOOK AND SCOPE OF BIOPHARMA IN INDIA**

The Biopharma industry is expected to witness significant expansion in India driven by increasing cases of chronic diseases, focus to reduce healthcare expenditure burden on people, rising demand for biosimilars in treating various diseases such as rheumatoid arthritis, blood disorders and cancer.

The diagnostics segment especially molecular diagnostics are expected to gain more traction in the coming years on the back of outbreaks of bacterial and viral epidemics, growing demand for point-of-care diagnostics and rapidly evolving technology. Moreover, the advancements in molecular diagnostics and new product launches are spurring the demand. The outbreak of Covid-19 pandemic has further boosted the demand for molecular diagnostics.

The success of biologics in therapeutic areas such as oncology through targeted approach and significant reduction of side effects has made them popular among physicians and patients. Biosimilars, being the cheaper version of biologics have the potential to save costs for patients. With the upsurge in the number of patents expiring for existing biological drugs, the demand for biosimilars drugs is expected to rise. The Indian Biopharma industry is well placed to tap this huge opportunity offered by biologics & biosimilars and already has an extensive pipeline of biosimilars under development. The government's support through required infrastructure development, funding and global collaboration will help the industry to meet its potential. However, the industry would need to address certain challenges including manufacturing complexities and developing adequate regulatory standards to be able to meet stringent regulatory requirements in developed countries.

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## OUR BUSINESS

*Some of the information in this section, including information with respect to our products, plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page no. 17 of this Draft Red Herring Prospectus for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page nos. 23, 158 and 202 of this Draft Red Herring Prospectus, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company’s financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2019, 2020 and 2021 included herein is derived from the Restated Financial Statements, included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” on page no. 158 of this Draft Red Herring Prospectus. Additionally, please refer to “Definitions and Abbreviations” on page no. 3 of this Draft Red Herring Prospectus for certain terms used in this section.*

*Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Research Report on Biopharma Industry” dated July 28, 2021 (the “Care Research”) prepared and released by CARE Advisory Research and Training Limited and commissioned and paid for by our Company in connection with the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the Care Research and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “Risk Factors – 41. We have commissioned an industry report from CARE for an agreed fee and third party database which has been used for industry related data in this Draft Red Herring Prospectus and such data has not been independently verified by us.” on page no. 40 of this Draft Red Herring Prospectus. Also see, “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data” on page no. 17 of this Draft Red Herring Prospectus.*

*Unless otherwise indicated or the context otherwise requires, in this section, references to “the Company” or “our Company” are to Infinion Biopharma Limited (“IBL”) on a standalone basis, and references to “the Group”, “we”, “us”, “our”, are to Infinion Biopharma Limited on a consolidated basis.*

Infinion Biopharma is an innovation driven life sciences company that combines biophysics and engineering with traditional pharmacology and biochemistry to produce high-value, innovative products across a range of therapeutic areas. We have created a global scientific ecosystem with some of the best scientific minds in the world from multiple disciplines including biophysics, biochemistry, pharmacology and biotechnology to create innovative products to manage and treat various diseases.

Our vision is to introduce innovative treatment solutions in India at around the same time as they are available to the developed world. Historically, the advent of innovative therapeutic solutions in India has lagged its developed world counterparts. Given our global scientific ecosystem, we believe that we will be able to bridge the technology-gap and the time-gap and thus provide the people of India access to cutting-edge treatment solutions at about the same time as they are available to the developed world.

We are engaged in the business of pharmaceutical licensing and commercialization of high-value, innovative products across a range of therapeutic areas. Our current focus areas include:

- Formulation Technology – to enable better products for skin care and women’s health; for this focus area we have invested in and have licensed technology from US based Ansell Therapeutics Inc.
- Biotechnology – to enable better diagnostic and treatment options for neurological conditions; for this focus area we have invested in UK based Aurum Biosciences.
- Process Technology – to enable better processes to manufacture biological drugs; for this focus area we plan to partner with US based Mobius Biomedical Inc.

We believe we have been able to achieve favorable terms, both for purchasing licensing rights as well as for purchasing equity in the above companies, due to the strong relationships that our promoters have developed with those companies. In the absence of these relationships, we believe that securing licensing or investment in these highly desirable, innovative companies would have been more expensive for us or for any other company in



India. Additionally, we potentially have access to a wide distribution network in India given the strong relationships of our promoters with one of the largest direct selling distribution networks in India, namely Vestige Marketing Pvt. Ltd.

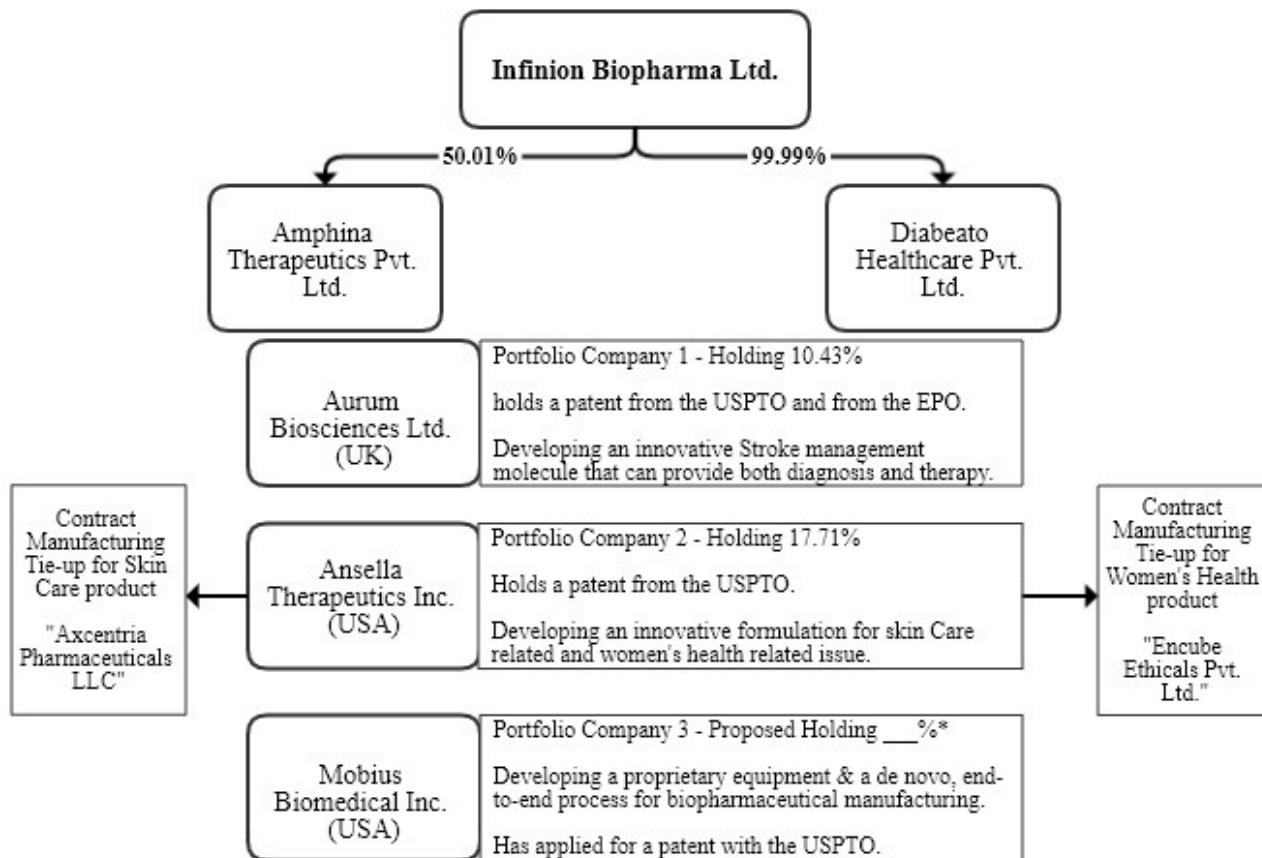
These two sets of relationships, with the innovative companies in the US and in the UK and with a large distribution network in India, represent a significant competitive advantage for our Company.

We propose to launch a skin care related cream for diaper rash treatment among infants and adults and a women's healthcare related cream for treating pre, peri and post-menopausal issues, for which we have recently signed a License Purchase agreement. These products would be manufactured by a contract manufacturer and we would have the exclusive rights for developing and marketing these products in India for a minimum period of 10 years.

Further, as per our strategy for long term stake holder value creation, we also invest in early stage Pharmaceutical research and technology development companies wherein our Company has currently invested in two bio-technology companies; Ansell Therapeutics Inc., situated in Lowell, USA and Aurum Biosciences Limited, situated in Glasgow, UK ("Portfolio Companies"). Both these companies are developing new technology in the field of pharmaceuticals and biotechnology and have obtained various patents for their respective technologies. Further, our Promoters have significantly helped in developing these technologies in the US and in the UK and because of their critical contribution to the development of these technologies, we believe that once these new technologies are commercialized in India or on a global scale, we would be one of the beneficiaries.

Our current significant investment in Ansell Therapeutics Inc. has enabled us to acquire the product licenses which will give us the ability to develop and market the products created using innovative formulations in India. Further, our investment in Aurum Biosciences Ltd. gives us access to the development of a new molecule for stroke management and other neurological conditions. Also, we intend to invest in another research based company, Mobius Biomedical Inc., situated in Lowell, USA using part of the funds from the proceeds of the Net Issue. Our proposed investment in Mobius Biomedical Inc. will give us access to new process technologies for manufacturing high-value biopharmaceuticals including biologics and biosimilars.

Our Company's above business structure is summarised as below:



\*The investment in Mobius Biomedical Inc. is proposed to be acquired from the proceeds of this Net Issue



We carry a vision to bring new technology to India along with the rest of the world. We believe that India has predominantly adopted new technology much later than other countries in the world, thus depriving us of new age treatment and technology. Our strategic relations with patent owned research companies will enable the Indian people to access high-end innovative treatments as and when the same are launched world-wide.

## **COMPETITIVE STRENGTHS**

### ***Track Record of successful investment in R & D Companies***

the growth and value creation through innovation. In September 2020, our Company invested in UK based research oriented company, Aurum Biosciences Limited (“ABL”), acquiring 10.43% shareholding of the total dilutive capital of ABL. ABL is developing a stroke management product, ABL-101 and holds multiple patents for the US and EU including ‘Method of Imaging Metabolic Function’ bearing nos. US 9,144,392 and EP2053967, priority dated 25th August 2006, ‘Improved Methods of Determining Function’ bearing nos. US 9,322,895 and EP2464286 priority date 4th May 2009 and ‘Improved Methods of Assessing Metabolic Function’ bearing no. US 10,278,642 priority date 27th November 2012. ABL-101 is an innovative molecule that can provide both diagnosis and therapy associated with oxygen-carrying and delivery properties. Diagnosis is based on patented imaging techniques using specific MRI software while therapeutic benefit comes from enhanced oxygen delivery to stroke injured brain tissue. Similarly, our Company has also invested in US based research company, Ansell Therapeutics Inc. (“ATI”), acquiring 17.71% shareholding of the total dilutive capital of ATI. ATI has obtained a patent from the USPTO, based on which it has developed a unique formulation ATX-001, which is a non-hormonal, non-prescription silicone-based biomimetic cream designed to address issues related to vulvovaginal atrophy, or VVA, in peri and post-menopausal women.

The UK based company, ABL was in its initial stages of clinical testing in the early 2020, i.e. when we decided invest in the company. By March 2021, ABL successfully put in place a manufacturing plan and now plans to initiate Phase 2 clinical trials. Based on valuation report dated July 13, 2021 issued by Jainam P. Shah, Registered Valuer (Reg. No. - IBBI/RV/06/2019/11722), the total value of ABL was derived at approximately ₹ 8, 63,117 thousands, thus valuing our investment of 10.43% at approximately ₹ 90,023.15 thousands. The steep increase is the result of our Promoter’s foresight and vision, which has enabled us to invest in ABL at an early stage. Further, our group’s investment in ATI has also enabled us to be part of their patented product development and acquire the exclusive license for developing and marketing its skin care and women’s health products in India at a highly discounted one-time fee. Also, we expect that once the product development is completed successfully, our investment in ATI could further provide additional capital gains.

We believe that our successful track record will encourage us to seek out better investment avenues and also provide a competitive edge in future once such research based companies reach product commercialisation stage. Also, through our proposed investment in US based Mobius Biomedical Inc., we expect not only to achieve capital appreciation but also be part of their technology by acquiring their exclusive product license for the Indian markets at an appropriate stage.

### ***Significant upfront value generation due to strong relationship with technology partners and access to proprietary distribution network***

We believe we have been able to achieve favorable terms, both for purchasing licensing rights as well as for purchasing equity in ATI and ABL as well as potentially in MBI in the near future, due to the strong relationships that our promoters have developed with those companies. In the absence of these relationships, we believe that securing licensing or investment in these highly desirable, innovative companies would have been more expensive for us or for any other company in India. Additionally, we potentially have access to a wide distribution network in India given the strong relationships of our promoters with one of the largest direct selling distribution networks in India, namely Vestige Marketing Pvt. Ltd.

### ***First mover advantage***

Research & Development in the pharmaceutical industry is one of its most important aspects as this sector is constantly forced to review its business strategies in order to maximize the income from its patents and to optimize the creation of new drugs. Once a new formulation / molecule / process is developed and patented, there is a high-stakes race to market the novel patented product and we believe that such a lead time ahead of a competitor is significant. Ansell Therapeutics Inc. (“ATI”), has obtained a patent in the June 2020 and through this patented technology developed

unique formulation ATX-001 and we have made a significant investment in the said company. Further, we have entered into an agreement dated July 01, 2021 with ATI for developing and marketing their products in India, which are based on the above formulation developed using the patented technology. The ATX-001 is a non-hormonal, non-prescription silicone-based biomimetic cream that aids women with Vulvovaginal Atrophy. ATI has also developed ATX – 021, which is a petroleum and paraben free formulation to address diaper rash product with reduced preservative and harmful chemical ingredient.

As a first company to market these products, we believe that we may have a distinct advantage in capturing market share and thus gain better margins before generic versions of the patented formulations are brought in. As per a 2014 study by McKinsey & Company, the first-to-market players have a 6 percent market-share advantage over later entrants. Our product license agreement with ATI is for an initial term of 10 years and we believe that we will be able to capture a significant market share in this duration.

### ***Patented Licensed Technology***

We have signed License Agreement for developing and marketing of pharmaceutical products formulated using patented technology. Ansell Therapeutics Inc. (“ATI”) has obtained a Patent bearing no. US 10,668,048 B2 dated June 02, 2020 from the USPTO and has also filed a patent application no. 16/867,045 dated May 05, 2020 with the USPTO. Accordingly, a license covered under the above Patent & Patent application has been acquired by us for marketing & distribution in India. We believe that the patents will provide us with a competitive advantage in creating a brand value for these products. The patents provide us with exclusivity in terms of product competition since there can be no generic formulations based on our product till the expiry of such patent period. We believe that India is an ideal market, with its increasing middle class & upper middle class population, who are willing to spend on a quality product.

For example, in terms of the women’s health product for treating vulvovaginal atrophy, India has an average age of menopause of just 46.2 years, which poses an increased risk of various midlife diseases and problems in women. As per 2011 census of India, there were about 96 million women with age 45 years & above and this number is currently estimated at around 177 million and is further expected to increase to 401 million in 2026 (*Source: Care Research*). This provides us with a huge potential market considering the fact that these health issues are severely under-reported and under-treated.

We have also invested in global R & D companies viz, Aurum Biosciences Limited, UK and Ansell Therapeutics Inc., USA. Besides the patents for ATI as discussed above, ABL also has received a patent bearing no. US 10,278,642 B2 dated May 07, 2019 from the USPTO, for its product which is an innovative stroke management product. Once the products based on the patents obtained by ATI and ABL are available in the global market, our investments in these companies will be beneficial. Our Company also intends to invest in another US based R & D company, Mobius Biomedical Inc. (“MBI”) and the same is proposed to be funded from the Net Proceeds of this Issue. MBI has filed for a patent bearing application no. 63077766 dated September 14, 2020 with the USPTO for “Continuous Biological Product Manufacturing and Downstream Purification Process Technology”. MBI intends to use the said patent for developing proprietary equipment & a de novo, end-to-end process for biopharmaceutical manufacturing and we believe that we will be able to derive benefits and capital appreciation from our proposed investment.

### ***Experienced Promoters with Extensive Domain Knowledge***

We are led by our Promoters comprising of Vishal Jain, Gautam Bali and Govindsinh Chavada. Each of our Promoters is a career-technocrat and is actively involved in the critical aspects of our business and we stand to gain immense benefit from such expertise in each field. Our Promoter Vishal Jain, who has over two decades of experience in Investment Banking, Finance and global consulting, has been instrumental in our global technology oriented investment along with the medical and pharmaceutical R&D related experience of over two decades of Govindsinh Chavada, who is Consultant Neurologist associated with Queen Elizabeth University Hospital NHS Trust, Glasgow and a Honorary Research Fellow in Department of Infection, Immunity and Inflammation, University of Glasgow.

Further, our Promoter, Gautam Bali is a promoter and Managing Director of Vestige Marketing Pvt. Ltd. which is a well known and established direct selling company with over 3,500 online and offline sales outlets PAN India, multiple international offices and a wide network of distributors, and has witnessed substantial growth over the years. Vestige has been ranked 36 in the 2021 Global 100 list of the top direct selling companies in the world by Direct Selling News. Gautam Bali has more than two decades of experience in marketing of pharmaceutical and wellness products through his past and current ventures and will play a meaningful role in advising to create a nationwide marketing network for our products.

Our day-to-day business is run by Narendrasinh Devda, our Whole Time Director who has more than 15 years of experience varied business experience.

We additionally benefit from the industry and academic experience of Pankaj Singh, Dinesh Singh, Jayantilal Patel and Nirali Solanki who are all Non-Executive, Independent Directors in our Company and bring along their respective industry knowledge to aid our governance and instilling financial prudence to our operations.

#### ***Tie-ups with recognised manufacturing partners***

Our Company has signed License Agreement with ATI, for developing and marketing rights of its products in India. For the development and production of the women's health product, we have entered into an agreement dated July 01, 2021 with Encube Ethicals Pvt. Ltd. ("Encube"). Encube is a progressive contract development & manufacturing organization, engaged in the business of manufacturing of semisolid formulations for more than 20 years. Encube has a manufacturing facility spread over an area of 65,200 sq. mtrs in Goa and a research center spread over an area of approximately 1,672 sq. mtrs. in Mumbai. They have a capacity to produce 11,500 tons and 400 million units annually and have obtained various regulatory certifications including US FDA GMP Certification, ANSM EU GMP, ANVISA GMP, Russian GMP, TGA Australia GMP, Ukraine Site GMP, WHO GMP Certification, Taiwan FDA and South Korean FDA and also have received various awards and accreditations. Encube has the credentials of serving multinational and domestic clients like Dr. Reddy's, Bayer, Glenmark, GlaxoSmithKline, Alkem, Johnson & Johnson, L'Oreal, Mankind, Sun Pharma and Torrent Pharma to name a few.

Similarly, for the product development and production of the skin care product, we have accepted the quotation dated July 22, 2021 from Axcentria Pharmaceuticals LLC ("Axcentria"). They are a US FDA registered pharmaceutical contract manufacturer providing services ranging from product development, procurement, manufacturing, product testing, warehousing and inventory management. Axcentria operates from a 25,000 sq. ft., controlled-environment, FDA-inspected and registered facility having capacities for filling any size between 5ml and 480ml of liquid pharmaceutical products and for manufacturing varied sizes ranging from a pilot batch to commercial scale. They operate under the strict compliance of the US FDA GMP and adhere to the US Pharmacopia (USP).

We believe that the above contract manufacturers will enable us to maintain high quality standards, ensure uninterrupted production and provide cost effective production with complete regulatory compliance which will intrun allowing us to focus on our core business prospect i.e. the marketing and sales of our products.

#### ***Strong Advisors to the Company***

Our Company seeks advice from the following advisory panel comprising of competent professionals. The brief profile of the Panellists is stated below:

##### **Jason Criscione**

Jason Criscione aged 40 years is the Member of the Board of Directors and co-founder of Mobius Biomedical Inc. and Ansella Therapeutics Inc. He possesses over 15 years of experience in chemistry, materials science, formulation development, drug delivery, biophysics, and biomedical engineering. Jason Criscione has completed his Doctor of Philosophy in Biomedical Engineering, Masters of Philosophy in Biomedical Engineering as well as Masters of Science in Biomedical Engineering from Yale University in the year 2012, 2009 and 2008 respectively. Additionally, he has attained a Master's in Science degree in Chemistry from Michigan State University in the year 2006 and Bachelors Degree with Honours in Chemistry and a concentration in Neuroscience from Oberlin College in the year 2003.

##### **Mark Goldstone**

Mark Goldstone, aged 58 years, is the founder and Managing Partner at Freyreur & Trogue Investment Banking firm. He has obtained an honours degree in Pharmacy from University of Portsmouth in the year 1984. He also is the member of The Royal Pharmaceutical Society of Great Britain since 1985. He has over 36 years of experience in the healthcare industry, encompassing; management, operations, marketing and commercialization, business development, investment banking, venture capital and consulting.

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## OUR STRATEGIES

### *Leverage our acquisition of license for Competitive Advantage*

We have signed a License Agreement with Ansell Therapeutics Inc. for developing and marketing its products for skin care treatment and for women's health related product in the Indian markets. This license provides us with an opportunity to introduce a new innovative product in the market with exclusive rights to its marketing for a considerable period of time, which usually is the earlier of the patent expiry or the expiry of the license agreement. A successful acceptance by the market of the proposed products may enable us to capture a significant market share resulting in potentially better earnings without the threat of significant competition. The patented innovative formulation for the women's health product prevents the generic manufacturers from creating a similar product and thus we have an opportunity to advance in a highly competitive market.

Further, we intend to continue our strategy to acquire further licenses for innovative products and technologies in the pharmaceutical segment. The pharmaceutical industry is highly competitive with various products offering treatment for a particular problem having similar ingredients and thus creating a competition for market share. We believe that an innovative formulation will provide us a distinct advantage and hence, if we are able to materialise our strategy to acquire further licenses for patented products / technology, we will be able to stay ahead of competition. In accordance with our strategy, we are currently in the process of making an investment in US based pharmaceutical R&D Company, Mobius Biomedical Inc., which is currently developing proprietary equipment & a de novo, end-to-end process for biopharmaceutical manufacturing. Based on our investment, we expect to be able to negotiate the acquisition of its license for marketing its technology in India.

### *Leverage our strategic investments in R&D Companies*

Our Company has currently invested in two bio-technology companies; Ansell Therapeutics LLC, situated in Lowell, USA and Aurum Biosciences Limited, situated in Glasgow, UK ("Portfolio Companies"). Both these companies are part of developing new technological advancements in the field of pharmaceuticals, bio-technology and biosciences and have obtained and / or applied for various patents for their respective technologies. Based on our successful investment in ABL and the resultant capital appreciation, we intend to continue to identify strong technology based companies globally and invest at an early stage. We believe that our management's expertise in identifying technology and financial opportunities will provide us with a significant leverage to negotiate our investments.

Besides, the capital appreciation, our investments in R&D companies also provides us with an opportunity to acquire the marketing rights / licenses for their under-development products / technology at a highly discounted valuation. The discount is not only on account of our leverage due to our existing investment in the company but also generally due to our willingness to absorb the risk of marketing a completely new product, which may or may not be accepted commercially. We believe that our proposed investment in Mobius Biomedical Inc., is in line with our strategy to continue investments in global pharmaceutical R&D companies and we also intend to continue to identify further such companies.

### *Strengthen our presence in India and set-up our sales and distribution network*

We are a research and development life sciences Company engaged in the business of pharmaceutical licensing and commercialisation. We have entered into an agreement with US based Ansell Therapeutics Inc. ("ATI") for commercialising their patented innovative products in the Indian market. These products are OTC medications in the form of a cream and we believe that we need to distribute these products through various big and small pharmacies across the country in order to achieve the expected market penetration. Ensuring that products are available in all major pharmacies, will require us to build a robust marketing team which can reach all major areas of a city or town and create, maintain relations with a large number of dealers, distributors and pharmacies itself. Accordingly, we intend to set-up a dedicated marketing team, which will include a marketing head, regional marketing in-charge for the broad five regions in the Country (north, east, west, south & central) and a few local marketing professionals in each region. We believe that this will enable us to make a presence PAN India and will also allow us to allocate resources and effort on regions showing better product acceptance.

In order to successfully implement our strategy to build a marketing network in India, we are also considering hiring a third party marketing agency, having nationwide presence and such an agency will enable to enter the market in the very initial stages of our commercialisation. An agency model will not only aid us in reaching a larger pharmacy base but also aid in awareness of our products and its benefits over existing products offering similar medication.

Pharmaceutical OTC products generally require substantial publicity and marketing, especially in case of an innovative high-end product and we believe that our dual strategy of in-house sales & marketing team and an agency model will help us achieve our desired goals.

## DETAILS OF OUR BUSINESS

We are research driven investment and pharmaceutical marketing company, with focus on innovation and technology development in the field of healthcare. Our Promoters have played an instrumental role in developing various technologically advanced processes and products under different companies in the US and UK. These companies have obtained various patents and / or provisional patents for the advanced technology and pharmaceutical formulations, which are at various phases of trials. Our investments in such innovations are expected to reap benefits once these products and processes are ready for implementation and production. Also, our shareholding and our Promoter's interest in these companies have enabled us to acquire the licenses to market their products in India at an entry level, discounted price, which will enable us to monetize these technologies in the medium term.

### Our Portfolio Companies

As on date of this Draft Red Herring Prospectus, our Company has the following investments in various portfolio companies:

Name of the Portfolio Company	% Total Dilutive Shareholding
Aurum Biosciences Limited (UK)	10.43%
Ansella Therapeutics Inc. (USA)	17.71% <sup>(1)</sup>
Mobius Biomedical Inc. (USA) <sup>(2)</sup>	11.80%

<sup>(1)</sup> includes investment in common stock and preferred stock made by our subsidiary, Amphina Therapeutics Pvt. Ltd.

<sup>(2)</sup> Proposed investment using funds from the proceeds of this Net Issue

### *Aurum Biosciences Limited (“ABL”)*

A stroke is caused when blood flow to the brain stops suddenly or there is bleeding inside the head. This leads to brain cells stop functioning or dying. The damage of nerve cells in the brain harm the functioning of body parts which they control. Depending on the part of the brain affected, stroke can cause loss of speech, feeling, muscle strength, vision, or memory.

The incidence of stroke in India has increased by almost 100 per cent in the past few decades as per Indian Stroke Association. The number of people suffering from a stroke every year is estimated at around 1.8 million people. Around 70-80% of the strokes occurring in India are ischemic which is caused when a clot or other blockage affects a brain artery (*Source: Care Research*).

ABL is developing a stroke management product, ABL-101 and holds a patent for ‘Methods of Assessing Metabolic Function’ bearing no. US 10,278,642 B2 dated May 07, 2019 from the USPTO and for ‘Method of Imaging Metabolic Function’ bearing no. EP 2 053 967 81 dated May 09, 2018 from the EPO. The “ABL-101” is an innovative molecule that can provide both diagnosis and therapy as it possesses an oxygen-carrying and delivery property which enables diagnosis using specific MRI software based on imaging techniques. One of the techniques utilizes a Blood Oxygen Level Dependent (BOLD) T2\* MRI signal based on the different magnetic properties of deoxy- and oxyhemoglobin in blood (paramagnetic and diamagnetic, respectively). Another technique uses LCI, which detects changes in lactate in penumbra co-incident with increased oxygen delivery during oxygen challenge.

Use of the diagnostic delivers oxygen to brain tissue starved of oxygen as a result of the stroke. This additional oxygen can support tissue identified by the diagnostic as being metabolically active and therefore still salvageable, thereby offering a therapeutic benefit. ABL-101 used with the specific imaging techniques has the potential to supersede current approaches and deliver some significant advances in stroke treatment and diagnosis.

The key features and benefits of Aurum's lead product, ABL-101, for Acute Ischemic Stroke:

- The ABL-101 molecule is an injectable, nanoparticle proprietary drug, which when combined with specific imaging techniques is a novel therapeutic that uniquely also acts as a diagnostic.



- Non-clinical evidence that ABL-101 can be used in treatment for ischemic stroke and could extend the therapeutic time window by protecting tissue at risk of ischemia due to its high capacity to carry and efficiently deliver oxygen to tissues that lack oxygen using precision medicine.
- A full quality and pre-clinical development program has been completed in the UK and USA. ABL-101 has completed Phase 1 trials in normal volunteers in the USA and has been used in Phase 2 clinical trials in traumatic brain injury.
- Patented diagnostic MR Metabolic Imaging technologies.
- Automated image analysis software is under development to enable the rapid and accurate analysis of MRI images (data), simplifying and accelerating the diagnostic process.
- ABL-101 has the potential to be developed for diagnosis and / or treatment of myocardial infarction (heart disease), cancer, epilepsy, and dementia.
- The molecule of ABL-101 consists of nano-particles, which are approximately 1/40th diameter of a red blood cell (RBC). This allows them to flow past the constriction-causing clot via collaterals to reach damaged tissues not accessible by RBCs and deliver much needed oxygen to oxygen-starved tissues. Also the oxygen carrying capacity of this nano-particle molecule is much greater than plasma and they therefore deliver a much larger payload of tissue-preserving oxygen.
- ABL-101 could decrease the knock-on economic burden on health and welfare services and costs.

The phase-2 clinical trials are currently in process and the same will be conducted within The Queen Elizabeth University Hospital acute stroke unit in Glasgow, UK. The phase 2 program is split into 2 studies, the first is a dose escalation safety study followed by a second study in a more acute patient population with additional efficacy measures. Both studies will include the collection of imaging data that will be utilized for the development of the diagnostic imaging technique. Upon completion of the phase 2 study, based on the results ABL plans to conduct a multicenter phase 3 study.

In India, more effective therapeutic interventions and improved post-stroke management are health priorities. The Indian Council of Medical Research (ICMR), Department of Biotechnology (DBT) and Department of Science and Technology (DST) of the Government of India have been supporting basic Biopharma Industry and clinical stroke research (*Source: Care Research*). Our Company intends to bridge this gap and being a stakeholder in ABL we are in a position to pioneer healthcare efforts in this area.

#### ***Ansella Therapeutics Inc. (“ATI”)***

ATI has obtained a patent ‘Compositions and Methods for Preventing and Treating Conditions’ for Vulvovaginal atrophy (VVA) vide patent dated June 02, 2020 bearing no. US 10,668,046 B2. VVA, especially in India, is a common, underreported and severely overlooked medical condition in women. Also, ATI has also developed an innovative formulation for skin care problems caused by diaper rash, among both infants and adults. Our investment in ATI not only provides us an opportunity to gain from their growth, but also has enabled us to acquire product license pertaining to the skin care and women health product, for its marketing and commercialisation in India. The details of these products are enumerated in the section “*Our Business - Licensed Product*” beginning on page no. 108 of this Draft Red Herring Prospectus.

#### ***Mobius Biomedical Inc. (“MBI”)***

Based on our interim success with our investments in ABL and ATI, our Company has identified and proposes to invest an amount of ₹ 1,10,000.00 thousands in a US based pharmaceutical technology development company, Mobius Biomedical Inc. MBI has developed proprietary downstream filtration and purification technologies designed to replace the traditional centrifugation, depth filtration, and chromatography process steps utilized in commercial scale mAb production with significantly smaller equipment capable of comparable product throughput.

The modular downstream purification process flow is designed to seamlessly interface with traditional chemostat or perfusion bioreactor upstream processes and to terminally interface with traditional, semi-continuous ultrafiltration/diafiltration (UF/DF) processes to prepare the product for fill-finish and ultimately provide a continuous,



end-to-end process. MBI has filed multiple provisional patent applications through which it intends to protect and develop its proprietary equipment modules and its end-to-end bioprocess, including, U.S. Provisional Application No. 63/077,766 (filed on September 14, 2020), U.S. Provisional Patent Application No. 63/154,108 (filed on February 26, 2021), and U.S. Provisional Patent Application No. 63/154,109 (filed on February 26, 2021).

With the increase in people suffering from chronic diseases such as diabetes, cancer, etc. the market for biologics and biosimilars is gaining traction. The global biosimilars market size is estimated at USD 11.8 billion in 2020 and is expected to grow at a CAGR of 24.7% to reach \$35.7 billion by 2025 indicating huge scope for growth for various biopharmaceutical companies across the world. The major markets for biosimilars industry include – Europe, Asia Pacific and North America (*Source: CARE Research*). Initially, MBI aims to provide a turnkey, continuous bioprocess solution for the production and purification of monoclonal antibodies that maintains product throughput, recovery, and yield on a kilograms per year basis, while significantly decreasing the following when compared to the traditional approaches of batch, single-use, or semi-continuous monoclonal antibody manufacturing:

- the production facility footprint by at least an order of magnitude;
- the time required for facility buildout and validation;
- the costs associated with facility buildout;
- the capital equipment expenditure; and,
- the operational expenditure

In order to bring unprecedented efficiencies to the development and manufacturing of biologics MBI plans to:

- Significantly decrease the overall bioprocess line downtime and biological product loss when compared to traditional monoclonal antibody manufacturing approaches
- Increase the overall purity of monoclonal antibodies
- Replace centrifugation and depth filtration processes
- Replace all traditional column chromatography process steps (e.g., Protein A affinity column chromatography, ion exchange chromatography, hydrophobic interaction chromatography)
- Enable the utilization of smaller, more streamlined equipment (e.g., smaller bioreactor volumes and downstream bioprocess equipment), as the ability to operate continuously eliminates the need for the large process equipment required for the centrifugation, depth filtration, and column chromatography steps of traditional downstream bioprocessing, whose large footprint is dictated by large, batch bioreactor volumes and surface area constraints.

Upon successful development of the process technology, MBI intends to formulate a business model based on the below strategies:

- Work with biopharma and biotech companies to develop their biologics
- License its technology and IP for specific indications to various biosimilar companies to drastically reduce their manufacturing costs
- Revive drugs that were shelved due to expensive or complex manufacturing needs
- Work with various Contract Manufacturing Organizations (CMOs) to help them develop drugs for their customers using a more efficient cost structure

Based on our proposed investment in MBI, we believe that we will be able to be a part of this innovation, technological advancement, and business model, and additionally, we intend to license their technology for development of biologics and biosimilars within the Indian subcontinent.

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## Our Licensed Products

Our Company has entered into a license purchase agreement dated July 01, 2021 with ATI for acquiring the license for its skin care and women's health product in the Indian market. ATI has developed the technology with innovative formulations which minimizes the side effects and after-effects. Our Company, under the aforesaid license agreement has agreed to develop the product according to the Indian markets and introduce the same in the Indian markets as pioneer products due to their unique formulations. The details of these products are explained below:

### *Skin Care – Diaper Rash*

The dermatology market in India comprising of medicinal and cosmetics products was estimated at around ₹ 8,700 crores in 2019. Skin disorders are also very common in children worldwide, wherein, diaper rash is the most common among babies. The global Baby diaper rash cream market is expected to grow at a CAGR of 6.4% and reach USD 2.50 billion by 2027 (*Source: Care Research*).

Ansella Therapeutics Inc. has developed a new technology to address skin related issues caused by diaper rash. Though there are various products available today in the market globally for similar problems, many products lack valid clinical claims, and many commercial products leave a residue on baby skin and clothing of adults. Many commercial products are greasy, contain petroleum-derived ingredients, zinc oxide, and/or parabens and lack desired efficacy. We believe that the formulation developed by ATI is an advanced and innovative formulation as it does not contain any additional preservatives or harmful chemicals that may cause residual skin problems. The diaper rash product, licensed by us, includes the following characteristics, which differentiate it from other products:

- Clinically and dermatologically tested and proven ingredients
- Ability to create a long-lasting, skin protecting barrier
- Products for baby as well adult care
- Petroleum and paraben free products
- Reduced preservative and chemical ingredient contents

While many products strive to provide some of these product characteristics, most commercially available products are unable to provide these characteristics in a single product. The product, clinically named ATX-021, is a non-prescription silicone-based cream that has the following characteristics:

- It is designed to create a skin protecting barrier and provide moisture
- It is designed to be isotonic with the skin and pH balanced with the desired skin pH of 5.0
- It comprises only well-tolerated, generally recognized as safe (GRAS) ingredients that are clinically and dermatologically tested
- It contains no parabens, petroleum, petrolatum, zinc oxide, glycerols, glycerin, mineral oil, plant-derived oils, sugars, fragrances

We are the exclusive licensee of Ansella Therapeutics Inc. to make products to address diaper rash, using the above technology for the India market. Additionally, we also have the ability to sub-license the technology to other potential partners for the India market. The initial term of our license technology is ten (10) years.

Our Company has further entered into a Supply Agreement dated July 22, 2021 from Axcentria Pharmaceuticals LLC, a USA based contract manufacturing company, for the development of the skin care product and to manufacture the same upon its finalization for marketing in India. These products will be manufactured by Axcentria on a contract manufacturing basis and we will be marketing the same under our license in the Indian market. Being an OTC cream, we intend to market through various local pharmacies PAN India. We are in the process of setting up a dedicated marketing team, which will aid in the nationwide campaign and we also propose appoint an agency(s) to reach the tier II, tier III and rural areas.

Our Company currently plans to raise capital from the net proceeds of this Issue to purchase the product license from ATI, bear the product development cost of the skin care product, set up a dedicated marketing team for nation-wide reach and also raise the necessary working capital for the outsourcing of commercial manufacturing of the product. For further details, please refer the chapter "*Objects of the Issue*" on page no. 70 of this Draft Red Herring Prospectus.

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### ***Women's Health - Vulvovaginal Atrophy (VVA)***

Ansella Therapeutics Inc. has obtained a patent for compositions comprising a stable water-in-silicone emulsion, and methods and kits comprising the compositions for treating conditions pertaining to VVA dated June 02, 2020 bearing no. US 10,668,046 B2 based on which, it has developed a new technology to address issues faced by pre-, peri- and post-menopausal women. We have acquired the exclusive license to market the VVA product, which is a non-hormonal, non-prescription silicone based biomimetic cream, in India under the aforesaid License Agreement.

The average age of menopause globally is 51 years but it is just 46.2 years in India which poses an increased risk of various midlife diseases and problems. As per 2011 census of India, there were about 96 million women with age 45 years & above and this number is currently estimated at around 177 million. This is expected to increase to 401 million in 2026. The women undergoing the VVA symptoms need a lot of counselling, emotional & social support and medical guidance. However, these problems remain unaddressed largely because menstrual health is considered a taboo in India. Lack of awareness is also one of the major factor leading to these health needs remaining unmet. Many women especially in rural areas are not well informed about menopause and readily believe in myths (*Source: Care Research*).

Existing non-hormonal, OTC moisturizers and lubricants:

- Do not pay attention to the well understood biology;
- Are not capable of restoring stasis to the anatomy or physiology;
- Often contain ingredients that are not well tolerated in the vaginal canal;
- Are often not isotonic and pH balanced; and
- Are dramatically inferior to Hormone Replacement Therapies (HRT) in terms of VVA symptom relief and treatment of underlying pathology.

Despite “Black Box” warnings, locally administered, low dose estrogen vaginal products are frequently prescribed for the prevention and treatment of VVA because there are NO reasonable alternatives.

ATX-001 provides many desirable attributes like lubrication, moisturization, isotonicity, no leakage from the vagina, and symptom relief for 24 hours, in a single product. It is a biomimetic cream designed to mimic vaginal secretions and provide both lubrication and moisturization. It is a bio-inspired base formulation designed to further accept desired active ingredients with minimal process development. We expect that this formulation platform will additionally support multiple non-prescription and prescription products.

The initial product, ATX-001, is a non-hormonal, non-prescription silicone-based cream having the following characteristics:

- It is designed to ameliorate the symptoms and slow the progression of VVA
- It is formulated to replenish the essential biochemistry and restore pH balance
- It is designed to provide both meaningful lubrication and moisture
- It is designed to provide symptom (e.g., vaginal dryness) relief for at least 24 hours from a single application
- It is designed to be isotonic with the vagina and pH balanced with the desired vaginal pH of 3.8
- Comprises only well-tolerated, generally recognized as safe (GRAS) ingredients that are latex and lactobacilli compatible
- Contains no parabens, glycols, glycerols, glycerin, mineral oil, plant-derived oils, sugars, fragrances

Our Company has further entered into an agreement dated July, 01, 2021 with Encube Ethicals Pvt. Ltd., for the development of the women's health product and to manufacture the same upon its finalization, for marketing in India. These products will be manufactured by Encube Ethicals Pvt. Ltd. on a contract manufacturing basis and we will be marketing the same under our license in the Indian market. Being an OTC cream, we intend to market through various local pharmacies PAN India. We are in the process of setting up a dedicated marketing team, which will aid in the nationwide campaign and we also propose to appoint an agency(s) to reach the tier II, tier III and rural areas.

Our Company currently plans to raise capital from the net proceeds of this Issue to purchase the product license from ATI and bear the product development cost of the women's health product, set up a dedicated marketing team for nation-wide reach and also raise the necessary working capital for the outsourcing of commercial manufacturing of the product. For further details, please refer the chapter “*Objects of the Issue*” on page no. 70 of this Draft Red Herring Prospectus.

## **QUALITY CONTROL AND QUALITY ASSURANCE**

We have ensured that our proposed contract manufacturers, Encube Ethicals Pvt. Ltd. (for women's healthcare product) and Axcentria Pharmaceuticals LLC (for skin care product) have adhered to proper government regulations and their licenses for such manufacturing in their respective jurisdiction is valid as on date of this Draft Red Herring Prospectus.

The quality of the products marketed by us depends on the standard of quality maintained by the contract manufacturers and maintaining the said quality of the products is critical to our reputation and continued growth. Encube Ethicals Pvt. Ltd. has received various certifications such as US FDA GMP Certification, ANSM EU GMP, ANVISA GMP, Russian GMP, TGA Australia GMP, Ukraine Site GMP, WHO GMP Certification, Taiwan FDA and South Korean FDA for its manufacturing facility. Further, Axcentria operate under the strict compliance of the US FDA GMP and adhere to the US Pharmacopia (USP) for its manufacturing facility. We intend to monitor the manufacturing facility of our contract manufacturers, ensuring that they have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. Further, through regular & periodical updates, we will ensure that the manufacturing facilities of our contract manufacturers are in compliance with local and international regulatory requirements.

Our Development Agreement with Encube Ethicals Pvt. Ltd. dated July 01, 2021 and the Supply Agreement with Axcentria Pharmaceuticals LLC dated July 22, 2021, specify detailed guidelines for quality of the manufactured products and for compliance with all necessary local and international regulatory requirements. We will be obtaining quality function monitoring reports at all stages of product development from our contract manufacturers, including the various in-process quality checks that are performed to monitor product quality during manufacturing process. Final finished products testing will be as per the pre-determined quality specifications before release in the market.

We intend to have checks and testing systems reports from our contract manufacturers, from the procurement of raw materials stage to the manufactured product, to ensure the quality of our products and to ensure that the products that are manufactured do not deviate from our specifications.

## **SALES AND DISTRIBUTION**

Our Company will be marketing the skin care product intended for diaper rash issues faced by babies and adults and also the women's health products intended for pre, peri & post menopausal women. Both these products are a cream and are an Over The Counter pharmaceutical product. Thus, these products are intended to be made available to the people PAN India easily through local pharmacies.

We intend to set-up our own sales team, which will market our product across the country. Our strategy is to cover the Indian markets in all regions and have local / dedicated marketing personnel for each region. For detailed description of the costs and no. of manpower proposed to be employed, please refer the chapter "*Objects of the Issue*" on page no. 70 of this Draft Red Herring Prospectus.

We also intend to hire a third party marketing agent for distribution of our products. The agency will be responsible to utilise its existing distribution network PAN India for our products and ensure the necessary penetration in all tiers of cities and also in the rural areas.

## **COMPETITION**

We expect to face competition for our cream based women's health product and skin care product from other local, domestic and international products. The major factor in OTC pharmaceutical products is the awareness of our product and its benefit over the available similar products.

We believe that the women's health product is an innovative and patented product, which will make our product having features that will be difficult for other similar products to have. However, we may face competition from various local and domestic companies selling recognised products. Further, our diaper rash cream, may also face intense competition from various similar established products in the market. We compete not only with various OTC products available in our product segment, but also with specialised prescription based products that doctors might suggest over an OTC product. There are many companies / products competing with us either on the basis of regional presence, domestic or international presence. Many of our competitors have an established brand in India and an established brand following. Our biggest competition challenge would be to penetrate the market where certain brands have established a loyal

consumer base. These established companies / their products in our target segment may have substantially greater capital and resources than we do and also offer a broader range of pharmaceutical products leading to brand loyalty. We believe that the principal factors affecting competition in our business include product quality, product effectiveness, market penetration, reputation, side effects and price of our product.


With access to global pharmaceutical products, we also compete significantly with high quality international products. Our products being licensed from a US based patent holder of an innovative formulation, strive to compete on a unique product platform. Further, our portfolio of investments in technologically advanced pharmaceutical research companies, may face competition from various domestic and global investors who have now focused their sights on R & D based companies in the aftermath of Covid-19.

Competition is also intense for the recruitment and retention of qualified professionals and we may face competition in setting up our marketing team for which part of the funds from the Net issue Proceeds will be utilised. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new professionals and retain and motivate our existing professionals.

## EMPLOYEES

Being in the investment and research stage, we are a leadership driven organisation until now. As of June 30, 2021, on a standalone basis, we employ 4 persons on our payroll. Going forward as our operations grow, we are proposing to hire a marketing team consisting of a marketing head, regional marketing in-charge for the broad five regions in the Country and a few local marketing professionals in each region contract. The cost for the same for the 1<sup>st</sup> year is being proposed to be funded from a part of the proceeds of this Net Issue. For details, please refer the chapter “*Objects of the Issue*” on page no. 70 of this Draft Red Herring Prospectus. Our employees are not unionized into any labour or workers’ unions.

## INTELLECTUAL PROPERTY

As on date of this Draft Red Herring Prospectus, we do not have any intellectual property registrations nor have we made any applications. However, we use the logo “” for our Company for all correspondences.

Further, our Company has signed an Agreement to acquire the licenses for new products pertaining to skin care treatment for diaper rashes and women’s health treatment for VVA, being developed by the Ansell Therapeutics Inc., which holds the patent for the formulation used in the women’s health treatment product.

Apart from the above, our portfolio companies have intellectual properties in form of Patents and Know-Howas detailed below:

Sr. No.	Name of the Company	Patent no. / Patent Application No.	Date of Patent / Date of Application	Description
1.	Aurum Biosciences Limited	US 10,278,642 B2	May 07, 2019	Patent for Methods of Assessing Metabolic Function - The invention relates to methods for determining the penumbra in ischemic tissues using MRI techniques in association with hyperoxic conditions and an oxygen carrier.
		EP 2 053 967 81	May 09, 2018	
2.	Ansell Therapeutics Inc.	US 10,668,046 B2	Jun 02,2020	Compositions and Methods for Preventing and Treating Conditions - The invention relates to compositions, methods, and kits for vulvovaginal application and other conditions.
3.	Mobius Biomedical Inc.	US 63/077,66	September 14, 2020	The invention proposes to provide new process and methods for continuous manufacturing and downstream purification of biological products

For risks pertaining to non-registration of our trademarks, please see, “*Risk Factors*” on page no. 23 of this Draft Red Herring Prospectus.

## INSURANCE

As on date of the Draft Red Herring Prospectus, we do not have any insurance. However, we intend to have the necessary insurance in place for our stock, office and other material aspects of our business as and when we commence commercialisation of our products.

Please see, “*Risk Factors – Our Company has not taken any insurance coverage to adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.*” on page no. 39 of this Draft Red Herring Prospectus.

## PROPERTIES

Our Company is currently operating our businesses from a rental property owned by one of our Directors and his relative, details of which are as below:

Sr. No.	Name of the Lessor	Premises Leased and area	Terms of the Lease	Purpose
1.	Jaydipsinh Devda & Narendrasinh Devda	407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380 054	Rent: ₹ 30,000 p.m. Security Deposit: ₹ 60,000 p.m. Term: 01/01/2019 to 31/12/2029	Registered Office

<sup>(1)</sup> Considering that our Company has been recently set-up and yet to generate revenue from operations, the owners have agreed vide their letter dated January 03, 2019 to waive the rent for a moratorium period of 3 years from the date of the rent agreement.



## KEY REGULATIONS AND POLICIES

*The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.*

We are engaged in the business of pharmaceutical licensing and commercialization of high-value, innovative products across a range of therapeutic areas. Our Company also pursues new technology in pharmaceutical & biotechnology at an early stage and has invested in technological developments at the base level. We are proposing to launch a skin care cream for diaper rash treatment and a women's healthcare cream for treating pre, peri and post-menopausal issues, for which we have signed a License Purchase agreement. These products would be manufactured by a contract manufacturer and we would have the exclusive rights for developing and marketing these products in India. Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of the business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies.

For details of Government Approvals obtained by us in compliance with these regulations, please see the chapter titled "Government and Other Statutory Approvals" beginning on page 218 of this Draft Red Herring Prospectus.

### A. INDUSTRY RELATED LAWS

#### **Gujarat Fire Prevention and Life Safety Measures Act, 2013 and the Gujarat Fire Prevention and Life Safety Measures Rules, 2014**

Gujarat Fire Prevention and Life Safety Measures Act, 2013 is an act to make effective provisions for the fire prevention, safety and protection of life and property in various types of buildings and temporary structures which are likely to cause a risk of fire in different areas in the State of Gujarat. The Gujarat Fire Prevention and Life Safety Measures Act, 2013 was enacted to make provisions for fire service fees, constitution of a special fund and for the purposes connected or incidental therewith. The Gujarat Fire Prevention and Life Safety Measures Rules, 2014 is issued under Section 57 of the Gujarat Fire Prevention and Life Safety Measures Act, 2013.

#### **Drugs and Cosmetics Act, 1940 ("DCA") and the Drugs and Cosmetics Rules, 1945 ("DCA Rules")**

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics and prohibits the import, manufacture and sale of certain drugs and cosmetics which are, inter alia, misbranded, adulterated, spurious or harmful. The DCA Rules specify the requirement of a license for the manufacture or sale of any drug or cosmetic including for the purpose of examination, testing or analysis. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities.

#### **Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the Foreign Trade Policy (2015- 2021) ("FTP")**

The FTA provides for the development and regulation of foreign trade by facilitating imports into, and exports from India and for matters connected therewith or incidental thereto. The FTP governs the export and import of goods and services in India which requires an import-export code ("IEC") number, unless specifically exempted. Exports and imports are free unless specifically regulated by the FTP or the Indian trade classification based on harmonised system of coding which is used for regulating import and export operations.

Under the FTA, an IEC granted by the Director-General of foreign trade will be required to be obtained in the event any import or export of the product is envisaged.

#### **Electricity Act, 2003**

The Electricity Act, 2003 (the "Electricity Act") was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250

watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police, as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

## **B. 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 colours 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.

### **The Copyright Act, 1957 ("Copyright Act")**

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. The penalty for general infringement of copyright is imprisonment of maximum 3 (three) years and a fine of up to Rs.2,00,000/- (Rupees Two Lakhs Only).

## **C. OTHER LAWS**

### **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.

### **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.

### **Legislations pertaining to Stamp Duty**

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 (“**Stamp Act**”) 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 in the respective schedules of the respective legislations pertaining to stamp duty as applicable in the State. 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.

## **D. TAX RELATED LEGISLATIONS**

### **Income-tax Act, 1961**

Income-tax Act, 1961 (“**IT Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its ‘Residential Status’ and ‘Type of Income’ involved. Every assessee, under the IT Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

### **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.

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## **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.

Further, the Company is also governed by various State Goods and Service Tax statutes for levy and collection of tax on intra-State supply of goods and services or both which are as follows:

- i. Gujarat Goods and Service Tax Act, 2017.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

## **E. EMPLOYMENT AND LABOUR RELATED LEGISLATIONS:**

Our Company is governed by various Acts, Statutes and legislations for the safety and protection of the labour and employees either working for or engaged by the Company. Our Company is required to ensure compliance of various labour and employment laws to conduct its business and projects. These include, but are not limited to the following:

- Shops and Commercial Establishment Act for the States of Gujarat where our Company has a commercial establishment;
- The Employees’ Compensation Act, 1923;
- Equal Remuneration Act, 1976;
- Maternity Benefit Act, 1961;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Child Labor Prohibition and Regulation Act, 1986
- The Payment of Wages Act, 1936;
- The Minimum Wages Act, 1948;
- The Payment of Bonus Act, 1965; and
- Payment of Gratuity Act, 1972.

In addition to the above, the following have been promulgated by the Indian parliament and have received the Presidential assent; however, the same have not yet been notified:

### **The Code on Wages, 2019**

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The provisions of this code will be brought into force on a date to be notified by the Central Government.

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### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government.

## **REGULATIONS REGARDING FOREIGN INVESTMENT**

Foreign investment in India is governed by the applicable provisions of Foreign Exchange Management Act, 1999 (**"the FEMA"**) along with the provisions of Foreign Exchange Management (Non-Debt Instruments Rules), 2019, as amended (**"Non-Debt Instrument Rules"**) as well as the FDI Policy, defined below, issued by the Department for Promotion of Industry and Internal Trade (**"DPIIT"**), from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India.

The DPIIT, Ministry of Commerce and Industry has issued 'Consolidated FDI Policy Circular of 2020' (**"FDI Policy"**) which consolidates the policy framework on Foreign Direct Investment (**"FDI"**), with effect from October 15, 2010. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

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 (**"FEMA Regulations"**) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The foreign investment in our Company is governed *inter alia* by the FEMA, as amended, FEMA Regulations, as amended, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations.

Currently, foreign direct investment in companies engaged in the pharmaceutical sector is permitted up to 100% of the paid-up share capital in greenfield projects and up to 74% of the paid-up share capital in brownfield projects under the automatic route, subject to compliance with certain prescribed pricing guidelines and reporting requirements. Investment in brownfield projects beyond 74% is permissible through government approval route.

However, an entity of a country, which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, can invest only under the Government route.

### **Overseas Direct Investment ("ODI")**

In terms of the Master Direction – Direct Investment by Residents in Joint Venture (JV) / Wholly Owned Subsidiary (WOS) Abroad issued by the RBI, dated January 1, 2016, as amended on June 24, 2021, an Indian entity is permitted to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth as per the last audited balance sheet. ODI can be made by investing in either joint ventures or wholly owned

subsidiaries outside India. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require prior approval of the RBI, even when the total ODI of the Indian Party is within the eligible limit under the automatic route (i.e., within 400% of the net worth as per the last audited balance sheet).



## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was incorporated as Glia Biopharmaceuticals Private Limited pursuant to a certificate of incorporation dated January 16, 2018 issued by the Registrar of Companies (“RoC”) bearing registration number 100571. The name of our Company was changed from Glia Biopharmaceuticals Private Limited to Infinion Biopharma Private Limited vide Special Resolution dated February 22, 2018, consequently a fresh Certificate of Incorporation was issued on March 07, 2018. Subsequently, the status of our company was changed from Private Limited to Public Limited and the name of our company was changed to Infinion Biopharma Limited vide Special Resolution dated March 13, 2018. The fresh Certificate of Incorporation consequent to conversion of Company to Public Limited was issued by Registrar of Companies on April 6, 2018. The Corporate Identification Number of our Company is U51909GJ2018PLC100571.

Our Company has 21 Shareholders as on the date of filing of this Draft Red Herring Prospectus. For further information, please refer the chapter “*Capital Structure*” on page no. 60 of this Draft Red Herring Prospectus.

### CORPORATE PROFILE OF OUR COMPANY

For information on our Company’s business profile, activities, services and managerial competence, please see “*Our Management*”, “*Our Business*” and “*Industry Overview*” on page nos. 133, 108 and 85, respectively of this Draft Red Herring Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

Except as disclosed below, there has been no change in the Registered Office of our Company since the date of our incorporation:

Date of Change	Change of the Registered Office		Reason for Change
	From	To	
May 04, 2018	407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054	402, Titanium One, Near Rajpath Club, S.G.Highway, Bodakdev, Ahmedabad-380054	Administrative Reasons
January 01, 2019	402, Titanium One, Near Rajpath Club, S.G.Highway, Bodakdev, Ahmedabad-380054	407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054	Administrative Reasons

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

*To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, neutraceuticals, healthcare, ayurvedic, surgical products and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, cordials, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products and To establish and run health portal, web sites, medical transcription centers, data processing/computer centers, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centers, data processing/computer centers, retail chains, etc. to individuals, business and other type of customers and to impart training of Electronic data processing, Computer Software and Hardware, to customers and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or*

products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof.

The main objects and objects incidental and ancillary to the attainment of the main objects, as contained in the Memorandum of Association, enable our Company to carry on its existing business.

#### **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION**

<b>Date of Shareholders resolution</b>	<b>Amendments</b>
February 22, 2018	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from Glia Biopharmaceuticals Private Limited to Infinion Biopharma Private Limited
March 13, 2018	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from Infinion Biopharma Private Limited to Infinion Biopharma Limited pursuant to conversion of company from Private Limited to Public Limited company.
May 7, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital from 1,00,000 to 17,50,00,000

#### **MAJOR EVENTS IN THE HISTORY OF OUR COMPANY**

<b>Year</b>	<b>Major Events / Milestone / Achievements</b>
2018	<ul style="list-style-type: none"> <li>▪ Incorporation of our Company</li> </ul>
2019	<ul style="list-style-type: none"> <li>▪ We signed a term sheet &amp; entered into an agreement with Medinstill LLC, a USA based pharmaceutical technology company for an investment of USD 5.00 million for licensing rights of their new technology for the Indian and Asian markets. We remitted US \$1.00 million to Medinstill as first tranche. As Medinstill was unable to further develop the technology, no further remittance was made. They agreed to refund the remittance.</li> </ul>
2020	<ul style="list-style-type: none"> <li>▪ Incorporated two wholly owned subsidiaries; Amphina Therapeutics Private Limited and Diabeato Healthcare Private Limited</li> <li>▪ Our Company invested in UK based, Aurum Biosciences Limited, a pharmaceutical technology and R&amp;D company, acquiring 2,91,647 shares aggregating to ₹ 23,951.27 thousands.</li> <li>▪ Our subsidiary, Amphina Therapeutics Pvt. Ltd., invested in Ansella Therapeutics Inc., a USA based pharmaceutical R&amp;D company, acquiring 1,12,486 common stock &amp; 3,63,704 preferred stock aggregating to ₹ 9665.66 thousands.</li> </ul>
2021	<ul style="list-style-type: none"> <li>▪ We have entered into a share swap agreement with a USA-based company named Ansella Therapeutics Inc. which has its office at 110 Canal Street, 4th Floor, Lowell, MA 01852, USA. We acquired 3,374,578 common stock aggregating to ₹ 65,333.34 thousands</li> <li>▪ Our Company entered into License Purchase agreement with Ansella Therapeutics Inc. for acquiring license rights of their skin care related product and women's health related product and market the same in India.</li> <li>▪ Our Company entered into a Supply Agreement with Axcentria Pharmaceutical LLC, a USA based contract manufacturing company for product development and manufacture of the skin care related product for treating diaper rash.</li> <li>▪ Our Company entered into a Master Development and Manufacturing Services Agreement with Encube Ethicals Pvt. Ltd., a large Indian contract manufacturing company for product development and manufacture of the women's health related product for treating VVA.</li> </ul>

#### **LOCK-OUT AND STRIKES**

Except standard government holidays or statutory lock-outs, there have been no instances of strikes or lock-outs at any time in our Company.

#### **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

Our Company has not entered into any Significant Financial or Strategic Partnerships except as entered in its normal course of business.

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## **TIME/COST OVERRUN IN SETTING UP PROJECTS**

There have been no time/cost overruns pertaining to setting up of projects by our Company, since incorporation.

## **CAPACITY/FACILITY CREATION, LOCATION OF PLANTS**

Our Company is engaged in the business of Investments and Marketing in Pharmaceuticals sectors and hence capacity creation and related information is not applicable.

## **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/ FACILITY CREATION OR LOCATION OF PLANTS**

We haven't launched any products or services in any geographical area since incorporation. We have recently signed an agreement for the Acquisition of License for Product Development from Ansell Therapeutics Inc ("Ansell") for Skin Care and Women's Health Product. We have entered into development and contract manufacturing agreement for the production of the women's health product with Encube Ethicals Pvt. Ltd. ("Encube") and for the production of the skin care product with Axcentria Pharmaceuticals LLC ("Axcentria"). For further details, please refer "Our Business" on page 108 of this Draft Red Herring Prospectus.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

There have not been any defaults or rescheduling of borrowings from financial institutions/banks or conversion of loans into equity by our Company.

## **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company since its date of incorporation which may have had a material adverse effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **ACQUISITION OF BUSINESSES / UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

## **OUR HOLDING COMPANY**

We do not have a holding company as on the date of this Draft Red Herring Prospectus.

## **OUR SUBSIDIARIES**

As on the date of this Draft Red Herring Prospectus our Company has two Subsidiaries, namely, Amphina Therapeutics Private Limited (ATPL), Diabeato Healthcare Private Limited (DHPL) the details of which is provided below:

### **1. AMPHINA THERAPEUTICS PRIVATE LIMITED (ATPL)**

#### **Corporate Information**

Amphina Therapeutics Private Limited (ATPL) was incorporated on February 24, 2020 under the Companies Act, 2013 as a Private Limited Company, bearing Registration No. 112901. The CIN of ATPL is U85100GJ2020PTC112901. The Registered Office is situated at 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054.

#### **Nature of Business**

The main objects of ATPL include, *inter alia* carrying on:

To provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases in the women centric health care and to purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, pharmacies, medicare, health care, diagnostic health aids, and research center in the women health care sector.

### Capital Structure

The capital structure of ATPL is as follows:

Authorised Share Capital	Aggregate Nominal Value
10,00,000 equity shares of ₹ 10 each	1,00,00,000
Issued, subscribed and paid-up capital	
500,001 equity shares of ₹ 10 each fully paid-up	50,00,010
4,99,999 Equity Shares of ₹ 10 each partly paid-up to ₹4 each	19,99,996

### Shareholding of our Company in ATPL

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Aggregate Paid-up Amount (in ₹)	Percentage of shareholding (%)
1.	Infinion Biopharma Limited	5,00,001	50,00,010	71.43%
2.	Munir Shah *	4,99,999	19,99,996	28.57%
	<b>Total</b>	<b>10,00,000</b>	<b>70,00,006</b>	<b>100.00%</b>

\*4,99,999 Equity Shares held by Munir Shah are partly paid up to ₹ 4 per share. Once the equity shares are fully paid up the shareholding of our company shall amount to 50.01%.

## 2. DIABEATO HEALTHCARE PRIVATE LIMITED

### Corporate Information

Diabeato Healthcare Private Limited (DHPL) was incorporated on February 21, 2020 under the Companies Act, 2013 as a Private Limited Company, bearing registration no. 112885. The CIN of DHPL is U85300GJ2020PTC112885. The registered office is situated 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380054.

### Nature of Business

The main objects of DHPL include, *inter alia* carrying on:

To assist, engage in and provide hospital management services in the diabetes space including technical, managerial and commercial expertise required to enhance the functioning of new and existing hospitals and healthcare centres; to carry on the business of acting as technical and business consultants, project developers and technical management and commercial advisors on all facets of medicare, healthcare and hospital management including but not limited to conceiving, designing, surveying, evaluating, implementing, setting up and equipping of new hospitals, diagnostic centres, day care networks, health sanitarium, clinics, health resorts, health spas and hospices; hospitals poly-clinics, nursing homes, maternity homes, dispensaries, pharmacies, all kinds of laboratories and investigation centres.

### Capital Structure

The capital structure of DHPL is as follows:

Authorised Share Capital	Aggregate Nominal Value
100,000 equity shares of ₹ 10 each	10,00,000
Issued, subscribed and paid-up capital	
10,000 equity shares of ₹ 10 each	1,00,000

### Shareholding of our Company in DHPL

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10 each	Percentage of shareholding (%)
1.	Infinion Biopharma Limited	9,999	99.99%
2.	Narendrasinh Devda*	1	Negligible
<b>Total</b>		<b>10,000</b>	<b>100%</b>

\*Narendrasinh Devda is holding 1 Equity share as a Nominee Shareholder of Infinion Biopharma Limited

### Amount of accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiary that are not accounted for by our Company in the Consolidated Financial Statements.

### Listing

Our Subsidiaries are not listed on any stock exchange in India or abroad. Further, the securities of our Subsidiaries have not been refused listing by any stock exchange in India or abroad, nor has our Subsidiaries have failed to meet the listing requirements of any stock exchange in India or abroad.

### Business interest of our Subsidiaries in the Company

Our Subsidiaries do not have any interest in our Company's business other than as stated in "Our Business", "History and Certain Corporate Matters" and "Financial Information", on page nos. 108, 128 and 158, respectively, of this Draft Red Herring Prospectus.

### Common Pursuits

Our Subsidiaries are authorised by their respective Memorandum of Association to engage in the same line of business as that of our Company.

### SHAREHOLDERS AGREEMENT AND OTHER AGREEMENTS

Our Company has not entered into any Shareholders Agreement or other agreements as on the date of this Draft Red Herring Prospectus.

### AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into by key managerial personnel or a Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

### GUARANTEES GIVEN BY PROMOTERS

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by Promoters.

### AGREEMENTS WITH STRATEGIC PARTNERS, JOINT VENTURE PARTNERS AND/OR FINANCIAL PARTNERS AND OTHER AGREEMENTS

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company except as disclosed in the "Our Business" on page no. 108 of this Draft Red Herring Prospectus.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

In terms of the Articles of Association our Company is required to have not less than 3 Directors and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board has eight (8) Directors comprising of one (1) Chairperson and Non Executive Director, one (1) Vice Chairperson and Non Executive Director, one (1) Whole Time Directors, one (1) Non Executive Director and four (4) Non Executive Independent Directors. Further, we have one (1) Woman Director on our Board.

The details of the Directors are as mentioned in the below table:

Sr. No.	Name, Father's Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorships
1.	<p><b>Gautam Bali</b></p> <p><b>Father's Name:</b> Sukhdev Singh Bali</p> <p><b>Designation:</b> Chairperson and Non-Executive Director</p> <p><b>Address:</b> EC-16, Apartment No-3, Inderpuri, Delhi-110012</p> <p><b>Occupation:</b> Entrepreneur</p> <p><b>DIN:</b> 00481587</p> <p><b>Date of Birth:</b> March 05, 1962</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of appointment as Additional Non-Executive Director:</b> July 25, 2018</p> <p><b>Date of appointment as Non-Executive Director:</b> September 30, 2019</p> <p><b>Date of appointment as Chairperson and Non-Executive Director:</b> June 5, 2021</p> <p><b>Term:</b> Liable to retire by rotation</p>	59	<ul style="list-style-type: none"> <li>• Vestige Marketing Private Limited</li> <li>• Vestige Bestdeals Private Limited</li> <li>• Signedge Leather Private Limited</li> <li>• Ancorotti Cosmetics India Private Limited</li> <li>• Coveredge Marketing Private Limited</li> <li>• Bali Finlease Private Limited</li> <li>• Realedge Event Management Private Limited</li> <li>• GKD Marketing Services Private Limited</li> <li>• Cosmic Nutracos Solutions Private Limited</li> <li>• Panzer Division Security &amp; Allied Services Private Limited</li> <li>• PHD Chamber Of Commerce And Industry</li> <li>• Advent Holistics Private Limited</li> <li>• Linkedge Marketing Services Private Limited</li> <li>• Vantedge Infotrain Support Services Private Limited</li> <li>• Voltedge Marketing Private Limited</li> <li>• Maxpro Intellithon Limited</li> <li>• Transedge Marketing Services Private Limited</li> <li>• Leaf Spraytech Private Limited</li> <li>• Globedge Exim Private Limited</li> </ul>
2.	<p><b>Vishal Jain</b></p> <p><b>Father's Name:</b> Harshvardhan Jain</p> <p><b>Designation:</b> Vice- Chairperson and Non Executive Director</p> <p><b>Address:</b> 100 W 57<sup>TH</sup> ST Apt 3N, New York, USA-10019</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 08082565</p> <p><b>Date of Birth:</b> April 16, 1978</p>	43	<ul style="list-style-type: none"> <li>• Amphina Therapeutics Private Limited</li> <li>• Diabeato Healthcare Private Limited</li> </ul>



Sr. No.	Name, Father's Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorships
	<p><b>Nationality:</b> United States of America and Indian OCI card holder</p> <p><b>Date of appointment as Additional Non-Executive Director:</b> March 10, 2018</p> <p><b>Date of Appointment as Non-Executive Director:</b> September 30, 2019</p> <p><b>Date of Appointment as Vice- Chairperson and Non Executive Director:</b> June 2, 2021</p> <p><b>Term:</b> Liable to retire by rotation</p>		
3.	<p><b>Narendrasinh Devda</b></p> <p><b>Father's Name:</b> Prahladsinh Devda</p> <p><b>Designation:</b> Whole - Time Director</p> <p><b>Address:</b> Unit 9, Pearl 36 Apartments, Behind Rajpath Club, Near Sindhu Bhavan Road, Off S.G Road, Ahmedabad - 380054</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00344604</p> <p><b>Date of Birth:</b> June 01, 1979</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of appointment as Non-Executive Director:</b> On Incorporation</p> <p><b>Date of appointment as Whole – Time Director:</b> June 05, 2021</p> <p><b>Current Term:</b> Appointed as Managing Director for a period of five years i.e till June 04, 2026 and shall not be liable to retire by rotation.</p>	42	<ul style="list-style-type: none"> <li>• Rajvee Tractors Private Limited</li> <li>• Axon Finance And Securities Limited</li> <li>• Sabrkantha Tractors Private Limited</li> <li>• Axon Infralink Private Limited</li> <li>• Axon Hospitality Private Limited</li> <li>• Amphina Therapeutics Private Limited</li> <li>• Diabeato Healthcare Private Limited</li> <li>• Axon Insurance Broking Private Limited</li> <li>• Axon Holdings Private Limited</li> <li>• Novaegis (India) Private Limited</li> </ul>
4.	<p><b>Govindsinh Chavada</b></p> <p><b>Father's Name:</b> Bhavansinh Chavada</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 8, Hillfield Drive, Newton Mearns, Glasgow, United Kingdom - G776GD</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 07931885</p> <p><b>Date of Birth:</b> July 17, 1978</p>	43	<ul style="list-style-type: none"> <li>• Axon Hospitality Private Limited</li> <li>• Amphina Therapeutics Private Limited</li> <li>• Diabeato Healthcare Private Limited</li> </ul>

Sr. No.	Name, Father's Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorships
	<p><b>Nationality:</b> British and Indian OCI Card Holder</p> <p><b>Date of appointment as Non-Executive Director:</b> On Incorporation</p> <p><b>Term:</b> Liable to retire by Rotation</p>		
5.	<p><b>Pankaj Singh</b></p> <p><b>Father's Name:</b> Ranjeet Singh</p> <p><b>Designation:</b> Non- Executive Independent Director</p> <p><b>Address:</b> 15 Bedgebury Place, Kents Hill, Milton, Keynes, MK76JQ</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 03540913</p> <p><b>Date of Birth:</b> May 23, 1972</p> <p><b>Nationality:</b> British Citizen and Indian OCI Holder</p> <p><b>Date of appointment as Non Executive Director :</b> September 30, 2019</p> <p><b>Date of appointment as Non Executive Independent Director:</b> June 05, 2021</p> <p><b>Current Term:</b> Appointed as Non Executive Independent Director for a period of five years i.e till June 04, 2026 and shall not be liable to retire by rotation.</p>	49	<ul style="list-style-type: none"> <li>• Abcone International Private Limited</li> <li>• Blue Box Technologies Private Limited</li> <li>• BPJ Edufluence Private Limited</li> <li>• Topman Nitjee Academy Private Limited</li> <li>• Amphina Therapeutics Private Limited</li> </ul>
6.	<p><b>Dinesh Singh</b></p> <p><b>Father's Name:</b> Sahab Singh</p> <p><b>Designation:</b> Non Executive Independent Director</p> <p><b>Address:</b> D7-203, Kunal Icon, Pimple Saudagar, Aundh Camp, Pune, Maharashtra - 411027</p> <p><b>Occupation:</b> Entrepreneur</p> <p><b>DIN:</b> 02726133</p> <p><b>Date of Birth:</b> March 27, 1979</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of appointment as Non Executive Independent Director:</b> June 05, 2021</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of five years i.e till June 04,</p>	42	<ul style="list-style-type: none"> <li>• Sunstone Learning Private Limited</li> </ul>

Sr. No.	Name, Father's Name, Designation, Address, Occupation, DIN, Date of Birth and Term	Age (in years)	Other Directorships
	2026 and shall not be liable to retire by rotation		
7.	<p><b>Jayantilal Patel</b></p> <p><b>Father's Name:</b> Nathalal Patel</p> <p><b>Designation:</b> Non Executive Independent Director</p> <p><b>Address:</b> 2, Tejas Appartement, 38 azad Society, Ambawadi Vistar, Ahmedabad, Gujarat - 380015</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 01726061</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of Birth:</b> June 01, 1953</p> <p><b>Date of appointment as Non Executive Independent Director:</b> June 05, 2021</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of five years i.e till June 04, 2026 and shall not be liable to retire by rotation</p>	68	<ul style="list-style-type: none"> <li>• Phoenix Creations Limited</li> <li>• Ashutosh Fincon Enforcement Private Limited</li> <li>• Diabeato Healthcare Private Limited</li> </ul>
8.	<p><b>Nirali Solanki</b></p> <p><b>Father's Name:</b> Lalitbhai Solanki</p> <p><b>Designation:</b> Non Executive Independent Director</p> <p><b>Address:</b> Ramnagar, Pimpan, Pipan, Sanand Ahmedabad, Gujarat-382110</p> <p><b>Occupation:</b> Profession</p> <p><b>DIN:</b> 09186038</p> <p><b>Date of Birth:</b> September 28, 1987</p> <p><b>Nationality:</b> Indian</p> <p><b>Date of appointment as Non Executive Independent Director:</b> June 05, 2021</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of five years i.e till June 04, 2026 and shall not be liable to retire by rotation</p>	33	NIL

#### BRIEF PROFILE OF OUR DIRECTORS

**Gautam Bali**, aged 59 years is one of the Promoters of our Company and is designated as Chairperson and Non Executive Director on the Board of our Company. He has completed his Bachelor of Science from Govt. G.G.M. Science College, Jammu in the year 1985. He has also completed Diploma in Marketing & Sales Management from Bharatiya Vidya Bhavan in the year 1985. He is a promoter and Managing Director of Vestige Marketing Pvt.

Ltd. which is a well known and established direct selling company with over 3,500 online and offline sales outlets PAN India, multiple international offices and a wide network of distributors, and has witnessed substantial growth over the years. Vestige has been ranked 36 in the 2021 Global 100 list of the top direct selling companies in the world by Direct Selling News. Gautam Bali has more than two decades of experience in marketing of pharmaceutical and wellness products through his past and current ventures and will play a meaningful role in advising to create a nationwide marketing network for our products.

**Vishal Jain**, aged 43 years is one of the Promoters of our Company and is designated as Vice-Chairperson and Non-Executive Director on the Board of our Company. He has completed his Bachelor of Engineering in the field of Electronics from South Gujarat University in the year 2001 and Master degree of Business Administration from Cornell University in the year 2007. He has around two decades of experience starting with Mahindra Satyam, UBS Investment Bank, Mizuho Bank and is currently associated as President with US based companies, Ansell Therapeutics Inc. and Mobius Biomedical Inc. and as a Partner at Freyre and Trogue (financial advisory & consulting firm). Using his acumen he plays a key role in laying out strategies and policies to steer the company towards growth.

**Narendrasinh Devda**, aged 42 years is associated with our company since inception and is designated on the Board as a Whole Time Director of the Company. He has attained a Bachelor of Engineering in Mechanical branch from University of Gujarat and Post Graduate Diploma in Materials Management from Indian Institute of Materials Management in the year 2000 and 2009 respectively. He has amassed more than 16 years of experience across various current and past organisations and has been instrumental in setting up several businesses. He is responsible for the day – to day activities of our company.

**Govindsinh Chavada**, aged 43 years is one of the Promoters of our Company and is designated as Non Executive Director on the Board of our Company. He completed his Bachelor of Medicine and Bachelor of Surgery from The Maharaja Sagajirao University of Baroda and Doctor of Medicine from University of Glasgow in the year 2001 and 2017 respectively. In the year 2008 he was elected to the membership of the Royal Colleges of Physicians of the United Kingdom. He served on the Board of Aurum Bioscience Ltd and as a member of advisory Board of Forepont Capital Partners and Mobius Biomedical Inc. He is by profession a Consultant Neurologist currently associated with Queen Elizabeth University Hospital NHS Trust, Glasgow. He has a rich experience of over two decades in the medical field and is the author of various research papers. His expertise in the medical field has been instrumental in evaluating new technology and research avenues.

**Pankaj Singh**, aged 49 years is a Non Executive Independent Director of our Company. He is a Neurosurgeon by profession. He has completed his Bachelors of Medicine and Bachelors of Surgery in the year 1997 from University of Lucknow and Master of Surgery in the year May, 2001 from Doctor Bhimrao Ambedkar University. Subsequently he passed PLAB Test 1 & 2 in the year 2004 and 2005 respectively. In the Year 2007 he was admitted as a Junior Member of European Association of Neurosurgical Societies following which in the year 2009 he attained the Membership of The Royal College of Surgeons of Edinburgh. He has also obtained the degree of Doctor of Medicine in the year 2015. After finishing his Neurosurgical training he has been associated with the NIMS Group as Director since 2017. He possesses extensive experience of over two decades and has been associated with various prestigious medical institutions in the UK, US and India.

**Dinesh Singh**, aged 42 years is a Non Executive Independent Director of our Company. He has obtained his Bachelor of Technology in Mechanical Engineering from Indian Institute of Technology, Kanpur in the year 2000. He has a vast experience of around 18 years working for various consultancy and technology companies in India and USA including McKinsey & Company, Sunstone Eduversity and Gallop INC. He has also been instrumental in founding various firms / companies engaged in education and in AI based technology. Currently he is part of Leo Capital as a Venture partner and also is active in social causes including volunteering and teaching yoga under the Isha Foundation.

**Jayantilal Patel**, aged 68 years is a Non Executive Independent Director of our Company. He has attained Bachelors degree in Commerce in the year 1996 from Gujarat University. He has a vast experience of over three decades in the area of Non Banking Finance Company, NPA Portfolio Management, as an IRDA Regulated Broking Agent, Resolution and Enforcement agent and a Financial Consultant. He is Chairperson and Managing Director of Ashutosh Fincon Enforcement Private Limited.

**Nirali Solanki**, aged 33 years is a Non Executive Independent Director of our Company. She holds a bachelor's of commerce from Gujarat University 2008 and is also an associate member of the Institute of Company Secretaries of India since 2010. She was previously associated with Rajesh Parekh & Co., Raj International Limited, Atul Limited,

Rudolf Atul Chemical Limited, Torrent Pharmaceutical Limited. She is currently a Practicing Company Secretary and proprietor of Nirali Solanki & Co. She has an experience of over a decade.

## **CONFIRMATIONS**

As on the date of this Draft Red Herring Prospectus:

1. None of the Directors of our Company are related to each other except Govinsinh Chavada is brother in law of Narendrasinh Devda.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of our Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations).
5. None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
6. Further, none of our Directors are or were directors of any Company whose shares have been/were:
  - a) Suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or;
  - b) Delisted from the stock exchange(s) during the term of their directorship in such companies.
7. None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

## **STRONG ADVISORS TO THE COMPANY**

Apart from our Board of Directors, Jason Criscione and Mark Goldstone are acting as Advisor to our Board. For their brief profile, please see "*Our Business*" on page no. 108 of this Draft Red Herring Prospectus.

## **DETAILS OF BORROWING POWERS**

Pursuant to a special resolution passed at an Extra-Ordinary General Meeting of our Company held on June 05, 2021 and pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time in excess of aggregate of paid up capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 5,00,000.00 Thousands.

## **Bonus or profit-sharing plan for our Directors**

Our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

## **REMUNERATION/COMPENSATION/COMMISSION PAID TO DIRECTORS BY OUR COMPANY AND OUR SUBSIDIARIES**

For F.Y. 2020 - 21, the directors have not been paid any remuneration / commission except reimbursement of Expenses.

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## COMPENSATION PAYABLE TO OUR DIRECTORS

### 1. Narendrasinh Devda, Whole Time Director

The compensation payable to our Whole Time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof).

The compensation package payable to him as resolved in the shareholders meeting held on June 05, 2021 is stated hereunder:

The total remuneration Payable to Narendrasinh Devda, Whole Time Director, shall not exceed a sum of ₹ 2,500.00 thousands per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 5 years from June 05, 2021 to June 04, 2026

### 2. Gautam Bali, Chairperson and Non Executive Director

The compensation package payable to him as resolved in the shareholders meeting held on June 05, 2021 is stated hereunder:

Commission not exceeding 5% of the Turnover of the Company or ₹ 1,000 thousands p.a. whichever is Higher as may be approved by the Board of Directors of the Company (including a committee thereof). The said commission shall be paid in addition to the sitting fees (if any)

### 3. Vishal Jain, Vice Chairperson and Non executive Director

The compensation package payable to him as resolved in the shareholders meeting held on June 05, 2021 is stated hereunder:

Commission not exceeding 5% of the Turnover of the Company or ₹ 1,500 thousands p.a. whichever is Higher as may be approved by the Board of Directors of the Company (including a committee thereof). The said commission shall be paid in addition to the sitting fees (if any).

### 4. Govindsinh Chavada, Non-Executive Director

The compensation package payable to him as resolved in the shareholders meeting held on June 05, 2021 is stated hereunder:

Commission not exceeding 5% of the Turnover of the Company or ₹ 1,500 thousands p.a. whichever is Higher as may be approved by the Board of Directors of the Company (including a committee thereof). The said commission shall be paid in addition to the sitting fees (if any).

## PAYMENT OR BENEFIT TO NON EXECUTIVE INDEPENDENT DIRECTORS OF OUR COMPANY

Pursuant to the resolution passed by the Board of Directors of our Company at their meeting held on June 29, 2021, our Non Executive Independent directors are entitled to receive a sitting fee of ₹ 2,500 for each Board Meeting and ₹ 1,500 for each Committee Meeting thereof.

## PAYMENT OR BENEFIT TO ADVISOR TO THE COMPANY

Pursuant to the resolution passed by the Board of Directors of our Company at their meeting held on June 29, 2021, the Advisor to the Board are not entitled to receive any remuneration (including sitting fee or commission).

## SHAREHOLDING OF OUR DIRECTORS IN THE COMPANY

Our Articles of Association do not require our Directors to hold any qualification shares. The details of the shareholding of our Directors as on the date of this Draft Red Herring Prospectus are as follows:



Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Gautam Bali	30,00,000	28.71%
2.	Vishal Jain	23,84,995	22.82%
3.	Narendrasinh Devda	2,48,002	2.37%
4.	Govindsinh Chavada	3,39,995	3.25%

#### APPOINTMENT OF RELATIVES OF OUR DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as mentioned in “*Our Management*” and “*Annexure VI – Note 20 - Related Party Transactions*” on page nos. 133 and 192 respectively of this Draft Red Hearing Prospectus, none of the relatives of our Directors currently holds any office or place of profit in our Company.

#### INTEREST OF DIRECTORS

All our Non-Executive Directors, including the Independent Directors, may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and committees thereof, and reimbursement of expenses payable to them under our Articles of Association, as approved by our Board. Our Executive Directors may be deemed to be interested to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid for services rendered as officers of our Company. Our Directors may be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, if any. Some of our Directors may hold positions as directors on boards of our Subsidiary and Group Companies and as heads of certain business verticals. In consideration for these services, they are paid managerial remuneration in accordance with the provisions of applicable law.

Our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company (including our Subsidiaries) in the normal course of business with any Company in which they hold Directorships or any partnership firm in which they are partners. For further details, please refer to the chapter titled “Objects of the Issue” and section titled “*Annexure VI – Note 20 - Related Party Transactions*” beginning on page no.70 and 192 of this Draft Red Herring Prospectus.

#### Interest in the Property of our Company

Except as stated in the heading titled “Properties” under the chapter titled “Our Business”, beginning on page no. 108 of this Draft Red Herring Prospectus, none of our Directors have interest in any property acquired or proposed to be acquired of our Company or by our Company.

#### Interest in Promotion of the Company

Our Director(s) may be interested to the extent our Company is promoted by them. Except as disclosed in this Draft Red Herring Prospectus, none of the other Directors are interested in the promotion of our Company. For more details, please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page no. 149 of this Draft Red Herring Prospectus.

#### Other Interests

Other than as stated above in this section and except as stated in the sections titled “*Financial Information*” and “*Our Promoters and Promoter Group*” beginning on page nos. 158 and 149 respectively of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company (including our Subsidiaries).

#### CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No	Name of Director	Date of Appointment/ Change	Reason for change
1	Nirali Solanki	June 05, 2021	Appointment as Non Executive Independent Director
2	Jayantilal Patel	June 05, 2021	Appointment as Non Executive Independent Director
3	Dinesh Singh	June 05, 2021	Appointment as Non Executive Independent Director
4	Pankaj Singh	June 05, 2021	Redesignated as Non Executive Independent Director
5	Narendrasinh Devda	June 05, 2021	Redesignated as Whole time Director

Sr. No	Name of Director	Date of Appointment/ Change	Reason for change
6.	Narendrasinh Devda	November 27, 2020	Redesignation as Managing Director
7.	Pankaj Singh	September 30, 2019	Appointment as Non Executive Director
8.	Gautam Bali	September 30, 2019	Regularized as Non Executive Director
9.	Vishal Jain	September 30, 2019	Regularized as Non Executive Director

## CORPORATE GOVERNANCE

The Corporate Governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and committees thereof, and formulation and adoption of policies.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, our Company has eight (8) Directors comprising of one (1) Chairperson and Non Executive Director, one (1) Vice chairperson and non Executive Director, one (1) Whole Time Directors, one (1) Non Executive Director and four (4) Non Executive Independent Directors. Further, we have one (1) Woman Director on our Board.

### Committees of our Board

Our Board may constitute committees to delegate certain powers as permitted under the Companies Act, 2013. In terms of the SEBI Listing Regulations and the Companies Act, 2013, our Company has constituted the following Board-level committees:

- A. Audit Committee;
- B. Stakeholders Relationship Committee;
- C. Nomination and Remuneration Committee;

#### A. AUDIT COMMITTEE

Our Board has constituted the Audit Committee in accordance with the Section 177 of the Companies Act, 2013, Regulation 18 of the SEBI Listing Regulations by a resolution dated June 29, 2021. The audit committee comprises:

Name of the Directors	Nature of Directorship	Designation in Committee
Dinesh Singh	Independent Director	Chairman
Jayantilal Patel	Independent Director	Member
Gautam Bali	Chairperson & Non- Executive Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee. The scope of Audit Committee shall include but shall not be restricted to the following:

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

- b) recommending to the Board the appointment, remuneration and terms of appointment of the statutory auditor of the Company;
- c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- d) approving payments to statutory auditors for any other services rendered by the statutory auditors;
- e) 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 judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions; and
  - g. Qualifications and modified opinion(s) in the draft audit report;
- f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
- g) 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.
- h) scrutinizing of inter-corporate loans and investments;
- i) valuation of undertakings or assets of the Company, wherever it is necessary;
- j) evaluating of internal financial controls and risk management systems;
- k) approval or any subsequent modification of transactions of the Company with related parties, provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by our Company subject to such conditions as may be prescribed;  
Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or Companies Act, 2013;
- l) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- m) reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- n) 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;
- o) discussing with internal auditors of any significant findings and follow up there on;
- p) 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;
- q) discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;

- r) looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- s) reviewing the functioning of the whistle blower mechanism;
- t) approving of appointment of Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- u) investigating into any above matter or referred to it by the Board of Directors and for this purpose, to have full access to information contained in the records of the Company and external professional advice, if necessary;
- v) The Audit Committee shall mandatorily review the following information:
  - a. management discussion and analysis of financial condition and results of operations;
  - b. statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - c. management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. internal audit reports relating to internal control weaknesses;
  - e. the appointment, removal and terms of remuneration of the chief internal auditor;
  - f. reviewing utilisation of loans and/or advances from/investment by the holding company in the unlisted subsidiaries including existing loans/ advances/ investments; and
  - g. statement of deviations:
    - i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations.
    - ii. annual statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice in terms of the SEBI Listing Regulations; and
- w) reviewing the utilization of loans and/ or advances from/investment by the holding company in the Subsidiaries exceeding rupees 100 crore or 10% of the asset size of the Subsidiaries, whichever is lower including existing loans / advances / investments.
- x) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- y) Carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of reference as may be decided by the board and/or specified/provided under the Companies Act or the Listing Regulations or by any other regulatory authority.

**The powers of the Audit Committee include the following:**

- i. To investigate activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice;
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- v. To have full access to the information contained in the records of the Company.

**The Audit Committee shall mandatorily review the following information:**

- i. Management discussion and analysis of financial condition and result of operations;
- 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; and
- vi. Statement of deviations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations

The Audit Committee is required to meet at least four times in a year under the SEBI Listing Regulations.

#### **Meeting Of Audit Committee and Relevant Quorum**

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

#### **B. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholder's Relationship Committee of our Board was constituted by our Board of Directors pursuant to section 178 (5) of the Companies Act, 2013, Regulation 20 of the SEBI Listing Regulations vide resolution dated June 29, 2021. The Stakeholder's Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Nirali Solanki	Non-Executive Independent Director	Chairperson
Vishal Jain	Vice Chairperson & Non-Executive Director	Member
Narendrasinh Devda	Whole Time Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- b. Review of measures taken for effective exercise of voting rights by shareholders.
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company..
- e. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- f. Delegate further, all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- g. performing such other activities as may be delegated by the Board or specified or provided under the Companies Act, 2013 or the SEBI Listing Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.;

### C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of our Board was constituted by our Board of Directors pursuant to section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations vide resolution dated June 29, 2021. The Nomination and Remuneration Committee comprises:

Name of the Directors	Nature of Directorship	Designation in Committee
Nirali Solanki	Non - Executive Independent Director	Chairperson
Pankaj Singh	Non - Executive Independent Director	Member
Gautam Bali	Chairperson & Non-executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- 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 Independent Directors and the Board;
- c. Devising a policy on Board diversity;
- 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 Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- e. Analysing, monitoring and reviewing various human resource and compensation matters;
- f. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g. To recommend to the board, all remuneration, in whatever form, payable to senior management
- h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- j. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- k. Determine 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; and
- l. Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

The Chairperson of the committee may be present at the Annual General Meetings of the Company to answer the Shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.



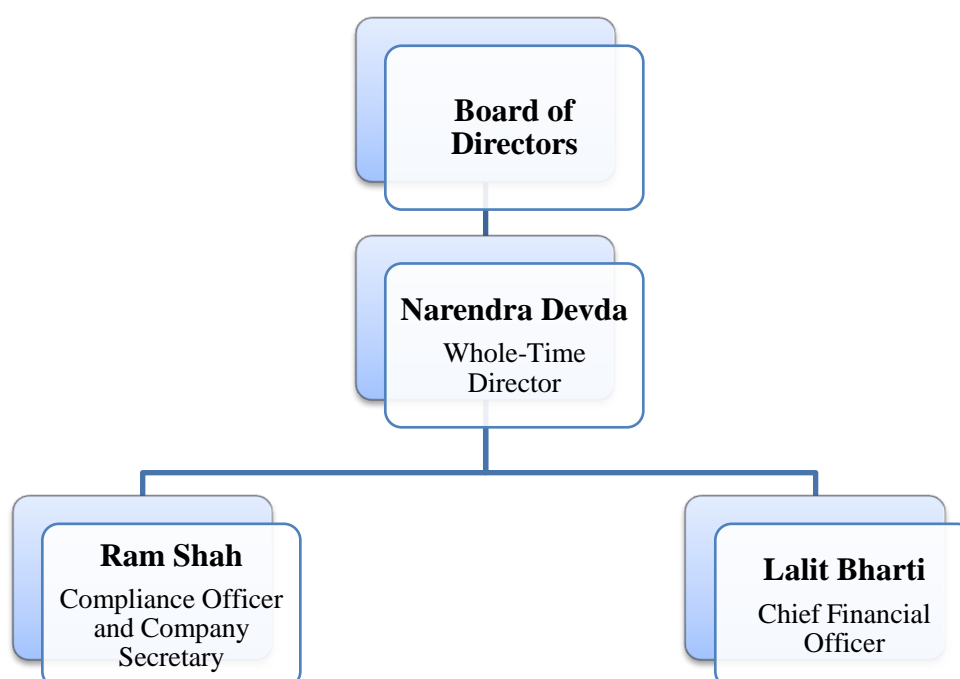
### Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

### POLICY ON DISCLOSURES & INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

### ORGANIZATIONAL STRUCTURE



### KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company.

**Ram Shah**, aged 25 years is the Company Secretary and Compliance Officer of our Company. He completed bachelor's of commerce and a bachelor's degree in Law from Gujarat University in the year 2016 and 2019 respectively. He is an associate member of the Institute of Company Secretaries of India Since June 2020. Prior to joining our Company, he was associated with Light Microfinance Private Limited as an Assistant Compliance Executive and with "Ishit Vyas & Co" as a Management Trainee. He possesses an overall experience of over 3 years. Ram Shah joined our Company on August 26, 2020. During Financial Year 2020-2021, he was paid a gross compensation of ₹ 165.80 Thousands.

**Lalit Bharati**, aged 46 years is the Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Gujarat. Prior to joining our Company, he was associated with Axon Finance and Securities Limited, Ashutosh Fincon Enforcement Private Limited, Riya Caplease India Limited, ICICI Bank Limited, Sundaram Finance Limited and Kiran Motors Limited. He possesses an overall experience of over two decades. Lalit Bharati was not paid any compensation in the Financial Year 2020-2021 since he joined our Company on June 02, 2021.

### **Relationship amongst the Key Management Personnel**

None of our key managerial personnel are related to each other or to our Directors.

### **Shareholding of the Key Management Personnel**

None of our Key Managerial Personnel hold Equity Shares as on the date of this Draft Red Herring Prospectus.

### **Service Contracts with Key Managerial Personnel**

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company. Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company including Key Managerial Personnel is entitled to any benefit upon termination of such officer's employment or superannuation.

### **Interest of Key Managerial Personnel**

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

### **Loans taken by Key Management Personnel**

None of our Key Managerial Personnel have any outstanding loan from our Company as on the date of this Draft Red Herring Prospectus.

### **Arrangement or Understanding with Major Shareholders**

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel was selected as a member of our senior management.

### **Changes in our Key Managerial Personnel in the Last Three Years from the Date of this Draft Red Herring Prospectus**

The changes in our Key Managerial Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

<b>Name</b>	<b>Designation</b>	<b>Date of Change</b>	<b>Reason for change</b>
Lalit Bharati	Chief Financial Officer	June 02, 2021	Appointment
Ram Shah	Company Secretary & Compliance Officer	August 26, 2020	Appointment
Chanda Ramchandani	Company Secretary	July 31, 2020	Resignation
Chanda Ramchandani	Company Secretary	October 01,2019	Appointment
Aaradhana Fulwani	Company Secretary	October 01,2019	Resignation
Aaradhana Fulwani	Company Secretary	March 01, 2019	Appointment

### **Bonus or Profit Sharing Plan of the Key Management Personnel**

None of the Key Management Personnel is party to any bonus or profit-sharing plan of our Company other than the performance linked incentives given to each Key Management Personnel.

### **Payment or Benefit to Officers of our Company**

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus, or is intended to be paid or given, other than in the ordinary course of their employment.

### **Contingent and Deferred Compensation Payable to Key Managerial Personnel**

There is no contingent or deferred compensation payable to our Key Managerial Personnel, which does not form part of their remuneration.

### **Employee Stock Option Plan**

Our Company has no employee stock option plan.

### **EMPLOYEES**

The details about our employees appear under the Paragraph titled “*Human Resource*” in Chapter titled “*Our Business*” beginning on page no. 108 of this Draft Red Herring Prospectus.



## OUR PROMOTERS AND PROMOTER GROUP


### OUR PROMOTERS

Gautam Bali  
 Vishal Jain  
 Govindsinh Chavada

As on the date of this Draft Red Herring Prospectus, our Promoters hold 57,24,990 Equity Shares in aggregate, representing 54.78% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, please see "Capital Structure –Shareholding of our Promoters" beginning on page no. 60 of this Draft Red Herring Prospectus.

The details of our Promoters are as under:

<b>Gautam Bali</b>	
	<p><b>Brief Profile:</b></p> <p><b>Gautam Bali</b>, aged 59 years is one of the Promoters of our Company and is designated as Chairperson and Non Executive Director on the Board of our Company. He has completed his Bachelor of Science from Govt. G.G.M. Science College, Jammu in the year 1985. He has also completed Diploma in Marketing &amp; Sales Management from Bharatiya Vidya Bhavan in the year 1985. He is a promoter and Managing Director of Vestige Marketing Pvt. Ltd. which is a well known and established direct selling company with over 3,500 online and offline sales outlets PAN India, multiple international offices and a wide network of distributors, and has witnessed substantial growth over the years. Vestige has been ranked 36 in the 2021 Global 100 list of the top direct selling companies in the world by Direct Selling News. Gautam Bali has more than two decades of experience in marketing of pharmaceutical and wellness products through his past and current ventures and will play a meaningful role in advising to create a nationwide marketing network for our products.</p>
	<b>Date of Birth:</b> March 05, 1962
	<b>Address:</b> EC-16, Apartment No-3, Inderpuri, Delhi-110012
	<b>PAN:</b> ACEPR4989H
	<b>Aadhaar Card Number:</b> 8920 9910 1093
	<b>Driving License Number:</b> HR 4920120022795
	<p><b>Other Interests (except other Directorships):</b></p> <ul style="list-style-type: none"> <li>• Vestify Consultants LLP</li> <li>• GKD &amp; Associates</li> <li>• Aargee Formulations</li> <li>• GD Associates</li> <li>• Balisons Associates</li> <li>• Gautam Bali HUF</li> </ul>
<b>Vishal Jain</b>	
	<p><b>Brief Profile:</b></p> <p><b>Vishal Jain</b>, aged 43 years is one of the Promoters of our Company and is designated as Vice-Chairperson and Non-Executive Director on the Board of our Company. He has completed his Bachelor of Engineering in the field of Electronics from South Gujarat University in the year 2001 and Master degree of Business Administration from Cornell University in the year 2007. He has around two decades of experience starting with Mahindra Satyam, UBS Investment Bank, Mizuho Bank and is currently associated as President with US based companies, Ansell Therapeutics Inc. and Mobius Biomedical Inc. and as a Partner at Freyeur and Trogue (financial advisory &amp; consulting firm). Using his acumen he plays a key role in laying out strategies and policies to steer the company towards growth.</p>
	<b>Date of Birth:</b> April 16, 1978

	<b>Address:</b> 100 W 57 <sup>TH</sup> ST Apt 3N, New York, USA-10019 <b>PAN:</b> ADEPJ3148B <b>Aadhaar Card Number:</b> N.A. <b>Driving License Number:</b> ID 923327391 <b>Other Interests (except other Directorships):</b> <ul style="list-style-type: none"> <li>• Ansella Therapeutics Inc</li> <li>• Mobius Biomedical Inc</li> <li>• Freyeur and Trogue</li> </ul>
<b>Govindsinh Chavada</b>	
	<b>Brief Profile:</b>  <b>Govindsinh Chavada</b> , aged 43 years is one of the Promoters of our Company and is designated as Non Executive Director on the Board of our Company. He completed his Bachelor of Medicine and Bachelor of Surgery from The Maharaja Sagajirao University of Baroda and Doctor of Medicine from University of Glasgow in the year 2001 and 2017 respectively. In the year 2008 he was elected to the membership of the Royal Colleges of Physicians of the United Kingdom. He served on the Board of Aurum Bioscience Ltd and as a member of advisory Board of Forepont Capital Partners and Mobius Biomedical Inc. He is by profession a Consultant Neurologist currently associated with Queen Elizabeth University Hospital NHS Trust, Glasgow. He has a rich experience of over two decades in the medical field and is the author of various research papers. His expertise in the medical field has been instrumental in evaluating new technology and research avenues. <b>Date of Birth:</b> July 17, 1978 <b>Address:</b> 8, Hillfield Drive, Newton Mearns, Glasgow, United Kingdom - G776GD <b>PAN:</b> AENPC9140A <b>Aadhaar Card Number:</b> N.A <b>Driving License Number:</b> CHAVA707178GB9TG 19 <b>Other Interests (except other Directorships):</b> NIL

For the complete profile of Our Promoters - educational qualifications, professional experience, position/posts held in the past, other directorships, special achievements and business and financial activities, see “*Our Management*” on page no. 133 of this Draft Red Herring Prospectus.

### Confirmations and Undertakings

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoters have been submitted to the Stock Exchange(s) at the time of filing of this Draft Red Herring Prospectus.

Our Promoters and the members of our Promoters Group have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority.

Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

No violations of securities laws have been committed by our Promoters or members of our Promoters Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters and members of our Promoters Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### Change in Control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

### **Experience of our Promoters in the business of Our Company**

For details in relation to experience of our Promoters in the business of our Company, please see “*Our Management*” on page no. 133 of this Draft Red Herring Prospectus.

### **Interest of Promoters**

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by him or his relatives but used by our company and reimbursement of expenses (if applicable), development rights as per agreements entered, other related party transaction as disclosed under “*Annexure VI – Note 20 - Related Party Transactions*” beginning on page no. 192 of this Draft Red Herring Prospectus and to the extent of any equity shares held by him or his relatives and associates or held by the companies, firms and trusts in which he is interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page nos. 60, 158 and 133 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements 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 including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer chapter titled “*Objects of the Issue*” “*Annexure VI – Note 20 - Related Party Transactions*” beginning on page no. 70 and 192 of this Draft Red Herring Prospectus.

### **Interest of Promoters in the Promotion of our Company**

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. For details on shareholding of our Promoters in our Company, see the sections “*Capital Structure*” and “*Our Management*” on page nos. 60 and 133 respectively of this Draft Red Herring Prospectus.

Further, our Promoters who also are the Non-Executive Directors of our Company may be deemed to be interested to the extent fees, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of commission and reimbursement of expenses payable to them for services rendered to our Company in accordance with the provisions of the Companies Act, 2013, terms of the Articles of Association and their terms of appointment. For further details see chapter titled “*Our Management*” on page no. 133 of this Draft Red Herring Prospectus.

Our Promoters may also be deemed to be interested in the transactions entered into by our Company and the ventures where they are interested as a Promoter, Director or otherwise. For details of such transactions, please refer chapter titled “*Objects of the Issue*” and Section titled “*Annexure VI – Note 20 - Related Party Transactions*” beginning on page no. 70 and 192 of this Draft Red Herring Prospectus.

### **Interest of Promoters in the Property of our Company**

Except as disclosed in this Draft Red Herring Prospectus, the Promoters are not interested in the properties acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired or in any transaction by our Company for the acquisition of land, construction of building or supply of machinery, other than in the normal course of business. For further details in relation to the same, see the section “*Our Business*” and “*Financial Information*”, beginning on page nos. 108 and 158 of this Draft Red Herring Prospectus.

### **Related Party Transactions**

Except as stated in the “*Annexure VI – Note 20 - Related Party Transactions*” beginning on page no. 192 of this Draft Red Herring Prospectus, our Company has not entered into related party transactions with our Promoters.



## Payment of Amounts or Benefits to the Promoter or Promoter Group During the last two years

Except as stated in the section “*Financial Information*” on page no. 158 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoters Group during the two years preceding the date of this Draft Red Herring Prospectus.

## Material Guarantees

Except as stated in the chapter “*Financial Information*” beginning on page no. 158 of this Draft Red Herring Prospectus, our Promoter has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

## OUR PROMOTER GROUP

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

### A. Natural Persons who are Part of the Promoter Group

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
<b>Gautam Bali</b>	Late Sukhdev Singh Bali	Father
	Late Adesh Bali	Mother
	Sulbha Bali	Spouse
	Yuvraj Bali	Son(s)
	Seema Mehta Meena Mohan	Sister(s)
	Late. Ram Lubhaya Vaid	Spouse’s Father
	Late. Damyanti Vaid	Spouse’s Mother
	Rajesh Vaid Late. Col. Dinesh Vaid	Spouse’s Brother(s)
<b>Vishal Jain</b>	Harsh vardhan Jain	Father
	Nirmala Jain	Mother
	Anita Jain	Spouse
	Vihaan Jain	Son(s)
	Avya Jain	Daughter(s)
	Ruchi Jain	Sister(s)
	Suresh Chandra Jain	Spouse’s Father
	Chitra Lekha Jain	Spouse’s Mother
	Akhil Jain Amit Jain	Spouse’s Brother(s)
<b>Govindsinh Chavada</b>	Bhavansinh Chavada	Father
	Vasant Chavada	Mother
	Gitanjali Chavada	Spouse
	Aryaman Chavada	Son(s)
	Adhya Chavada	Daughter(s)
	Bhavna Devda	Sister(s)
	Dilipsinh Chavada	Brother(s)
	Vijayraj singh Shaktawat	Spouse’s Father
	Umed Kunwar	Spouse’s Mother
Ankita Chavada	Spouse’s Sister(s)	

### B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group.

Sr. No.	Name of Promoter Group Entities
1.	Ansella Therapeutics, INC
2.	Signedge Leather Private Limited
3.	Voltedge Marketing Private Limited
4.	Linkedge Marketing Services Private Limited
5.	Coveredge Marketing Private Limited
6.	Ancorotti Cosmetics India Private Limited
7.	Panzer Division Security & Allied Services Private Limited
8.	Transedge Marketing Services Private Limited
9.	Cosmic Nutracos Solutions Private Limited
10.	Advent Holistics Private Limited
11.	Vestige Marketing Private Limited
12.	GKD & Associates
13.	Aargee Formulations
14.	GD Associates
15.	Bali Finlease Private Limited
16.	Saptrashi Tradelink Limited
17.	Vestify Consultants LLP
18.	Axon Hospitality Private Limited
19.	Axon Healthcare Investment Limited
20.	Gautam Bali HUF
21.	Freyeur and Trogue

### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 60 of this Draft Red Herring Prospectus.

### **Companies with which the Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus

### **Outstanding Litigation**

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 23 and 212 of this Draft Red Herring Prospectus.

## OUR GROUP COMPANIES

Under the SEBI ICDR Regulations 2018, the definition of ‘group companies’ includes such companies (other than the promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and such other companies as are considered material by the Board.

Pursuant to a Board resolution dated August 04, 2021, our Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that: i) all companies with which the Company has entered into related party transactions (in accordance with Indian Accounting Standard (Ind AS) 24 issued by the Institute of Chartered Accountants of India) as set out in the Restated Consolidated Financial Statements to be included in the Offer Documents (with the exception of current promoters and subsidiaries of the Company); or (ii) all such companies with whom the Company has had transactions which would require disclosure in the Restated Consolidated Financial Statements of the Company subsequent to the latest period for which restated consolidated financial statements are included in the Offer Documents, as entities covered under Ind AS 24 (other than those companies already covered under Ind AS 24) are identified as Group Entities.

Accordingly, Ansell Therapeutics INC and Axon Finance And Securities Limited, have been identified as our Group Entities, and other than these entities, there are no companies which are considered material by the Board to be identified as group companies.

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

### 1. AXON FINANCE AND SECURITIES LIMITED (AFSL)

#### *Corporate information*

Axon Finance and Securities Limited was incorporated as Unity Securities and Finance Private Limited pursuant to certificate of incorporation dated December 06, 1994. Consequent to conversion from Private Limited to Public Limited the name was changed from Unity Securities and Finance Private Limited to Unity Securities and Finance Limited vide certificate of Incorporation dated August 03, 1995. The registered office is situated at 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054. The CIN of AFSL is U65910GJ1994PLC023782.

#### *Nature of activities*

To carry on the business of a loans and advances with or without security, independently or in association with any other agency, including bills discounting, hire purchase, leasing, loan against shares, bonds, debentures and other securities, to enter into guarantees, contracts of indemnity and suretyship of all kinds, and to arrange or syndicate all types of business relating to financing of consumers for all kinds of vehicles, machinery, plants, two-wheelers, tractors, consumer durables, renewable energy equipment/infrastructure, construction equipment, housing equipment, to engage in all forms of securitisation AND to invest in, acquires, subscribe for, shares, bonds, stocks, debentures, debenture stock issued or guaranteed by any company or government including local authorities.

#### *Audited Financial Information*

(₹ in thousands)

Particulars	As at December 31,		
	2020	2019	2018
Equity Share Capital / Total Capital Stock	11,107.00	11,107.00	11,107.00
Reserves and Surplus (excluding revaluation reserve)	13,140.22	13,092.86	12,994.12
Revenue (including Other Income)	2,364.64	2,594.98	2,117.96
Net Income	47.36	98.74	159.25
Earnings per share	0.04	0.09	0.14
Net asset value per share	21.83	21.79	21.70

There are no significant qualifications or matters of emphasis notes of the auditors in relation to the aforementioned financial statements

## Details of our loss making Group Companies

### 1. ANSELLA THERAPEUTICS INC

#### *Corporate information*

Ansell Therapeutics Inc. was incorporated as a Corporation under the General Corporation Law of Delaware under registration No. 6639693 on November 30, 2017 and received its certificate for commencement of business on November 30, 2017. Its corporate identification number is FEIN 82-3871575. Its registered office is situated at 110 Canal Street, 4<sup>th</sup> Floor, Lowell, MA 01852.

#### *Nature of activities*

Ansell Therapeutics Inc. is engaged in the business of developing platform technologies for women's health and skin care.

#### *Financial Information*

(Amt in \$)

Particulars	As at December 31,		
	2020	2019	2018
Equity Share Capital / Total Capital Stock	7,49,231.72	602,231.72	465,540.00
Reserves and Surplus (excluding revaluation reserve)	(616,061.02)	(373,412.82)	(114,041.61)
Revenue (including Other Income)	1,000.00	555.08	-
Net Income	(242,648.20)	(2,59,371.21)	(1,14,041.61)
Earnings per share	(0.02)	(0.02)	(0.01)
Net asset value per share	0.01	0.02	0.03

#### **Material Litigation**

There has been no material litigation arises in the group company, which may directly or indirectly affect our company. For further details, please refer the chapter "Outstanding Litigation and material Developments" on page no. 212 of this Draft Red Herring Prospectus.

#### **Group Companies which are sick industrial companies**

None of our Group Companies has become a sick company under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended.

#### **Group Companies under winding up/insolvency proceedings**

None of our Group Companies are under winding up/insolvency proceedings.

#### **Defunct Group Companies**

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.

#### **Common pursuits between our Group Companies and Our Company**

Our Group Companies are authorised by the Business charters of their respective incorporated jurisdiction, to engage in the similar line of business as that of our Company.

#### **Related business transactions within the group and significance on the financial performance of Our Company**

Except as disclosed in chapter titled "Objects of the Issue" and section "Annexure VI – Note 20 - Related Party Transactions" beginning on page no. 70 and 192 of this Draft Red Herring Prospectus. there are no related business transactions within the Group Companies.

**Business interests or other interests**

Except as disclosed in chapter titled "*Objects of the Issue*" and section "*Annexure VI – Note 20 - Related Party Transactions*" beginning on page no. 70 and 192 of this Draft Red Herring Prospectus, none of our Group Companies have any business interest in our Company.

**Other Confirmations**

Our Group Company does not have any securities listed on any Stock Exchange. Further, our Group Company has not made any public or right issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft red hearing Prospectus.

Further, neither have any of the securities of our company or our Group Company been refused listing by any stock exchange in India or abroad, nor has our Company or our Group Company failed to meet the listing requirement of any stock exchange in India or abroad.

## DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act.

The declaration of any dividend will depend on a number of factors, including but not limited to our earnings, capital requirements contractual restrictions, results of operations, financial condition, cash requirements, business prospects and any other financing arrangements, applicable legal restrictions and overall financial position of the Exchange. The Board may also, from time to time, declare interim dividends from the profits of a particular Fiscal in which such interim dividend is sought to be declared.

The past trend in relation to our payment of dividends, if any, is not necessarily indicative of future trends in declaration of dividend by our Company or our Company's dividend policy, and there is no guarantee that any dividends will be declared or paid in the future. For details in relation to the risk involved, see "Risk Factors –Our ability to pay dividends in the future will *depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.*" on page no. 42 of this Draft Red Herring Prospectus.



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**SECTION VII – FINANCIAL INFORMATION****RESTATED FINANCIAL STATEMENTS****INDEPENDENT AUDITOR’S EXAMINATION REPORT ON CONSOLIDATED RESTATED FINANCIALS**

To,  
The Board of Directors,  
**Infinion Biopharma Limited,**  
407, Silver Radiance, Pakwan Char Rasta,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad,  
Gujarat - 380054

Independent Auditors’ Report on Consolidated Restated Financials in connection with the proposed Initial Public Offer (IPO) of the equity shares of face value of ₹ 10 each of Infinion Biopharma Limited (the ‘Company’)

Dear Sirs,

We have examined the attached Consolidated Restated Financials of Infinion Biopharma Limited (the “Company”) and its Subsidiaries (the Company and its subsidiaries together referred to as the “Group”) comprising the Consolidated Restated Statement of Assets and Liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, the Consolidated Restated Statements of Profit and Loss (including other comprehensive income), the Consolidated Restated Statement of Changes in Equity, the Consolidated Restated Cash Flow Statement for the period ended March 31, 2021, March 31, 2020 and March 31, 2019 and the Consolidated Restated Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Consolidated Restated Financials”), as approved by the Board of Directors of the Company at their meeting held on August 12, 2021 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”) prepared in terms of the requirements of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
  - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
1. The Company’s Board of Directors is responsible for the preparation of the Consolidated Restated Financials for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Mumbai in connection with the proposed IPO. The Consolidated Restated Financials has been prepared by the management of the Company on the basis of preparation stated in Annexure V to the Consolidated Restated Financials. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Consolidated Restated Financials. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
  2. We have examined such Consolidated Restated Financials taking into consideration:
    - i. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 05, 2021 in connection with the proposed IPO of equity shares of the Company;
    - ii. The Guidance Note which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
    - iii. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Consolidated Restated Financials; and
    - iv. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist

you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

3. These Consolidated Restated Financials have been compiled by the management of the Company from:
- The audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2021, prepared in accordance with Indian Accounting Standard (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act, and on which we have expressed an unmodified audit opinion vide our report dated August 10, 2021 which have been approved by the Board of Directors at their meeting held on August 10, 2021;
  - The audited Consolidated Financial Statements of the Group as at and for the year ended March 31, 2020 prepared in accordance with the Companies (accounting standards) Rules, 2006, as amended, other accounting principles generally accepted in India (“Previous GAAP” or “IGAAP”) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on October 29, 2021. The audit for the financial year 2019-20 was conducted by M/s. Dharmendra &Khajanchi, Chartered Accountants and this audited Consolidated Financial Statement has been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS.
  - The audited Standalone Financial Statements of the Group as at and for the year ended March 31, 2019 prepared in accordance with the Companies (accounting standards) Rules, 2006, as amended, other accounting principles generally accepted in India (“Previous GAAP” or “IGAAP”) and other relevant provisions of the Act, which have been approved by the Board of Directors at their meeting held on Septemeber 27, 2019. The audit for the financial year 2018-19 was conducted by M/s. Dharmendra &Khajanchi, Chartered Accountants and this audited Consolidated Financial Statement has been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS.
4. Amphina Therapeutics Pvt. Ltd. and Diabeato Healthcare Pvt. Ltd. were incorporated as our subsidiaries in February 2020. Further, the consolidated financials of our Company for the year ended March 31, 2020 was based on the unaudited numbers of the above mentioned subsidiaries. Hence, we have not audited the financial statements of the subsidiaries, Amphina Therapeutics Pvt. Ltd. and Diabeato Healthcare Pvt. Ltd. for the year ended March 31, 2020, in respect of which, the following information is included in the Restated Consolidated Financials.

(₹ in ‘000)

Particulars	Amphina Therapeutics Pvt. Ltd.	Diabeato Healthcare Pvt. Ltd.
	March 31, 2020	March 31, 2020
Total Assets	100.00	100.00
Total Revenues	-	-
Net Cash Inflows / (Outflows)	100.00	100.00

The financial information of the subsidiary included in this Consolidated Restated Financials, is based on such financial statements audited by us and have been restated by the management of the Company on the basis of preparation stated in Annexure V to the Consolidated Restated Financials. The Ind AS and restatement adjustments made to such financial statements to comply with Ind AS and the basis of preparation stated in Annexure V to the Consolidated Restated Financials, have been audited by us.

5. In accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”) read with ICDR Regulations and the Guidance Note, we report that:
- The Consolidated Restated Statement of Assets and Liabilities of the Company as at March 31, 2021, March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate and more fully described in the statement of Significant Accounting Policies and the Notes to Consolidated Restated Financials in **Annexure V** and **Annexure VI** respectively read along with Statement of First Time Adoption of Ind AS and Adjustments to Audited Financial Statements in **Annexure VII**.
  - The Consolidated Restated Statement of Profit and Loss (including Other Comprehensive Income) of the Company, for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 examined by us, as set out

in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate and more fully described in the statement of significant accounting policies and the Notes to Consolidated Restated Financials in **Annexure V** and **Annexure VI** respectively read along with Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements in **Annexure VII**;

- c) The Consolidated Restated Statement of Cash Flows of the Company, for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in the statement of significant accounting policies and the Notes to Consolidated Restated Financials in **Annexure V** and **Annexure VI** respectively read along with Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements in **Annexure VII**; and
  - d) The Consolidated Restated Statement of Statement of Changes in Equity of the Company, for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 examined by us, as set out in **Annexure IV** to this report, have been arrived at after making adjustments and regrouping / reclassifications as in our opinion were appropriate and more fully described in Notes to the Consolidated Restated Financials in **Annexure VI** read along with Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements in **Annexure VII**.
  - e) There were no auditor qualifications and / or emphasis of matter on the Consolidated Financial Statements in the Auditors Report for the year ended March 31, 2021, March 31, 2020 and March 31, 2019.
6. We have also examined the following Consolidated Restated Financials of the Company set out in the Annexures prepared by the Management and approved by the Board of Directors for the year ended March 31, 2021, March 31, 2020 March 31, 2019.
- a) Annexure V: Basis of Preparation and Significant Accounting Policies;
  - b) Annexure VI: Notes to Consolidated Restated Financials
  - c) Annexure VII: Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements; and
7. At the request of the company, we have also examined the financial information ("Other Financial Information") and capitalisation ("Capitalisation Statement") proposed to be included in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus, prepared by the management and approved by the board of directors of the company and annexed to this report.
8. In our opinion, the Restated Consolidated Financials and the other consolidated financial information set forth in Annexure I to VIII have been prepared in accordance with Section 26 of the Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).
- Consequently, the consolidated financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective consolidated audited financial statements for the relevant years.
9. This report should not in any way be construed as a reissuance or re-dating of any of the audit report issued by us, nor should this report be construed as a new opinion on any of the audited financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, the Stock Exchanges where the equity shares are proposed to be listed and the Registrar of Companies in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**Chirag M. Shah**  
**Partner**  
Membership No: 045706  
UDIN: 21045706AAAAKG2783  
**Date:** August 12, 2021  
**Place:** Ahmedabad

**Infinion Biopharma Limited****INDEX**

<b>Sr. No.</b>	<b>Details of Consolidated Restated Financials</b>	<b>Annexure Reference</b>
1	Consolidated Restated Statement of Assets and Liabilities	I
2	Consolidated Restated Statement of Profit and Loss	II
3	Consolidated Restated Statement of Cash Flows	III
4	Consolidated Restated Statement of Changes in Equity	IV
5	Basis of Preparation and Significant Accounting Policies	V
6	Notes to the Consolidated Restated Financials	VI
7	Statement of First Time Adoption of Ind AS and Adjustments to Audited Financial Statements	VII

**Annexure I – Consolidated Restated Statement of Assets and Liabilities**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	Note No.	As at March 31,		
		2021	2020	2019
			Proforma Ind AS	
<b>ASSETS</b>				
<b>NON-CURRENT ASSETS</b>				
Property, Plant and Equipments	1	121.52	25.00	34.70
Intangible Assets		-	-	-
Financial Assets:				
i. Investments	2	1,65,545.52	23.88	-
<b>Total Non – Current Assets</b>		<b>1,65,667.05</b>	<b>48.88</b>	<b>34.70</b>
<b>CURRENT ASSETS</b>				
Financial assets:				
i. Cash & Cash Equivalents	3	4,068.99	2,817.22	3,091.79
ii. Bank balances other than (i) above	4	7,500.00	-	-
iii. Loans	5	4,833.46	82,723.29	70,200.56
Other Current Assets	6	930.68	1,284.01	2,521.94
<b>Total Current Assets</b>		<b>17,333.13</b>	<b>86,824.52</b>	<b>75,814.30</b>
<b>TOTAL ASSETS</b>		<b>1,83,000.17</b>	<b>86,873.38</b>	<b>75,849.00</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Shareholder's Funds</b>				
Equity Share Capital	7	1,04,505.00	99,905.00	75,475.00
Other Equity	8	65,585.56	(17,332.61)	(3,635.15)
<b>Equity Attributable to shareholders of the Company</b>		<b>1,70,088.76</b>	<b>82,572.41</b>	<b>71, 839.85</b>
Non- Controlling Interest		12,222.10	0.02	-
<b>Total Equity</b>		<b>1,82,312.66</b>	<b>82,572.41</b>	<b>71,839.85</b>
<b>Non-Current Liabilities</b>		-	-	-
Financial Liabilities:				
i. Borrowings	9	-	2,996.72	3,744.73
Deferred Tax Liabilities (Net)	10	4.80	0.64	1.16
<b>Total Non-Current Liabilities</b>		<b>4.80</b>	<b>2,997.37</b>	<b>3,745.90</b>
<b>Current Liabilities</b>				
Financial Liabilities:				
i. Trade Payables	11	364.31	-	-
ii. Other Financial Liabilities	12	168.78	225.28	132.09
Other Current Liabilities	13	149.63	1,078.33	131.17
<b>Total Current Liabilities</b>		<b>682.71</b>	<b>1,303.61</b>	<b>263.26</b>
<b>TOTAL LIABILITIES</b>		<b>1,83,000.17</b>	<b>86,873.38</b>	<b>75,849.00</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the cfs appearing in Annexure VI and Statement on First Time Adoption of Ind AS & Adjustments to Audited Financial Statements appearing in Annexure VII.



As per our report of even date attached

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**For and on behalf of the Board of Directors of**  
**Infinion Biopharma Limited**

**Chirag M. Shah**  
**Partner**  
**Membership No: 045706**

**Narendrasinh Devda**      **Jayantilal Patel**  
**Whole Time Director**      **Independent Director**

**Lalit Bharati**      **Ram Shah**  
**Chief Financial Officer**      **Company Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Annexure II: Consolidated Restated Statement of Profit and Loss Account**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	Note No.	For the year ended March 31,		
		2021	2020	2019
			Proforma Ind AS	
<b>INCOME</b>				
Revenue from Operations		-	-	-
Other Income	14	68,987.06	-	-
<b>Total Income</b>		<b>68,987.06</b>	-	-
<b>EXPENDITURE</b>				
Employee Benefit Expenses	15	482.85	175.00	30.00
Finance Costs	16	33.29	0.41	0.81
Depreciation & Amortisation	1	9.77	9.71	7.28
Other Expenses	17	4,216.73	13,487.74	3,595.89
<b>Total Expenses</b>		<b>4,742.64</b>	<b>13,672.86</b>	<b>3,633.98</b>
Add / (Less): Profit / (Loss) of Associates		-	(25.12)	-
<b>Profit / (Loss) Before Tax</b>		<b>64,244.42</b>	<b>(13,697.98)</b>	<b>(3,633.98)</b>
Tax Expenses:				
- Current Tax		-	-	-
- Deferred Tax Charge/(Credit)	18	4.16	(0.52)	1.16
<b>Total Tax Expenses</b>		<b>4.16</b>	<b>(0.52)</b>	<b>1.16</b>
<b>Profit / (Loss) After Tax</b>		<b>64,240.27</b>	<b>(13,697.46)</b>	<b>(3,635.15)</b>
<b>Profit After Tax attributable to:</b>				
Owners of the Company		64,518.17	-	-
Non-controlling interests		(277.90)	-	-
<b>Other Comprehensive Income</b>				
i. Items that will not be reclassified to Profit or loss		-	-	-
ii. Income tax relating to items that will not be reclassified to Profit or loss		-	-	-
<b>Total Other Comprehensive Income</b>		-	-	-
<b>Total Comprehensive Income for the period</b>		<b>64,240.27</b>	<b>(13,697.46)</b>	<b>(3,635.15)</b>
<b>Total Comprehensive Income attributable to:</b>				
Owners of the Company		64,518.17	-	-
Non-controlling interests		(277.90)	-	-
<b>Earnings Per Share (in ₹)</b>				
Basic and Diluted	19	6.24	(1.71)	(0.66)

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Consolidated Restated Financials appearing in Annexure VI and Statement on First Time Adoption of Ind AS & Adjustments to Audited Financial Statements appearing in Annexure VII.

As per our report of even date attached

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**For and on behalf of the Board of Directors of**  
**Infinion Biopharma Limited**

**Chirag M. Shah**  
**Partner**  
**Membership No: 045706**

**Narendrasinh Devda**      **Jayantilal Patel**  
**Whole Time Director**      **Independent Director**

**Lalit Bharati**      **Ram Shah**  
**Chief Financial Officer**      **Company Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

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**Lalit Bharati**  
**Chief Financial Officer**

**Ram Shah**  
**Company Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Annexure III: Consolidated Restated Statement of Cash Flows**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Cash flow from operating activities:</b>			
Net Profit before tax	64,244.42	(13,697.99)	(3,633.96)
Adjusted for:			
Depreciation & Amortisation	9.77	9.71	7.28
Interest & Finance Cost	33.29	0.41	0.81
Interest Income	(411.76)	-	-
Balance Written Back	(60.00)	-	-
Preliminary Expense Written Off	-	2,099.35	-
Gain on sale of investment in Associate	(17.43)	-	-
Net gain(losses) on fair value changes through P & L	(66,587.82)	-	-
(Profit)/Loss from Associate		25.12	
<b>Operating Profit Before Working Capital Changes</b>	<b>(2,789.53)</b>	<b>(11,563.40)</b>	<b>(3,625.87)</b>
Adjusted for (Increase)/ Decrease in:			
Financial Loan	77,889.83	(12,522.73)	(70,200.56)
Other Current Asset	353.34	(861.41)	(2,521.95)
Trade Payable	364.31	-	-
Other Financial Liabilities	3.50	93.19	132.09
Other Current Liabilities	(928.71)	10,247.17	131.17
<b>Cash Generated From Operations</b>	<b>74892.74</b>	<b>(14,607.18)</b>	<b>(76085.14)</b>
Direct Tax Paid	-	-	-
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>74892.74</b>	<b>(14,607.18)</b>	<b>(76085.14)</b>
<b>Cash Flow from Investing Activities:</b>			
Purchase/Sale of Fixed Assets	(106.30)	-	(41.98)
Other Investments	(98,916.39)	(49.00)	
Interest Income	411.76	-	-
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>(98,610.93)</b>	<b>(49.00)</b>	<b>(41.98)</b>
<b>Cash Flow from Financing Activities:</b>			
Proceeds from fresh capital / issue of equity shares	23,000.00	15,130.00	75,475.00
Proceeds from Issue of Share Capital to Non-Controlling Interest	12,499.98	0.02	-
Proceeds / (Repayment) from non-current borrowings	(2,996.72)	(748.01)	3,744.73
Finance cost	(33.29)	(0.41)	(0.81)
<b>Net Cash Flow from/(used in) Financing Activities: (C)</b>	<b>32,469.97</b>	<b>14,381.60</b>	<b>79,218.92</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>8,751.78</b>	<b>(274.58)</b>	<b>3,091.82</b>
<b>Cash &amp; Cash Equivalents As At Beginning of the Year</b>	<b>2,817.22</b>	<b>3,091.79</b>	<b>-</b>
<b>Cash &amp; Cash Equivalents As At end of the Year</b>	<b>11,568.99</b>	<b>2,817.22</b>	<b>3,091.82</b>

## Reconciliation of Cash &amp; Cash Equivalents

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Cash &amp; Cash Equivalents as per Cash flow Statement</b>	<b>11,568.99</b>	<b>2,817.22</b>	<b>3,091.79</b>
Earmarked Balance with Banks	7,500.00	-	-
<b>Cash &amp; Cash Equivalents as per Statement of Assets &amp; Liabilities</b>	<b>4,068.99</b>	<b>2,817.22</b>	<b>3,091.79</b>

- The Consolidated Restated Statement of Cash Flows has been prepared under the indirect method as set out in IND AS 7, Statement of Cash Flows. Effective 01 April 2018, the Company adopted the amendment to IND AS 7,

which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Consolidated Restated Statement of Assets and Liabilities for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the Consolidated Restated Statement of Cash Flows.

2. Figures in brackets represent outflow of cash and cash equivalents
3. The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Consolidated Restated Financials appearing in Annexure VI and Statement on First Time Adoption of Ind AS & Adjustments to Audited Financial Statements appearing in Annexure VII.

As per our report of even date attached

For M/s. Mahendra N Shah &  
Co.,  
Chartered Accountants  
(Firm Registration No. 105775W)

For and on behalf of the Board of  
Directors of  
Infinion Biopharma Limited

**Chirag M. Shah**  
Partner  
Membership No: 045706

**Narendrasinh Devda**     **Jayantilal**  
**Patel**  
Whole Time Director  
Independent Director

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Lalit Bharati**     **Ram**  
**Shah**  
Chief Financial Officer     **Company**  
Secretary

**Date:** August 12, 2021  
**Place:** Ahmedabad

For M/s. Mahendra N Shah & Co.,  
Chartered Accountants  
(Firm Registration No. 105775W)

For and on behalf of the Board of  
Directors of  
Infinion Biopharma Limited

**Chirag M. Shah**  
Partner  
Membership No: 045706

**Narendrasinh Devda**     **Jayantilal**  
**Patel**  
Whole Time Director  
Independent Director



**Date:** August 12, 2021  
**Place:** Ahmedabad

**Lalit Bharati**                      **Ram**  
**Shah**  
**Chief Financial Officer**      **Company**  
**Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Annexure IV: Consolidated Restated Statement of Changes in Equity**  
 (Amounts in ₹ '000, unless otherwise stated)

**a. Equity**

Particulars	As at March 31,					
	2021		2020		2019	
	Number	Amount	Number	Amount	Number	Amount
No. of Equity shares of ₹ 10 each issued, subscribed and fully paid	-	-	-	-	-	-
Balance No. of Equity Shares at the beginning of the period	9,990,500	99,905.00	7,547,500	75,475.00	-	-
Issue of share capital (No. of Equity Shares)	4,60,000	4,600.00	2,443,000	24,430.00	7,547,500	75,475.00
<b>Balance No. of Equity Shares at the end of the period</b>	<b>10,450,500</b>	<b>1,04,505.00</b>	<b>9,990,500</b>	<b>99,905.00</b>	<b>7,547,500</b>	<b>75,475.00</b>

**b. Other Equity**

Particulars	Reserves and surplus		Comprehensive Income	Total Other Equity
	Securities Premium	Retained earnings		
<b>Balance as of April 01, 2018</b>	-	-	-	-
During the year FY 2018-19	-	(3,635.15)	-	(3,635.15)
Other comprehensive income for the year	-	-	-	-
<b>Total</b>	-	<b>(3,635.15)</b>	-	<b>(3,635.15)</b>
<b>Balance as of April 01, 2019</b>	-	(3,635.15)	-	(3,635.15)
During the year FY 2019-20	-	(13,697.46)	-	(13,697.46)
Other comprehensive income for the year	-	-	-	-
<b>Total</b>	-	<b>(17,332.61)</b>	-	<b>(17,332.61)</b>
<b>Balance as at April 01, 2020</b>	-	(17,332.61)	-	(17,332.61)
During the year FY 2020-21	18,400.00	64,518.17	-	82,918.17
Other comprehensive income for the year	-	-	-	-
<b>Total</b>	<b>18,400.00</b>	<b>47,185.56</b>	-	<b>65,585.56</b>
<b>Balance as at March 31, 2021</b>	<b>18,400.00</b>	<b>47,185.56</b>	-	<b>65,585.56</b>

The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Consolidated Restated Financials appearing in Annexure VI and Statement on First Time Adoption of Ind AS & Adjustments to Audited Financial Statements appearing in Annexure VII.

As per our report of even date attached

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**For and on behalf of the Board of Directors of**  
**Infinion Biopharma Limited**

**Chirag M. Shah**  
**Partner**  
**Membership No: 045706**

**Narendrasinh Devda      Jayantilal Patel**  
**Whole Time Director**  
**Independent Director**

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Lalit Bharati                      Ram Shah**  
**Chief Financial Officer      Company Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

For **M/s. Mahendra N Shah & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 105775W)

**For and on behalf of the Board of Directors of**  
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**Chirag M. Shah**  
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**Membership No: 045706**

**Narendrasinh Devda      Jayantilal Patel**  
**Whole Time Director**  
**Independent Director**

**Date:** August 12, 2021  
**Place:** Ahmedabad

**Lalit Bharati                      Ram Shah**  
**Chief Financial Officer      Company Secretary**

**Date:** August 12, 2021  
**Place:** Ahmedabad

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**Annexure V: Basis of Preparation and Significant Accounting Policies**  
**DESCRIPTION OF THE COMPANY AND SIGNIFICANT ACCOUNTING POLICIES****1. Company Overview**

Infinion Biopharma Limited (the “Company”) is a public limited company incorporated under the provisions of the Companies Act, 2013, as amended. The registered office of the Company is located at 407, Silver Radiance, Pakwan Char Rasta, Sindhu Bhavan Road, Bodakdev, Ahmedabad – 380054.

The Company is a research and development life sciences company, engaged in the business of Pharmaceutical Licensing and Commercialisation.

**2. Basis of Preparation of Financial Statements:****Compliance with Ind AS**

The Consolidated Restated Financials relates to the Group and has been specifically prepared for inclusion in the document to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with the proposed Initial Public Offer (‘IPO’) of equity shares of the Company (referred to as the “Issue”). The Consolidated Restated Financials comprising of the Consolidated Restated Statement of Assets and Liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019 and the Consolidated Restated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Restated Statement of Cash Flows and the Consolidated Restated Statement of Changes in Equity for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 along with the accompanying notes (hereinafter collectively referred to as “Consolidated Restated Financials”), have been prepared under Indian Accounting Standards (‘Ind AS’) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and to the extent applicable.

In preparing this Consolidated Restated Financials, the Company has considered April 01, 2018 as the date of transition. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the financial statements, following accounting policies and accounting policy choices (both mandatory and optional exemptions) consistent with that used at the date of transition to Ind AS. The basis of preparation for specific items where exemptions have been applied is mentioned in Note on First-time adoption of Ind AS.

The financial statements of the Company for the financial years ended March 31, 2020 and March 31, 2019 have been revised by the Company to conform to the format prescribed for companies under the Companies Act, 2013 in accordance with Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The Consolidated Restated Financials have been prepared to comply in all material respects with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the “Act”) read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), as amended from time to time.

**Basis of Preparation and Presentation**

These financial statements are prepared in accordance with Indian Accounting Standards (“Ind AS”) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘the Act’), Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”).

The Consolidated Restated Financials has been approved by the Board of Directors at their meeting held on August 12, 2020.

The Consolidated Restated Financials has been compiled by the Management from the audited financial statements of the Company as at and for the year ended March 31, 2020 and March 31, 2019 prepared in accordance with the generally accepted accounting principles and accounting standards notified by the ICAI, to the extent applicable and from the audited financial statements of the Company as at and for the year ended March 31, 2021, prepared in

accordance with Ind AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. The Company, in this Consolidated Restated Financials, has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First time adoption of Indian Accounting Standards.

For the preparation of Consolidated Restated Financials as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 and based on the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016, following accounting policies/ restatements were made:

- i. Ind AS transition adjustments and accounting policy choices as initially adopted on April 01, 2018;
- ii. Opening balance sheet was restated to recognise all assets and liabilities whose recognition is required by Ind AS;

The Consolidated Restated Financials have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

- a) Adjustments for audit qualifications requiring corrective adjustments in the financial statements, if any;
- b) Adjustments for the material amounts in respective periods to which they relate, if any;
- c) Adjustments for previous periods identified and adjusted in arriving at the profits / (losses) of the periods to which they relate irrespective of the period in which the event triggering the profit or loss occurred, if any;
- d) Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any;
- e) 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 requirements of the SEBI Regulations, if any;
- f) Adjustments for the changes in accounting policies retrospectively in respective financial periods to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- g) The resultant impact of tax due to the aforesaid adjustments, if any.

#### **Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, which are the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

#### **Classification of Assets and Liabilities as Current and Non-Current**

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and the time lag between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months period has been considered by the Company as its normal operating cycle.

#### **Rounding of amounts**

The financial statements are presented in INR and all values are rounded to the nearest thousand (INR 1,000), unless otherwise stated.

### **3. Principles of Consolidation**

The Consolidated Restated Financials comprises Infinion Biopharma Limited ("the Company") and its subsidiary companies and associate company for the year ended March 31, 2021, March 31, 2020 and March 31, 2019. The Financial Statements are consolidated from the date of acquisition and disassociation of the subsidiary and

associate, as applicable, and therefore prepared for the year ended March 31, 2021 and for March 31, 2020, while the financials for March 31, 2019 represent Standalone figures.

The subsidiary companies and associate company included in consolidation is as under:

Name of the Subsidiary / Associate	Nature of relationship	% holding		
		2021	2020	2019
Diabeato Healthcare Pvt. Ltd.	Equity	99.99%	99.99%	-
Amphina Therapeutics Pvt. Ltd.	Equity	50.01% <sup>(1)</sup>	99.99%	-
Novaegis India Pvt. Ltd.	Equity	-	49.00%	-

<sup>(1)</sup> On November 05, 2020, Amphina Therapeutics Pvt. Ltd. issued 5,00,000 equity shares of ₹ 10/- each (partly paid-up ₹ 2/- each) to Munir Shah. Hence, our holding has been reduced as above.

The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra company balances in accordance with the Ind. AS 110 on “Consolidated Financial Statements”.
- The financial statements of the subsidiary are drawn-up upto the same reporting dates as that of the Company, i.e. year ended March 31, 2021, March 31, 2020 and March 31, 2019.
- The Consolidated Restated Financials are prepared to the extent possible using uniform accounting policies for the like transactions and other events in similar circumstances and are presented in the manner as the Company’s separate financial statements.
- The difference between the cost of investment in the subsidiary, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve, as the case maybe.
- Non Controlling Interest’s share of net profit of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Non Controlling Interest’s share of net assets of consolidated subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company’s shareholders.

The Consolidated Restated Financials incorporates the financial statements of Infinion Biopharma Limited and its subsidiaries and associate. The subsidiary and associate have a reporting date of March 31.

Income and expenses of a subsidiary acquired or disposed of during the period are included in the Consolidated Restated Financials of Profit and Loss (including Other Comprehensive Income) from the date the Company gains control until the date when the Company ceases to control the subsidiary.

All transactions and balances between subsidiary companies are eliminated on consolidation, including unrealised gains and losses on transactions between subsidiary companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiary have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interest in the result and equity of a subsidiary is shown separately in the Consolidated Restated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Restated Statement of Changes in Equity and Consolidated Restated Statement of Assets and Liabilities.

The acquisition method of accounting is used to account for business combination of the Group. Refer note 3 of Annexure V of the Consolidated Restated Financials for the details of the subsidiary and associate considered in the Consolidated Restated Financials.

#### 4. Significant accounting judgement, estimates and assumptions



The preparation of Standalone Restated Financials in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the restated statement of assets and liabilities date and reported amounts of revenues and expenses for the reporting period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are reflected in the financial information in the period in which changes are made and in any future periods affected.

### **Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **(a) 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 CGU's fair value less costs of disposal and its value in use. It 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. Where 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.

#### **(b) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

#### **(c) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### **(d) Property, Plant and Equipment (PPE)**

Useful lives and residual values of Property, plant and equipment represent a material portion of the Company's asset base. The periodic charge of depreciation is derived after estimating useful life of an asset and expected residual value at the end of its useful life. The useful lives and residual values of assets are estimated by the management at the time the asset is acquired and reviewed periodically, including at each

financial year end. The lives are based on various external and internal factors including historical experience, relative efficiency and operating costs and change in technology.

**(e) Income taxes**

The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes including amounts to be recovered or paid for uncertain tax positions. Management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

**(f) Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised.

**5. Summary of Significant Accounting Policies**

**a. Property, Plant & Equipment**

Property, plant and equipment are stated at cost, net of recoverable taxes, less depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and other cost directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

**i. Depreciation methods, estimated useful lives and residual value**

Depreciation is provided on a Straight Line Method over the estimated useful lives of assets.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act.

Asset Class	Useful Life
Furniture and Fixtures	10 years
Computers	3/6 years

Depreciation on property, plant and equipment added/disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

**ii. De-recognised upon disposal**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss

Any gains or losses arising from de-recognition of a property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is derecognised.

**iii. Treatment of expenditure during construction period**

Expenditure, net of income earned, during construction (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) period is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other Non-Current assets”.

**iv. Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

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.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

Leasehold land is amortized over the period of lease.

**b. Intangible Assets**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on a straight-line basis over their estimated useful life of the asset. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

**c. Inventories**

Raw materials and packing materials are valued at lower of cost and net realisable value after providing for obsolescence, if any. However, these items are considered to be realisable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Work-in-process, stores, spares and consumables are valued at cost. Stock-in-trade and finished goods are valued at lower of cost and net realisable value.

Finished goods and work-in-process include costs of raw material, labour, conversion costs and other costs incurred in bringing the inventories to their present location and condition.

Cost of inventories is computed on weighted moving average basis.

**d. Fair Value Measurement**

The Company measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

*Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.*

*Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.*

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### **e. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **i. Financial assets**

###### *Initial recognition and measurement*

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

###### *Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method if these financial assets are held within a business whose objective is to hold these 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. The EIR amortisation is included in other income in the statement of profit and loss. This category generally applies to trade and other receivables.

- **Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Fair value movements are recognized in the other comprehensive income (OCI). However, interest income, impairment losses & reversals and foreign exchange gain or loss are recognised in the statement of profit and loss.

- **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of profit and loss.

- **Equity instruments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

- **Investment in subsidiary**

Investment in subsidiary is measured at cost as per Ind AS 27- Separate Financial Statements.

#### *De-recognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset.

#### *Reclassification of Financial assets*

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

#### *Impairment of financial assets*

In accordance with Ind-AS 109 Financial instruments, the Company applies expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL.

For recognition of impairment loss on other financial assets, ECL is measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

## **ii. Financial Liabilities**

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

#### *Subsequent measurement of financial liabilities*

The measurement of financial liabilities depends on their classification, as described below:

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

- **Loans and Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings

#### *De-recognition of financial liabilities*

A financial liability is derecognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### *iii. 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.

### **f. Revenue recognition**

#### *i. Sale of goods and rendering of services*

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, charge-backs and volume rebates allowed by the Company. Accrual for sales returns, charge-backs and other allowances are provided at the point of sale based upon past experience. Adjustments to such returns, charge-backs and other allowances are made as new information becomes available. Revenue includes only the gross inflows of economic benefits, including excise duty, received and receivable by the Company, on its own account. Amounts collected on behalf of third parties such as sales tax and value added tax are excluded from revenue.

Profit sharing revenues are generally recognized under the terms of a license and supply agreement in the period such amounts can be reliability measured and collectability is reasonably assured.

Revenue resulting from the achievement of milestone events stipulated in agreements is recognized when the milestone is achieved. Milestones are based upon the occurrence of a substantive element specified in the contract or as a measure of substantive progress towards completion under the contract.



Other Operating revenue is recognised on accrual basis.

Revenue from sale of goods is recognized when the following conditions are satisfied:

- The Company has transferred the significant risks and rewards of ownership of the goods to the buyer;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company;
- The costs incurred or to be incurred in respect of the transaction can be measured reliably

**ii. Interest Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**iii. Dividends**

Dividend income from investments is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

**g. Foreign Currency Transactions**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets. Additionally, exchange gains or losses on foreign currency borrowings taken prior to April 1, 2018 which are related to the acquisition or construction of qualifying assets are adjusted in the carrying cost of such assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

In case of forward contracts, the gain / loss on contracts are treated as periodical expense or revenue. Any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognized as income or expense for the year, except in case of a forward exchange contract relating to liabilities incurred for acquiring fixed assets from outside India, in which case, such profit or loss is adjusted in the cost of fixed assets.

Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.

**h. Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off-set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**i. Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

**j. Employee Benefits**

All employee benefits payable wholly within 12 months of rendering services are classified as short term benefits. Post-Employment and other employee benefits are recognised as an expense at the present value of the amount payable determined using actuarial valuation technique. Actuarial gain and loss in respect of post-employment and other long term benefits charged to the statement of other comprehensive income.

**k. Borrowing costs**

Borrowing cost includes interest expense, amortisation of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings, to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are attributable to the acquisition or construction or production of a qualifying asset are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

## **i. Earnings Per Share**

### **i. Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- Average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### **ii. 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 shares; and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## **m. Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable Value. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

## **n. Leases**

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease are recognized payments associated with these leases as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently amortised using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be amortised over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method

*i. As a Lessor*

Lease income from operating leases where the Company is a Lessor is recognised in other income on 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.

*ii. Deposits provided to Lessor*

The Company is generally required to pay refundable security deposits in order to obtain property leases from various Lessors.

Such security deposits are financial assets and are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of deposit is recognised as lease prepayments. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments.

Subsequent to initial recognition, the security deposit is measured at amortised cost using the effective interest method with carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognised as interest income. The lease repayment is amortised on straight-line basis over the lease term as lease rentals expense.

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**1. Property, Plant & Equipment**
**As at March 31, 2021**

Particulars		Furniture & Fixture	Computer	Total
Gross Block as on 1-04-2020	Opening	16.28	25.70	41.98
	Additions	-	106.30	106.30
	Disposal / Adjustments	-	-	-
<b>A</b>	<b>Total</b>	<b>16.28</b>	<b>132.00</b>	<b>148.28</b>
Depreciation	Opening	2.71	14.28	16.99
	Additions	1.55	8.23	9.77
	Disposal / Adjustments	-	-	-
<b>B</b>	<b>Total</b>	<b>4.25</b>	<b>22.51</b>	<b>26.76</b>
<b>WDV as on 31-3-2021</b>	<b>(A - B)</b>	<b>12.03</b>	<b>109.49</b>	<b>121.52</b>

**As at March 31, 2020**

Particulars		Furniture & Fixture	Computer	Total
Gross Block as on 1-04-2019	Opening	16.28	25.70	41.98
	Additions	-	-	-
	Disposal / Adjustments	-	-	-
<b>A</b>	<b>Total</b>	<b>16.28</b>	<b>25.70</b>	<b>41.98</b>
Depreciation	Opening	1.16	6.13	7.28
	Additions	1.55	8.16	9.71
	Disposal / Adjustments	-	-	-
<b>B</b>	<b>Total</b>	<b>2.71</b>	<b>14.28</b>	<b>16.99</b>
<b>WDV as on 31-03-2020</b>	<b>(A - B)</b>	<b>13.58</b>	<b>11.42</b>	<b>25.00</b>

**As at March 31, 2019**

Particulars		Furniture & Fixture	Computer	Total
Gross Block as on 1-04-2018	Opening	-	-	-
	Additions	16.28	25.70	41.98
	Disposal / Adjustments	-	-	-
<b>A</b>	<b>Total</b>	<b>16.28</b>	<b>25.70</b>	<b>41.98</b>
Depreciation	Opening	-	-	-
	Additions	1.16	6.13	7.28
	Disposal / Adjustments	-	-	-
<b>B</b>	<b>Total</b>	<b>1.16</b>	<b>6.13</b>	<b>7.28</b>
<b>WDV as on 31-03-2019</b>	<b>(A - B)</b>	<b>15.13</b>	<b>19.57</b>	<b>34.70</b>

**Note:** Depreciation is charged on Straight Line method considering useful life of assets as prescribed under Schedule II of the Companies Act, 2013.

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**2. Financial Asset –Investments**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Non Current Investments</b>	-	-	-
<i>Investment in Associate</i>			
<b>Unquoted Equity instruments (Valued At Cost)</b>			
Shares of Novaegis India Private Limited (1,500 shares of FV ₹ 10 each) (P.Y. 4,900 shares)	7.31	49.00	-
Less: Share of Loss (in FY when it was Associate)	-	(25.12)	-
Net Investment	7.31	23.88	-
<b>Other Investments</b>			
<b>Unquoted Equity instruments (Valued through Profit &amp; Loss)</b>			
Shares of Aurum Bioscience Limited (2,91,647 shares of FV ₹0.0001 each)	90,023.15	-	-
Shares of Ansell Therapeutics Inc. (34,87,064 shares of FV \$0.01 each)	73,226.96	-	-
Preferred Stock of Ansell Therapeutics Inc. (3,63,704 shares of FV \$0.01 each)	2,288.10	-	-
<b>Total</b>	<b>1,65,545.52</b>	<b>23.88</b>	<b>-</b>

<sup>(1)</sup> Our Company has sold 3,400 shares of Novaegis India Pvt. Ltd. on March 24, 2021 and hence is no longer an Associate in the financial year 2020-21

**3. Financial Asset – Cash & Cash Equivalent**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Cash in hand	22.81	20.00	20.00
Bank balance in current A/c	3,759.56	2,597.22	3,071.79
Balance in FD	286.62	-	-
Cheques on hand	-	200.00	-
<b>Total</b>	<b>4,068.99</b>	<b>2,817.22</b>	<b>3,091.79</b>

**4. Bank Balance other than above**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Earmarked balances with bank	7,500.00	-	-
<b>Total</b>	<b>7,500.00</b>	<b>-</b>	<b>-</b>



**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**5. Financial assets – Loan**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Non Current Financial Asset</b>	-	-	-
<b>Current Financial Asset</b>			
Advances to Employees	21.00	-	-
Advances to Related Parties		17,100.00	-
Advances to Others <sup>(1)</sup>	4,812.46	65623.29	70,200.56
	-		
<b>Total</b>	<b>4,833.46</b>	<b>82,723.29</b>	<b>70,200.56</b>

<sup>(1)</sup> Outstanding advance to others carries an interest rate of 8%, wherever applicable.

**6. Other Current Asset**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Balance with Govt. Agencies	882.33	839.56	380.10
Advances other than capital advances	32.50	444.44	42.49
Accrued Bank FD Interest	15.85	-	-
Preliminary expenses	-	-	2,099.35
<b>Total</b>	<b>930.68</b>	<b>1,284.01</b>	<b>2,521.94</b>

**7. Equity Share Capital**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Authorised</b>			
Equity Shares of ₹ 10 each	1,75,000.00	1,75,000.00	1,75,000.00
<b>Issued, Subscribed &amp; Paid up</b>			
Equity Shares of ₹ 10 each	1,04,505.00	99,905.00	75,475.00
<b>Total</b>			

**Note:**

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share and dividend in Indian rupees, if proposed by the Board of Directors, which 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 any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held at the time of commencement of winding-up.
- The Shareholders have all other rights as available to equity shareholders as per the provisions of The Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**Equity Share Capital (Contd.)**

d. The reconciliation of the numbers of shares outstanding and amount of share capital as at end of the period is set out below:

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Shares outstanding at the beginning of the year	99,90,500	75,47,500	-
Shares Issued during the year	4,60,000	24,43,000	75,47,500
Shares bought back during the year	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,04,50,500</b>	<b>99,90,500</b>	<b>75,47,500</b>

e. Details of Shareholder(s) holding more than 5% shares are as follows:

Name	As at March 31,					
	2021		2020		2019	
	Number of shares held	%	Number of shares held	%	Number of Shares held	%
Gautam Bali	30,00,000	28.71%	30,00,000	30.03%	30,00,000	39.75%
Vishal Jain	23,84,995	22.82%	23,84,995	23.87%	20,04,995	26.57%
Axon Healthcare Investments Limited	22,47,500	21.51%	22,47,500	22.50%	22,47,500	29.78%

**8. Other Equity**

Particulars	As at March 31,		
	2020	2019	2018
		Proforma Ind AS	
<b>Retained Earnings</b>			
Opening balance	(17,332.61)	(3,635.15)	-
Previous Year Adjustments	-	-	-
Profit during the year	64,518.17	(13,697.46)	(3,635.15)
<b>Securities Premium</b>			
Opening balance	-	-	-
Securities Premium during the year	18,400.00	-	-
<b>Other comprehensive income</b>			
Opening balance	-	-	-
During the year	-	-	-
<b>Total Other Equity</b>	<b>65,585.56</b>	<b>(17,332.61)</b>	<b>(3,635.15)</b>

**9. Financial Liabilities- Borrowings**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Non Current Borrowings</b>	-	-	-
<b>Current Borrowings</b>			
Unsecured Loans from others (ICD)	-	2,500.00	-
Unsecured Loans from related parties	-	496.72	3,744.73
<b>Total of Current Borrowings</b>	<b>-</b>	<b>2,996.72</b>	<b>3,744.73</b>

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**10. Deferred Tax Liability (Net)**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Deferred Tax Asset (Net)</b>			
Opening Balance	0.64	1.16	-
Add: Deferred Tax Liabilities arising on account of temporary differences	4.16	(0.52)	1.16
<b>Closing Balance</b>	<b>4.80</b>	<b>0.64</b>	<b>1.16</b>

**11. Trade Payables**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues other than micro enterprises and small enterprises	364.31	-	-
<b>Total</b>	<b>364.31</b>	<b>-</b>	<b>-</b>

**12. Financial Liabilities - Other Financial Liabilities**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Outstanding dues to employees	31.00	-	-
Other outstanding dues to others	137.78	225.28	132.09
<b>Total</b>	<b>168.78</b>	<b>225.28</b>	<b>132.09</b>

**13. Other Current Liabilities**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Statutory Dues	149.63	1,078.33	131.17
<b>Total</b>	<b>149.63</b>	<b>1,078.33</b>	<b>131.17</b>

**14. Other Income**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Interest income	411.76	-	-
Gain on Investments in Equity Shares at FVTPL	66,587.82	-	-
Gain on Foreign Exchange	1,910.05	-	-
Gain on sale of Equity Investments of Associates	17.43	-	-
Balance written back	60.00	-	-
<b>Total</b>	<b>68,987.06</b>	<b>-</b>	<b>-</b>

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**15. Employee Benefit Expenses**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Salaries ,incentives & Allowances	457.65	175.00	-
Staff welfare expenses	25.20	-	-
<b>Total</b>	<b>482.85</b>	<b>175.00</b>	<b>-</b>

**16. Finance Cost**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Interest expense	-	-	-
Other Borrowing Costs	33.29	0.41	-
<b>Total</b>	<b>33.29</b>	<b>0.41</b>	<b>-</b>

**17. Other Expenses**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Electricity Expenses	73.13	9.81	-
Conference Expenses	-	-	880.15
Brokerage on Rent			59.00
Interest on Late Payment of TDS			11.10
Rent			429.91
Roc Expenses			75.00
Tender Expenses			1.48
DD Charges	50.00	-	-
Legal, Professional and Consultancy fees	2,823.08	10,866.13	1,922.50
Preliminary Expense Written Off	-	2,099.35	-
Travelling and conveyance	-	246.97	-
Audit Fees and Expenses	150.00	27.50	66.75
Other Expenses	1,120.52	237.99	-
Rent Deposit Written off against rent expense	-	-	150.00
<b>Total</b>	<b>4,216.73</b>	<b>13,487.74</b>	<b>3,595.89</b>

**17.1 Payment to Auditors**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Audit Fees	150.00	27.50	-
<b>Total</b>	<b>100.00</b>	<b>27.50</b>	<b>-</b>

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**18. Deferred Tax Assets & Liabilities**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Tax rate	25.17%	25.17%	25.17%
<b>Net Deferred Tax Liability / (Asset)</b>	<b>4.80</b>	<b>0.64</b>	<b>1.16</b>
Add: Opening Balance	0.64	1.16	-
<b>During the year</b>	<b>4.16</b>	<b>(0.52)</b>	<b>1.16</b>

**19. Earnings Per Share**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
Net Profit attributable to equity holders	64,518.17	(13,697.46)	(3,635.16)
<b>Calculation of weighted average number of equity shares</b>			
No. of shares at the beginning of the year	99,90,500	75,47,500	-
Add: Weighted Average no. of Shares pursuant to Allotment during the year	3,42,795	4,62,814	55,39,733
Weighted average number of equity shares outstanding during the year	1,03,33,295	80,10,314	55,39,733
<b>Basic and Diluted EPS</b>	<b>6.24</b>	<b>(1.71)</b>	<b>(0.66)</b>
Nominal Value per Equity Share	10.00	10.00	10.00

**Note:** Weighted average number of shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/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 period/year.

**20. Related party disclosures as required under Indian Accounting Standard 24**

In accordance with the provisions of Ind AS 24 "Related Party Disclosures" and the Companies Act, 2013, Company's Directors and Promoter are considered as Key Management Personnel.

*(i) Key Managerial Personnel (KMPs) and their relatives*

For the year ended March 31,		
2021	2020	2019
Narendrasinh Devda	Narendrasinh Devda	Narendrasinh Devda
-	Chanda Ramchandani	Chanda Ramchandani
Ram Shah	Ram Shah	-

*(ii) Individuals, other than (i) above having control or significant influence and their relatives*

For the year ended March 31,		
2021	2020	2019
Vishal Jain	Vishal Jain	Vishal Jain
Govindsinh Chavada	Govindsinh Chavada	Govindsinh Chavada
Gautam Bali	Gautam Bali	Gautam Bali

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
**(Amounts in ₹ '000, unless otherwise stated)**
**Related Party disclosures as required under Indian Accounting Standard 24 (Contd.)**

(iii) Associates / Enterprises over which persons in (i) & (ii) above has significant influence

For the year ended March 31,		
2021	2020	2019
Ansella Therapeutics Inc.	Ansella Therapeutics Inc.	Ansella Therapeutics Inc.
-	Novaegis India Pvt. Ltd. <sup>(1)</sup>	-
Axon Finance and Securities Ltd.	Axon Finance and Securities Ltd.	-

<sup>(1)</sup> Our Company sold part of its shareholding in Novaegis India Pvt. Ltd. on March 24, 2021 and the same was no longer our Associate in F. Y. 2020-21

(iv) Particulars of transactions with related parties

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Other Investments</b>			
Novaegis India Pvt. Ltd.	-	49.00	-
Ansella Therapeutics Inc.	74,999.00	-	-
<b>Consultancy Fees</b>			
Vishal Jain	-	2,000.00	-
Govindsinh Chavada	-	2,000.00	-
<b>Salary paid or payable to Company Secretary</b>			
Ram Shah	165.80	-	-
Chanda Ramchandani	30.00	120.00	-
<b>Expenses / Reimbursement of Expenses</b>			
Narendrasinh Devda	120.10	-	-
<b>Advances / Loan Given</b>			
Vishal Jain	-	222.22	-
Govindsinh Chavada	-	222.22	-
Novaegis India Pvt. Ltd.	-	2,500.00	-
Axon Finance & Securities Ltd.	8,922.63	15,000.00	-
<b>Repayment of Advances / Loan Given</b>			
Vishal Jain	222.22	-	-
Govindsinh Chavada	222.22	-	-
Axon Finance & Securities Ltd.	23,522.63	400.00	-
<b>Loan Taken</b>			
Vishal Jain	-	-	2,894.73
Govindsinh Chavada	-	-	1,400.00
Narendrasinh Devda	-	301.99	-
<b>Repayment of Loan Taken</b>			
Vishal Jain	194.73	2,200.00	500.00
Govindsinh Chavada	-	1,350.00	50.00
Narendrasinh Devda	301.99	-	-

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**Related Party disclosures as required under Indian Accounting Standard 24 (Contd.)**

 (v) *Related Party Balances*

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Unsecured loan taken</b>			
Vishal Jain	-	194.73	2,394.73
Govindsinh Chavada	-	-	1,350.00
Narendrasinh Devda	-	301.99	-
<b>Advances</b>			
Vishal Jain	-	222.22	-
Govindsinh Chavada	-	222.22	-
Axon Finance & Securities Ltd.	-	14,600.00	-
Novaegis (India) Private Ltd.	-	2,500.00	-
<b>Payable</b>			
Ram Shah	22.00		

 (vi) *On consolidation, following transactions and balances with the subsidiary companies have been eliminated:*

Particulars	For the year ended March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Transaction during the period</b>			
Investment in Diabeato Healthcare Pvt. Ltd.	-	99.99	-
Investment in Amphina Therapeutics Pvt. Ltd.	4,900.11	99.99	-
Reimbursement of Expenses Amphina Therapeutics Pvt. Ltd.	249.00		
Advance given to Amphina Therapeutics Pvt. Ltd.	6,500.00	-	-
Repayment of Advance by Amphina Therapeutics Pvt. Ltd.	(6,500.00)	-	-
<b>Balances</b>			
Payable to Amphina Therapeutics Pvt. Ltd.	249.00	-	-



**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
 (Amounts in ₹ '000, unless otherwise stated)

**21. Financial instruments - Fair values and risk management**
**Fair value measurements**

Particulars	For the year ended March 31,					
	2021		2020		2019	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Proforma Ind AS						
<b>Financial Assets:</b>						
a) Cash and Cash Equivalents	-	4,068.99	-	2,817.22	-	3,091.79
b) Bank Balance other than (a) above	-	7,500.00	-	-	-	-
c) Non-Current Investment	1,65,538.21	7.31	-	23.88	-	-
d) Current Loans	-	4,833.46	-	82,723.29	-	70,200.56
<b>Financial Liabilities</b>						
a) Borrowings	-	-	-	2,996.72	-	3,744.73
b) Trade Payables	-	364.31	-	-	-	-
c) Other Financial Liabilities	-	168.78	-	225.28	-	132.09

**Financial Risk Management**

The Company's activities expose it to a variety of financial risks, including credit risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

**Credit Risks**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed 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 establishes an allowance for doubtful debts and impairment, as applicable, that represents its estimate of expected losses in respect of trade and other receivables.

**Market Risks:**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term borrowings. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

**Annexure VI: Statement of Notes to the Consolidated Restated Financials**  
**(Amounts in ₹ '000, unless otherwise stated)**

**Financial instruments - Fair values and risk management (Contd.)**

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, the Company's investments in deposits are with banks and electricity authorities and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk.

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**Annexure VII: Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements**

**(Amounts in ₹ '000, unless otherwise stated)**

The Consolidated Restated Statement of Assets and Liabilities of the Company as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 and the Consolidated Restated Statement of Profit and Loss, and the Consolidated Restated Statement of Cash flows for the year / period then ended (together referred as 'Consolidated Restated Financials') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and to the extent applicable.

This note explains the principal adjustments made by the Company in restating its Financial Statements as per the previous GAAP to the Consolidated Restated Financials as at and for the year ended March 31, 2020 and March 31, 2019. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the Ind AS financial information as of and for the year ended March 31, 2020 and March 31, 2019 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS.

In preparing its opening Ind AS balance sheet, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flow is set out below.

In preparing its opening Ind AS balance sheet, the Company has applied the following principles for assets, liabilities and equity forming part of the Consolidated Restated Financials:

- Recognise all assets and liabilities whose recognition is required by Ind ASs;
- Not recognise items as assets and liabilities if Ind ASs do not permit such recognition;
- Reclassify items that it recognised in accordance with previous GAAP as one type of asset, liability or component of equity, but are a different type of asset, liability or component of equity in accordance with Ind AS; and apply Ind ASs in measuring all recognised assets and liabilities.

Exceptions from full retrospective application:

**Estimates**

The estimates for the period ended March 31, 2020 and March 31, 2019 are consistent with those made for the same dates in accordance with the previous GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of the previous GAAP did not require estimation:

- FVTPL – unquoted equity shares
- FVTPL – unquoted preference shares

The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at the date of transition to Ind AS, as of the period ended March 31, 2020 and March 31, 2019.

**Classification and measurement of financial assets**

The Company has classified financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**De-recognition of financial assets and financial liabilities**

The Company has elected to apply the de-recognition requirements in Ind AS 109 prospectively for transactions occurring on or after April 1, 2018.

**Annexure VII: Statement of First Time Adoption of Ind AS and Adjustments to the Audited Financial Statements (Contd.)**

(Amounts in ₹ '000, unless otherwise stated)

**Reconciliations between previous GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity and total comprehensive income and cash flows for prior periods. The below mentioned reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101 for the following:

- Equity as at the year ended March 31, 2020 and March 31, 2019
- Profit for the year ended March 31, 2020 and March 31, 2019

In the reconciliations mentioned below, certain reclassifications have been made to financial information as per previous GAAP, to align with the Ind AS presentation.

There are no material adjustments to the cash flow statements.

**Reconciliation of Other Equity**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Other Equity as per Audited Financials</b>	<b>65,585.56</b>	<b>(17,185.13)</b>	<b>-</b>
<b>A. Ind AS adjustments</b>			
i) Fair Value Gain/loss of defined benefit obligation net of tax	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B. Restatement adjustments</b>			
i) Opening Adjustment	-	-	-
ii) Rent Deposit adjusted against Rent due	-	(150.00)	(150.00)
iii) Deferred tax adjustment	-	(0.64)	(1.16)
iv) Depreciation due to change in accounting estimates	-	3.16	2.79
v) Pre-operating expenses capitalised	-	-	(3,486.77)
<b>Total</b>	<b>-</b>	<b>(147.48)</b>	<b>(3,635.15)</b>
<b>Other Equity as per Consolidated Restated Financials</b>	<b>65,585.56</b>	<b>(17,332.61)</b>	<b>(3,635.15)</b>

**Reconciliation of total comprehensive income**

Particulars	As at March 31,		
	2021	2020	2019
		Proforma Ind AS	
<b>Profit after tax as per Audited Financials</b>	<b>64,518.17</b>	<b>(17,185.13)</b>	<b>-</b>
<b>A. Ind AS adjustments</b>			
i) Fair Value Gain of defined benefit obligation net of tax	-	-	-
<b>B. Restatement adjustments</b>			
i) Deferred tax adjustment	-	0.52	(1.16)
ii) Depreciation due to change in accounting estimates	-	0.37	2.79
iii) Rent Deposit adjusted against Rent due	-	-	(150.00)
iv) Pre-operating expenses capitalised	-	3,486.77	(3,486.77)
<b>Total adjustments</b>	<b>-</b>	<b>3,487.66</b>	<b>(3,635.15)</b>
<b>Total Comprehensive Income, net of taxes as per Consolidated Restated Financials</b>	<b>64,518.17</b>	<b>(13,697.46)</b>	<b>(3,635.15)</b>

**Footnotes to the reconciliation of equity and total comprehensive income****Restatement adjustments***Deferred tax*

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach for computation of deferred tax has resulted in adjustment to reserves with consequential impact in the subsequent periods to the statement of profit and loss or other comprehensive income, as the case may be.

*Depreciation*

There has been a change in the accounting estimates as calculated by the Company and the same has resulted in adjustment to the profit & loss A/c and reserves of the Company since the beginning of the reported periods.

## OTHER FINANCIAL INFORMATION

### Restated Consolidated Statement of Accounting Ratios (Amounts in ₹ '000, unless otherwise stated)

Particulars	As at March 31,		
	2021	2020	2019
		ProformaInd AS	
Restated Profit After Tax (PAT)	64,518.17	(13,697.46)	(3,635.15)
Number of equity shares outstanding at the end of the year	1,04,50,500	99,90,500	75,47,500
Equivalent weighted average number of equity shares at the end of the year	1,03,33,295	80,10,314	5,5,39,733
Other Equity	65,585.56	(17,332.61)	(3,635.15)
<b>Net – Worth</b>	<b>1,70,090.56</b>	<b>82,572.39</b>	<b>69,740.50</b>
<b>Earnings Per Share:</b>			
Basic and Diluted	6.24	(1.71)	(0.66)
Return on Net Worth (%)	37.93%	-16.59%	-5.21%
Net Asset Value Per Share (₹) - based on number of equity shares at the end of the year	16.28	8.26	9.24
Nominal value per equity share (₹)	10.00	10.00	10.00

#### Notes to Accounting Ratios:

- a. The above statement should be read with Basis of Preparation and the Significant Accounting Policies appearing in Annexure V, Notes to the Consolidated Restated Financials appearing in Annexure VI and Statement on First Time Adoption of Ind AS & Adjustments to Audited Financial Statements appearing in Annexure VII.
- b. Formulas used for calculating above ratios are as under:
  - i. Basic EPS is being calculated by using the formula: (Net Profit before Extra-ordinary items but after tax/Equivalent Weighted Average No. of outstanding shares )
  - ii. Net Asset Value is being calculated by using the formula: ( Net Worth /Actual Number of Equity Shares at year end )
  - iii. Return on Net worth is being calculated by using the formula: ( Profit After Tax / Networth )
- c. There is no revaluation reserve in our company since incorporation.

As there is no dilutive capital in the company, therefore Basic and Diluted EPS are similar.

## CAPITALISATION STATEMENT

### Consolidated Restated Statement of Capitalisation (Amounts in ₹ '000, unless otherwise stated)

Particulars	Pre Issue (as at March 31, 2021)	Post Issue
<b>Borrowings</b>		
Short term debt (A)	-	[•]
Long Term Debt (B)	-	[•]
<b>Total Borrowings (C=A+B)</b>	-	[•]
<b>Shareholders' funds</b>		
Equity share capital (D)	1,04,505.00	[•]
Other Equity (E)	65,585.56	[•]
<b>Total shareholders' funds (F=D+E)</b>	<b>1,70,090.56</b>	[•]
Long term debt / shareholders funds	-	[•]
Total debt / shareholders funds	-	[•]

**Notes:**

- The corresponding post-Issue capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the Consolidated Restated Statement of Capitalisation.
- The amounts disclosed above are based on the Consolidated Restated Financials of the Company.



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## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of our financial condition and results of operations are based on, and should be read in conjunction with the Special Purpose Restated Financial Information, the notes and significant accounting policies thereto and the Reports thereon included in the section “Financial Information” beginning on page no. 158 of this Draft Red Herring Prospectus.*

*Our financial statements, as included in this Draft Red Herring Prospectus, for the the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 were prepared in accordance with the generally accepted accounting principles and accounting standards notified by the ICAI, which have been translated into figures as per Ind AS to align accounting policies, exemptions and disclosures as adopted by our Company on its first-time adoption of Ind AS on the transition date and are restated in accordance with requirements of SEBI ICDR Regulations. The restated financials of the Company restated in accordance with SEBI ICDR Regulations, including the schedules, Annexures and notes thereto and reports thereon, is included in the section “Financial Information” beginning on page no. 158 of this Draft Red Herring Prospectus. Ind AS differs in certain material respects from IFRS and U.S. GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information depends on the reader’s level of familiarity with the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance on the financial disclosure in this Draft Red Herring Prospectus, by persons not familiar with Indian accounting practices, should accordingly be limited.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under “Risk Factors” on page no. 23 of this Draft Red Herring Prospectus.*

*Unless otherwise indicated or the context otherwise requires, in this section, references to “the Company” or “our Company” are to Infinion Biopharma Limited (“IBL”) on a standalone basis, and references to “the Group”, “we”, “us”, “our”, are to Infinion Biopharma Limited on a consolidated basis*

### **BUSINESS OVERVIEW**

Infinion Biopharma is an innovation driven life sciences company that combines biophysics and engineering with traditional pharmacology and biochemistry to produce high-value, innovative products across a range of therapeutic areas. We have created a global scientific ecosystem with some of the best scientific minds in the world from multiple disciplines including biophysics, biochemistry, pharmacology and biotechnology to create innovative products to manage and treat various diseases.

Our vision is to introduce innovative treatment solutions in India at around the same time as they are available to the developed world. Historically, the advent of innovative therapeutic solutions in India has lagged its developed world counterparts. Given our global scientific ecosystem, we believe that we will be able to bridge the technology-gap and the time-gap and thus provide the people of India access to cutting-edge treatment solutions at about the same time as they are available to the developed world.

We are engaged in the business of pharmaceutical licensing and commercialization of high-value, innovative products across a range of therapeutic areas. Our current focus areas include:

- Formulation Technology – to enable better products for skin care and women’s health; for this focus area we have invested in and have licensed technology from US based Ansell Therapeutics Inc.
- Biotechnology – to enable better diagnostic and treatment options for neurological conditions; for this focus area we have invested in UK based Aurum Biosciences.
- Process Technology – to enable better processes to manufacture biological drugs; for this focus area we plan to partner with US based Mobius Biomedical Inc.

We believe we have been able to achieve favorable terms, both for purchasing licensing rights as well as for purchasing equity in the above companies, due to the strong relationships that our promoters have developed with those companies. In the absence of these relationships, we believe that securing licensing or investment in these highly desirable, innovative companies would have been more expensive for us or for any other company in

India. Additionally, we potentially have access to a wide distribution network in India given the strong relationships of our promoters with one of the largest direct selling distribution networks in India, namely Vestige Marketing Pvt. Ltd.

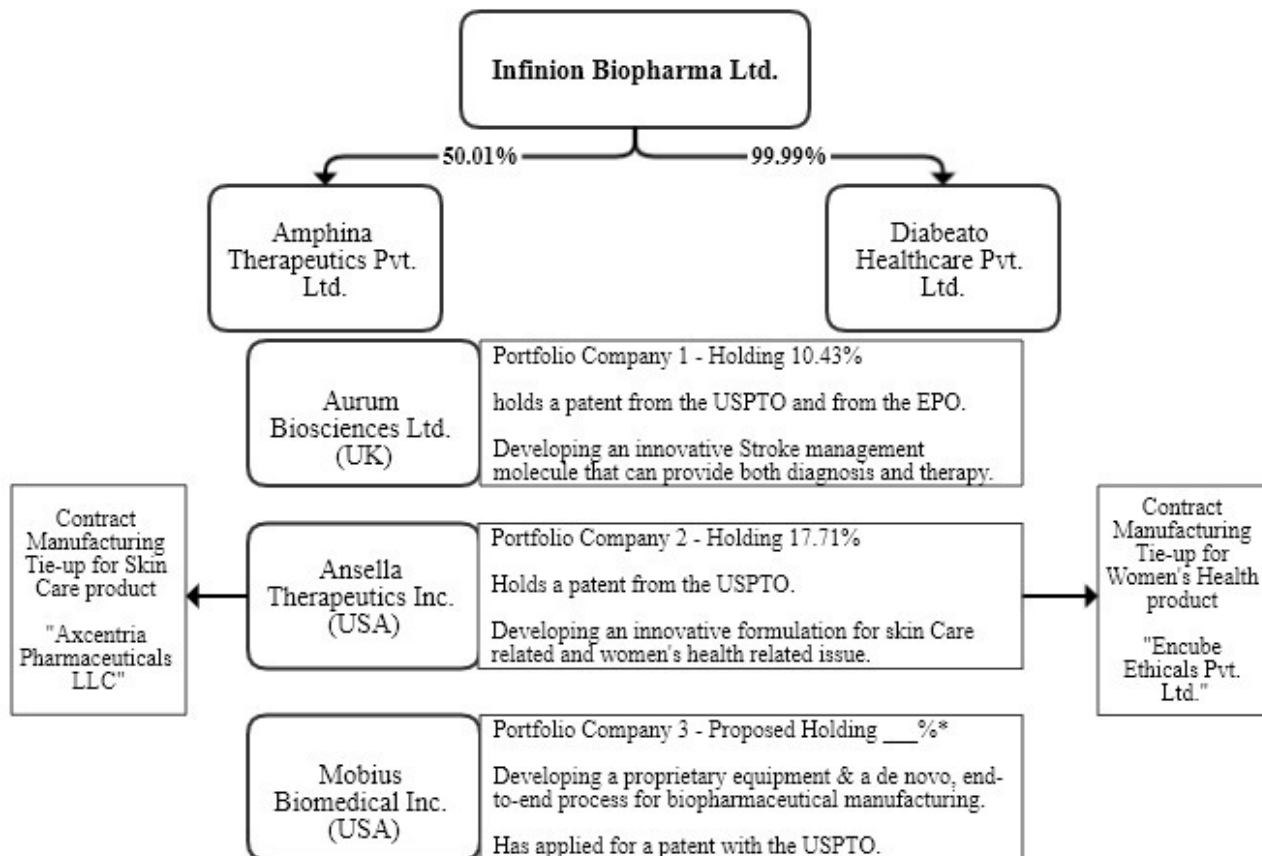
These two sets of relationships, with the innovative companies in the US and in the UK and with a large distribution network in India, represent a significant competitive advantage for our Company.

We propose to launch a skin care related cream for diaper rash treatment among infants and adults and a women's healthcare related cream for treating pre, peri and post-menopausal issues, for which we have recently signed a License Purchase agreement. These products would be manufactured by a contract manufacturer and we would have the exclusive rights for marketing these products in India for a minimum period of 10 years.

Further, as per our strategy for long term stake holder value creation, we also invest in early stage Pharmaceutical research and technology development companies wherein our Company has currently invested in the two bio-technology companies; Ansell Therapeutics Inc., situated in Lowell, USA and Aurum Biosciences Limited, situated in Glasgow, UK ("Portfolio Companies"). Both these companies are developing new technology in the field of pharmaceuticals and bio-technology and have obtained various patents for their respective technologies. Further, our Promoters have significantly helped in developing these technologies in the US and in the UK and because of their critical contribution to the development of these technologies, we believe that once these new technologies are commercialized in India or on a global scale, we would be one of the major beneficiaries.

Our current significant investment in Ansell Therapeutics Inc. has enabled us to acquire the product licenses which will give us the ability to develop and market the products created using innovative formulations in India. Further, our investment in Aurum Biosciences Ltd. gives us access to the development of a new molecule for stroke management and other neurological conditions. Also, we intend to invest in another research based company, Mobius Biomedical Inc., situated in Lowell, USA using part of the funds from the proceeds of the Net Issue. Our proposed investment in Mobius Biomedical Inc. will give us access to new process technologies for manufacturing high-value biopharmaceuticals including biologics and biosimilars.

Our Company's above business structure is summarised as below:



\*The investment in Mobius Biomedical Inc. is proposed to be acquired from the proceeds of this Net Issue

We carry a vision to bring new technology to India along with the rest of the world. We believe that India has predominantly adopted new technology much later than other countries in the world, thus depriving us of new age treatment and technology. Our strategic relations with patent owned research companies will enable the Indian people to access high-end innovative treatments as and when the same are launched world-wide.

For further details regarding our business operations, please see the chapter titled “*Our Business*” beginning on page no. 108 of this Draft Red Herring Prospectus.

## **COMPETITION**

We expect to face competition for our cream based women’s health product and skin care product from other local, domestic and international products. The major factor in OTC pharmaceutical products is the awareness of our product and its benefit over the available similar products.

We believe that the women’s health product is an innovative and patented product, which will make our product having features that will be difficult for other similar products to have. However, we may face competition from various local and domestic companies selling recognised products. Further, our diaper rash cream, may also face intense competition from various similar established products in the market. We compete not only with various OTC products available in our product segment, but also with specialised prescription based products that doctors might suggest over an OTC product. There are many companies / products competing with us either on the basis of regional presence, domestic or international presence. Many of our competitors have an established brand in India and an established brand following. Our biggest competition challenge would be to penetrate the market where certain brands have established a loyal consumer base. These established companies / their products in our target segment may have substantially greater capital and resources than we do and also offer a broader range of pharmaceutical products leading to brand loyalty. We believe that the principal factors affecting competition in our business include product quality, effectiveness of our cream on the problem, market penetration, reputation, side effects and price of our product.

With access to global pharmaceutical products, we also compete significantly with high quality international products. Our products being licensed from a US based patent holder of an innovative formulation, strives to compete on a unique product platform. Further, our portfolio of investments in technologically advanced pharmaceutical research companies, may face competition from various domestic and global investors who have now focused their sights on R & D based companies in the aftermath of Covid-19.

Competition is also intense for the recruitment and retention of qualified professionals and we may face competition in setting up our marketing team for which part of the funds from the Net issue Proceeds will be utilised. Our ability to continue to compete effectively in our businesses will depend upon our ability to attract new professionals and retain and motivate our existing professionals.

### **Significant Developments after March 31, 2021 that may affect our Future Results of Operations**

The Directors confirm that other than the following developments, there have been no events or circumstances since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

- Our Company has entered into a License Purchase agreement dated July 01, 2021 with Ansell Therapeutics Inc. (USA) for acquiring the licenses for skin care related and women’s health related products, which our Company proposes to commercialise in the Indian markets.

## **FACTORS AFFECTING OUR RESULT OF OPERATION**

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” on page no. 23 of this Draft Red Herring Prospectus.

Among various other factors that affect our financial results and operations for a given financial year, some key factors are as follows:

- ***Our business is heavily dependent upon third party contract manufacturers for the product development as well as further manufacture of our licensed products.***

The product licenses acquired from Ansella consists of an innovative formulation which needs to be developed into a cream which can be available to the consumers easily through pharmacies and other general stores. The product development is an important stage for any pharmaceutical innovation as its aim is to design a quality product and its manufacturing process to consistently deliver the intended performance of the product. We have entered into a Supply Agreement dated July 22, 2021 (“Supply Agreement”) with Axcentria Pharmaceutical LLC, a USA based contract manufacturer for the product development and manufacturing of the skin care related Diaper Rash product. Similarly, we have entered into a Master Development and Manufacturing Services Agreement dated July 01, 2021 (Development Agreement) with Encube Ethicals Pvt. Ltd. for the product development and manufacturing of the women’s health related VVA product. According to the Supply Agreement and the Development Agreement, the entire process of product development and thereafter the manufacturing of the product, will be carried out by the respective third party contract manufacturers. Any change in terms, costs, pricing, etc. may impact our overall cost of production and we may not be able to pass on such increased cost to our customers, resulting in reduced margins or losses, adversely affecting our financial condition.

The products that are manufactured by our third party contract manufacturers are also subject to risks such as contamination, adulteration and product tampering during their production, transportation or storage. Defects, if any, in our products could lead to rejection of supplied products and consequential financial claims. We cannot control the quality of our products if the contract manufacturers do not follow the proper procedures as laid down by the respective agreements. If the product quality is compromised due to any lack on part of the contract manufacturer, or due to an unwilling error, the quality and efficacy of the product may be diminished, leading to bad reputation, loss of customer base and also may lead to legal proceedings.

Further, the contract manufacturers are required to meet stringent quality standards and specifications for manufacturing and storage of our products. The contract manufacturers are required to obtain a host of government and regulatory approvals for the production activity and also periodically renew them in order to maintain a continuity of their operations. If they are unable to obtain any approvals vital for the production of our products or inability to renew such approvals / licenses upon its expiration may significantly impact their ability to manufacture our products.

- ***Our business is working capital intensive. If we are unable to generate sufficient cash flows to allow us to make required payments for creditors and expenses, there may be an adverse effect on our results of operations.***

We are currently developing a skin care product and a women’s health product which we intend to commercialise in the Indian market. The developed products will be manufactured on a contractual basis by third party contract manufacturers. According to the agreed terms of manufacture and supply with such contract manufacturers requires us to make a significant amount of advance payment to these contract manufacturers for materials, utilities, manpower, etc. Also, the remaining payment to the contract manufacturer will be required to be made immediately upon delivery of goods. Conversely, given that our products are OTC pharmaceutical products, they will be distributed to a large number of wholesalers and retail pharmacies, wherein, we expect to extend a sufficient credit period. Considering the above, we believe that a major portion of our working capital will be utilised towards debtors and inventory. As per our management estimate, our debtors turnover period is expected to be approximately 90 days whereas, our creditors for outsourced manufacturing and expenses is expected to approximately 15 days.

Further, the results of operations of our business are also dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate consumer demand for our product, its lifecycle and the supply requirements. If our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Our inventory is also subject to expiry and any occurrence of expired unsold inventory will render our inventory worthless, which could have an adverse impact on our income and cash flows.

For more details, see “Risk Factors” and “Our Business”, on page nos. 23 and 108, respectively of this Draft Red Herring Prospectus.

## **Revenue and Expenses**

The major component of our Revenue and Expenditure is as below:

*Revenue:* Total revenue consists of other income.

*Other Income:* Other income includes interest income, gain on investment in shares/ sale of investment of associates.

*Expenses:* Expenses consists of employee benefit expenses, finance costs, depreciation and other expenses.

*Employee benefit expenses:* Employee benefit expenses comprises of salaries, incentives and allowances paid to employees and staff welfare expenses.

*Finance Cost:* Finance cost includes finance and bank charges.

*Depreciation and Amortization expenses:* Depreciation and amortization expenses comprises of depreciation on tangible assets.

*Other expenses:* Other expenses include legal, professional and consultancy charges, electricity expense, preliminary expense written off and other miscellaneous expenses.

**RESULTS OF OUR CONSOLIDATED OPERATIONS**  
 (Amounts in ₹ '000, unless otherwise stated)

Particulars	For the year ended March 31,					
	2021	% of Total Income	2020	% of Total Income	2019	% of Total Income
	Proforma Ind AS					
<b>Income</b>						
Revenue from Operations	-	-	-	-	-	-
Other Income	68,987.06	100.00%	-	-	-	-
<b>Total Income</b>	68,987.06	100.00%	-	-	-	-
<b>Expenses</b>						
Employee benefit expense	482.85	0.70%	175.00	-	30.00	-
Finance Cost	33.29	0.05%	0.41	-	0.81	-
Depreciation and amortisation	9.77	0.01%	9.71	-	7.28	-
Other expenses	4,216.73	6.11%	13,487.74	-	3,595.89	-
<b>Total Expenses</b>	4,742.64	6.87%	13,672.86	-	3,633.98	-
<b>Profit before exceptional item and tax</b>	64,244.42	93.13%	(13,672.86)	-	(3,633.98)	-
Profit/(loss) of associates	-	-	(25.12)	-	-	-
<b>Profit before tax</b>	64,244.42	93.13%	(13,697.98)	-	(3,633.98)	-
<b>Tax Expense</b>						
Current Tax	-	-	-	-	-	-
Deferred Tax	4.16	0.01%	(0.52)	-	1.16	-
<b>Total tax expense</b>	4.16	0.01%	(0.52)	-	1.16	-
<b>Net Profit after tax</b>	64,240.27	93.12%	(13,697.46)	-	(3,635.15)	-

**Fiscal 2021 compared with Fiscal 2020**
*Other Income*

Other income had increased by 100%, from NIL in Fiscal 2020 to ₹ 6,897.06 thousands in Fiscal 2021. This was mainly due to interest income and other non-operating income received during the fiscal.

*Employee Benefit Expenses*

Employee benefit expenses had increased by 175.91%, from ₹ 175 thousand in Fiscal 2020 to ₹ 482.85 thousands in Fiscal 2021 mainly on account of annual increments and minor increase in employee strength.

*Finance Cost*

Finance Cost had increased by 7980.50% from ₹ 0.41 thousands in Fiscal 2020 to ₹ 33.29 thousands in Fiscal 2021. This is on account of higher finance and bank charges paid during the year.

*Depreciation and Amortization Expenses*

Depreciation had increased by 0.67%, from ₹ 9.71 thousands in Fiscal 2020 to ₹ 9.77 thousands in Fiscal 2021 on account of addition in the fixed assets in the Fiscal 2021.

*Other Expenses*

Other expenses had decreased by 68.74% from ₹ 13,487.74 thousands in Fiscal 2020 to ₹ 4,216.73 thousands in Fiscal 2021. The decrease was mainly attributed to decrease in legal, professional and consultancy fees paid and certain preliminary expense being written off.



### *Profit after Tax*

After accounting for Deferred tax, our Company reported a net loss of ₹ 13,697.46 thousands in Fiscal 2020 as compared to a net profit of ₹ 64,240.27 thousands in Fiscal 2021, mainly due to increase in other income and reduction in overall expense of the company.

### **Fiscal 2020 compared with Fiscal 2019**

#### *Employee Benefit Expenses*

Employee benefit expenses had increased by 483.33%, from ₹ 30 thousands in Fiscal 2019 to ₹ 175 thousands in Fiscal 2020 primarily on account of increase in number of employees being the second year of the operations.

#### *Finance Cost*

Finance Cost had decreased by 49.32% from ₹ 0.81 thousands in Fiscal 2019 to ₹ 0.41 thousands in Fiscal 2020. This was mainly due lower finance and bank charges paid during the fiscal 2020.

#### *Depreciation and Amortization Expenses*

Depreciation had decreased by 33.26%, from ₹ 7.28 thousands in Fiscal 2019 to ₹ 9.71 thousands in Fiscal 2020 on account of addition in fixed assets.

#### *Other Expenses*

Other expenses had increased by 275.09% from ₹ 3,595.89 thousands in Fiscal 2019 to ₹ 13,487.74 thousands in Fiscal 2020. The increase was mainly due to huge expense incurred on legal, professional and consultancy fees.

### *Profit after Tax*

After accounting for deferred tax, our Company reported a net loss of ₹ 13,672.86 thousands in Fiscal 2020 as compared to a net loss of ₹ 3,633.98 thousands in Fiscal 2019 as a result of reasons stated above.

### **Financial Condition**

#### *Assets*

(Amounts in ₹ '000, unless otherwise stated)

The following table sets forth the principal components of our assets as of the dates specified:

Particulars	As at March 31,		
	2021	2020	2019
<b>ASSETS</b>			
<b>A) Non - Current Assets</b>			
1) Property, Plant and Equipments	121.52	25.00	34.70
2) Financial Assets			
a) Investments	1,65,545.52	23.88	-
	<b>1,65,667.05</b>	<b>48.88</b>	<b>34.70</b>
<b>B) Current Assets</b>			
1) Financial Assets			
a) Cash & Cash Equivalents	4,068.99	2,817.22	3,091.79
b) Bank balances other than (i) above	7,500.00	-	-
c) Loans	4,833.46	82,723.29	70,200.56
2) Other Current Assets	930.68	1,284.01	2,521.94
	<b>17,333.13</b>	<b>86,824.52</b>	<b>75,814.30</b>
<b>TOTAL (A+B)</b>	<b>1,83,000.17</b>	<b>86,873.38</b>	<b>75,849.00</b>

#### **Discussion on select Balance Sheet items:**



### Property, Plant and Equipments

During the Fiscal 2021, the total Property, Plant and Equipments increased by ₹ 96.53 thousands due to additions in the fixed assets.

During the Fiscal 2020, the total Property, Plant and Equipments decreased by ₹ 9.71 thousands mainly due to the written down value effect during the year.

### Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to finance our working capital needs, loan repayments, and our capital expenditures. To fund these requirements we have relied on cash flows from operations, unsecured loans from erstwhile partners and project finance. Our business requires funding from time to time to fund our on-going and planned projects. We expect to raise funds some of our on-going and planned projects in our Company as well as our subsidiary from bank finance and also from the funds from this Issue, as may be required.

### Cash Flows

(Amounts in ₹ '000, unless otherwise stated)

The table below sets forth our net cash flows with respect to operating activities, investing activities and financing activities for the periods indicated

Particulars	For the year ended March 31,		
	2021	2020	2019
Net Cash from Operating Activities	74,892.74	(14,607.18)	(76,085.14)
Net Cash from Investing Activities	(98,610.93)	(49.00)	(41.98)
Net Cash used in Financing Activities	32,469.97	14,381.60	79,218.92

#### *Cash Flows from Operating Activities*

Net cash flow from operating activities for the Fiscal 2021 was ₹ 74,892.74 thousands. This was primarily due to changes in financial loans, other current assets and trade payables.

Net cash flow from operating activities for the Fiscal 2020 was negative ₹ 14,607.18 thousands. This was primarily due to changes in financial loans, other current assets and trade payables.

Net cash flow from operating activities for the Fiscal 2019 was negative ₹ 76,085.14 thousands. This was primarily due to changes in financial loans, other current assets and trade payables.

#### *Cash Flows from Investment Activities*

In the Fiscal 2021, the net cash used for Investing Activities was negative ₹ 98,610.93 thousands. The net outflow comprises of purchase of fixed assets (net), other investment and interest income.

In the Fiscal 2020, the net cash used for Investing Activities was negative ₹ 49 thousands. The net inflow comprises of sale of investment.

In the Fiscal 2019, the net cash used for Investing Activities was negative ₹ 41.98 thousands. The net outflow comprises of purchase of fixed assets (net) and other investments.

#### *Cash Flows from Financing Activities*

Net cash inflow from financing activities in fiscal 2021 was ₹ 32,469.97 thousands. This was on account of proceeds from issue of equity shares reduced to the extent of repayment of borrowings and finance cost.

Net cash inflow from financing activities in fiscal 2020 was ₹ 14,381.60 thousands. This was on account of proceeds from issue of equity shares reduced to the extent of repayment of borrowings and finance cost.

Net cash inflow from financing activities in fiscal 2019 was ₹ 79,218.92 thousands. This was on account of proceeds from issue of equity shares reduced to the extent of repayment of borrowings and finance cost.

#### ***Off-Balance Sheet Arrangements***

We do not have any material off-balance sheet arrangements.

#### **Related Party Transactions**

We have engaged in the past, and may engage in the future, in transactions with related parties, including with promoters and certain key management members on an arm's lengths basis. Such transactions could be for remuneration, rent paid and loan availed.

For details of our related party transactions, please refer to the sub-section titled "*Restated Consolidated Financial Statements – Annexure VI – Note 20*" on page no. 192 of this Draft Red Herring Prospectus.

#### **Qualitative Disclosure about Risks and Risk Management**

##### ***Unusual or Infrequent Events or Transactions***

Except as described in "*Risk Factors*" and "*Our Business*", on page no. 23 and 108, respectively, of this Draft Red Herring Prospectus there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

##### ***Significant Economic Changes that Materially affect or are likely to affect Income from Continuing Operations***

Except as described in "*Risk Factors*" and "*Key Regulations and Policies*" on page nos. 23 and 122, respectively, of this Draft Red Herring Prospectus, to the best of our knowledge, there have been no significant economic or regulatory changes that we expect could have a material adverse effect on our results of operations.

##### ***Known trends and uncertainties***

Our business has been impacted and we expect will continue to be impacted by the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations– Significant Factors Affecting Our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on page nos. 202 and 23, respectively of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors that we expect to have a material adverse impact on our revenues or income from operations.

##### ***Future relationship between costs and income***

Other than as described in this section and in "*Risk Factors*" and "*Our Business*" on page nos. 23 and 108, respectively of this Draft Red Herring Prospectus to the best of our knowledge, there are no factors that are expected to have a material adverse effect on the relationship between our costs and income.

##### ***Total turnover in each major industry segment***

We operate only a single segments for our financial statements prepared in accordance with Ind AS.

##### ***Publicly Announced New Products or Business Segments / Material increases in Revenue due to Increased Disbursements and Introduction of New Products***

We have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and introduction of new products, except as disclosed in this Draft Red Herring Prospectus.

##### ***Seasonality of business***

Our business is not seasonal in nature. For further details, please see “*Risk Factors*” and “*Our Business*” on page nos. 23 and 108, respectively, of this Draft Red Herring Prospectus.

***Competitive Conditions***

We operate in a competitive environment. For further details, see the discussions regarding our competition in “*Risk Factors*” and “*Our Business*” on page nos. 23 and 108, respectively, of this Draft Red Herring Prospectus.

***Recent Accounting Pronouncements***

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

***Auditor qualification***

There are no reservations, audit qualifications or adverse remarks in the audit report submitted by our auditors in the last three financial years.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors, Promoters and Subsidiaries.

Our Board, in its meeting held on August 4, 2021, determined that outstanding legal proceedings involving the Company, its Directors, Promoters, Subsidiaries and Material Group Companies: (a) where the aggregate amount involved, in such individual litigation exceeds either 10% of the profit after tax of our Company, on a consolidated basis, as per last audited financial statements, as per the Restated Financial Statements, or ₹ 1 million, whichever is higher; 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 either 10% of the profit after tax of the Company, on a consolidated basis, as per the last audited financial statements, as per the Restated Financial Information or ₹ 1 million, whichever is higher, if similar litigations put together collectively exceed either 10% of the profit after tax of the Company, on a consolidated basis, as per the last audited financial statements, as per Restated Financial Statements, or ₹ 1 million, whichever is higher; 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**”).

Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding either 10% of the Company’s trade payables, for the last audited financial statements as per the Restated Financial Statements, or ₹ 1 million, whichever is higher, as material dues for the Company. The trade payables of our Company, as on March 31, 2021 was NIL. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹ 1 million as on March 31, 2021. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on August 4, 2021. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“**MSME**”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

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:

NIL

##### 2. Litigation Involving Actions by Statutory/Regulatory Authorities:

NIL

##### 3. Litigation involving Tax Liabilities

###### (i) Direct Tax Liabilities

NIL

###### (ii) Indirect Tax Liabilities

NIL

##### 4. Other Pending Litigations

NIL

**B. LITIGATIONS FILED BY OUR COMPANY**

**1. Litigation Involving Criminal Matters:**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities:**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATIONS INVOLVING OUR DIRECTORS**

**A. LITIGATIONS FILED AGAINST THE DIRECTORS**

**1. Litigation involving Criminal Matters**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities:**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations:**

NIL

**B. LITIGATIONS FILED BY OUR DIRECTORS**

**1. Litigation involving Criminal Matters**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities:**

**(i) Direct Tax Liabilities**

Sr. No	Type of direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	Income Tax	1	7,288,686 <sup>(1)</sup>

<sup>(1)</sup> Our Director, Mr. Jayantibhai Nathalal Patel, has preferred appeals against the demand amount raised in respect of the Block period April 1, 1985 to March 31, 1995 and April 1, 1995 to April 23, 1996 by filing an appeal initially before the Commissioner of Income Tax (Appeals) and thereafter, before the Income Tax Appellate Tribunal and subsequently, before the Hon'ble High Court of Gujarat at Ahmedabad ("Hon'ble Court"). The matter is currently pending before the Hon'ble Court.

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations:**

NIL

**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. Litigation Involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**B. LITIGATIONS FILED BY OUR PROMOTERS**

**1. Litigation involving Criminal Matters:**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATIONS INVOLVING OUR SUBSIDIARIES**

**A. LITIGATIONS FILED AGAINST OUR SUBSIDIARIES**

**1. Litigation involving Criminal Matters:**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATIONS FILED BY OUR SUBSIDIARIES**

**1. Litigation involving Criminal Matters:**

NIL

**2. Litigation involving Actions by Statutory/Regulatory Authorities:**

NIL

**3. Litigation Involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**



NIL

## **LITIGATIONS INVOLVING OUR GROUP COMPANIES**

### **A. LITIGATIONS FILED AGAINST OUR GROUP COMPANIES**

#### **1. Litigation involving Criminal Matters:**

[•]

#### **2. Litigation involving Actions by Statutory/Regulatory Authorities:**

[•]

#### **3. Litigation Involving Tax Liabilities**

##### **(i) Direct Tax Liabilities**

[•]

##### **(ii) Indirect Tax Liabilities**

[•]

#### **4. Other Pending Litigations**

[•]

### **B. LITIGATIONS FILED BY OUR GROUP COMPANIES**

#### **1. Litigation involving Criminal Matters:**

[•]

#### **2. Litigation involving Actions by Statutory/Regulatory Authorities:**

[•]

#### **3. Litigation Involving Tax Liabilities**

##### **(i) Direct Tax Liabilities**

[•]

##### **(ii) Indirect Tax Liabilities**

[•]

#### **4. Other Pending Litigations**

[•]

### **Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Financial Years**

As on the date of this Draft Red Herring Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Financial Years including any outstanding action.

### **Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006**

As of March 31, 2021, there were no outstanding dues to a micro and small enterprise as defined under the Micro, Small and Medium Enterprises Development Act, 2006.

**Material Creditors of the Company having amount outstanding as on March 31, 2021 being more than 5% of the Company's trade payables as per last audited financial statements of our Company.**

As of March 31, 2021, we had no creditors to whom any amounts were outstanding.

For further details, please see website at: [www.infinionbiopharma.com](http://www.infinionbiopharma.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.*

**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Draft Red Herring Prospectus and in the chapter titled “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on page 202, there have been no material developments since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus.

## GOVERNMENT AND OTHER KEY APPROVALS

*Except as disclosed herein, our Company has obtained all material consents, licenses, registrations, permissions and approvals from the relevant governmental, statutory and regulatory authorities, which are necessary for undertaking their respective business activities and operations. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. We have set out below a list of material approvals, consents, licences and permissions from various governmental and regulatory authorities obtained by our Company which are considered material and necessary for the purpose of undertaking their business activities and operations. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see “Key Industry Regulations and Policies” on page 122. For Issue related approvals, see “Other Regulatory and Statutory Disclosures” on page 220.*

### **I. Approvals pertaining to Incorporation, name and constitution of our Company**

1. Certificate of Incorporation dated January 16, 2018 issued by the Registrar of Companies, Central Registration Centre in the name of “Glia Biopharmaceutical Private Limited”.
2. Fresh certificate of incorporation dated issued by the Registrar of Companies, Ahmedabad (“RoC”) dated March 7, 2018, consequent to change of name of the Company from “Glia Biopharmaceutical Private Limited” to “InfinionBiopharmaPrivate Limited”.
3. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated April 6, 2018 issued to our Company by the RoC consequent upon change of name of our Company from “Infinion Biopharma Private Limited” to “Infinion Biopharma Limited”.
4. The Corporate Identity Number (CIN) of the Company is U51909GJ2018PLC100571.

### **II. Material approvals in relation to the operations of our Company**

As of the date of the Draft Red Herring Prospectus, we operate from our premises located at 407, Silver Radiance, Pakwan Char Rasta, Bodakdev, Sindhubhavan Road Ahmedabad Ahmadabad Gujarat 380054. We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business and operations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire in the ordinary course of business and applications for renewal of such approvals are submitted by us in accordance with applicable procedures and requirements.

An indicative list of the key approvals required by us for our business and operation is provided below:

1. Registration as employer and enrollment certificate under the relevant state professions, trade, calling and employment legislation for payment of professional tax in which our premises is located;
2. Certificate of Importer-Exporter Code issued by the office of the Director General of Foreign Trade, Ministry of Commerce and Industry, Government of India, under the Foreign Trade (Development and Regulation) Act, 1992, to enable our Company to carry out its export and import operations;
3. Permanent account number issued by the Income Tax Department under the Income Tax Act, 1961.
4. Tax deduction account number issued by the Income Tax Department under the Income Tax Act, 1961.
5. Goods and services tax registrations issued by the GoI under the Goods and Service Tax Act, 2017;
6. Intimation to be given under the Bombay Shops and Establishments Act, 1948 for its premises.

### **Material approvals applied for, but not received**

NIL

### **Material approvals not applied for:**


Except as stated below, there are no material consents, licenses, registrations, permissions and approvals for which applications are yet to be made by our Company:

- i. Fire NOC from the relevant fire department; and

ii. License to sell, stock, exhibit or offer for sale or distribute drugs other than those specified in Schedules C, C (1) and X under the Drugs and Cosmetics Rules, 1945 framed under the Drugs and Cosmetics Act, 1940.\*

\*The Company proposes to commercialise and market certain non-prescription or over the counter (OTC) products in the form of cream. Whilst the above application is required to be made by the Company in order to sell, stock, exhibit or offer for sale or distribute the proposed products in accordance with the Drugs and Cosmetics Rules, 1945 framed under the Drugs and Cosmetics Act, 1940, in view of the Company, as the products proposed to be sold and marketed are still in the development stage, the requirement for making such application will only be attracted once the Company reaches commercialization of the product stage. However, there can be no assurance that the relevant authority may hold that such license ought to have been obtained at the product development stage itself and the Company may be subjected penal action under the Drugs and Cosmetics Act, 1940 and the rules framed thereunder and the same may have an adverse impact on the Company's prospects and business plans. For further details, please refer to risk factor - *Any adverse change in regulatory requirements governing the products proposed to be marketed by us, may adversely impact our business, prospects, results of operations and financial condition.* on page 30.

### **Intellectual Property**

As on date of this Draft Red Herring Prospectus, we do not have any intellectual property registrations nor have we made any applications. However, we use the logo “” for our Company for all correspondences.

For further details relating to the intellectual property utilized by us for the purpose of our business, please refer to the chapter titled “*Our Business*” on page 108.

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## SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on June 29, 2021 and the Shareholders have approved the Issue by a special resolution passed in accordance with Section 62(1) (c) of the Companies Act, 2013, at the EGM held on July 1, 2021 with shorter notice consent.

### In – principle Listing Approvals:

1. We have received in-principle approval from BSE for the listing of our Equity Shares pursuant to a letter dated [●].
2. We have received in-principle approval from NSE for the listing of our Equity Shares pursuant to a letter dated [●].

### Prohibition by SEBI or Governmental Authorities

Our Company, our Promoter, Promoter Group and our Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any Governmental authority in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters, our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

### Association with Securities Market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

### Eligibility for the Issue

Our Company is undertaking the Issue in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states the following:

*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public Issue only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net Issue to qualified institutional buyers and to refund the full subscription money if it fails to do so.*

We are an unlisted company not complying with the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed in Regulation 6(2) of the SEBI ICDR Regulations.

We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations. Not less than 75% of the Issue is proposed to be allocated to QIBs and in the event that we fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to undertake the Issue, in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

- (a) None of our Company, our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) None of our Company, our Promoters or Directors is a wilful defaulter.
- (d) None of our Promoters or Directors has been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).
- (e) There are no convertible securities, including any outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLM, ARYAMAN FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING 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, THE BRLM ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM, ARYAMAN FINANCIAL SERVICES LIMITED SHALL FURNISH TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 30, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.**

#### **Disclaimer from our Company and the Book Running Lead Manager**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.infinionbiopharma.com](http://www.infinionbiopharma.com), would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into among the Underwriters and our Company

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

None among our Company or any member of the Syndicate shall be liable for any failure in (a) uploading the Bids due to faults in any software or hardware system or otherwise (b) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company 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 or become customers to our Company 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 Issue is being made in India to persons resident in India (including Indian nationals resident in India, Hindu Undivided Families (“HUFs”), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), systemically important non-banking financial companies or trusts under the applicable trust laws, and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, permitted insurance companies and pension funds and, to permitted non-residents including Eligible NRIs, Alternative Investment Funds (“AIFs”), Foreign Portfolio Investors registered with SEBI (“FPIs”) and QIBs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, 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 in accordance with any 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 the applicable laws of the jurisdictions where such offers and sales are made.**



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**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**

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

#### **Eligibility and transfer restrictions**

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as “U.S. QIBs”, or the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales 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.

Until the expiry of 40 days after the commencement of this Issue, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Issue) may violate the registration requirements of the U.S. Securities Act.

#### ***Equity Shares offered and sold within the United States***

Each purchaser that is acquiring the Equity Shares offered pursuant to this Issue within the United States, by its acceptance of the Red Herring Prospectus and the purchase of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with the Company and the BRLM that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Issue in compliance with all applicable laws and regulations;
2. the purchaser acknowledges that the Equity Shares offered pursuant to this Issue have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and accordingly 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;
3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of a U.S. QIB with respect to which it exercises sole investment discretion;
4. the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;
5. the purchaser is a sophisticated investor that has sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of its investment in the Equity Shares and is able to bear the economic risk, and sustain a complete loss, of such investment in the Equity Shares.

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the states of the United States;
7. the Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;
8. the purchaser will not deposit or cause to be deposited such Equity Shares into any depository receipt facility established or maintained by a depository bank other than a Rule 144A under the U.S. Securities Act restricted depository receipt facility, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

**THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.**

10. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), will make any “directed selling efforts” as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares or any “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in the United States in connection with any offer or sale of the Equity Shares; and the purchaser acknowledges that the Company and the BRLM, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

#### **Disclaimer Clause of the BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing

#### **Disclaimer Clause of the NSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing

## Filing

A copy of this Draft Red Herring Prospectus has been filed electronically on the platform provided by SEBI in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to “Easing of Operational Procedure – Division of Issues and Listing – CFD”, and has also been uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

A copy of the Red Herring Prospectus, along with the material contract and documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 and 28 of the Companies Act, 2013 would be delivered for registration with RoC at the Office of the Registrar of Companies, Ahmedabad, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad, Gujarat – 380013.

## Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Issue within six Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

## Consents

Consents in writing our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Legal Advisor to the Issue, the Book Running Lead Manager, Underwriters<sup>(1)</sup>, Bankers to our Company<sup>(1)</sup>, the Syndicate Members<sup>(1)</sup>, Banker to the Issue<sup>(1)</sup>, Sponsor Bank<sup>(1)</sup>, Advisors to the Company, CARE Advisory Research and Training Limited, the Registrar to the Issue and the Registrar to the Company to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

*<sup>(1)</sup> The aforesaid will be appointed prior to filing of the RHP / Prospectus with RoC and their consents as above would be obtained prior to the filing of the RHP / Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s. Mahendra N Shah & Co., Chartered Accountants Statutory Auditor have provided their written consent to the inclusion of their Report on Report on Restated Consolidated Financial Statements dated August 12, 2021; and Report on Statement of Tax Benefits dated August 12, 2021 which may be available to the Company and its shareholder, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports will not be withdrawn up to the time of filing of this Draft Red Herring Prospectus.

## Expert Opinion

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

Our Company has received written consent from its Auditor namely, M/s. Mahendra N Shah & Co., Chartered Accountants, to include its name as required under Section 26(1) of the Companies Act, 2013, as amended in this Draft Red Herring Prospectus and as “Experts” as defined under Section 2(38) of the Companies Act, 2013 in respect of the

Report on Restated Consolidated Financial Statements dated August 12, 2021; and Report on Statement of Tax Benefits dated August 12, 2021 included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term “expert” shall not be construed to mean “Experts” as defined under the U.S. Securities Act.

**Particulars regarding public or rights issues by our Company during the last five years**

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

**Commission and Brokerage paid on previous issues of the Equity Shares in the last five years**

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares.

**Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last three years**

Our Company and group companies, subsidiaries or associate entity has not undertaken any public or rights issue to the public in the three years preceding the date of this Draft Red Herring Prospectus.

**PERFORMANCE VIS-À-VIS OBJECTS**

**Our Company**

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

**Listed Subsidiaries / Promoter**

None of our Subsidiaries / Promoter is listed on any Stock Exchange and not made any rights and public issues in the past five (5) years.

### Price Information of past issues handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Aryaman Financial Services Limited

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1	Gretex Corporate Services Limited	5.13	170.00	09/08/2021	172.00	N.A	N.A	N.A	N.A	N.A	N.A
2	Times Green Energy (India) Limited	4.05	61.00	30/06/2021	61.40	0.08%	0.20%	N.A	N.A	N.A	N.A
3	Adeshwar Meditex Limited	9.75	25.00	28/06/2021	25.25	0.20%	-0.55%	N.A	N.A	N.A	N.A
4	Pavna Industries Limited	29.70	165.00	09/03/2021	165.60	0.06%	-1.49%	1.21%	4.33%	N.A	N.A
5	Net Pix Shorts Digital Media Limited	2.70	30.00	02/12/2020	30.15	0.83%	7.29%	0.17%	12.73%	14.50%	8.80%
6	Atal Realtech Limited	10.83	72.00	15/10/2020	70.20	-31.94%	9.42%	-52.78%	24.70%	-51.94%	24.18%
7	Nirmitee Robotics India Limited	3.24	185.00	21/04/2020	189.00	19.46%	0.97%	35.14%	22.14%	79.86%	30.51%
8	Valencia Nutrition Limited	7.23	46.00	06/01/2020	46.45	0.00%	1.15%	0.00%	-32.17%	-2.17%	-11.44%
9	Vishwaraj Sugar Industries Limited	60.00	60.00	15/10/2019	61.20	10.38%	5.58%	50.33%	8.71%	9.75%	-19.08%
10	Galactico Corporate Services Limited	3.70	23.00	09/10/2019	23.20	0.00%	6.48%	6.96%	7.05%	-0.87%	-27.73%

### Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	3	18.93	0	0	0	0	0	2	0	0	0	0	0	0
2020-21	4	46.47	0	1	0	0	0	3	1	0	0	1	0	1
2019-20	7 <sup>(1)</sup>	103.47	0	0	1	0	0	4	0	1	2	0	0	4

<sup>(1)</sup>Details indicated in 2020-21 are for the public issues completed as on date

<sup>(1)</sup>As on the 30th Calendar day from the listing day, the price of Galactico Corporate Services Ltd. and on 30th and 90th Calendar day from the listing day, the price of Valencia Nutrition Ltd., is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount

**Notes:**

1. *Since the listing dates of Gretex Corporate Services Limited was on August 09, 2021, information related to closing price and benchmark index as on the 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> Calendar day from the listing date is not available.*
2. *Since the listing dates of Adeshwar Meditex Limited and Times Green Energy (India) Limited was on June 28, 2021 and June 30, 2021, information related to closing price and benchmark index as on the 90<sup>th</sup> and 180<sup>th</sup> Calendar day from the listing date is not available.*
3. *Since the listing dates of Pavna Industries Limited was on March 09, 2021, information related to closing price and benchmark index as on the 180<sup>th</sup> Calendar day from the listing date is not available.*
4. *The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.*
5. *In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
6. *Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) BSE Sensex and Nifty Fifty as the Benchmark Indices*

**Track record of past issues handled by the Book Running Lead Manager**

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – [www.afsl.co.in](http://www.afsl.co.in)

**Stock Market Data of Equity Shares**

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

**Redressal of Investor Grievances**

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/ partially-allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay

All grievances in relation to the Bidding process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, PAN, Client ID, UPI ID (in case of RIBs using the UPI Mechanism), date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.



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Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Issue to the Book Running Lead Manager.

Our Company has also appointed Ram Shah, Company Secretary and Compliance Officer of our Company. For details, see “*General Information*” beginning on page no. 53 of this Draft Red Herring Prospectus.

Our Company has also constituted a Stakeholders’ Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no.CIR/OIAE/1/2013 dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Our Group Companies and our Subsidiaries are not listed on any stock exchange.

#### **Disposal of investor grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.



## SECTION X – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, the SCRA, the SCRR, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, any Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the GoI, the Stock Exchanges, the RoC or any other authority while granting its approval for the Issue.*

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred pursuant to the Issue will be subject to the provisions of the Companies Act, the SEBI Listing Regulations, the MoA and the AoA and will rank pari passu in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company, after the date of Allotment. For more information, see “Main Provisions of Articles of Association” on page no. 259 of this Draft Red Herring Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our MoA and the AoA, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared, after the date of Allotment in this Issue, will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable law. For more information, see “Dividend Policy” and “Main Provisions of Articles of Association” on page nos. 157 and 259, respectively of this Draft Red Herring Prospectus.

#### **Face Value and Issue Price**

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all edition of [●] (a widely circulated English national daily newspaper), in all editions of [●] (a widely circulated Hindi national daily newspaper) and in all editions of [●] (a widely circulated Gujarati newspaper, Gujarati also being the regional language of Maharashtra where the Registered is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of Articles of Association*” beginning on page no. 259 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialised Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- 1) Tripartite agreement dated February 12, 2020 between our Company, NSDL and the Registrar and Share Transfer Agent to the Company.
- 2) Tripartite agreement dated January 02, 2019 between our Company, CDSL and the Registrar and Share Transfer Agent to the Company.

### **Market Lot and Trading Lot**

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Issue Procedure*” on page no. 239 of this Draft Red Herring Prospectus.

### **Joint Holders**

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

### **Jurisdiction**

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Issue.

### **Nomination facility to investors**

In accordance with Section 72 of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. 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 or 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 and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, 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, the 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 Issue 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 Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

### Withdrawal of the Issue

Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and the BRLM shall notify the Banker to the Issue / Escrow Collection Bank / Sponsor Bank to release / refund the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with SEBI and the Stock Exchanges.

### ISSUE PROGRAM

ISSUE OPENS ON <sup>(1)</sup>	[●]
ISSUE CLOSES ON	[●]

<sup>(1)</sup> Our Company may, in consultation with the BRLM, consider participation by Anchor Investors. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

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

Event	Indicative Date
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat account of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before [●]

\*In accordance with SEBI circular dated March 16, 2021, for IPOs opening subsequent to May 1, 2021 (or any other date as prescribed by SEBI) in case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts

*blocked through the UPI Mechanism), the Bidder shall be compensated by the SCSB at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date till the date of the actual unblock. The SCSBs shall compensate the Bidder, immediately on the date of receipt of complaint from the Bidder. From the date of receipt of complaint from the Bidder, in addition to the compensation to be paid by the SCSBs as above, the post-Issue BRLM shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of on which grievance is received by the BRLM or Registrar until the date on which the blocked amounts are unblocked.*

**The above time-table is indicative in nature and does not constitute any obligation or liability on our Company or BRLM or the Members of the Syndicate. While our Company will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by SEBI, the timetable may be subject to change for various reasons, including extension of Bid/Issue Period by our Company due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law.**

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.**

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in change of the above - mentioned timelines.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Bid/Issue Period at the Bidding Centers, except that on the Bid/Issue Closing Date (which for QIBs may be a day prior to the Bid/Issue Closing Date for non-QIBs), Bids will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until (i) 4.00 p.m. (Indian Standard Time) for Bids by QIBs and Non-Institutional Investors; and (ii) 5.00 p.m. or such extended time as permitted by the Stock Exchanges (Indian Standard Time) in case of Bids by Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion. On the Bid/Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and reported by the BRLM to the Stock Exchanges.

**For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs and the Sponsor Bank will be rejected. The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.**

Due to limitation of time available for uploading Bids on the Bid/Issue Closing Date, Bidders are advised to submit Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. Bidders are cautioned that if a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issues, which may lead to some Bids not being uploaded due to lack of sufficient time to upload, such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation in the Issue. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by the SCSBs would be rejected. Our Company and the members of Syndicate will not

be responsible for any failure in uploading Bids due to faults in any hardware/software system or otherwise. Bids will be accepted only on Working Days. Investors may please note that as per letters dated July 3, 2006 and July 6, 2006, issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price be revised accordingly.

The Floor and Cap Price shall be advertised atleast five Working Days before the Bid/Issue Opening Date.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other Members of the Syndicate and by intimation to Designated Intermediaries. However, in case of revision in the Price Band, the Bid Lot shall remain the same.**

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

### **Minimum Subscription**

In the event our Company does not receive (i) a minimum subscription of 90% of the Issue, and (ii) a subscription in the Issue equivalent to minimum number of securities as specified in Rule 19(2) of the SCRR, including through devolvement to the Underwriters, as applicable, our Company shall forthwith refund the entire subscription amount received no later than 4 days from the Bid / Issue Closing Date, failing which, the directors of our Company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of 15% per annum. If there is a delay beyond such period, our Company shall pay such interest prescribed under the Companies Act, 2013, read with the applicable rules framed thereunder. Our Company in consultation with the BRLM, reserve the right not to proceed with the Issue for any reason at any time after the Bid / Issue Opening Date but before the Allotment of Equity Shares.

In case of non-receipt of minimum subscription, application money of Anchor Investors to be refunded shall be credited only to the bank account from which the subscription was remitted. Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000.

### **Arrangements for Disposal of Odd Lots**

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

### **New Financial Instruments**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue capital of our Company, the minimum Promoter's contribution and the Anchor Investor lock-in in the Issue as detailed in "*Capital Structure*" on page no. 60 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association as detailed in "*Main Provisions of the Articles of Association*" on page

no. 259 of this Draft Red Herring Prospectus, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting.



## ISSUE STRUCTURE

Public Issue of up to 45,00,000 Equity Shares for cash at price of ₹ [●] (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Thousands by Infinion Biopharma Limited (“IBL” Or The “Company”). The Issue will constitute 30.10% of the post – Issue paid-up Equity Share capital of our Company.

Further, our Company may, in consultation with the BRLM, consider a Pre-IPO placement of up to 7,00,000 Equity Shares for an aggregate amount not exceeding ₹ [●] Thousands. The Pre-IPO Placement will be at a price to be decided by our Company in consultation with the BRLM and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to the minimum Issue Size constituting at least 25% of the Post-Issue paid-up Equity Share capital of our Company.

*The Issue is being made through the Book Building Process:*

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation <sup>(1)(2)</sup>	Not less than [●] Equity Shares or Issue less allocation to Non- Institutional Bidders and Retail Individual Bidders subject to the Allocation / Allotment of not less than 75% of the Issue.	Not more than [●] Equity Shares available for allocation or Issue less allocation to QIBs Bidders and Retail Individual Bidders subject to the Allocation / Allotment of not more than 15% of the Issue.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIBs Bidders and Non- Institutional Bidders subject to the Allocation / Allotment of not more than 10% of the Issue.
Percentage of Issue size available for Allotment / allocation	[●]% (not less than 75%) of the Issue shall be available for allocation to QIBs.  However, upto 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for allocation to QIBs.	[●]% (not less than 15%) of the Issue or the Issue less allocation to the QIB Bidders and Retail Individual Bidders subject to the Allocation / Allotment of not more than 15% of the Issue.	[●]% (not less than 10%) of the Issue or the Issue less allocation to the QIB Bidders and Non Institutional Bidders subject to the Allocation / Allotment of not more than 10% of the Issue.
Basis of Allotment if respective category is oversubscribed	Proportionate as follows: (excluding Anchor Investor Portion): a) Upto [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Upto [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.  Our Company in consultation	Proportionate.	Allotment to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis.  For further details, see “Allotment Procedure and Basis of Allotment – Allotment to RIBs” in the GID



Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders
	with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price on a discretionary basis, out of which at least one-third will be available for allocation to Mutual Funds only subject to valid Bid received from Mutual Funds.		
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue, subject to applicable limits to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share.	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share, subject to availability in the Non-Institutional Portion.	A minimum of [●] Equity Shares and thereafter in multiples of [●] Equity Share, subject to availability in the Retail Portion.
Trading Lot	One Equity Share.		
Who can Apply <sup>(3)</sup>	Mutual Funds, Venture Capital Funds, AIFs, FPIs other than individuals, corporate bodies and family offices, public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, NBFC-SI, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,50,000 Thousands, pension fund with minimum corpus of ₹ 2,50,000 Thousands, National Investment Fund, 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.	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts, sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals and FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.
Terms of Payment <sup>(4)</sup>	<b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. <b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank		

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders
	account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (Other than Anchor Investors).		

<sup>(1)</sup> Subject to valid Bids being received at or above the Issue Price. In terms of Rule 19(2)(b)(i) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations, this is an Issue for atleast 25% of the post- Issue paid-up equity share capital of our Company. This Issue is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through a Book Building process wherein not less than 75% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see “Terms of the Issue” on page 230 of this Draft Red Herring Prospectus.

All potential Bidders, other than Anchor Investors, shall only participate in the Issue through the Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of their respective bank account which will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For details, see “Issue Procedure” on page no. 239 of this Draft Red Herring Prospectus.

<sup>(2)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Bid cum Application Form. Any balance amount payable by the Anchor Investors, due to a difference between the Anchor Investor Issue Price and the Bid Amount paid by the Anchor Investors, shall be payable by the Anchor Investors within two Working Days of the Bid/Issue Closing Date.

<sup>(3)</sup> In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

<sup>(4)</sup> 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. Further as per SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors may also apply through Unified Payments Interface (“UPI”).

## ISSUE PROCEEDURE

All Bidders should read the ‘General Information Document for Investing in Public Offers’ prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue has been considered to be made under UPI Phase II, till any further notice issued by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. These circulars, to the extent already in force, are deemed to form part of this Draft Red Herring Prospectus

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Further, the Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Book Building Procedure**

The Issue is being made through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Issue shall be Allotted to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLM may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the price at which allocation is made to Anchor Investors. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Category (other than Anchor Investor Portion). 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Issue cannot be Allotted to QIBs, the Bid Amounts received by our Company shall be refunded. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders and not more than 10% of the Issue 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 Issue Price.

Under-subscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Bidders should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN and UPI ID (for RIB Bidders bidding using the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Issue.**

### **Phased implementation of Unified Payments Interface**

SEBI has issued the 2018 Circular on Streamlining of Public Issues in relation to streamlining the process of public issue of *inter alia* equity shares. Pursuant to the 2018 Circular on Streamlining of Public Issues, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to upto three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the 2018 Circular on Streamlining of Public Issues has introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the Bid cum Application Form with any of the Designated Intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, SEBI vide circular no circular SEBI/HO/CFD/DIL2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the Bid cum Application Form by a RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circular, the same will be advertised in all edition of [●] (a widely circulated English national daily newspaper), in all editions of [●] (a widely circulated Hindi national daily newspaper) and in all editions of [●] (a widely circulated Gujarati newspaper, Gujarati also being the regional language of Gujarat where the Registered is located) on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI Mechanism

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

### **Electronic registration of Bids**

(a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office of our Company. An electronic copy of the Bid cum Application Forms will also be available for download on the websites of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and the BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/Issue Opening Date. For Anchor Investor, the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the 2018 Circular on Streamlining of Public Issues, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.



(ii) RIBs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form <sup>(1)</sup>
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
FPIs applying on a repatriation basis <sup>(2)</sup>	Blue
Anchor Investors <sup>(3)</sup>	White

<sup>(1)</sup> excluding electronic Bid cum Application Form

<sup>(2)</sup> Electronic Bid cum Application forms will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)).

<sup>(3)</sup> Anchor Investor Application Forms shall be made available at the offices of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form (except the Bid cum Application Form from a RIB bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded

For RIBs using UPI Mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis

### Who can Bid?

In addition to the category of Bidders set forth in the *General Information Document*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares; and

- Any other person eligible to Bid in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

**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 any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) 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 in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**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 Promoters, Promoter Group, BRLM, associates and affiliates of the BRLM, the Syndicate Members, persons related to Promoter and Promoter Group**

The Manager and the Syndicate Member shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Manager and the Syndicate Member may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Manager and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Manager nor any persons related to the Manager can apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Manager;
- ii. insurance companies promoted by entities which are associate of the Manager;
- iii. AIFs sponsored by the entities which are associate of the Manager; or
- iv. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associates of the Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Manager” if:

- a. either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the
- b. voting rights in the other; or
- c. either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- d. there is a common director, excluding nominee director, amongst the Anchor Investors and the Manager.

The members of the Promoter Group will not participate in the Issue.

**Bids by Mutual Funds**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or



sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

### **Bids by HUFs**

Bids by HUFs 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: "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;

### **Bids by Eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts or Foreign Currency Non-Resident ("FCNR") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorise their SCSB or should confirm/accept the UPI Mandate Request (in case of RIBs Bidding using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts.

For details of investment by NRIs, see "*Restrictions in Foreign Ownership of Indian Securities*" on page no. 258 Participation of eligible NRIs shall be subject to NDI Rules

### **Bids by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis for greenfield investments.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("MIM Structure"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple

investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

FPIs were permitted to participate in the Issue 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 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time. An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI. Participation of FPIs in the Offer shall be subject to the FEMA Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public issue.

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 VCF registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public issue 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 SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only, and net of bank charges and commission.**

**Our Company and the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

#### **Bids by Limited Liability Partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **Bids by Banking Companies**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to

the Bid cum Application Form, failing which our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason.

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 Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks’ own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks’ interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company’s paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. However, this cap doesn’t apply to the cases mentioned in (i) and (ii) above.

### **Bids by Systemically Important Non-Banking Financial Companies**

In case of Bids made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **Bids by Anchor Investors**

In accordance with the applicable SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

- (i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM;
- (ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 1,00,000 Thousands. 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 ₹ 1,00,000 Thousands;
- (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 / Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day;
- (v) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 1,00,000 Thousands;
  - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 1,000 million but up to ₹ 25,00,000 Thousands, subject to a minimum Allotment of ₹ 50,000 thousands per Anchor Investor; and

- c. in case of allocation above ₹ 25,00,000 Thousands under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 25,00,000 Thousands, and an additional 10 Anchor Investors for every additional ₹ 25,00,000 Thousands, subject to minimum allotment of ₹ 2,50,000 Thousands per Anchor Investor.
- (vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. 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 / Issue Opening Date, through intimation to the Stock Exchanges.
- (vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid;
- (viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue 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 Issue 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) Neither the (i) BRLM (s) or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM) nor (ii) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category. For further details, please see “*Participation by Promoters, Promoter Group, BRLM, associates and affiliates of the BRLM, the Syndicate Members, persons related to Promoter, Promoter Group*” on page no. 243 of this Draft Red Herring Prospectus;
- (xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids;

For more information, see the General Information Document.

### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such for such applications

### **Bids by Insurance Companies**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

- equity shares of a company: the lower of 10%\* of the investee company’s outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a reinsurer;
- 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 a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- the industry sector in which the investee company operates not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, 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) or (iii) above, as the case may be.

\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time including the IRDAI Investment Regulations.

### **Bids under Power of Attorney**

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million (subject to applicable laws), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLM, may deem fit.

### **Bids by Provident Funds/Pension Funds**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, 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 reserves the right to reject any Bid, without assigning any reason thereof.

**The above information is given for the benefit of the Bidders. Our Company and the Members of the Syndicate 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 laws or regulation or as specified in this Draft Red Herring Prospectus.**

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

### **Information for Bidders (other than Anchor Investors)**

In addition to the instructions provided to Bidders in the General Information Document for Investing in Public Issues, Bidders are requested to note the following additional information in relation to the Issue.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days
2. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip (“**Acknowledgement Slip**”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. It is the Bidder’s responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may



request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

3. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
4. In the event of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall 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 ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e., the original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Issue 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 Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.
5. In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.
6. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

#### **Pre- Issue Advertisement**

Subject to Section 30 of the Companies Act, the Exchange will, after registering the Red Herring Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all edition of [●] (a widely circulated English national daily newspaper), in all editions of [●] (a widely circulated Hindi national daily newspaper) and in all editions of [●] (a widely circulated Gujarati newspaper, Gujarati also being the regional language of Gujarat where the Registered is located).

Our Company shall, in the pre- Issue advertisement state the Bid/ Issue Opening Date, the Bid/ Issue Closing Date and the QIB Bid/ Issue Closing Date if any. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

**The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Bids for Equity Shares do not exceed the prescribed limits under applicable laws or regulations.**

#### **Signing of Underwriting Agreement and filing of Prospectus with the RoC**

- Our Company and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.
- After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

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## GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing Date. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

### Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Bidders (other than Anchor Investors) should submit their bids through the ASBA process only;
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 you (other than in the case of Anchor Investors) have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
7. RIBs Bidding in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;
10. Ensure that you request for and receive a stamped acknowledgement counterfoil by specifying the application number for all your Bid options as proof of registration of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
11. If the first Bidder is not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form is signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be);
12. 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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms. PAN of the First Bidder is required to be specified in case of joint Bids;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;



14. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
15. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) 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 beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
17. 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;
18. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
21. Bids by Eligible NRIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue
22. Since the allotment will be in dematerialised form only, ensure that the Bidder’s depository account is active, the correct DP ID, Client ID , PAN and UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID , PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
23. In case of ASBA Bidders (other than for Anchor Investors and RIBs bidding using the UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the mobile application and the UPI handle being used for making the application in the Issue is also appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website;

26. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
27. Retail Individual Bidders using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount specified in the Bid cum Application Form;
28. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
29. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment Manager in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
31. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account and
32. Ensure that the Demographic Details are updated, true and correct in all respects;

The Bid cum Application Form were liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 were liable to be rejected

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not submit a Bid using UPI ID, if you are not a RIB;
3. Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. 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;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

11. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. If you are a Retail Individual Bidder and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
14. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
15. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
16. Do not submit the General Index Register (GIR) number instead of the PAN;
17. Do not submit incorrect details of the DP ID, Client ID PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
18. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
20. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
21. Do not submit your Bid after 3.00 pm on the Bid/ Issue Closing Date;
22. If you are a QIB, do not submit your Bid after 3:00 pm on the QIB Bid/ Issue Closing Date;
23. Do not Bid on another ASBA Form after you have submitted a Bid to any of the Designated Intermediaries;
24. Do not Bid for Equity Shares in excess of what is specified for each category;
25. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
26. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
27. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids on or before the Bid/ Issue Closing Date;
28. Do not Bid if you are an OCB;
29. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;
30. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
31. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism; and
32. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Bidder and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre- Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “*General Information*” on page no. 53 on this Draft Red Herring Prospectus

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information - Book Running Lead Manager*” on page no. 53 on this Draft Red Herring Prospectus BRLM

### **Payment into Escrow Account for Anchor Investors**

Our Company, in consultation with the BRLM will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT). For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “[●]”
- b. In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from Anchor Investors.

### **Grounds for Technical Rejections**

In addition to the grounds for rejection of Bids on technical grounds as provided in the “*General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*” Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for RIBs using the UPI Mechanism) details in the ASBA Form;
3. Bids submitted on plain paper;
4. Bids submitted by Retail Individual Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI linked Mechanism submitted by Retail Individual Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July29, 2010;

11. GIR number furnished instead of PAN;
12. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 2,00,000;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash;
15. Bids uploaded by QIBs after 4.00 p.m. on the QIB Bid / Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges; and
16. Bids by OCB.

#### **Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **Designated Date and Allotment**

1. Our Company will ensure that the Allotment and credit to the successful Bidder’s depository account will be completed within six Working Days, or such period as may be prescribed by SEBI, of the Bid/ Issue Closing Date or such other period as may be prescribed.
2. Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
3. Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations

#### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis subject to applicable law.

## Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the SCSB / Designated Intermediary, where the Bid was submitted and bank account number in which the amount equivalent to the Bid Amount was blocked.

Bidders can contact the Compliance Officer or the Registrar to the Issue, in case of any Pre- Issue or Post- Issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, unblocking of funds, etc

## Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, two agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated February 12, 2020 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated January 02, 2019 among CDSL, our Company and Registrar to the Company.

## Impersonation

**Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

*“Any person who:*

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

## Undertakings by our Company

Our Company undertakes the following:

1. adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and to consider them similar to Anchor Investors while finalising the Basis of Allotment;
2. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
3. that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;



4. that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/ Issue Closing Date or such other time as may be prescribed;
5. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
6. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
7. that if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. that if our Company in consultation with the BRLM, withdraw the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;
9. Promoter's contribution, if any, shall be brought in advance before the Bid / Issue Opening Date;
10. that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and
11. that, except for the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares offered through this Draft Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc

#### **Utilisation of Net proceeds**

Our Company specifically confirms and declares that:

1. all monies received out of Issue of specified securities to public shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Issue referred to in sub-item(i) shall be disclosed and continue to be disclosed till the time any part of the Fresh Issue proceeds remains un-utilised under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilised; and
3. details of all un-utilised monies out of the Fresh Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the issuer indicating the form in which such un-utilised monies have been invested.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA and the circulars and notifications issued thereunder. The government bodies responsible for granting foreign investment approvals are the concerned ministries or departments of the Government of India and the RBI. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the FDI Policy by way of circular bearing number DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

As per the FDI Policy, under the “Pharmaceuticals” sector, FDI of up to 100% foreign investment under the automatic route is currently permitted for greenfield investments. For brownfield investments, up to 74% is permissible under the automatic route and government approval route beyond 74%. For details, see “Key Regulations and Policies” on page 122.

Subject to certain provisions, the transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Bid Period.

As per the existing policy of the Government, OCBs were not permitted to participate in the Issue.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and, unless so registered, 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 in the United States. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the 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. The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder, and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.**

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## SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association.

Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association

### Interpretation

#### I. (1) In these regulations --

- (a) “the Act” means the Companies Act, 2013,
- (b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) The regulations contained under Table F of Schedule I of the Companies Act, 2013 shall be applicable to the Company to the extent not modified or excluded by these Articles.

(4) The company is a “Public Company” within the meaning of section 2 (71) of the Companies Act, 2013 and accordingly:-

“Public Company” means a company which-

- (a) is not a private company

**Provided** that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;

### Share capital and variation of rights

- #### II.
1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the 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 and at such time as they may from time to time think fit.
  2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
    - (a) One certificate for all his shares without payment of any charges; or
    - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3.
  - (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
  - (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
  - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
  - (i) 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, 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.
  - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **Lien**

9.
  - (i) The company shall have a first and paramount lien—
    - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
    - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:  
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the

purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

**18. The Board—**

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

**Transfer of shares**

- 19. (i)** Any member may transfer his/her shares to any other existing members but Board shall have right, subject to appeal as prescribed u/s 58 of the Act, to refuse registration of transfer of shares;
- (ii) If any member wants to transfer/sell his shares to a person other than existing member, he shall give to the Company intimation of his intention to do so and he shall transfer his shares to such non members only if approval by the Board is granted any communicated in writing to that person to transfer the shares to the non member;
- (iii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and shall be deposited with the Company for the registration of transfer of shares within 60 days from the date of execution;
- (iv) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 20. The Board may, subject to the right of appeal conferred by section 58 decline to register—**
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
- 21. The Board may decline to recognise any instrument of transfer unless—**
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
- 22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:**

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

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### Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. 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.

### Forfeiture of shares

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. 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.
30. (i) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **Alteration of capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock,—



- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stockholder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### **Capitalisation of profits**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **General meetings**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) 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 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.

#### **Proceedings at general meetings**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **Adjournment of meeting**

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47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **Voting rights**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) 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.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### **Proxy**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Board of Directors**

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

1. GOVINDSINH CHAVADA
2. NARENDRASINH DEVDA

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **Proceedings of the Board**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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 directors present may choose one of their number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) 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.
71. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

74. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may 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;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75. A provision of the Act or these regulations requiring or authorising 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.

### **The Seal**

76. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 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 and Reserve**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- 83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85.** No dividend shall bear interest against the company.

#### **Accounts**

- 86.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### **Winding up**

- 87.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **Indemnity**

- 88.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



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## SECTION XII – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of 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 two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

#### A. Material Contracts

1. Memorandum of Understanding dated August 04, 2021 entered into between our Company and the Book Running Lead Manager.
2. Memorandum of Understanding dated August 04, 2021 entered into between our Company and the Registrar to the Issue.
3. Tripartite Agreement dated January 02, 2019 between CDSL, our Company and the Registrar to the Company.
4. Tripartite Agreement dated February 12, 2020 between NSDL, our Company and the Registrar to the Company.
5. Escrow Agreement dated [●] between our Company, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Refund Bank(s) and the Registrar to the Issue.
6. Syndicate Agreement dated [●] between our Company, the Book Running Lead Manager, the Syndicate Members and Registrar to the Issue.
7. Underwriting Agreement dated [●] between our Company, the Book Running Lead Manager and the Underwriters.

#### B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificates of Incorporation as amended from time to time.
3. Resolution of the Board of Directors dated June 29, 2021 authorising the Issue.
4. Shareholders' Resolution passed at the Extra-ordinary General Meeting of the Company held on July 1, 2021, authorising the Issue.
5. Report of our Statutory Auditor dated August 12, 2021 regarding the Restated Financial Information of our Company as at and for for years ended March 31, 2021, 2020 and 2019 included in this Draft Red Herring Prospectus.
6. Statement of Tax Benefits dated August 12, 2021 issued by our Statutory Auditor.
7. Consents of our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, BRLM, Legal Advisor to the Issue, Statutory Auditor, Registrar to the Issue, Registrar to the Company Bankers to the Issue<sup>(1)</sup>, Sponsor Bank<sup>(1)</sup>, Bankers to our Company<sup>(1)</sup>, Underwriters<sup>(1)</sup>, Advisors to the Company, CARE Advisory Research and Training Limited and Syndicate Members<sup>(1)</sup> as referred to in their specific capacities.  
*<sup>(1)</sup> The aforesaid will be appointed prior to filing of the RHP / Prospectus with RoC and their consents as above would be obtained prior to the filing of the RHP / Prospectus with RoC.*
8. Due diligence Certificate dated August 30, 2021 addressed to SEBI issued by the BRLM.

9. Resolution of the Board of Directors of our Company dated August 30, 2021, approving this Draft Red Herring Prospectus.
10. In – principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
11. SEBI observation letter no. [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Chairperson & Non Executive Director**

**SD/-**

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**Gautam Bali**

**DIN: 00481587**

**Place: Delhi**

**Date: August 30, 2021**

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Vice Chairperson & Non Executive Director**

SD/-

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**Vishal Jain**

**DIN:** 08082565

**Place:** New York, United States of America

**Date:** August 30, 2021

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by Whole Time Director**

**SD/-**

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**Narendrasinh Devda**

**DIN: 00344604**

**Place: Ahmedabad**

**Date: August 30, 2021**

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**.DECLARATION**

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Non Executive Director**

**SD/-**

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**Govindsinh Chavada**

**DIN: 07931885**

**Place:** Glasgow, United Kingdom

**Date:** August 30, 2021

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Non-Executive Independent Director**

**SD/-**

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**Pankaj Singh**  
**DIN:** 03540913

**Place:** Jaipur  
**Date:** August 30, 2021



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Non-Executive Independent Director**

SD/-

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**Dinesh Singh**  
DIN: 02726133

**Place:** Pune  
**Date:** August 30, 2021

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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Non-Executive Independent Director**

SD/-

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**Jayantilal Patel**  
**DIN:** 01726061

**Place:** Ahmedabad  
**Date:** August 30, 2021

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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Non-Executive Independent Director**

**SD/-**

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**Nirali Solanki**  
**DIN:** 09186038

**Place:** Ahmedabad  
**Date:** August 30, 2021

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Chief Financial Officer**

SD/-

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**Lalit Bharati**

**Place:** Ahmedabad

**Date:** August 30, 2021

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

**Signed by the Company Secretary and Compliance Officer**

SD/-

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**Ram Shah**

**Place:** Ahmedabad

**Date:** August 30, 2021